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1Q 2023 Investor Presentation

Results Through March 31, 2023

May 9, 2023

Important Information

Forward-Looking Statements and Other Information

This presentation contains forward-looking statements. All statements contained in this presentation other than statements of historical fact are forward-looking statements, including statements regarding our guidance as to our future financial and operational results, our expectations regarding consumers' demand and the duration and severity of ongoing macroeconomic challenges, and our plans and expectations in connection with the restructuring of our Beverage Merchandising operations, including the planned restructuring activities, expected timelines and the magnitude and timing of the charges we expect to incur in connection therewith. In some cases, you can identify forward-looking statements because they contain words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will" or "would" or the negative of these words or other similar terms or expressions. Forward-looking statements are subject to various risks and uncertainties. Accordingly, there are important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. Moreover, new risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this presentation. The results, events and circumstances reflected in the forward-looking statements made herein may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements. Given these risks and uncertainties, you are cautioned not to place undue reliance on any forward-looking statements. For additional information on these and other factors that could cause our actual results to differ materially from those set forth in this presentation, please see our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission, or SEC, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, to be filed with the SEC.

All information contained herein speaks only as of the date of this presentation, except where otherwise stated. Except as required by law, we undertake no duty to update or revise the information contained herein, publicly or otherwise, including any forward-looking statements.

Non-GAAP Financial Measures

In addition to U.S. GAAP financial measures, this presentation includes references to Adjusted EBITDA, Adjusted EPS, Free Cash Flow, Net Debt and the Net Leverage Ratio, which are non-GAAP financial measures. All references to Adjusted EBITDA refer to Adjusted EBITDA from continuing operations.

We define Adjusted EBITDA as our net (loss) income calculated in accordance with GAAP plus the sum of income tax expense (benefit), net interest expense, depreciation and amortization and further adjusted to exclude certain items, including but not limited to restructuring, asset impairment and other related charges, gains on the sale of businesses and noncurrent assets, non-cash pension income (expense), operational process engineering-related consultancy costs, business acquisition and integration costs and purchase accounting adjustments, unrealized gains or losses on derivatives, foreign exchange losses on cash, executive transition charges and gains or losses on certain legal settlements. We define Adjusted EPS as diluted (loss) earnings per share ("EPS") calculated in accordance with GAAP adjusted for the after tax effect of certain items, including but not limited to restructuring, asset impairment and other related charges, gains on the sale of businesses and noncurrent assets, non-cash pension income (expense), operational process engineering-related consultancy costs, business acquisition and integration costs and purchase accounting adjustments, unrealized gains or losses on derivatives, foreign exchange losses on cash, executive transition charges and gains or losses on certain legal settlements. We define Free Cash Flow as net cash provided by operating activities less capital expenditures. We define Net Debt as the sum of current and long-term debt, less cash and cash equivalents. We define the Net Leverage Ratio as Net Debt divided by Adjusted EBITDA for the last 12 months, which we refer to as LTM Adjusted EBITDA.

These non-GAAP measures are in addition to, and not a substitute for or superior to, measures prepared in accordance with GAAP.

A reconciliation of these non-GAAP measures to the most directly comparable GAAP measures is set forth in the Appendix to this presentation.

Today's Presenters



Michael King
President & Chief Executive Officer



Jon Baksht
Chief Financial Officer

Agenda



1

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1Q 2023 Financial Performance



Beverage Merchandising Restructuring Update

Canton and Olmsted Falls

- Expect to cease production by June
- Taking actions to ensure smooth transition

Restructuring Costs

- Cash cost: refined estimates and reduced high end of the range
- Non-cash cost: refined estimates and narrowed the range

Financial Reporting

- New management and operating structure effective April 1, 2023
- Financial results for Food & Beverage Merchandising will be combined beginning with Q2 reporting

Pine Bluff and Waynesville

- Ongoing review of strategic alternatives

2023 Updated Outlook

Raising 2023 Guidance

FY 2023 Adj. EBITDA⁽¹⁾ from \$755-\$780 million to \$775-\$800 million

- (1) The Company has not reconciled the forward-looking non-GAAP measure Adjusted EBITDA to the GAAP measure net (loss) income in this presentation because the Company does not provide guidance for certain of the reconciling items on a consistent basis, including but not limited to items relating to restructuring, asset impairment and other related charges, depreciation and amortization expense, net interest expense and income taxes, which would be required to include a reconciliation of Adjusted EBITDA to GAAP net (loss) income, as the Company is unable to quantify these amounts without unreasonable efforts.

