

### Genuine Parts Company Investor Presentation

August 2023

### **Safe Harbor Statement**

FORWARD-LOOKING STATEMENTS: Some statements in this presentation, as well as in other materials we file with the Securities and Exchange Commission (SEC), release to the public, or make available on our website, 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," "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 our view of business and economic trends for the remainder of the year, and our expectations regarding our ability to capitalize on these business and economic trends and to execute our strategic priorities. Senior officers may also make verbal statements to analysts, investors, the media and others that are forward-looking. We caution you 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, changes in general economic conditions, including unemployment, inflation (including the impact of tariffs) or deflation, financial institution disruptions and geopolitical conflicts such as the conflict between Russia and Ukraine; volatility in oil prices; significant cost increases, such as rising fuel and freight expenses; public health emergencies such as 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; our ability to maintain compliance with our debt covenants; our ability to successfully integrate acquired businesses into our operations and to realize the anticipated synergies and benefits; our ability to successfully implement our business initiatives in our two business segments; slowing demand for our products; the ability to maintain favorable supplier arrangements and relationships; 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 us, our suppliers and customers; changes in tax policies; volatile exchange rates; our 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 our information systems, as well as other risks and uncertainties discussed in our 2022 Annual Report on Form 10-K and from time to time in our subsequent filings with the SEC. Forward-looking statements speak only as of the date they are made, and we undertake no duty to update any forwardlooking statements except as required by law. You are advised, however, to review any further disclosures we make on related subjects in our subsequent Forms 10-K, 10-Q, 8-K and other reports filed with the SEC.

**NON-GAAP MEASURES:** This presentation contains certain financial information not derived in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP"). These items include adjusted net income, adjusted EBITDA and free cash flow. We believe that the presentation of these non-GAAP measures when considered together with the corresponding GAAP financial measures and the reconciliations to those measures, provide meaningful supplemental information to both management and investors that is indicative of our core operations. We considered these metrics useful to investors because they provide greater transparency into management's view and assessment of our ongoing operating performance by removing items management believes are not representative of our operations and may distort our longer-term operating trends. We believe these measures are useful and enhance the comparability of our results from period to period and with our competitors, as well as show ongoing results from operations distinct from items that are infrequent or not associated with our core operations. We do not, nor do we suggest investors should, consider such non-GAAP financial measures as superior to, in isolation from, or as a substitute for, GAAP financial information. We have included reconciliations of this additional information to the most comparable GAAP measure in the appendix of this presentation. We do not provide forward-looking guidance for certain financial measures on a GAAP basis because we are unable to predict certain items contained in the GAAP measures without unreasonable efforts. These items may include acquisition-related costs, litigation charges or settlements, impairment charges, and certain other unusual adjustments.



# Our Purpose: We Keep the World MOVING

# Our Mission

BE THE Employer of Choice

BE THE Supplier of Choice

BE A Valued Customer

BE A Good Corporate Citizen

BE THE Investment of Choice

# Our Vision

Be the leading global automotive and industrial parts distributor and solutions provider. Our Values

> Serve Perform Influence Respect Innovate Team

# **GPC Operating Principles**

**Q** How We Play

One GPC Team working together to create customer success and stakeholder value

Where We Play

Earn strategic leadership positions in industries, geographies, customers and suppliers with opportunities to profitably grow

P How We Win

Invest and differentiate in Talent & Culture, Sales Effectiveness, Technology, Supply Chain, Emerging Technology and Mergers & Acquisitions

How We Measure Success Deliver profitable growth in excess of market, operating leverage, free cash flow and ROIC through the cycle



