

Genuine Parts 1Q21 Earnings Presentation

April 22, 2021



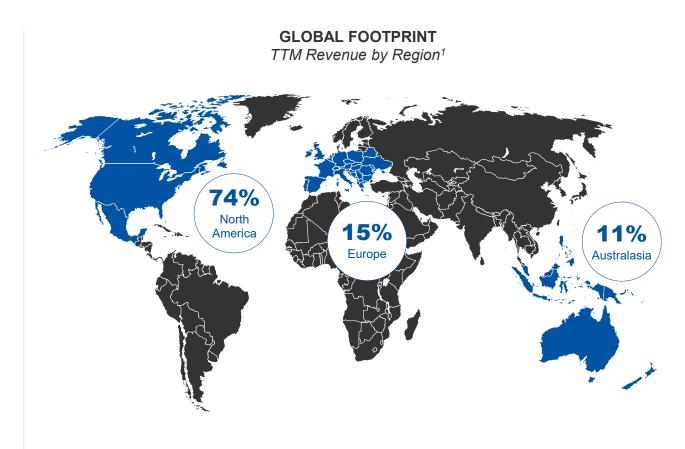
Genuine Parts Company Snapshot (NYSE: GPC)

KEY STATISTICS¹

Founded	1928
Headquarters	Atlanta, GA
Countries Served	14
Locations	10,469
WarehousesDistribution FacilitiesRetail (Owned/Independent)	823 182 9,464
Employees	~50,000
Market Capitalization ²	~\$17.3B

TTM FINANCIAL HIGHLIGHTS¹

Revenue	\$16.9B
Automotive	66%
 Industrial 	34%
Segment Profit Margin ³	8.6%
Free Cash Flow ³	~\$2.1B
Dividend Yield ⁴	2.8%



Leading Global Distributor in Diversified End Markets



Safe Harbor Statement

FORWARD-LOOKING STATEMENTS: Some of the comments made during this conference call and information contained in our presentation constitute forward-looking statements that are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements in the future tense and all statements accompanied by words such as "expect," "likely," "outlook," "forecast," "preliminary," "would," "could," "should,", "position", "will," "project," "intend," "plan," "on track," "anticipate," "to come," "may," "possible," "assume," or similar expressions are intended to identify such forward-looking statements. These forward-looking statements include the Company's view of business and economic trends for the remainder of the year, the Company's ability to execute our strategic priorities and capitalize in light of these business and economic trends, and the updated full-year 2021 financial guidance for the Company. The Company cautions that all forward-looking statements involve risks and uncertainties, and while we believe that our expectations for the future are reasonable in view of currently available information, you are cautioned not to place undue reliance on our forward-looking statements. Actual results or events may differ materially from those indicated as a result of various important factors. Such factors may include, among other things, the extent and duration of the disruption to our business operations caused by the global health crisis associated with the COVID-19 pandemic, including the effects on the financial health of our business partners and customers, on supply chains and our suppliers, on vehicle miles driven as well as other metrics that affect our business, and on access to capital and liquidity provided by the financial and capital markets; the Company's ability to maintain compliance with its debt covenants; the Company's ability to successfully integrate acquired businesses into the Company's operations and to realize the anticipated synergies and benefits; the Company's ability to successfully implement its business initiatives in its two business segments; changes in demand for the Company's products; the ability to maintain favorable supplier arrangements and relationships; disruptions in global supply chains and in our suppliers' operations, including as a result of the impact of COVID-19 on our suppliers and our supply chain; changes in national and international legislation or government regulations or policies, including changes to import tariffs, environmental and social policy, infrastructure programs and privacy legislation, and their impact to the Company and its suppliers and customers; changes in general economic conditions, including unemployment, inflation (including the impact of tariffs) or deflation and the United Kingdom's exit from the European Union and the unpredictability of the impact following such exit; changes in tax laws, regulations, treaties and policies, including the interpretation and enforcement of any of the foregoing; volatile exchange rates; volatility in oil prices; significant cost increases, such as rising fuel and freight expenses; the Company's ability to successfully attract and retain employees in the current labor market; uncertain credit markets and other macroeconomic conditions; competitive product, service and pricing pressures; failure or weakness in our disclosure controls and procedures and internal controls over financial reporting, including as a result of the work from home environment; the uncertainties and costs of litigation; disruptions caused by a failure or breach of the Company's information systems, and the other risks and uncertainties discussed in the Company's latest SEC filings. The statements speak only as of the date they are made, and the Company undertakes no duty to update any forward-looking statements made during this presentation or in these materials except as required by law. Actual results may vary materially and, as such, you are cautioned not to place undue reliance on these forward-looking statements.