Business Drivers



Consumer Demand / Volume

- Inflationary pressures on consumer spending
- Consumers trading down on purchases
- Declining impact of customer destocking

Pricing / Mix

- Maintaining traction on overall pricing levels
- Impact of resin price moderation

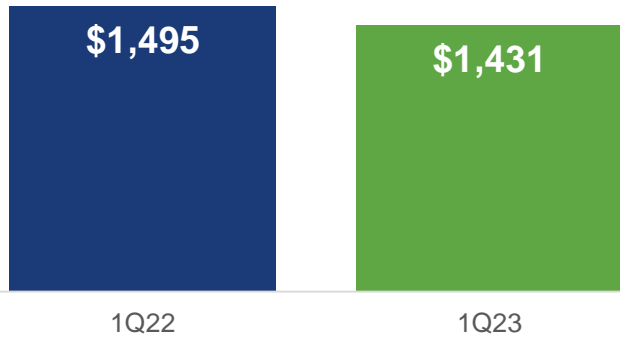
Cost Structure

- Material costs moderating
- Other input costs improving
 - Transportation, natural gas, energy, chemicals
- Continued focus on labor rates and retention

1Q 2023: Year over Year

Net Revenues down 4% y/y

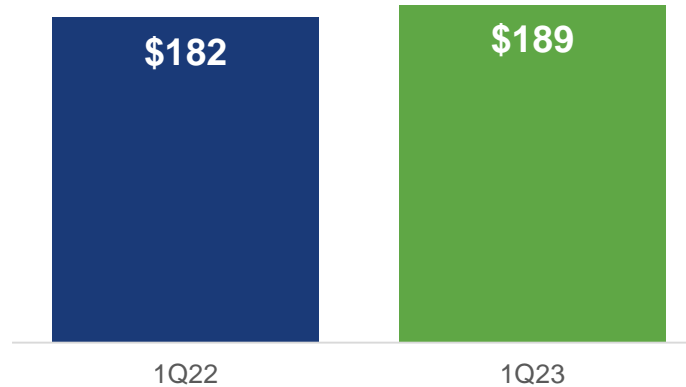
(\$ in millions)



- Volume down 6%
- Price/mix up 6%
- Down 4% due to impact of divestitures, primarily Beverage Merchandising Asia

Adjusted EBITDA⁽¹⁾ increased \$7mn y/y

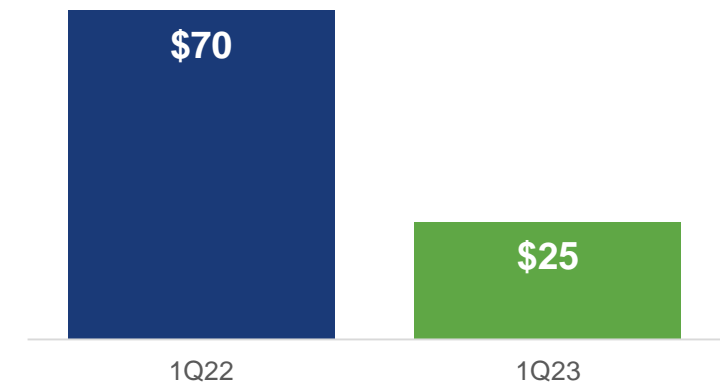
(\$ in millions)



- Primarily driven by favorable pricing, net of material costs passed through, and lower transportation costs
- Partially offset by higher manufacturing costs and lower volumes

Free Cash Flow⁽¹⁾ decreased \$45mn y/y

(\$ in millions)



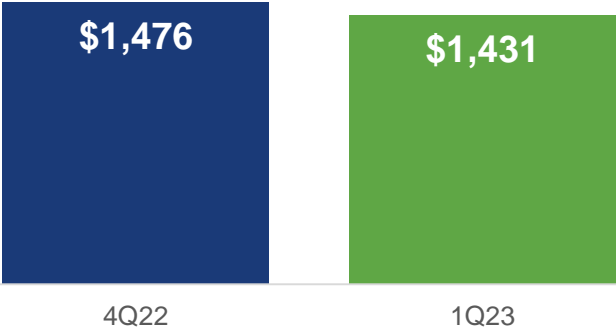
- Lower operating cash flow due to higher incentive compensation payments and interest expense, partially offset by strategic inventory investment in the prior year period

(1) Adjusted EBITDA and Free Cash Flow are non-GAAP measures. See the reconciliations to GAAP measures in the Appendix.

1Q 2023: Quarter over Quarter

Net Revenues down 3% q/q

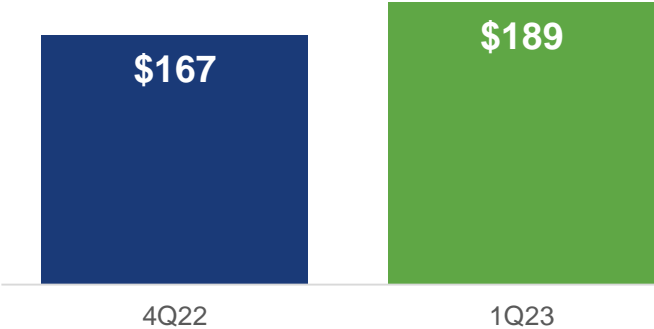
(\$ in millions)



- Volume down 2%
- Price/mix down 1%

Adjusted EBITDA⁽¹⁾ increased \$22mn q/q

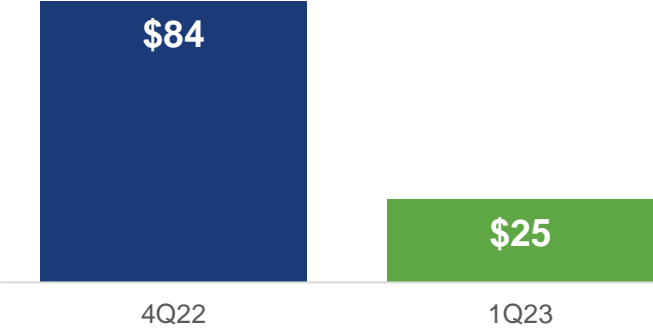
(\$ in millions)



- Increase due to lower material costs, net of costs passed through, pricing actions, and lower employee-related costs
- Partially offset by higher manufacturing costs

Free Cash Flow⁽¹⁾ decreased \$59mn q/q

(\$ in millions)



- Lower operating cash flow due to timing of annual incentive compensation payments

(1) Adjusted EBITDA and Free Cash Flow are non-GAAP measures. See the reconciliations to GAAP measures in the Appendix.