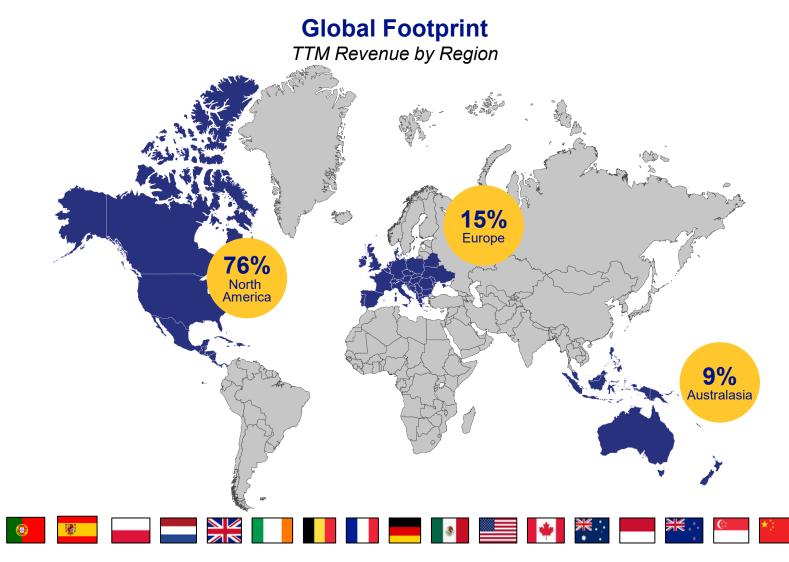
# GPC Snapshot (as of 6/30/2023)

#### **Key Statistics**

Founded	1928
Headquarters	Atlanta, GA
Countries Served	17
Locations	~10,630
<ul> <li>Distribution Centers</li> </ul>	~205
<ul> <li>Warehouses</li> </ul>	~710
<ul> <li>Retail (Owned/Independent)</li> </ul>	~9,715
Employees	~58,000
Market Capitalization	~\$23.8B

#### **TTM Financial Highlights**

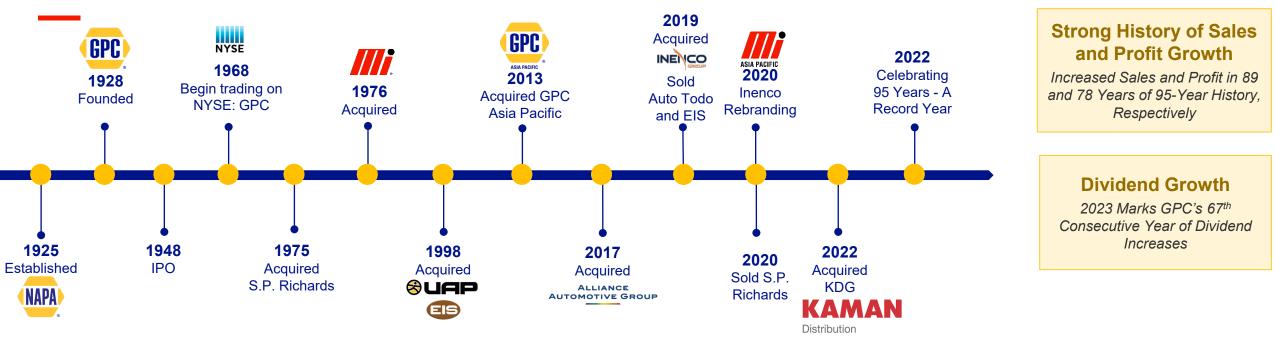
Revenue <sup>1</sup>	\$22.9B
<ul> <li>Automotive</li> </ul>	62%
<ul> <li>Industrial</li> </ul>	38%
Segment Profit Margin <sup>1</sup>	9.7%
Free Cash Flow <sup>2</sup>	~\$741M
Dividend Yield <sup>3</sup>	2.2%

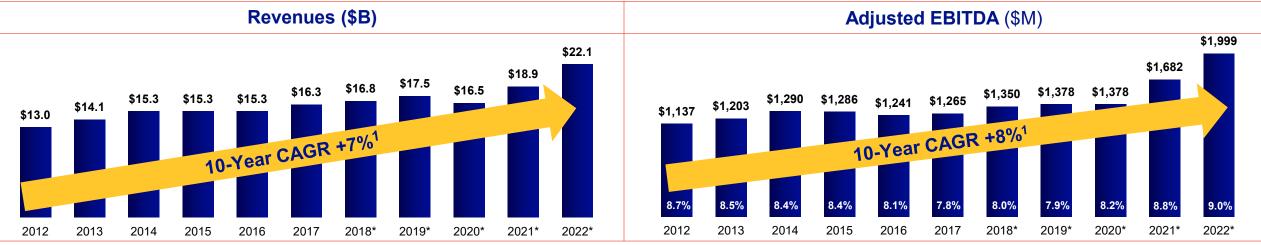


 $^1 See$  Appendix A  $^2 See$  Appendix B  $^3 Calculated based on annual dividend per share divided by share price as of 6/30/23$ 