NON-GAAP MEASURES: This presentation contains adjusted net income from continuing operations, adjusted diluted earnings per share from continuing operations, adjusted EBIT and adjusted EBITDA from continuing operations, segment profit margin and free cash flow, which are financial measures that are not derived in accordance with United States generally accepted accounting principles ("GAAP"). The Company considers these non-GAAP measures useful to investors because they provide greater transparency into management's view and assessment of the Company's core operating performance. These measures are widely used by analysts, investors and competitors in our industry, although our calculation of the measure may not be comparable to similar measures disclosed by other companies, because not all companies and analysts calculate these measures in the same manner. The Company does not, nor does it suggest investors should, consider non-GAAP financial measures superior to, in isolation from, or as a substitute for, GAAP financial information. The Company has included reconciliations of this additional information to the most comparable GAAP measure in the appendix of this presentation.









1Q21 Highlights

Paul Donahue Chairman & CEO

Key Messages

O1 Pleased with the strong start to 2021

Ongoing recovery in our Automotive and Industrial businesses

Focused on execution and demonstrated agility in delivering strong financial results

Improving sales trends, increasing operational efficiencies and enhancing customer value

Operated with the **physical and mental well-being of our employees the top priority**, as our 50,000+ teammates are the core of our success

Focus on Teammates as we Deliver Strong Results



1Q21 Performance Highlights¹

Financial Update

- \$4.5B Total Sales, increased 9.1%
 - ✓ Monthly daily sales³ trends: +9% in January, +4% in February, +19% in March
 - ✓ Automotive recovery associated with increase in consumer mobility, stimulus and focus on key strategic initiatives
 - ✓ Continued improvement in Industrial driven by strengthening economy
- Segment Margin Expansion of 180 bps including Gross Margin improvement and continued cost savings
- Net Income of \$218M; \$1.50 Diluted EPS, +79%, or +88% over adjusted earnings last year²

Balance Sheet and Cash Flow

- Strong Balance Sheet and Financial Capacity for Investments in Growth
 - ✓ \$1.1 billion in cash; \$2.6 billion in liquidity
 - ✓ Effective management of key working capital accounts A/R, Inventory and A/P
 - ✓ Improving debt position, with total debt to adjusted EBITDA² at 1.8x compared to 2.5x at March 31, 2020
- Significant YOY increase in first quarter Cash from Operations
 - ✓ Driven by increase in net income and working capital improvement

Strong Financial Performance to Start 2021



Automotive: Highlights, Trends and Initiatives



Automotive - Total sales +14%

Comp sales1 up 8% compared to a 2% decrease in 4Q; Segment Profit Margin +250 bps

MACRO

Tailwinds:

- Continued economic recovery
- Cold weather in Jan/Feb
- Financial stimulus
- High volume of used car sales

Headwinds:

- Uncertainties associated with COVID-19
- Supply chain disruption
- Inflation

Strong long-term industry fundamentals

- Growing and older car parc
- Expectation for improved miles driven trends over longer-term

NORTH AMERICA

- U.S. comp sales¹ +7%
- Improved from 6% decrease in 4Q
- Positive DIY and DIFM sales
- Retail on-line sales growth +150% YOY
- Commercial sales driven by NAPA AutoCare, Major Accounts and Other
- Traffic and ticket both positive
- Profit margin expansion +180 bps
- Canada comp sales¹ +3%
 - Improved from 2% decrease in 4Q
- Profit margin expansion +130 bps

EUROPE

Comp sales¹ +15%

- Improved from flat in 4Q
- Strengthening sales environment associated with economic recovery
 - Outperformance in UK and Benelux
- Solid growth across operations
 - Focus on key accounts
- Leading inventory availability
- Ongoing benefit of NAPA Launch across markets – 16 product lines available today
- Profit margin expansion +500 bps