Foodservice Segment Highlights

(\$ in millions)	1Q 2022	4Q 2022	1Q 2023	YoY %	QoQ %
Net Revenues	\$697	\$673	\$654	(6%)	(3%)
Adjusted EBITDA	\$116	\$90	\$113	(3%)	26%



YoY commentary

Net Revenues down 6%

- Volume down 5%
- Price/mix down 1%

Adjusted EBITDA down 3%

- Primarily due to higher manufacturing costs and lower sales volume, mostly offset by lower material costs, net of costs passed through, and lower transportation costs

QoQ commentary

Net Revenues down 3%

- Price/mix down 2%
- Volume down 1%

Adjusted EBITDA up 26%

- Primarily due to lower material costs, net of costs passed through, partially offset by higher manufacturing costs

Food Merchandising Segment Highlights

(\$ in millions)	1Q 2022	4Q 2022	1Q 2023	YoY %	QoQ %
Net Revenues	\$404	\$447	\$440	9%	(2%)
Adjusted EBITDA	\$60	\$83	\$93	55%	12%



YoY commentary

Net Revenues up 9%

- Price/mix up 15%
- Volume down 7%
- FX impact of 1%

Adjusted EBITDA up 55%

- Primarily due to favorable pricing, net of material costs passed through, including pricing benefit from the extension of key business, partially offset by higher manufacturing costs and lower sales volume

QoQ commentary

Net Revenues down 2%

- Price/mix up 1%
- Volume down 3%

Adjusted EBITDA up 12%

- Primarily due to favorable pricing, net of material costs passed through, including pricing benefit from the extension of key business, partially offset by higher manufacturing costs

Beverage Merchandising Segment Highlights

(\$ in millions)	1Q 2022	4Q 2022	1Q 2023	YoY %	QoQ %
Net Revenues	\$403 ⁽¹⁾	\$385 ⁽²⁾	\$370 ⁽³⁾	(8%)	(4%)
Adjusted EBITDA	\$24	\$21	\$1	(96%)	(95%)



- (1) Includes \$31 million of intersegment revenues.
- (2) Includes \$35 million of intersegment revenues.
- (3) Includes \$35 million of intersegment revenues.

YoY commentary

Net Revenues down 8%

- Price/mix up 7%
- Volume down 6%
- Decline of 9% due to divestiture of Beverage Merchandising Asia

Adjusted EBITDA down 96%

- Primarily due to a scheduled cold mill outage, higher manufacturing costs and the impact from the disposition of Beverage Merchandising Asia, partially offset by favorable pricing, net of material costs passed through

QoQ commentary

Net Revenues down 4%

- Price/mix flat
- Volume down 4%

Adjusted EBITDA down 95%

- Primarily due to higher manufacturing costs, partially offset by lower material costs, net of costs passed through

Balance Sheet, Cash Flow and Leverage

Selected Balance Sheet

(\$ in millions)

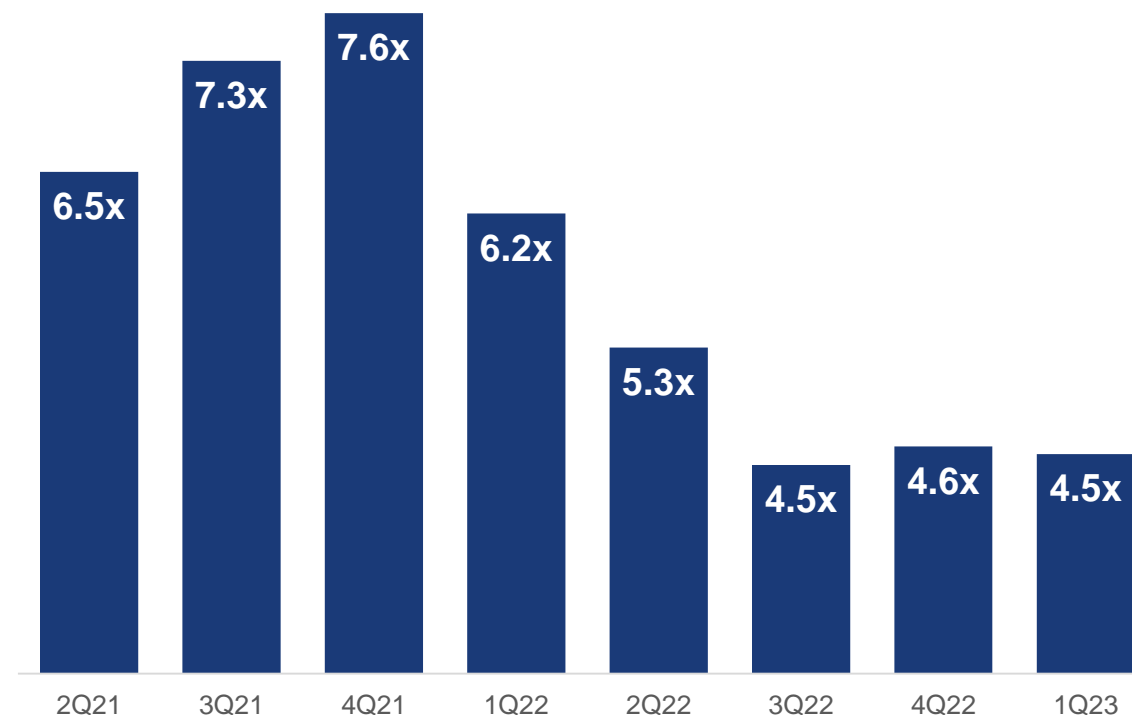
As of March 31,	2022	2023
Cash and Cash Equivalents⁽¹⁾	\$283	\$427
Net Debt⁽²⁾	\$3,960	\$3,595
Net Leverage Ratio⁽²⁾	6.2x	4.5x
Working Capital	\$1,100	\$1,153
Weighted average debt maturity	~5.3 years	~4.3 years
Fixed rate debt as % of total⁽³⁾	~47%	~72%