# **History of Disciplined Execution to Drive Profitable Growth**





(GPC)

\* 2018 – 2022 continuing operations only; prior years are as originally reported; no adjustments prior to 2017 for EBITDA; For the period 2017 – 2022, adjusted EBITDA for these periods excludes restructuring, inventory adjustment and transaction and other certain costs. These amounts are non-GAAP measures (See Reconciliation of Non-GAAP Measures)<sup>1</sup> 2012 adjusted to exclude discontinued and GPC INVESTOR PRESENTATION | 6 divested operations

# **Significant Transformation of Portfolio Since 2019**

GPC



Better Positioned for Future Growth With a Streamlined Portfolio

# **Our Market-Leading Global Automotive Business**

### Largest network of parts and care

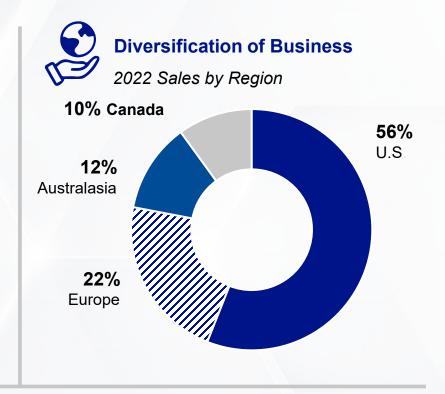


Stores

~3,045 company owned~6,670 independents

#### **Growth Opportunities**

- Sales Team Effectiveness
- Commercial sales programs and promotions
- · Improve inventory availability
- Strengthening supply chain
- Omni-channel investments B2B & B2C
- Strategic pricing initiatives
- Maximize value of NAPA and other key brands
- Expand global footprint







DIY



of NA Sales are NAPA-Branded Products Strong Results (2019 to 2022)\*

Sales CAGR of **7.6%** 

**110bps** 

Segment Margin Improvement



# **Our Market-Leading Industrial Business**

# 



Leading industrial parts distributor and solutions provider in North America and Australasia...meeting needs for industrial manufacturing applications and processes



#### Diverse portfolio of end markets

- Equipment & Machinery
- Food Products
- Pulp & Paper
- Iron & Steel
- Automotive
- Chemical & Allied Products
- Lumber & Wood Products

- Fabricated Metal Products
- Aggregate & Cement
- Rubber & Plastic Products
- Equipment Rentals & Leasing
- Oil & Gas Extraction
- Mining
  - Distribution/Logistics

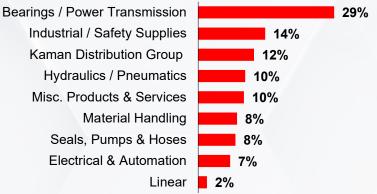
- **Growth Opportunities**
- Omni-channel buildout / e-commerce acceleration
- Expand industrial services and value-add solutions capabilities
- M&A to further boost product/service offerings
- Enhance pricing and product category management
- Network optimization and automation for improved productivity

#### Strong Results (2019 to 2022)\*

Sales CAGR of 12.4% bps

Segment Margin Improvement

#### 2022 Sales by Product Category





### **The Power of One GPC**





## **Together, Our Business Mix Creates Value**

Each are value-added, serviceoriented distribution businesses Commercial and talent best practice sharing given similar strategic initiatives

Numerous shared vendor relationships globally and across industries

End market and cash flow dynamics are complementary through cycle

Cost efficiencies driven by scale advantages *Technology, freight, indirect costs* 

Operating advantage based on business diversification



# **Sustainable Competitive Advantages**



#### Global Presence and Brand Strength

- Long and Successful Company history
- Largest global automotive aftermarket and industrial businesses
- Expanding the NAPA and Mi brands globally