AUSTRALASIA

- Comp sales¹ +15%
 - In-line with mid-teen growth in 2H 2020
- In-line with mid-teen growth in 2H 2020
- Robust DIY and DIFM sales growth
- Maximizing sales opportunities through short-term lockdowns
- Continued strength in on-line sales, 3x-4x pre-COVID levels
- Expansion of NAPA store strategy across Asia Pac
 - 38 NAPA stores with plans for more in 2021
- Profit margin expansion +150 bps

STRATEGIC INITIATIVES IN AUTOMOTIVE

- Sales team effectiveness more sales reps focused on end-user customer
- Commercial sales programs and promotions NAPA AutoCare
- Improving inventory availability to ensure more parts for more cars
- Strengthen supply chain through supplier relationships and network optimization
- Omni-channel investments B2B and B2C new catalog and search capabilities
- Strategic pricing services and tools to maximize competitiveness
- Value-add services and roll-out of NAPA brand in Europe and Australasia
- Investments to expand our global store footprint across geographies

(GPC)

¹ See Appendix B for definition

GPC 1Q21 EARNINGS PRESENTATION | 7

Industrial: Highlights, Trends and Initiatives



Industrial - Total sales +0.1%

Comp sales1 down 2% compared to a 4% decrease in 4Q; Segment Profit Margin +80 bps

MACRO

Continued improvement in Industrial sales trends

- Sequential strengthening of industrial economy, despite continued market uncertainties
- Strong growth outlook for plant automation and robotics solutions
- Following manufacturing PMI and industrial production as industrial demand indicators – both showing improving trends
 - PMI +4.2% YTD 2021
 - Industrial Production +2.5% in 1Q
- Projecting positive comp sales over balance of 2021

NORTH AMERICA

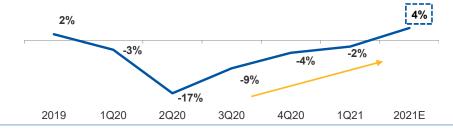
- Strengthening industrial economy and growth initiatives driving improved sales trends
- Third consecutive quarter of sequential sales improvement
 - Improved sales trends among virtually all product categories and industries served
- Continuing expansion of value-add businesses
 - Automation, Conveyance and Repairs
- Customers operating at higher run rates and releasing capital project orders
- Profit margin expansion of +70 bps

AUSTRALASIA

- Mi Asia Pac operated well, despite sales decrease
- Benefiting from resiliency of mining industry
- Profit margin expansion +110 bps
- Consistently strong operational performance despite challenging times
- Steady recovery to pre-pandemic sales levels

STRATEGIC INITIATIVES IN INDUSTRIAL / IMPROVING COMP SALES¹ TRENDS

- Omni-channel buildout to accelerate e-commerce growth
- Expand industrial services and solutions capabilities
- Considering strategic M&A to further boost products/services offering
- Strategically enhanced pricing and product category management
- Network optimization and automation to further improve productivity





Continued Progress Towards ESG Initiatives



Expanded training and development programs to ensure personal growth



Enhanced our comprehensive wellbeing program focused on emotional, financial, physical and social health of teammates



Advanced our corporate commitment to diversity and inclusion by actively recruiting talent representative of the communities we serve



Focused on mission to be good corporate citizens where we work and live



Giving back to communities and causes that make a difference



Providing for our Environment, our Employees and the Communities We Serve









Strategy Update

Will Stengel

President

Understanding Customer Needs to Exceed Expectations...

Initiatives

- Realign teams
- Streamline processes
- Consolidate facilities
- Improve operational productivity
- Simplify technologies
- Reduce costs

Goals

- Operating efficiencies
- Faster team execution
- Deliver a better customer experience
- Accelerate profitable growth

Executing Multi-year Plans

Simplification and Integration

- Optimize facilities footprint and coverage
- ✓ Simplify and integrate disparate legacy IT systems
- ✓ Streamline back-office support functions
- Offshore non-customer facing functional support activities
- ✓ Centralize GPC indirect sourcing processes

...and Deliver A Best-in-class Customer Experience



Investing In Our Core Business...











