

# Silgan Holdings Inc.

## Non-GAAP Financial Measures

Generally accepted accounting principles in the United States are commonly referred to as GAAP. A non-GAAP financial measure is generally defined as a financial measure that purports to measure financial performance, financial position or liquidity, but excludes or includes amounts that could not be so adjusted in the most comparable GAAP measure. Adjusted net income per diluted share, adjusted EBIT and adjusted EBITDA are unaudited supplemental measures of financial performance that the Company uses, which are not required by, or presented in accordance with, GAAP and therefore are non-GAAP financial measures. These non-GAAP financial measures should not be considered as an alternative to net income per diluted share or income before interest and income taxes or any other measures derived in accordance with GAAP. Such non-GAAP financial measures should not be considered in isolation or as a substitute for any financial data prepared in accordance with GAAP and may not be comparable to similarly titled measures used by other companies. The Company uses such non-GAAP financial measures because it considers them to be important and useful supplemental measures of its and its segments' financial performance which provide a more complete understanding of the Company and its segments than could be obtained absent such non-GAAP financial measures. The Company believes that it is important and useful to present these non-GAAP financial measures because they allow for a better period-over-period comparison of results by removing the impact of items that, in management's view, do not reflect the Company's or its segments' core operating performance. Management uses these non-GAAP financial measures to review and analyze the operating performance of the Company and its segments. Investors and others are urged to review and consider carefully the adjustments made by management to the most comparable GAAP financial measure to arrive at these non-GAAP financial measures.

Adjusted net income per diluted share means net income per diluted share excluding acquired intangible asset amortization expense, other pension income for U.S. pension plans, rationalization charges, the charge for the European Commission settlement, loss on early extinguishment of debt, effective tax rate adjustments, net results ((income) loss) from former operations in Venezuela, plant start-up costs for new plants, costs attributed to announced acquisitions and the impact from charges for the write-up of acquired inventory under purchase accounting.

Adjusted EBIT means income before interest and income taxes or EBIT excluding, as applicable, acquired intangible asset amortization expense, other pension income for U.S. pension plans, rationalization charges, the impact from charges for the write-up of acquired inventory required under purchase accounting, net results ((income) or loss) from former operations in Venezuela, plant start-up costs for new plants, the charge for the European Commission settlement and costs attributed to announced acquisitions.

Adjusted EBITDA means adjusted EBIT plus depreciation.

Acquired intangible asset amortization expense is a non-cash expense related to acquired operations that management believes is not indicative of the on-going performance of the acquired operations. Since the Company's U.S. pension plans are significantly over funded and have no required cash contributions for the foreseeable future based on current regulations, management views other pension income from the Company's U.S. pension plans, which excludes service costs, as not reflective of the operational performance of the Company or its segments. While rationalization costs are incurred on a regular basis, management views these costs more as an investment to generate savings rather than period costs. The charge for the European Commission settlement is non-recurring and non-operational and relates to prior years and is not indicative of the on-going cost structure of the Company or its segments. The loss on early extinguishment of debt consists of third party fees and expenses incurred or debt costs written off that are viewed by management as part of the cost of prepayment of debt and not indicative of the on-going cost structure of the Company. The effective tax rate adjustments are primarily (i) a result of the impact of the U.S. Tax Cuts and Jobs Act of 2017 principally as a result of the revaluation of the net deferred tax liabilities at the new lower estimated corporate tax rate and are viewed by the Company as a period adjustment that is not indicative of the effective tax rate of the Company or (ii) tax adjustments for prior periods related to the completion of Internal Revenue Service audits that are viewed by the Company as not indicative of the effective tax rate of the Company. Operations in Venezuela were shut down due to the political environment in Venezuela, and therefore management does not view the net results from operations in Venezuela as indicative of the on-going performance of the Company or its segments. Plant start-up costs for new plants are viewed by management as not indicative of the on-going operating performance of such new plants. Costs attributed to announced acquisitions consist of third party fees and expenses that are viewed by management as part of the acquisition and not indicative of the on-going cost structure of the Company. The write-up of acquired inventory required under purchase accounting is viewed by management as part of the acquisition and is a non-cash charge that is not considered to be indicative of the on-going performance of the acquired operations. A reconciliation of such non-GAAP financial measures is provided below:

Silgan Holdings Inc.  
Reconciliation of Net Income Per Diluted Share to Adjusted Net Income Per Diluted Share

	Year Ended December 31,											
	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	
Net income per diluted share as reported*	\$ 1.08	\$ 1.43	\$ 1.43	\$ 1.41	\$ 1.27	\$ 2.42	\$ 2.01	\$ 1.74	\$ 2.77	\$ 3.23	\$ 3.07	
Adjustments*:												
Acquired intangible asset amortization expense	0.03	0.05	0.07	0.07	0.07	0.14	0.19	0.19	0.25	0.31	0.36	
Other pension income for U.S. pension plans	(0.04)	(0.07)	(0.14)	(0.17)	(0.14)	(0.20)	(0.27)	(0.13)	(0.28)	(0.37)	(0.33)	
Rationalization charges	0.04	0.06	0.13	0.08	0.10	0.04	0.05	0.40	0.11	0.11	0.67	
European Commission settlement	-	-	-	-	-	-	-	-	-	-	0.23	
Loss on early extinguishment of debt	0.19	0.01	0.01	-	-	0.04	0.02	0.01	0.01	0.01	0.01	
Effective tax rate adjustments	-	(0.15)	-	-	-	(1.00)	-	-	-	-	-	
Net results ((income) loss) from former operations in Venezuela	(0.02)	0.01	0.02	-	-	-	-	-	-	-	-	
Plant start-up costs for new plants	0.03	-	-	-	-	-	-	-	-	-	-	
Costs attributed to announced acquisitions	0.01	0.01	-	-	0.01	0.15	-	0.01	0.15	0.03	-	
Purchase accounting write-up of inventory	-	-	-	-	-	-	-	-	0.02	0.02	-	
Total adjustments	0.24	(0.08)	0.09	(0.02)	0.04	(0.83)	(0.01)	0.48	0.26	0.11	0.94	
Adjusted net income per diluted share*	\$ 1.32	\$ 1.35	\$ 1.52	\$ 1.39	\$ 1.31	\$ 1.59	\$ 2.00	\$ 2.22	\$ 3.03	\$ 3.34	\$ 4.01	

\* per share data for the relevant years has been adjusted for a two-for-one stock split in 2017.

Silgan Holdings Inc.  
Reconciliation of income before interest and income taxes (EBIT) to Adjusted EBIT and Adjusted EBITDA  
(\$ in millions)