Selected Quarterly Cash Flow

(\$ in millions)

Quarter ending March 31,	2022	2023
Cash Flow from Operations	\$120	\$88
CapEx	\$(50)	\$(63)
Free Cash Flow⁽²⁾	\$70	\$25

Net Leverage Ratio⁽²⁾



De-levering remains a focus for capital allocation

(1) Excludes \$19 million of cash classified as held for sale as of March 31, 2022.

(2) Net Debt, Net Leverage Ratio, and Free Cash Flow are non-GAAP measures. See the reconciliations to GAAP measures in the Appendix.

(3) Net of interest rate swaps entered into during the fourth quarter of 2022 for an aggregate notional amount of \$1,000 million of the Company's U.S. term loans.



2023 Outlook



2023 Updated Outlook



	Guidance	
	<u>Previous</u>	<u>Revised</u>
Full Year Adjusted EBITDA ⁽¹⁾	\$755mn - \$780mn	\$775mn - \$800mn
2023E CapEx	\$280mn	unchanged
Total Restructuring Charges ⁽²⁾	\$310mn - \$330mn non-cash \$130mn - \$185mn cash	\$320mn - \$330mn non-cash \$130mn - \$160mn cash
Free Cash Flow ⁽³⁾	N/A	\$200mn+

(1) The Company has not reconciled the forward-looking non-GAAP measure Adjusted EBITDA to the GAAP measure net (loss) income in this presentation because the Company does not provide guidance for certain of the reconciling items on a consistent basis, including but not limited to items relating to restructuring, asset impairment and other related charges, depreciation and amortization expense, net interest expense and income taxes, which would be required to include a reconciliation of Adjusted EBITDA to GAAP net (loss) income, as the Company is unable to quantify these amounts without unreasonable efforts.

(2) See detail in the Appendix.

(3) Free Cash Flow is a non-GAAP measure. Free Cash Flow guidance was not previously provided. See the reconciliation to net cash provided by operating activities in the Appendix.

2023 Adjusted EBITDA^(1,2) Outlook

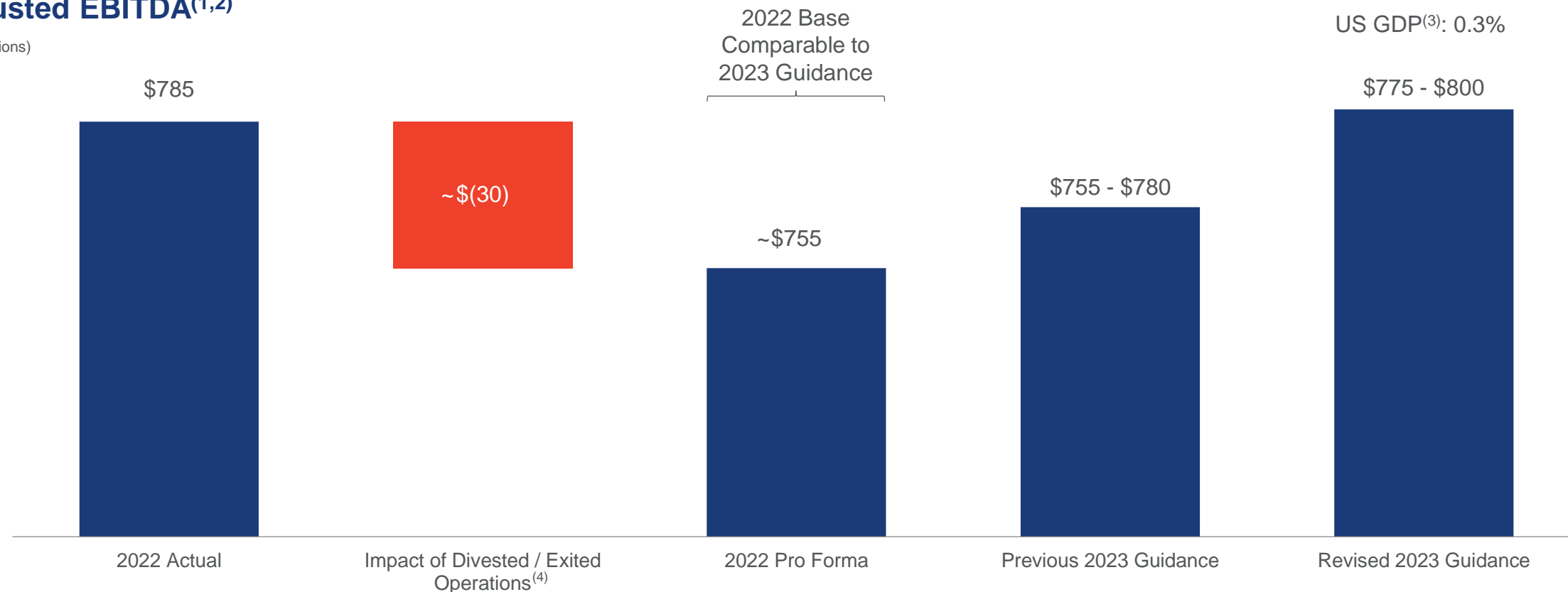
Adjusted EBITDA^(1,2)