Emerging

technologies present for

Talent

Recognize high potential talent, infuse new capabilities into the organization and recruit diverse talent that is representative of the communities we serve

 Examples include category management, digital, emerging technology and field leadership roles

Salesforce Effectiveness

- Data and analytics to understand our unique customer segments, the different needs of each segment and associated strategies to serve the segment is a foundational element
- Reflect our omnichannel initiatives and include an increasing mix of both traditional selling and digital strategies

Digital

- A foundational priority as we deliver a best-in-class customer experience and profitable growth
- Invest in foundational digital elements including catalog, search, and other critical customer experience elements such as ease of ordering, pricing and analytics

Supply Chain

- Ensure we have the "right" product, available in the "right" market at the "right" time through continuous improvements in inventory, facility, productivity, logistics and technology
- Recent facility automation investments delivered 500% labor productivity improvement

Technology

Aspire to lead in emerging

our industries

 Unique positioning to leverage opportunities including our scaled global footprint, diverse portfolio, leading global brands, established customer and supplier relationships and One GPC team approach

- Strategic bolt-on acquisitions remain a key part of our GPC growth strategy
- Acquisition pipeline remains active and actionable
- ✓ Continue to refine our processes to move faster, be disciplined and create value

...with Focus to Execute Initiatives and Deliver Performance









1Q21 Financial Performance

Carol Yancey EVP and CFO

1Q21 Financial Results

(\$M, except per share data) **Gross Profit¹** Adi. EPS¹ Sales¹ Adj. Op/Non-Op Expenses¹ Segment Profit¹ +9.1% +11% +40.7% +2.1% +87.5% \$1,541 \$1.255 \$361 \$4,465 \$1,229 \$4.093 \$1.50 \$257 \$1,388 +60 bps -190 bps 28.1% +180 bps 8.1% 34.5% 6.3% 33.9% \$0.80 1Q20 1Q21 1Q20 1Q21 1Q20 1Q21 1Q20 1021 1Q20 1Q21 14 consecutive quarterly Adj. SG&A1 +5.3% YOY 3rd consecutive quarter of Reported sales up 9.1% Gross margin expansion increases in Gross Margin double-digit Adj. EPS growth +4.6%² comp sales 2020 permanent and temporary SG&A cost management Driven by benefits of: Reported earnings per diluted cost savings initiatives Business and economic Strong margin expansion in both share \$1.50 Sales mix Ongoing expense management **Automotive and Industrial** recovery across regions Tax rate improved to 23.8% Product mix +0.8% acquisitions Margin expansion in all four Additional tailwinds: compared to an adjusted rate of Strategic category mgmt. Automotive and in both +3.8% foreign currency 26.5%1 in 1Q20 Gains on sale of real estate initiatives Industrial markets/regions for Favorable retirement plan Minimal benefit from price the third consecutive quarter Pricing initiatives inflation YTD valuation adjustments Global sourcing Lower provision for doubtful accounts and interest Headwinds: Potential for cost increases



1Q21 Segment Performance



Automotive Industrial Segment Profit Sales Segment Profit Sales +14.3% +65.3% +0.1% +10% \$2,953 \$1,510 \$1,512 \$236 \$125 \$2,583 \$114 +80 bps



1Q20

Total sales +14.3% compared to +0.7% in 4Q20 and +6% in 3Q20

1Q21

- Positive DIY and DIFM growth
- Sales improvement a function of economic recovery and growth initiatives
- Record U.S. Automotive sales in March
- Sales in Europe and Australasia outperformed with mid-teen growth
- Improved profit margin in every market/region for the 3rd consecutive quarter

Industrial Highlights

1Q20

• Total sales +0.1% compared to (3.3%) in 4Q and (9%)1 in 3Q

1Q21

- Record Motion North America sales in March
- Includes benefit of three strategic bolt-on acquisitions closed in 3Q20
 - Strengthens position in automation and hydraulics
- Improved profit margin in both markets/regions for the 3rd consecutive quarter
- Mi Asia Pac performing well with steady and consistent operating results



\$143

5.5%

1Q20

+250 bps

8.0%

1Q21

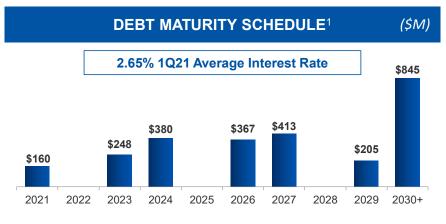
1Q21

1Q20

Strong Balance Sheet and Robust Cash Generation

BALANCE SHEET HIGHLI	GHTS ¹ (\$B)
Cash / Cash Equivalents	\$1.1
Accounts Receivable	\$1.8
Inventory	\$3.6
Total Assets	\$13.9
Accounts Payable	\$4.5
Total Debt	\$2.6
Total Liabilities	\$10.6
Working Capital ²	\$1.3