	Year Ended December 31,										
	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
<b>Dispensing and Specialty Closures</b>											
Income before interest and income taxes (EBIT)	\$ 73.1	\$ 63.0	\$ 75.6	\$ 91.8	\$ 99.8	\$ 142.0	\$ 189.9	\$ 173.5	\$ 224.4	\$ 262.1	\$ 323.0
Plus:											
Acquired intangible asset amortization expense	1.4	2.3	5.3	5.3	5.4	15.7	19.5	19.1	28.5	38.3	46.8
Other pension income for U.S. pension plans	(2.7)	(4.2)	(7.2)	(7.7)	(6.1)	(7.8)	(9.2)	(4.2)	(9.6)	(12.6)	(11.0)
Rationalization charges	2.9	5.6	12.3	1.7	0.6	1.0	0.2	6.6	5.8	5.8	0.9
Purchase accounting write-up of inventory	-	0.5	-	-	-	11.9	-	-	3.5	1.6	-
Net results ((income) loss) from former operations in Venezuela	(5.1)	2.9	3.1	-	-	-	-	-	-	-	-
Adjusted EBIT	69.6	70.1	89.1	91.1	99.7	162.8	200.4	195.0	252.6	295.2	359.7
Depreciation	31.0	33.6	36.3	32.4	32.8	46.0	54.7	64.0	70.6	87.4	98.2
Adjusted EBITDA	\$ 100.6	\$ 103.7	\$ 125.4	\$ 123.5	\$ 132.5	\$ 208.8	\$ 255.1	\$ 259.0	\$ 323.2	\$ 382.6	\$ 457.9
<b>Metal Containers</b>											
Income before interest and income taxes (EBIT)	\$ 231.5	\$ 236.3	\$ 248.7	\$ 236.4	\$ 214.7	\$ 230.2	\$ 198.8	\$ 160.0	\$ 246.6	\$ 253.7	\$ 234.2
Plus:											
Acquired intangible asset amortization expense	1.9	2.1	2.1	2.0	2.0	2.0	2.2	2.2	2.2	1.7	1.3
Other pension income for U.S. pension plans	(4.2)	(7.7)	(15.3)	(17.4)	(14.4)	(18.4)	(21.6)	(11.3)	(23.1)	(30.1)	(26.3)
Rationalization charges	2.4	2.5	(0.4)	-	12.1	3.3	5.3	49.4	9.9	8.9	73.1
Purchase accounting write-up of inventory	-	-	-	-	-	-	-	-	-	1.0	-
Plant start-up costs for new plants	6.4	0.8	-	-	-	-	-	-	-	-	-
Adjusted EBIT	238.0	234.0	235.1	221.0	214.4	217.1	184.7	200.3	235.6	235.2	282.3
Depreciation	85.7	82.8	68.0	68.7	70.9	75.7	79.3	83.9	80.2	83.8	76.5
Adjusted EBITDA	\$ 323.7	\$ 316.8	\$ 303.1	\$ 289.7	\$ 285.3	\$ 292.8	\$ 264.0	\$ 284.2	\$ 315.8	\$ 319.0	\$ 358.8
<b>Custom Containers</b>											
Income before interest and income taxes (EBIT)	\$ 30.8	\$ 38.6	\$ 51.5	\$ 7.8	\$ 5.2	\$ 27.8	\$ 42.6	\$ 48.9	\$ 87.8	\$ 92.4	\$ 92.5
Plus:											
Acquired intangible asset amortization expense	2.6	6.0	6.1	5.9	5.9	5.9	5.9	5.9	5.4	4.6	4.5
Other pension income for U.S. pension plans	(0.7)	(1.9)	(5.7)	(6.2)	(5.2)	(7.2)	(8.3)	(3.2)	(8.4)	(10.8)	(10.2)
Rationalization charges	3.3	3.9	2.7	12.7	6.4	1.5	0.8	0.4	0.4	0.3	-
Purchase accounting write-up of inventory	1.2	-	-	-	-	-	-	-	-	-	-
Adjusted EBIT	37.2	46.6	54.6	20.2	12.3	28.0	41.0	52.0	85.2	86.5	86.8
Depreciation	41.6	40.8	30.2	27.7	26.1	28.7	30.0	31.2	32.0	34.5	35.3
Adjusted EBITDA	\$ 78.8	\$ 87.4	\$ 84.8	\$ 47.9	\$ 38.4	\$ 56.7	\$ 71.0	\$ 83.2	\$ 117.2	\$ 121.0	\$ 122.1
<b>Corporate</b>											
Income before interest and income taxes (EBIT)	\$ (9.9)	\$ (13.8)	\$ (14.9)	\$ (16.2)	\$ (20.0)	\$ (43.0)	\$ (19.2)	\$ (22.9)	\$ (46.4)	\$ (32.1)	\$ (47.7)
Plus:											
Acquired intangible asset amortization expense	0.7	-	-	-	-	-	-	-	-	-	-
European Commission settlement	-	-	-	-	-	-	-	-	-	-	25.2
Costs attributed to announced acquisitions	1.5	1.5	-	-	1.4	24.7	-	1.8	19.3	5.0	-
Adjusted EBIT	(7.7)	(12.3)	(14.9)	(16.2)	(18.6)	(18.3)	(19.2)	(21.1)	(27.1)	(27.1)	(22.5)
Depreciation	0.1	0.1	0.1	0.1	0.1	0.1	0.2	0.2	0.2	0.2	0.2
Adjusted EBITDA	\$ (7.6)	\$ (12.2)	\$ (14.8)	\$ (16.1)	\$ (18.5)	\$ (18.2)	\$ (19.0)	\$ (20.9)	\$ (26.9)	\$ (26.9)	\$ (22.3)
<b>Total Company</b>											
Income before interest and income taxes (EBIT)	\$ 325.5	\$ 324.1	\$ 360.9	\$ 319.8	\$ 299.7	\$ 357.0	\$ 412.1	\$ 359.5	\$ 512.4	\$ 576.1	\$ 602.0
Plus:											
Acquired intangible asset amortization expense	6.6	10.4	13.5	13.2	13.3	23.6	27.6	27.2	36.1	44.6	52.6
Other pension income for U.S. pension plans	(7.6)	(13.8)	(28.2)	(31.3)	(25.7)	(33.4)	(39.1)	(18.7)	(41.1)	(53.5)	(47.5)
Rationalization charges	8.6	12.0	14.6	14.4	19.1	5.8	6.3	56.4	16.1	15.0	74.0
Purchase accounting write-up of inventory	1.2	0.5	-	-	-	11.9	-	-	3.5	2.6	-
Net results ((income) loss) from former operations in Venezuela	(5.1)	2.9	3.1	-	-	-	-	-	-	-	-
Plant start-up costs for new plants	6.4	0.8	-	-	-	-	-	-	-	-	-
European Commission settlement	-	-	-	-	-	-	-	-	-	-	25.2
Costs attributed to announced acquisitions	1.5	1.5	-	-	1.4	24.7	-	1.8	19.3	5.0	-
Adjusted EBIT	337.1	338.4	363.9	316.1	307.8	389.6	406.9	426.2	546.3	589.8	706.3
Depreciation	158.4	157.3	134.6	128.9	129.9	150.5	164.2	179.3	183.0	205.9	210.2
Adjusted EBITDA	\$ 495.5	\$ 495.7	\$ 498.5	\$ 445.0	\$ 437.7	\$ 540.1	\$ 571.1	\$ 605.5	\$ 729.3	\$ 795.7	\$ 916.5