(\$ in millions)

2023 est. growth

Adj. EBITDA^(1,2): 3% to 6%

US GDP⁽³⁾: 0.3%



(1) Adjusted EBITDA is a non-GAAP measure. See the reconciliations to GAAP measures in the Appendix.

(2) The Company has not reconciled the forward-looking non-GAAP measure Adjusted EBITDA to the GAAP measure net (loss) income in this presentation because the Company does not provide guidance for certain of the reconciling items on a consistent basis, including but not limited to items relating to restructuring, asset impairment and other related charges, depreciation and amortization expense, net interest expense and income taxes, which would be required to include a reconciliation of Adjusted EBITDA to GAAP net (loss) income, as the Company is unable to quantify these amounts without unreasonable efforts.

(3) Congressional Budget Office estimate as of February 2023 (<https://www.cbo.gov/publication/58946>).

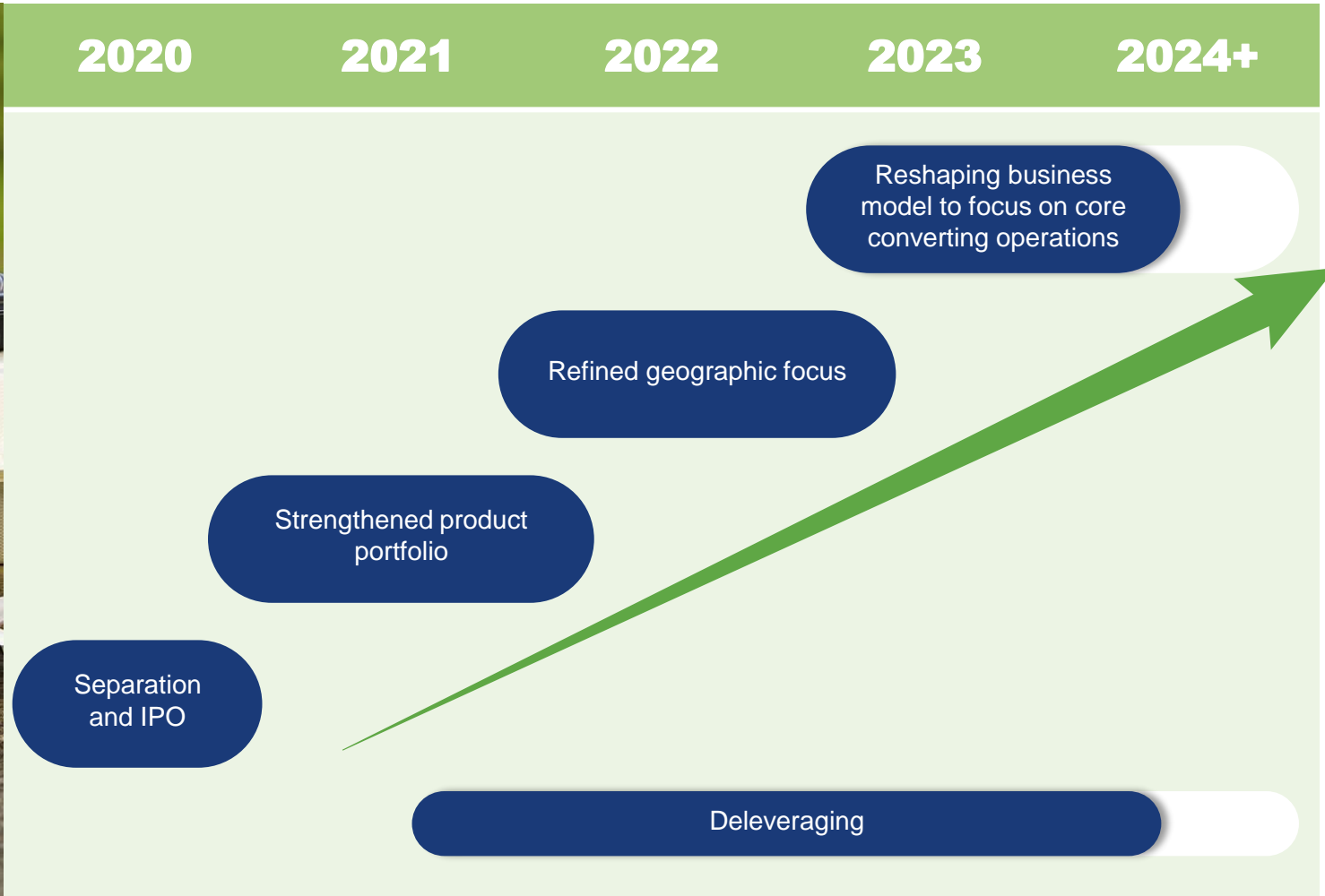
(4) Represents approximate 2022 Adjusted EBITDA contribution of divestitures (primarily Beverage Merchandising Asia prior to divestiture in 3Q 2022) and the Canton mill (from June through December 2022).