LIQUIDITY PROFILE1	(\$B)
Total Credit Capacity ³	\$4.1
Less Total Debt:	(\$2.6)
Unused Credit Capacity	\$1.5
Cash	\$1.1
Total Available Liquidity	\$2.6
Total debt to adj EBITDA (TTM) ⁴	1.8x





- Continued strong cash flow to support growth initiatives and effective allocation of capital
- Steady debt position and favorable financial arrangements
- Total debt to adjusted EBITDA⁴ improved to 1.8x at March 31, 2021 from 2.5x in the prior year

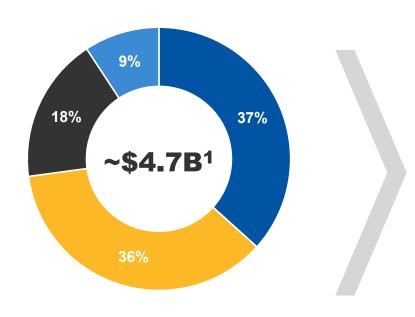


Ample Liquidity and Financial Strength to Support Growth Strategy



Disciplined Capital Allocation

2017-2020 Capital Deployment



■ M&A ■ Dividend ■ Reinvestment ■ Share Repurchases

Current Priorities

Reinvestment

Projecting 2021 CapEx of ~\$300M

M&A

Targeting strategic bolt-on acquisitions for 2021

Share Repurchases

Reinstated plan for opportunistic share repurchases

Dividend

- 2021 cash dividend of \$3.26 per share, +3% from 2020
- 65th consecutive year of increased dividends paid to our shareholders

Resuming Normalized Levels of Capital Allocation in 2021



2021 Outlook

2021 Guidance*

Total Sales Growth	5% to 7%
Automotive	5% to 7%
Industrial	4% to 6%
EPS	\$5.85 to \$6.05
EPS Growth	11% to 15%
Cash from Operations	\$1.0B to \$1.2B
Free Cash Flow ¹	\$700M to \$900M

ASSUMPTIONS



- Corporate expenses of ~\$150 million
- Capex of ~\$300 million
- Depreciation and amortization \$280 to \$290 million
- Interest expense of \$70 to \$72 million
- Tax rate of 24.5% to 25.5%

Strong Outlook with Strategic Growth Plans



Closing Remarks

Optimistic for strong financial results in quarters ahead



Entering the second quarter with positive sales and operating momentum



Excited for ongoing recovery in the global economy and future growth prospects for our Automotive and Industrial business segments



Strong balance sheet provides financial flexibility to pursue strategic growth opportunities



Focused on executing plans to capture profitable growth, generate strong cash flow and drive shareholder value



Thank you to our teammates for their continued support, dedication and commitment to serving our customers and being the best

Well-Positioned to Drive Profitable Growth, Cash Flow and Shareholder Value







Q&A



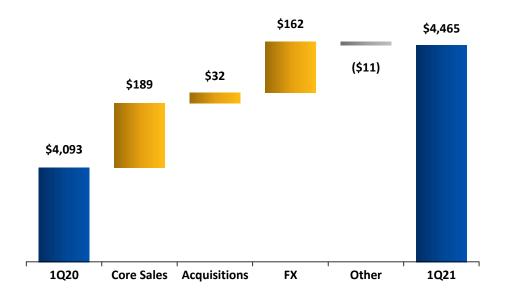


Appendix

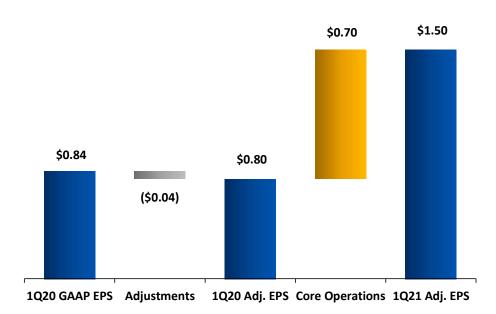
Consolidated Net Sales and Diluted EPS Bridge

Appendix A

Net Sales (\$M)



Diluted Earnings Per Share



Other Information Appendix B

Comparable Sales: Comparable sales refer to period-over-period comparisons of our sales excluding the impact of acquisitions, divestitures and foreign currency. The Company considers this metric useful to investors because it provides greater transparency into management's view and assessment of the Company's core ongoing operations. This metric is widely used by analysts, investors and competitors in our industry, although our calculation of the metric may not be comparable to similar measures disclosed by other companies, because not all companies and analysts calculate this metric in the same manner.