Best-in-Class Operating and Distribution Efficiencies

- Shared services and technologies
- Automation/Productivity improvements
- Purchasing scale with shared suppliers across automotive and industrial
- Strategically co-located facilities
- Acquisition and integration expertise



#### Enhanced Technology Solutions

- Improved omni-channel capabilities to meet customers' needs and accelerate digital growth
- Agile development of digital technologies to innovate our supply chains
- Utilizing the power of data analytics to make better decisions about how we price for our customers



# **Diversified and Complementary Markets**

#### Automotive



Positive long-term growth outlook for miles driven



Growing and aging of car parc



Complexity of vehicles increasing, driving more DIFM



EV to create opportunity; will take time to materially impact the aftermarket industry

#### Industrial



Nearshoring given disruptions in global supply chain



Strong outlook for automation and robotics solutions



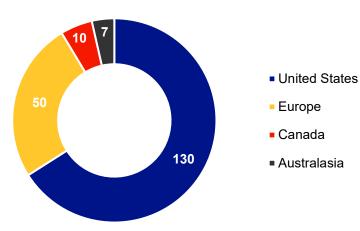
Need for industrial expertise given aging technical workforce



Diversified industrial end market opportunities, e.g. EV and batteries

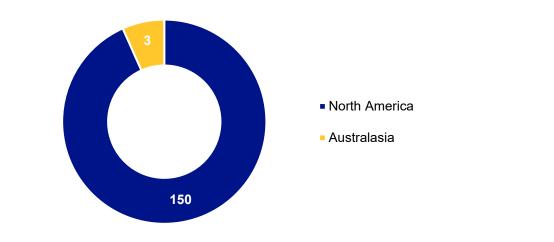
### **Addressable Market of \$350B+**

#### Automotive \$200B+ Global Market



Regions	Market Share	Industry Growth
United States	7%	+2-3%
Europe	6%	+1-2%
Canada	18%	+2-3%
Australasia	23%	+2-3%
Total	8%	+2-3%

#### Industrial \$150B+ Global Market



Regions	Market Share	Industry Growth
North America	5%	+2-3%
Australasia	15%	+2-3%
Total	6%	+2-3%



# **GPC Investor Day** *March 23, 2023*

Click <u>here</u> to access the webcast and presentation and learn more about GPC's key growth initiatives and long-term financial targets.



## **How We Win**

### Foundational Priorities for Strategic Investments

### Talent & Culture

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Develop high potential talent and infuse capabilities into the organization to build diverse, high-performing teams

### Sales Effectiveness

Utilize data and analytics to understand our customer segments and drive solution-based sales and commercial strategies

### Technology

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Enhance data and digital capabilities to deliver a best-in-class customer experience, profitable growth and operational productivity

### Supply Chain

Modernize operations to increase productivity and efficiency across inventory, facilities and logistics capabilities

### Emerging Technology

Lead in emerging technologies and leverage our unique positioning, global scale and One GPC team approach



Acquire strategic assets and create value via scale, footprint, customer relationships, products and services and technology



# **Strong Balance Sheet and Financial Flexibility**

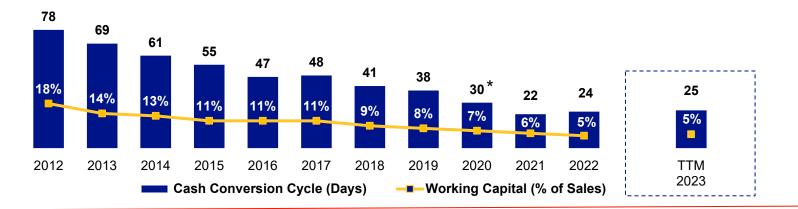
Balance Sheet Highl	ights <sup>1</sup> (\$B)	Liquidity Profile			Debt	Maturi	ty Sche	dule <sup>1</sup>		(\$	
Cash / Cash Equivalents	\$0.5	Total Credit Capacity <sup>3</sup> \$4.9      2.39% Q2'23 Average Interest					2 39% O2'23 Average Inte				\$1,306
Accounts Receivable	\$2.6	Less Total Debt:	(\$3.4)								
Inventory	\$4.5	– Unused Credit Capacity	\$1.5								
Total Assets	\$16.9	Cash	\$0.5			\$500					
Accounts Payable	\$5.6			\$315	\$348		\$353	\$392		<b>A</b> ( <b>A A</b>	
Total Debt	\$3.4	Total Available Liquidity	\$2.0							\$190	
Total Liabilities	\$12.9	Total debt to adj EBITDA	1.6x	2023	2024	2025	2026	2027	2028	2029	2030+
Working Capital <sup>2</sup>	\$1.2	<b>(TTM)</b> <sup>4</sup>									