Silgan Holdings Inc.  
Reconciliation of Net Income Per Diluted Share to Adjusted Net Income Per Diluted Share

	Quarter Ended							
	March 31, 2021	June 30, 2021	Sept. 30, 2021	Dec. 31, 2021	March 31, 2022	June 30, 2022	Sept. 30, 2022	Dec. 31, 2022
Net income per diluted share as reported	\$ 0.66	\$ 0.85	\$ 0.96	\$ 0.76	\$ 0.76	\$ 0.83	\$ 1.25	\$ 0.22
Adjustments:								
Acquired intangible asset amortization expense	0.07	0.07	0.07	0.09	0.09	0.09	0.09	0.09
Other pension income for U.S. pension plans	(0.09)	(0.09)	(0.09)	(0.09)	(0.08)	(0.08)	(0.08)	(0.08)
Rationalization charges	0.08	-	0.02	0.01	0.01	0.02	0.02	0.62
European Commission settlement	-	-	-	-	-	0.23	-	-
Loss on early extinguishment of debt	0.01	-	-	-	0.01	-	-	-
Costs attributed to announced acquisitions	-	-	0.03	0.01	-	-	-	-
Purchase accounting write-up of inventory	-	-	0.01	0.01	-	-	-	-
Total adjustments	0.07	(0.02)	0.04	0.03	0.03	0.26	0.03	0.63
Adjusted net income per diluted share	\$ 0.73	\$ 0.83	\$ 1.00	\$ 0.79	\$ 0.79	\$ 1.09	\$ 1.28	\$ 0.85

Silgan Holdings Inc.  
Reconciliation of income before interest and income taxes (EBIT) to Adjusted EBIT and Adjusted EBITDA  
(\$ in millions)