Daily Sales: Daily sales represents the amounts invoiced to the Company's customers each day. Daily sales do not represent GAAP-based sales because, among other things, invoices are not always generated at the same time goods and services are delivered to customers and the amounts do not include adjustments for estimates of returns, rebates or other forms of variable consideration. Management uses this metric to monitor demand trends at each of its subsidiaries throughout each month for the purposes of monitoring performance against forecasts and to make operational decisions. The Company considers this metric useful to investors because it provides greater transparency into management's view and assessment of the Company's core ongoing operations. The calculation of this metric may not be comparable to similar measures disclosed by other companies, because not all companies and analysts calculate this metric in the same manner.



Segment Data

Appendix C

	2021	2021)20		
(in thousands)	TTM Q1	Q1	Q1	Q2	Q3	Q4
Net sales:						
Automotive	\$ 11,231,175	\$ 2,953,165	\$ 2,582,685	\$ 2,495,799	\$ 2,960,379	\$ 2,821,832
Industrial	5,678,446	1,511,549	1,509,841	1,327,428	1,409,707	1,429,762
Total net sales	16,909,621	4,464,714	4,092,526	3,823,227	4,370,086	4,251,594
Segment profit:						
Automotive	960,843	235,678	142,578	218,906	266,124	240,135
Industrial	493,213	125,292	113,933	108,928	125,620	133,373
Total segment profit	1,454,056	360,970	256,511	327,834	391,744	373,508
Interest expense, net	(89,504)	(18,324)	(19,868)	(24,876)	(25,221)	(21,083)
Intangible asset amortization	(97,766)	(25,544)	(22,740)	(23,256)	(24,223)	(24,743)
Corporate expense	(125,936)	(31,243)	(55,061)	(28,613)	(33,379)	(32,701)
Other unallocated costs	(636,216)		1,751	(555,525)	(11,256)	(69,435)
Income (Loss) before income taxes from continuing operations	504,634	285,859	160,593	(304,436)	297,665	225,546
Income taxes from continuing operations	(245,875)	(68,149)	(38,247)	(59,065)	(64,747)	(53,914)
Net income from continuing operations	\$ 258,759	\$ 217,710	\$ 122,346	\$ (363,501)	\$ 232,918	\$ 171,632
Segment profit margin:						
Automotive	8.6%	8.0%	5.5%	8.8%	9.0%	8.5%
Industrial	8.7%	8.3%	7.5%	8.2%	8.9%	9.3%
Total segment profit margin	8.6%	8.1%	6.3%	8.6%	9.0%	8.8%



Reconciliation of Non-GAAP Financial Measures

Appendix D

Adjusted Net Income from Continuing Operations

	2021 2021			2020							
(in thousands)		TTM Q1		Q1		Q1		Q2		Q3	Q4
GAAP net income (loss) from continuing operations	\$	258,759	\$	217,710	\$	122,346	\$	(363,501)	\$	232,918	\$ 171,632
Adjustments:											
Goodwill impairment charge (1)		506,721		_		_		506,721		_	_
Restructuring costs (2)		47,037		_		2,982		25,059		10,968	11,010
Realized currency loss on divestitures (3)		11,356		_				11,356		_	_
Gain on insurance proceeds related to SPR Fire (4)		(1,166)		_		(12,282)		(1,166)		_	_
Inventory adjustment (5)		40,000		_				_		_	40,000
Transaction and other costs (6)		32,268				7,549		13,555		288	18,425
Total adjustments		636,216		_		(1,751)		555,525		11,256	69,435
Tax impact of adjustments		(29,012)				(3,810)		(1,500)		(7,423)	 (20,089)
Adjusted net income from continuing operations	\$	865,963	\$	217,710	\$	116,785	\$	190,524	\$	236,751	\$ 220,978
		2021		2021		2020					
(in thousands, except per share and per share data)		TTM Q1		Q1		Q1		Q2		Q3	Q4
Diluted net income (loss) from continuing operations per common share	\$	1.78	\$	1.50	\$	0.84	\$	(2.52)	\$	1.61	\$ 1.18
Adjustments:											
Goodwill impairment charge (1)		3.49		_		_		3.51		_	_
Restructuring costs (2)		0.32		_		0.02		0.17		0.07	0.08
Realized currency loss on divestitures (3)		0.08		_		_		0.08		_	_
Gain on insurance proceeds related to SPR Fire (4)		(0.01)		_		(80.0)		(0.01)		_	_
Inventory adjustment (5)		0.28		_		_		_		_	0.28
T (1)											0.12
Transaction and other costs (6)		0.22		_		0.05		0.10		_	0.12
Transaction and other costs (6) Total adjustments		0.22 4.38		<u> </u>		0.05 (0.01)		0.10 3.85		0.07	 0.12
Total adjustments	\$	4.38	\$		\$	(0.01)	\$	3.85	\$	0.07	\$ 0.48
Total adjustments Tax impact of adjustments	\$	4.38 (0.20)	\$	_	\$	(0.01) (0.03)	\$	3.85 (0.01)	\$	0.07 (0.05)	\$ 0.48 (0.14)