- Focused on driving improvement in key working capital accounts
- Steady debt position and favorable financial arrangements supporting our investment grade rating
- Total debt to TTM adjusted EBITDA<sup>4</sup> was 1.6x on June 30, 2023, versus our targeted range of 2.0 to 2.5 times

<sup>1</sup> As of 6/30/2023; <sup>2</sup> Working capital is defined as current assets less current liabilities <sup>3</sup> Total credit capacity represents total committed capacity under the revolving credit facility plus the amount of all other debt outstanding <sup>4</sup> These amounts are Non-GAAP measures (See Appendix B)

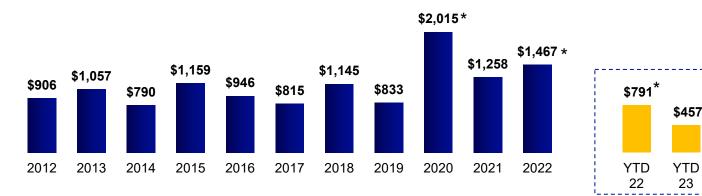
#### GPC) Ample Liquidity and Financial Strength to Support Growth Strategy

# **Cash Flow Supporting Growth and Capital Allocation**



#### Working Capital<sup>1</sup>

#### Cash from Operations (\$M)



<sup>1</sup> Working capital is defined as current assets less current liabilities; <sup>\*</sup> Includes benefit of the A/R sales agreement

#### **Working Capital Initiatives**

- Timely collections
- Effective inventory management
- Extended terms and programs with vendors

#### **Cost Savings Initiatives**

- Reinvestment in core businesses to enhance efficiencies and productivity
- Continued improvement in overall cost structure

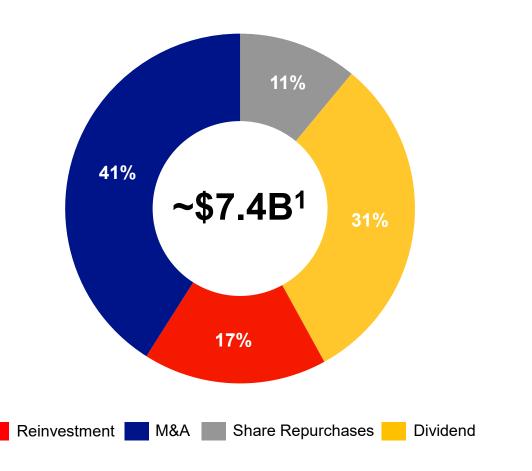
#### **Cash Flows**

- Solid cash generation
- Resilient cash flow in economic downturns

#### **GPC)** Driving Improved Working Capital and Strong Cash Flow

### **Effective Capital Allocation**

#### 2018-2022 Capital Deployment



#### **Key Priorities**

#### Reinvestment

Projecting '23 CapEx of \$375M - \$400M

#### M&A

• Targeting additional acquisitions in '23

#### Share Repurchases

• Plans for additional share buy-backs in '23

#### Dividend

- 2023 cash dividend of \$3.80 per share, +6% from 2022
- 67<sup>th</sup> consecutive year of increased dividends paid to our shareholders

GPC <sup>1</sup> Includes proceeds from divestiture

### **Strategic Approach to M&A**

#### **Strategic Filters**



Key Product Category Extension



Market Leadership



Geographic / Market Expansion



Capability Enhancements



Operating and Cost Synergies



Talent Acquisition / Retention

#### **Financial Criteria**



Accretive Sales Growth and Margin Rates



Accretive to EPS within First Year



ROIC > GPC Cost of Capital



Post-Synergy Purchase Price Multiple Below Our Trading Multiple



Financed to Maintain Investment Grade Rating



Dedicated Investment Committee Provides Oversight and Discipline on Capital Allocation Practices