Strategy Execution



Consistent Strategy Execution Positions Pactiv Evergreen for Future Growth



Platform for Driving Growth

- Focused portfolio
- Improved profitability
- Reduced capital intensity
- Lower leverage
- Committed to ESG
- Dependable returns



Invest with Pactiv Evergreen



- 1** Market leading positions in growing, recession-resilient consumer end markets
- 2** Broad product and substrate offerings for food and beverage packaging
- 3** Longstanding strategic partnerships with blue chip customer base
- 4** Innovative and sustainable products expected to boost Adj. EBITDA growth
- 5** Strong Adj. EBITDA and FCF profile coupled with **disciplined capital allocation**



Conclusion & Q&A



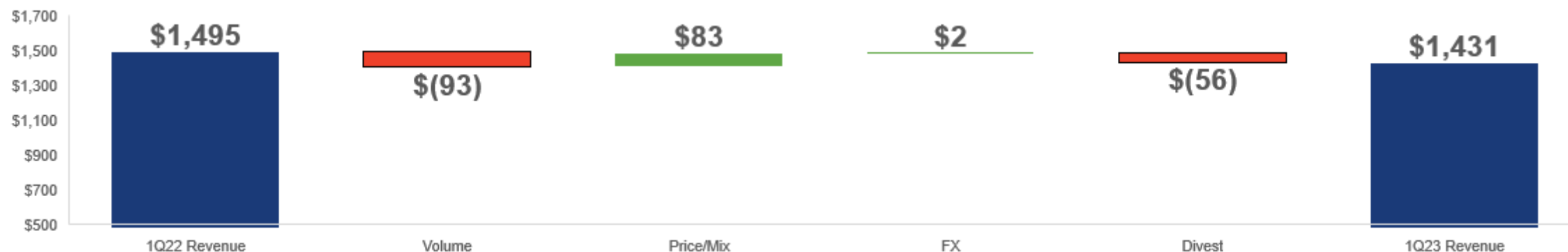


Appendix

Revenue & Adjusted EBITDA⁽¹⁾ Bridges 1Q 2023 vs 1Q 2022

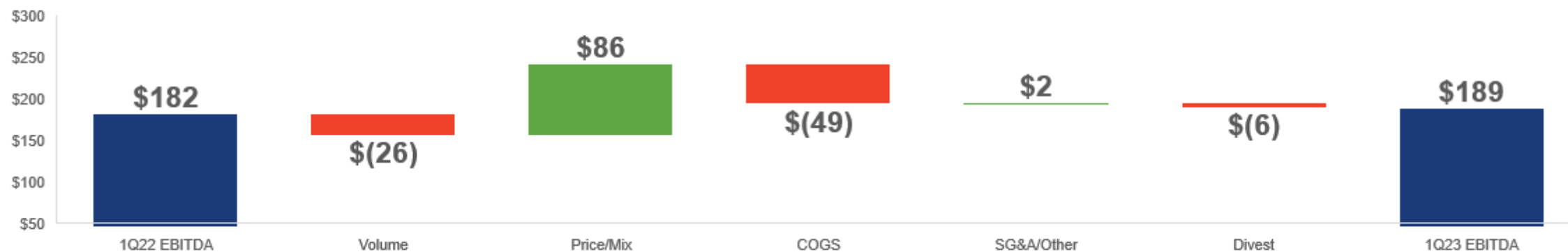
Revenue

(in millions)



Adjusted EBITDA⁽¹⁾

(in millions)

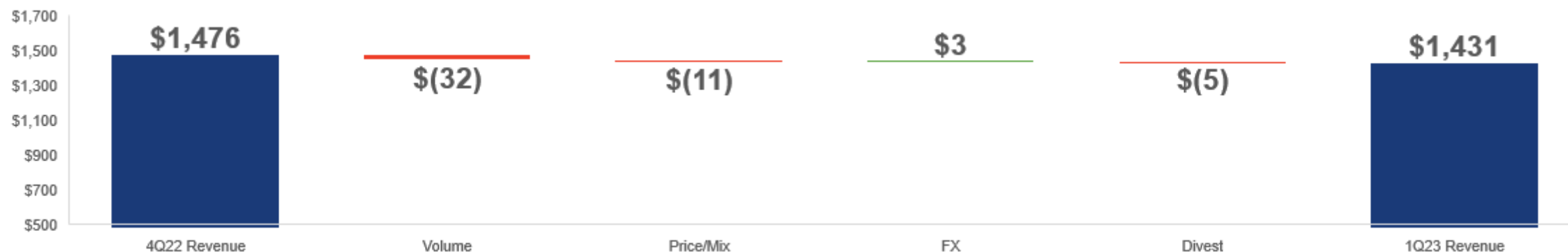


(1) Adjusted EBITDA is a non-GAAP measure. See the reconciliation of net income (loss) to Adjusted EBITDA in this Appendix.