Reconciliation of Non-GAAP Financial Measures (Cont.)

Appendix D

Adjusted EBIT and Adjusted EBITDA

	2021	2021	2020					
(in thousands)	TTM Q1	Q1	Q1	Q2	Q3	Q4		
GAAP net income (loss) from continuing operations	\$ 258,759	\$ 217,710	\$ 122,346	\$ (363,501)	\$ 232,918	\$ 171,632		
interest expense, net	89,504	18,324	19,868	24,876	25,221	21,083		
Income taxes from continuing operations	245,875	68,149	38,247	59,065	64,747	53,914		
EBIT	594,138	304,183	180,461	(279,560)	322,886	246,629		
Goodwill impairment charge (1)	506,721	_	_	506,721	_	_		
Restructuring costs (2)	47,037	_	2,982	25,059	10,968	11,010		
Realized currency loss on divestitures (3)	11,356	_	_	11,356	_	_		
Gain on insurance proceeds related to SPR Fire (4)	(1,166)	_	(12,282)	(1,166)	_	_		
Inventory adjustment (5)	40,000	_	_	_	_	40,000		
Transaction and other costs (6)	32,268	_	7,549	13,555	288	18,425		
Adjusted EBIT	\$ 1,230,354	\$ 304,183	\$ 178,710	\$ 275,965	\$ 334,142	\$ 316,064		

	2021	2021	2020					
(in thousands)	TTM Q1	Q1	Q1	Q2	Q3	Q4		
GAAP net income (loss) from continuing operations	\$ 258,759	\$ 217,710	\$ 122,346	\$ (363,501)	\$ 232,918	\$ 171,632		
Depreciation and amortization	277,884	72,296	67,254	66,733	69,097	69,758		
interest expense, net	89,504	18,324	19,868	24,876	25,221	21,083		
Income taxes from continuing operations	245,875	68,149	38,247	59,065	64,747	53,914		
EBITDA	872,022	376,479	247,715	(212,827)	391,983	316,387		
Goodwill impairment charge (1)	506,721	_	_	506,721	_	_		
Restructuring costs (2)	47,037	_	2,982	25,059	10,968	11,010		
Realized currency loss on divestitures (3)	11,356	_	_	11,356	_	_		
Gain on insurance proceeds related to SPR Fire (4)	(1,166)	_	(12,282)	(1,166)	_	_		
Inventory adjustment (5)	40,000	_	_	_	_	40,000		
Transaction and other costs (6)	32,268		7,549	13,555	288	18,425		
Adjusted EBITDA	\$ 1,508,238	\$ 376,479	\$ 245,964	\$ 342,698	\$ 403,239	\$ 385,822		