#### (GPC) Core Competency with a Proven History of Successful Acquisitive Growth

### 67 Consecutive Years of Dividend Growth

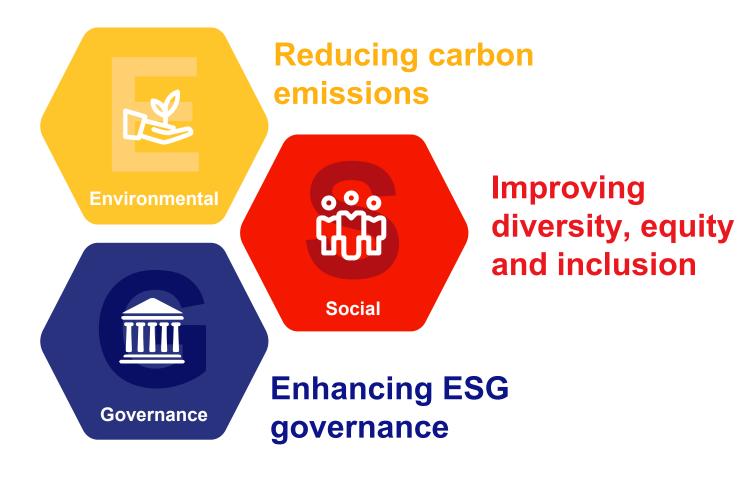
#### **Dividend History**

- 2023 annual dividend of \$3.80/share, a 6% increase  $\checkmark$
- $\checkmark$
- $\checkmark$ increasing dividends



\$3.80

## **2022 Sustainability Report**





Click <u>here</u> to access the report and learn more about GPC's progress in these areas.



# **Experienced Leadership Team with Deep Industry Expertise**



Paul Donahue Chairman, CEO Joined GPC: 2003 Current Role: 2016



Will Stengel President, COO 2019 2023



Bert Nappier EVP, CFO 2022 2022



Naveen Krishna EVP, CIDO 2021 2021



**Jim Neill** *EVP, CHRO* 2006 2013

Chris Galla SVP & General Counsel 2005 2023



Lisa Hamilton SVP, Total Rewards 1996 2020



Vickie Smith SVP, Employee Experience 2002 2020



Franck Baduel CEO, European Automotive 1999 2020



Randy Breaux Group President, GPC North America 2011

2023



Rob Cameron Managing Director and Group CEO, Australasia 2003 2022



Alain Masse President, Canadian Automotive 2011 2015



# **Supportive Board With Diverse Expertise and Experience**

#### **Board Composition**

86%	<b>29%</b>	<b>50%</b>	9 Years
Independent Directors	Women	Diverse <sup>1</sup>	Average Tenure

#### **Expertise and Experience**

CEO / Leadership Position	93%
Government / Regulatory 50%	
Finance and Accounting 43%	
Distribution / Supply 36%	
Automotive 29%	
International 29%	
Legal 29%	

<sup>1</sup> Gender, race, ethnicity and/or nationality

GPC



Left to right: Gary P. Fayard, Jean-Jacques Lafont, Robert C. "Robin" Loudermilk, Jr., John D. Johns, Juliette W. Pryor, Richard Cox, Jr., Elizabeth W. "Betsy" Camp, Wendy B. Needham, Paul D. Donahue, John R. Holder, E. Jenner Wood III, P. Russell Hardin, Donna W. Hyland. Not pictured: new director, Darren M. Rebelez

### **GPC** as **Investment** of Choice

Talented team with deep expertise to drive value Size and scale across diverse industries and geographies to serve our customers

Leading positions in large and fragmented automotive and industrial markets

Clear strategic plan underpinned by M&A for robust growth Continued delivery of strong financial results through cycles