Revenue & Adjusted EBITDA⁽¹⁾ Bridges 1Q 2023 vs 4Q 2022

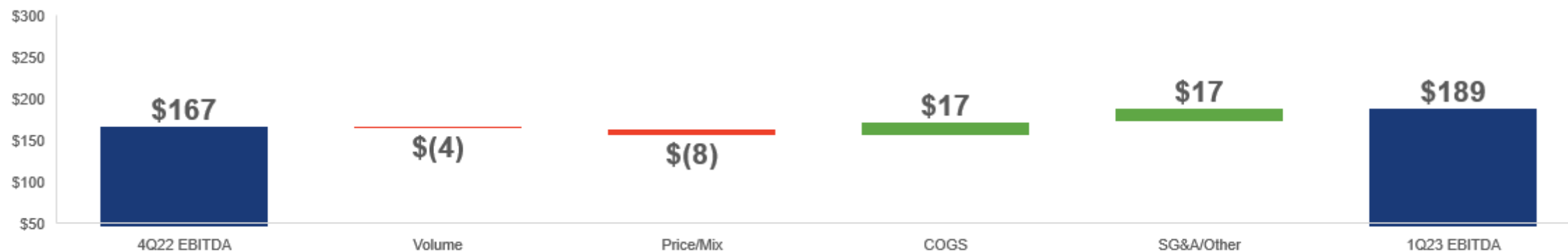
Revenue

(in millions)



Adjusted EBITDA⁽¹⁾

(in millions)



(1) Adjusted EBITDA is a non-GAAP measure. See the reconciliation of net income (loss) to Adjusted EBITDA in this Appendix.

Beverage Merchandising Restructuring: Estimated Financial Impacts

(in millions)	Range ¹		Timing
Non-cash			
Accelerated property, plant and equipment depreciation	\$280	\$285	2023 - 2024
Other non-cash impairment charges	40	45	2023
Total non-cash	\$320	\$330	2023 - 2024
Cash			
Exit, disposal and other transition costs	\$85	\$115	2023 - 2024
Severance, termination and related costs	45	45	2023 - 2024
Total cash	\$130	\$160	2023 - 2024

(1) Amounts exclude any potential impact related to the ongoing strategic review of Pine Bluff and Waynesville.

Reconciliation of Net (Loss) Income to Adjusted EBITDA and Diluted EPS to Adjusted EPS

	For the Three Months Ended					
	March 31, 2023		December 31, 2022		March 31, 2022	
	Net loss to Adjusted EBITDA	Diluted EPS to Adjusted EPS	Net income to Adjusted EBITDA	Diluted EPS to Adjusted EPS	Net income to Adjusted EBITDA	Diluted EPS to Adjusted EPS
Net (loss) income / Diluted EPS (Reported GAAP Measure)	\$(133)	\$(0.76)	\$27	\$0.15	\$43	\$0.24
Income tax (benefit) expense	(19)		(11)		36	
Interest expense, net	63		60		49	
Depreciation and amortization (excluding restructuring-related charges)	84		84		84	
Beverage Merchandising Restructuring charges ⁽¹⁾	187	0.87	—	—	—	—
Other restructuring and asset impairment charges (reversals) ⁽²⁾	(1)	—	—	—	—	—
Gain on sale of businesses and noncurrent assets ⁽³⁾	—	—	—	—	(27)	(0.07)
Non-cash pension expense (income) ⁽⁴⁾	1	—	3	0.01	(10)	(0.03)
Operational process engineering-related consultancy costs ⁽⁵⁾	—	—	2	0.01	3	0.01
Business integration costs ⁽⁶⁾	—	—	—	—	4	0.01
Unrealized losses (gains) on commodity derivatives	2	0.01	—	—	(5)	(0.02)
Foreign exchange losses on cash	4	0.01	1	—	2	0.01
Costs associated with legacy facility ⁽⁷⁾	—	—	—	—	3	0.01
Other	1	—	1	—	—	—
Adjusted EBITDA / Adjusted EPS⁽⁸⁾ (Non-GAAP Measure)	\$189	\$0.13	\$167	\$0.17	\$182	\$0.16

(in millions, except per share amounts)

(1) Reflects charges related to the Beverage Merchandising Restructuring, including \$90 million of accelerated depreciation expense.

(2) Reflects restructuring and asset impairment charges (net of reversals) associated with our remaining closures businesses.

(3) Reflects the gain from the sale of our equity interests in Naturepak Beverage.

(4) Reflects the non-cash pension expense (income) related to our employee benefit plans, including the pension settlement gain of \$10 million recognized during the three months ended March 31, 2022.

(5) Reflects the costs incurred to evaluate and improve the efficiencies of our manufacturing and distribution operations.

(6) Reflects integration costs related to Fabri-Kal.