Explanation of Adjustments

Appendix D

- (1) Goodwill Impairment Charge: Adjustment reflects a second quarter goodwill impairment charge related to our European reporting unit.
- (2) Restructuring Costs: Adjustment reflects restructuring costs related to the execution of the 2019 Cost Savings Plan announced in the fourth quarter of 2019. The costs are primarily associated with severance and other employee costs, including a voluntary retirement program, and facility and closure costs related to the consolidation of operations.
- (3) Realized Currency Loss: Adjustment reflects realized currency losses related to divestitures.
- (4) Gain on Insurance Proceeds Related to SPR Fire: Adjustment reflects insurance recoveries in excess of losses incurred on inventory, property, plant and equipment and other fire-related costs related to the S.P. Richards Headquarters and Distribution Center.
- (5) **Inventory Adjustment:** Adjustment reflects a \$40 million charge to cost of goods sold due to the correction of an immaterial error related to the accounting in prior years for consideration received from vendors.
- (6) Transaction and Other Costs: Adjustment includes \$6.0 million of incremental costs associated with COVID-19 for the three months ended March 31, 2020 and costs associated with certain divestitures. COVID-19 related costs include incremental costs incurred relating to fees to cancel marketing events and increased cleaning and sanitization materials, among other things. For the twelve months ended December 31, 2020, adjustments include a \$17 million loss on investment, \$10 million of incremental costs associated with COVID-19 and costs associated with certain divestitures.



Reconciliation of Non-GAAP Financial Measures (Cont.)

Appendix D

Adjusted SG&A

	Three Months Ended March 31,			QTD Change			
(in thousands)	2021		2020		\$ Change	% Change	
GAAP Selling, administrative and other	\$ 1,195,164	\$	1,142,697	\$	52,467	4.6%	
Transaction and other costs	 -		(7,549)		7,549	(100.0)%	
Adjusted Selling, administrative and other	\$ 1,195,164	\$	1,135,148	\$	60,016	5.3%	
Adjusted Selling, administrative and other as a percent of GAAP net sales	 26.8%		27.7%			(90) bps	

Adjusted Operating and Non-Operating Expenses

	Three Months Ended March 31,			QTD Change			
(in thousands)	2021		2020		\$ Change	% Change	
GAAP operating and non-operating expenses	\$ 1,254,956	\$	1,227,585	\$	27,371	2.2%	
Adjustments:							
Transaction and other costs	-		7,549		(7,549)	(100.0)%	
Restructuring costs	-		2,982		(2,982)	(100.0)%	
Gain on insurance proceeds related to SPR Fire	-		(12,282)		12,282	(100.0)%	
Less: Total Adjustments (1)	-		(1,751)		1,751	(100.0)%	
Adjusted operating and non-operating expenses	\$ 1,254,956	\$	1,229,336	\$	25,620	2.1%	
Adjusted operating and non-operating expenses as a percent of GAAP net sales	28.1%		30.0%			(190) bps	



Reconciliation of Non-GAAP Financial Measures (Cont.)

Appendix D

Adjusted Tax Rate

	Three Months E	Inded March 31,			
(in thousands)	2021		2019		
GAAP Income before taxes	\$ 285,859	\$	160,593		
Total adjustments (1)	 -		(1,751)		
Adjusted income before taxes	\$ 285,859	\$	158,842		
GAAP Income taxes	\$ 68,149	\$	38,247		
Tax impact of adjustments	 -		3,810		
Adjusted income taxes	\$ 68,149	\$	42,057		
			_		
GAAP tax rate	23.8%		23.8%		
Adjusted tax rate	23.8%		26.5%		

⁽¹⁾ Refer to adjusted net income from continuing operations and adjusted diluted earnings per share from continuing operations reconciliation for explanation of pre-tax adjustments

Sales excluding divestitures for the three months ended September 30, 2020

			2019			2020					
				Net Sales Excluding							
(in thousands)	GAAP Total Net Sales		Divestitures		Divestitures		GAAP Total Net Sales		\$ Change	% Change	
Automotive	\$	2,792,453	\$		-	\$	2,792,453	\$	2,960,379	167,926	6.0%
Industrial		1,732,831			189,626		1,543,205		1,409,707	(133,498)	(8.7)%
Total Net Sales	\$	4,525,284	\$		189,626	\$	4,335,658	\$	4,370,086	34,428	0.8%



Reconciliation of Non-GAAP Financial Measures

Appendix D

Free Cash Flow

(in thousands)	TTM N	March 31, 2021
Net cash provided by operating activities	\$	2,287,604
Less: Purchases of property, plant and equipment		(162,979)
Free Cash Flow	\$	2,124,625

	Updated Outlook
	YE December 31, 2021
Net cash provided by operating activities from continuing operations	\$1.0 billion to \$1.2 billion
Purchases of property, plant and equipment	Approximately \$300 million
Free Cash Flow	\$700 million to \$900 million