# Appendix



### **Segment Data**

### Appendix A

(in thousands)	2022	2021	2020	2019	2018
Net sales:					
Automotive	\$ 13,666,634	\$ 12,544,131	\$ 10,860,695	\$ 10,993,902	\$ 10,553,021
Industrial	8,429,339	6,326,379	5,676,738	6,528,332	6,298,584
Total net sales	22,095,973	18,870,510	16,537,433	17,522,234	16,831,605
Segment profit:					
Automotive	1,191,674	1,073,427	867,743	831,951	856,014
Industrial	888,636	595,232	481,854	521,830	487,360
Total segment profit	2,078,310	1,668,659	1,349,597	1,353,781	1,343,374
Interest expense, net	(73,886)	(62,150)	(91,048)	(91,405)	(93,281)
Intangible asset amortization	(269,364)	(103,273)	(94,962)	(92,206)	(83,489)
Corporate expense	(157,437)	(174,842)	(149,754)	(140,815)	(137,036)
Other unallocated costs	 (5,021)	 (128,048)	 (634,465)	 (170,072)	 (34,930)
Income (Loss) before income taxes from continuing operations	1,572,602	1,200,346	379,368	859,283	994,638
Income taxes from continuing operations	 (389,901)	 (301,556)	 (215,973)	 (212,808)	 (245,104 <u>)</u>
Net income from continuing operations	\$ 1,182,701	\$ 898,790	\$ 163,395	\$ 646,475	\$ 749,534
Segment profit margin:					
Automotive	8.7%	8.6%	8.0%	7.6%	8.1%
Industrial	10.5%	9.4%	8.5%	8.0%	7.7%
Total segment profit margin	9.4%	8.8%	8.2%	7.7%	8.0%



### **Segment Data**

### Appendix A

	2023	202	.3		2022							
(in thousands)	TTM Q2	Q1		Q2		Q1		Q2		Q3		Q4
Net sales:												
Automotive	\$ 14,084,345	\$ 3,505,827	\$	3,654,999	\$	3,275,621	\$	3,467,494	\$	3,490,462	\$	3,433,057
Industrial	8,794,703	2,259,291		2,260,007		2,019,014		2,134,920		2,184,812		2,090,593
Total net sales	22,879,048	5,765,118		5,915,006		5,294,635		5,602,414		5,675,274		5,523,650
Segment profit:												
Automotive	1,198,315	264,420		329,347		264,573		322,553		309,349		295,199
Industrial	1,018,170	261,987		283,372		188,353		225,472		242,505		230,306
Total segment profit	2,216,485	526,407		612,719		452,926		548,025		551,854		525,505
Interest expense, net	(67,107)	(16,864)		(16,455)		(19,850)		(20,248)		(18,220)		(15,568)
Corporate expense	(321,866)	(66,015)		(101,550)		(41,751)		(73,312)		(72,820)		(81,481)
Intangible asset amortization	(157,860)	(39,122)		(40,625)		(39,694)		(39,630)		(39,416)		(38,697)
Other unallocated costs	 (55,838)	 				(25,915)		76,732		(3,462)		(52,376)
Income before income taxes	1,613,814	404,406		454,089		325,716		491,567		417,936		337,383
Income taxes	 (401,029)	 (100,449)		(109,595)		(79,878)		(119,038)		(105,578)		(85,407)
Net income	\$ 1,212,785	\$ 303,957	\$	344,494	\$	245,838	\$	372,529	\$	312,358	\$	251,976
Segment profit margin:												
Automotive	8.5%	7.5%		9.0%		8.1%		9.3%		8.9%		8.6%
Industrial	11.6%	11.6%		12.5%		9.3%		10.6%		11.1%		11.0%
Total segment profit margin	9.7%	9.1%		10.4%		8.6%		9.8%		9.7%		9.5%



### **Reconciliation of Non-GAAP Financial Measures**

#### **Reconciliation of 2019 Net Sales Excluding Divestitures**

	For the Year Ended December 31, 2019									
(in thousands)	GAAP Total	Net Sales	Net Sales of Busi Divested in 201		Net Sales E Divestit	<b>U</b>				
Net sales:										
Automotive	\$	10,993,902	\$	15,900	\$	10,978,002				
Industrial		6,528,332		588,031		5,940,301				
Total net sales	\$	17,522,234	\$	603,931	\$	16,918,303				

