

# Investor Presentation

May 2, 2022

## Safe Harbor



#### Forward Looking Statements

This presentation contains forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995, such as statements about our future plans. objectives, expectations, financial performance, and continued business operations. The words "believe," "expect," "anticipate," "poject," "estimate," "budget," "continue," "could," "intend," "may," "plan," "potential," "predict," "seek," "should," "will," "would," "objective," "path," "forecast," "goal," "guidance," "outlook," "effort," "target," and similar expressions, among others, generally identify forward-looking statements, which speak only as of the date the statements were made. The statements in this presentation are based on currently available information and the current expectations, forecasts, and assumptions of Knowles' management concerning risks and uncertainties that could cause actual outcomes or results to differ materially from those outcomes or results that are projected, anticipated, or implied in these statements, including risks relating to the COVID-19 pandemic and governmental responses to it, including but not limited to, the impact on our supply chain, customer demand, and costs associated with our operations. Other risks and uncertainties include, but are not limited to: unforeseen changes in MEMS microphone demand from our largest customers, in particular, two North American, a Korean, and Chinese OEM customers; our ongoing ability to execute our strategy to diversify our end markets and customers; our ability to stem or overcome price erosion in our segments; fluctuations in our stock's market price; fluctuations in operating results and cash flows: our ability to prevent or identify quality issues in our products or to promptly remedy any such issues that are identified: the timing of OEM product launches: risks associated with increasing our inventories in advance of anticipated orders by customers; global economic instability: the impact of changes to laws and regulations that affect the Company's ability to offer products or services to customers in different regions; our ability to achieve reductions in our operating expenses; the ability to qualify our products and facilities with customers; our ability to obtain, enforce, defend or monetize our intellectual property rights; disruption caused by a cybersecurity incident, including a cyber attack, cyber breach, theft or other unauthorized access; difficulties or delays in and/or the Company's inability to realize expected cost synergies from its acquisitions; increases in the costs of critical raw materials and components; availability of raw materials and components; managing new product ramps and introductions for our customers; our dependence on a limited number of large customers: our ability to maintain and expand our existing relationships with leading OEMs in order to maintain and increase our revenue: increasing competition and new entrants in the market for our products; our ability to develop new or enhanced products or technologies in a timely manner that achieve market acceptance; our reliance on third parties to manufacture, assemble, and test our products and sub-components: escalating international trade tensions, new or increased tariffs and trade wars among countries; financial risks, including risks relating to currency fluctuations, credit risks and fluctuations in the market value of the Company; market risk associated with fluctuations in commodity prices, particularly for various precious metals used in our manufacturing operation, and changes in tax laws, changes in tax rates and exposure to additional tax liabilities; and other risks, relevant factors, and uncertainties identified in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, subsequent Reports on Forms 10-Q and 8-K and our other filings we make with the U.S. Securities and Exchange Commission. Except as where expressly indicated otherwise, these forward-looking statements speak only as November 30, 2021, and Knowles disclaims any intention or obligation to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

#### Non-GAAP Disclaimer

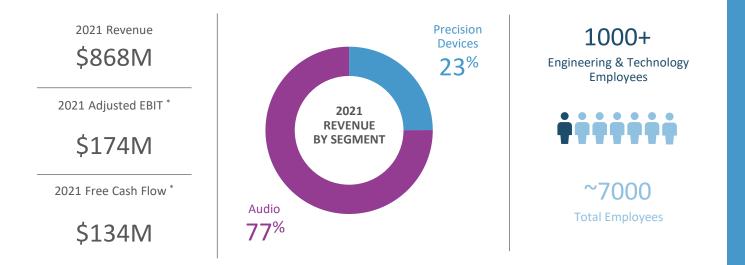
The financial results disclosed in this presentation include certain measures calculated and presented in accordance with GAAP. In addition to the GAAP results included in this presentation, Knowles has presented supplemental, non-GAAP gross profit, earnings before interest and income taxes, adjusted earnings before interest and income taxes, adjusted earnings before interest and income taxes, adjusted earnings before interest and income taxes margin, non-GAAP gross profit margin, non-GAAP financial measures exclude certain amounts that are included in the most directly comparable GAAP measure. In addition, these non-GAAP financial measures do not have standard meanings and may vary from similarly titled non-GAAP financial measures used by other companies. Knowles uses non-GAAP measures as supplements to its GAAP results of operations in evaluating certain aspects of its business, and its executive management team focuses on non-GAAP items as key measures of Knowles' performance for business planning purposes. These measures assist Knowles in comparing its performance between various reporting periods on a consistent basis, as these measures remove from operating results the impact of items that, in Knowles' opinion, do not reflect its core operating performance. Knowles believes that its presentation of these non-GAAP financial measures is useful because it provides investors and securities analysts with the same information that Knowles uses internally for purposes of assessing its core operating performance. For a reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures, see the reconciliation tables in the Appendix.



# Our Company

# A global technology leader and manufacturer.

Knowles develops advanced micro-acoustic microphones and speakers, audio solutions, high performance capacitors and RF filters for the world's leading technology providers.





Founded: 1946 HQ: Itasca, IL NYSE: KN

> 13 Countries

900+

Granted and Pending Patents



# Repositioned to drive improved financial performance.

Over the past five years, we have optimized our product and market portfolio to deliver higher growth, earnings and cash flow. We have built a highly sustainable business with unique capabilities in solving customers' most complex technical challenges. Our product innovation and manufacturing expertise are unparalleled in the industry.