	Quarter Ended							
	March 31, 2021	June 30, 2021	Sept. 30, 2021	Dec. 31, 2021	March 31, 2022	June 30, 2022	Sept. 30, 2022	Dec. 31, 2022
<b><u>Dispensing and Specialty Closures</u></b>								
Income before interest and income taxes (EBIT)	\$ 65.6	\$ 73.8	\$ 60.1	\$ 62.6	\$ 87.3	\$ 91.3	\$ 79.2	\$ 65.2
Plus:								
Acquired intangible asset amortization expense	8.7	8.7	8.9	11.9	12.0	11.7	11.5	11.6
Other pension income for U.S. pension plans	(3.4)	(3.4)	(2.8)	(3.0)	(2.7)	(2.7)	(2.7)	(2.9)
Rationalization charges	5.2	0.1	0.4	0.1	-	-	0.3	0.6
Purchase accounting write-up of inventory	-	-	0.9	0.7	-	-	-	-
Adjusted EBIT	76.1	79.2	67.5	72.3	96.6	100.3	88.3	74.5
Depreciation	20.2	20.4	21.9	24.9	24.7	24.8	24.5	24.2
Adjusted EBITDA	\$ 96.3	\$ 99.6	\$ 89.4	\$ 97.2	\$ 121.3	\$ 125.1	\$ 112.8	\$ 98.7
<b><u>Metal Containers</u></b>								
Income before interest and income taxes (EBIT)	\$ 45.6	\$ 58.6	\$ 94.3	\$ 55.2	\$ 38.0	\$ 66.4	\$ 121.3	\$ 8.5
Plus:								
Acquired intangible asset amortization expense	0.5	0.4	0.4	0.4	0.3	0.3	0.3	0.4
Other pension income for U.S. pension plans	(7.5)	(7.5)	(7.6)	(7.5)	(6.7)	(6.7)	(6.4)	(6.5)
Rationalization charges	5.0	0.2	1.8	1.8	1.3	3.4	2.5	66.0
Purchase accounting write-up of inventory	-	-	-	1.0	-	-	-	-
Adjusted EBIT	43.6	51.7	88.9	50.9	32.9	63.4	117.7	68.4
Depreciation	20.7	20.9	20.8	21.4	20.7	19.6	17.5	18.7
Adjusted EBITDA	\$ 64.3	\$ 72.6	\$ 109.7	\$ 72.3	\$ 53.6	\$ 83.0	\$ 135.2	\$ 87.1
<b><u>Custom Containers</u></b>								
Income before interest and income taxes (EBIT)	\$ 24.5	\$ 27.2	\$ 22.7	\$ 17.9	\$ 24.7	\$ 30.9	\$ 24.3	\$ 12.6
Plus:								
Acquired intangible asset amortization expense	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1
Other pension income for U.S. pension plans	(2.8)	(2.8)	(2.6)	(2.6)	(2.6)	(2.6)	(2.5)	(2.5)
Rationalization charges	0.1	0.1	0.1	0.1	0.1	-	(0.1)	-
Adjusted EBIT	22.9	25.6	21.3	16.5	23.3	29.4	22.8	11.2
Depreciation	8.2	8.5	8.9	8.8	8.7	8.8	8.7	9.0
Adjusted EBITDA	\$ 31.1	\$ 34.1	\$ 30.2	\$ 25.3	\$ 32.0	\$ 38.2	\$ 31.5	\$ 20.2
<b><u>Corporate</u></b>								
Income before interest and income taxes (EBIT)	\$ (9.2)	\$ (6.8)	\$ (9.1)	\$ (7.0)	\$ (6.6)	\$ (30.6)	\$ (5.3)	\$ (5.2)
Plus:								
European Commission settlement	-	-	-	-	-	25.2	-	-
Costs attributed to announced acquisitions	-	-	4.1	0.9	-	-	-	-
Adjusted EBIT	(9.2)	(6.8)	(5.0)	(6.1)	(6.6)	(5.4)	(5.3)	(5.2)
Depreciation	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Adjusted EBITDA	\$ (9.2)	\$ (6.8)	\$ (5.0)	\$ (6.1)	\$ (6.6)	\$ (5.4)	\$ (5.3)	\$ (5.2)
<b><u>Total Company</u></b>								
Income before interest and income taxes (EBIT)	\$ 126.5	\$ 152.8	\$ 168.0	\$ 128.7	\$ 143.4	\$ 158.0	\$ 219.5	\$ 81.1
Plus:								
Acquired intangible asset amortization expense	10.3	10.2	10.4	13.4	13.4	13.1	12.9	13.1
Other pension income for U.S. pension plans	(13.7)	(13.7)	(13.0)	(13.1)	(12.0)	(12.0)	(11.6)	(11.9)
Rationalization charges	10.3	0.4	2.3	2.0	1.4	3.4	2.7	66.6
Purchase accounting write-up of inventory	-	-	0.9	1.7	-	-	-	-
European Commission settlement	-	-	-	-	-	25.2	-	-
Costs attributed to announced acquisitions	-	-	4.1	0.9	-	-	-	-
Adjusted EBIT	133.4	149.7	172.7	133.6	146.2	187.7	223.5	148.9
Depreciation	49.1	49.8	51.6	55.1	54.1	53.2	50.7	51.9
Adjusted EBITDA	\$ 182.5	\$ 199.5	\$ 224.3	\$ 188.7	\$ 200.3	\$ 240.9	\$ 274.2	\$ 200.8