(7) Reflects costs related to a closed facility that was sold prior to our acquisition of the entity.

(8) Income tax (benefit) expense, interest expense, net and depreciation and amortization (excluding restructuring-related charges) are not adjustments from diluted EPS to calculate Adjusted EPS. Adjustments were tax effected using the applicable effective income tax rate for each period.

Reconciliation of Total Debt to Net Debt and LTM Net Income (Loss) to LTM Adjusted EBITDA From Continuing Operations and Derivation of Net Leverage Ratio

(in millions)

Net Debt:	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021
Total Debt (GAAP)	\$4,022	\$4,136	\$4,233	\$4,237	\$4,243	\$4,250	\$4,247	\$3,935
Less cash and cash equivalents	427	531	559	246	283	197	627	350
Net Debt (Non-GAAP)	\$3,595	\$3,605	\$3,674	\$3,991	\$3,960	\$4,053	\$3,620	\$3,585

(in millions)

LTM Adjusted EBITDA:	Last Twelve Months Ended							
	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021
Net income (loss) (GAAP)	\$143	\$319	\$326	\$153	\$87	\$33	\$17	(\$128)
Income tax expense (benefit)	94	149	182	90	50	(4)	(43)	12
Interest expense, net	232	218	208	206	198	191	237	267
Depreciation and amortization (excluding restructuring-related charges)	339	339	346	364	355	344	329	299
Beverage Merchandising restructuring charges ⁽¹⁾	187	-	-	-	-	-	-	-
Restructuring, asset impairment and other related charges ⁽²⁾	57	58	59	2	11	9	18	32
Gain on sale of businesses and noncurrent assets ⁽³⁾	(239)	(266)	(266)	(27)	(27)	-	(2)	(1)
Non-cash pension income ⁽⁴⁾	(37)	(49)	(65)	(61)	(88)	(101)	(104)	(82)
Operational process engineering-related consultancy costs ⁽⁵⁾	6	9	12	15	21	21	17	14
Business acquisition and integration costs and purchase accounting adjustments ⁽⁶⁾	2	6	19	21	19	15	2	-
Unrealized losses (gains) on commodity derivatives ⁽⁷⁾	11	4	6	(3)	1	7	(2)	(4)
Foreign exchange losses on cash ⁽⁸⁾	4	3	3	3	4	2	2	44
Executive transition charges ⁽⁹⁾	2	2	2	2	-	10	10	10
Gain on legal settlement ⁽¹⁰⁾	(15)	(15)	(15)	(15)	-	-	-	-
Costs associated with legacy sold facility ⁽¹¹⁾	3	6	6	6	3	-	-	-
Strategic review and transaction-related costs ⁽¹²⁾	-	-	-	-	-	-	8	32
Related party management fee ⁽¹³⁾	-	-	-	-	-	-	-	44
Goodwill impairment charges ⁽¹⁴⁾	-	-	-	-	-	-	-	6
Other	3	2	-	(1)	2	4	7	5
LTM Adjusted EBITDA (Non-GAAP)	\$792	\$785	\$823	\$755	\$636	\$531	\$496	\$550
Net Leverage Ratio	4.5	4.6	4.5	5.3	6.2	7.6	7.3	6.5

- (1) Reflects charges related to the Beverage Merchandising Restructuring, including \$90 million of accelerated depreciation expense.
- (2) Reflects asset impairment, restructuring and other related charges (net of reversals) primarily associated with our decision to exit our remaining closures operations and our closure of Beverage Merchandising's coated groundwood operations
- (3) Reflects the gain from the sale of businesses and noncurrent assets, primarily related to the sale of Beverage Merchandising Asia and our equity interests in Naturepak Beverage Packaging Co. Ltd.
- (4) Reflects the non-cash pension income related to our employee benefit plans, including settlement gains
- (5) Reflects the costs incurred to evaluate and improve the efficiencies of our manufacturing and distribution operations.
- (6) Reflects amounts related to the acquisition of Fabri-Kal.
- (7) Reflects the mark-to-market movements in our commodity derivatives.
- (8) Reflects foreign exchange losses on cash, primarily on U.S. dollar amounts held in non-U.S. dollar functional currency entities.
- (9) Reflects charges relating to key executive retirement and separation agreements in the first half of 2021 and second quarter of 2022.
- (10) Reflects the gain, net of costs, arising from the settlement of legal actions.
- (11) Reflects costs related to a closed facility, sold prior to our acquisition of the entity.
- (12) Reflects costs incurred for strategic reviews of our businesses, primarily in anticipation of and in connection with the IPO, as well as other costs related to the IPO that cannot be offset against the proceeds of the IPO.
- (13) Reflects the related party management fee charged by Rank to us. Following our IPO, we were no longer charged the related party management fee.
- (14) Reflects goodwill impairment charges in respect of our remaining closures operations.

Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow

	For the Three Months Ended			Estimate
	March 31, 2023	December 31, 2022	March 31, 2022	For the Year Ended December 31, 2023
(in millions)				
Net cash provided by operating activities (GAAP)	\$88	\$173	\$120	\$480+
Capital expenditures	(63)	(89)	(50)	(280)
Free Cash Flow (Non-GAAP)	\$25	\$84	\$70	\$200+



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