#### **Adjusted EBITDA**

(in thousands)	2022	2021	2020	2019
GAAP net income from continuing operations	\$ 1,182,701	\$ 898,790	\$ 163,395	\$ 646,475
Depreciation and amortization	347,819	290,971	272,842	257,263
Interest expense, net	73,886	62,150	91,048	91,405
Income taxes from continuing operations	 389,901	 301,556	 215,973	 212,808
EBITDA:	1,994,307	1,553,467	743,258	1,207,951
Loss on software disposal (1)	—	61,063	_	—
Product liability damages award (2)		77,421		
Goodwill impairment charge (3)	_		506,721	—
Restructuring costs (4)			50,019	142,780
Realized currency loss on divestitures (5)	—		11,356	34,701
Gain on insurance proceeds (6)	(1,507)	(3,862)	(13,448)	
Gain in equity investments (7)	—	(10,229)	_	(38,663)
Inventory adjustment (8)			40,000	
Gain on sale of real estate (9)	(102,803)	_	_	—
Product liability adjustment (10)	28,730			
Transaction and other costs (11)	 80,601	3,655	 39,817	 31,254
Adjusted EBITDA	\$ 1,999,328	\$ 1,681,515	\$ 1,377,723	\$ 1,378,023



### **Reconciliation of Non-GAAP Financial Measures**

### Appendix B

#### **Free Cash Flow**

(in thousands)	Six Mo	nths Ended June 30, 2023	TTM Ended June 30, 2023
Net cash provided by operating activities	\$	457,003	\$ 1,132,989
Less: Purchases of property, plant and equipment		(205,336)	(391,992)
Free Cash Flow	\$	251,667	\$ 740,997

#### **Updated Outlook**

	Year Ending December 31, 2023
Net cash provided by operating activities	\$1.3 billion to \$1.4 billion
Purchases of property, plant and equipment	\$375 million to \$400 million
Free Cash Flow	\$900 million to \$1.0 billion
	+

real Ending December 01, 2020
\$1.3 billion to \$1.4 billion
\$375 million to \$400 million
\$900 million to \$1.0 billion

### **Explanation of Adjustments**

(1) Loss on software disposal: Adjustment reflects a loss on an internally developed software project that was disposed of due to a change in management strategy related to advances in alternative technologies.

(2) Product liability damages award: Adjustment reflects damages reinstated by the Washington Supreme Court order on July 8, 2021 in connection with a 2017 automotive product liability claim.

(3) Goodwill impairment charge: Adjustment reflects a second quarter goodwill impairment charge related to our European reporting unit.

(4) Restructuring costs: Adjustment reflects restructuring and special termination costs related to 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.

(5) Realized currency loss on divestiture losses: Adjustment reflects realized currency losses related to divestitures.

(6) Gain on insurance proceeds: 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.

(7) Gain on equity investment: Adjustment relates to the gain recognized upon remeasuring the Company's preexisting 35% equity investment to fair value upon acquiring the remaining equity of Motion Asia Pacific on July 1, 2019. Adjustment relates to gains recognized upon remeasurement of certain equity investments to fair value upon acquiring the remaining equity of those entities.

(8) Inventory adjustment: Adjustment reflects a \$40 million increase to cost of goods sold recorded during the quarter ended December 31, 2020 due to the correction of an immaterial error related to the accounting in prior years for consideration received from vendors.

(9) Gain on sale of real estate: Adjustment reflects a gain on the sale of real estate that had been leased to S.P. Richards.

(10) Product liability adjustment: Adjustment to remeasure the product liability reserve for a revised estimate of the number of claims to be incurred in future periods, among other assumptions.

(11) Transaction and other costs: Adjustments for 2019 reflect transaction and other costs related to acquisitions and divestitures. Adjustment for 2020 includes a \$17 million loss on investment, \$10 million of incremental costs associated with COVID-19, and costs associated with certain divestitures. Adjustment for 2021 include transaction and other costs related to acquisitions. Adjustment for 2022 primarily includes costs of \$67 million associated with the January 3, 2022 acquisition and integration of KDG which includes a \$17 million impairment charge Separately, this adjustment includes an \$11 million loss related to an investment.