#### **Investment in High-Growth Markets**

- Leader in technology and market share across diversified set of end markets
- Focusing on market segments with most favorable tailwinds

#### **Innovation in Design**

- Shifting R&D towards higher value areas
- Innovating across complex customer needs to maximize differentiation

#### **Discipline in Capital Deployment**

- Returns-focused approach to R&D and CapEx investment
- Strengthening balance sheet through debt paydown
- Driving value through accretive M&A and share buybacks

HIGHEST VALUE PRODUCTS & MARKETS

LOWER MARGIN PRODUCTS AND MARKETS



## Experienced Management Team.



Jeffrey S. Niew President & Chief Executive Officer

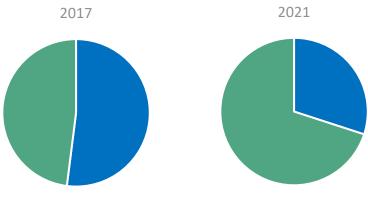


John Anderson Senior Vice President & Chief Financial Officer

	Chris Dugan	Greg Doll	Peter Vancorenland	Jon Kiachian	Shehab Albahri
	President, Precision Devices	Vice President, Audio MEMS	Senior Vice President, R&D, Audio MEMS	Vice President, Audio	Sr. Director, R&D, Audio
iew	10 Years	18 Years	19 Years	28 Years	16 Years
& Officer	Ray Cabrera	Brian Crannell	Daniel Giesecke	Robert J. Perna	Christian Scherp
	Senior Vice President, Human Resources & Chief Administrative Officer	Senior Vice President, Corporate Development	Senior Vice President & Chief Operating Officer	Senior Vice President, General Counsel & Secretary	Senior Vice President, Global Sales
rson	25 Years	24 Years	29 Years	26 Years	25 Years
esident I Officer			$\bigcirc$	$\bigcirc$	$\bigcirc$
		Electronics Exp	Derience In-House Coun	sel Experience	

## Shift in strategy to expand margins.

Revenue above 40% Gross Profit Margin



- Above 40% Gross Profit Margin
- Below 40% Gross Profit Margin



## Achievements

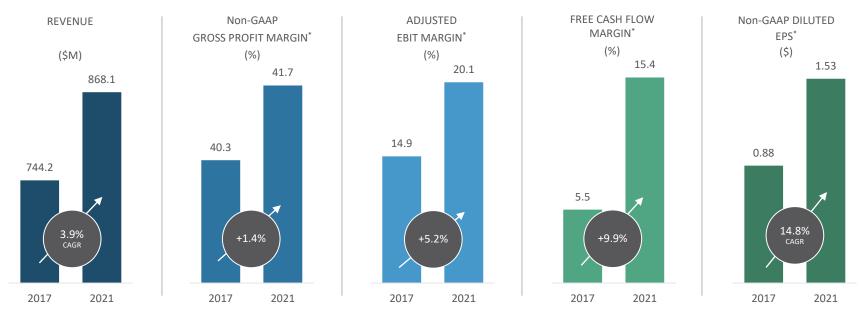
Since 2016, we have executed multiple initiatives to improve performance and shareholder value:

- Divested smartphone focused, lower margin speaker and receiver business
- Divested highly cyclical, lower margin timing device business
- Closed four accretive transactions expanding our capabilities for the defense and medical markets
- Acquired MEMS Microphone ASIC capabilities
- Realigned R&D and CapEx spend to higher value markets
- Drove SG&A and overhead expense efficiencies



# We have significantly improved our financial performance from 2017 to 2021.

Since implementing our strategy to more deeply invest in market segments that yield the most attractive margins and free cash flow, our financial performance has continued to improve year-over-year.



\* For this Non-GAAP financial measure see the Appendix for GAAP to Non-GAAP reconciliation.

2017 results include \$13.6 million in revenue and \$5.6 million related to recovered legal expenses associated with the settlement of a royalty dispute. Management estimates that \$13.0 million of the settlement proceeds relate to years prior to 2017.

# Strategy provides a path to greater returns.



Knowles

Provides path to

\$2.50+

Non-GAAP diluted earnings per share<sup>\*</sup>

\* As of November 30, 2021, and Knowles disclaims any duty to update. Reconciliation of this forward-looking Non-GAAP financial measure to the most directly comparable GAAP financial measure is not provided because the information needed to complete a reconciliation is unavailable without unreasonable effort.

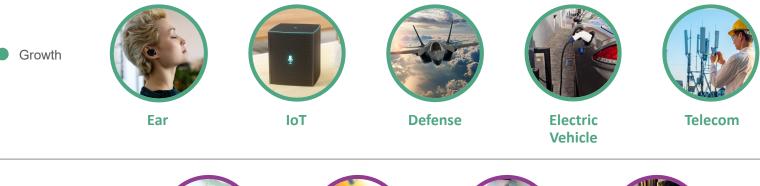


# Our Markets



# Focusing on markets with the most attractive growth potential.

While every one of our markets is experiencing favorable tailwinds, we are investing in those with the strongest growth and macro trends.







MedTech



Smartphone



Industrial

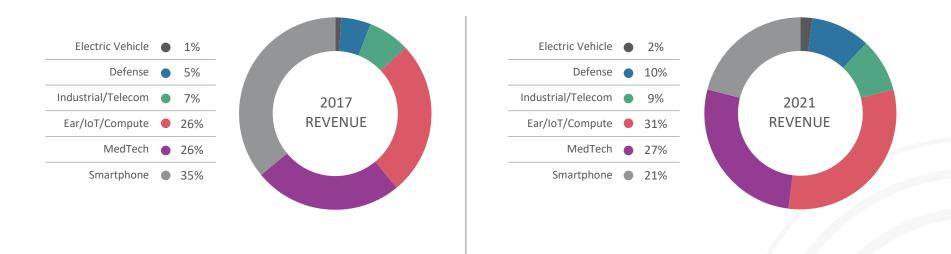


Compute



# Shift in mix of markets drives higher gross margins.

We have expanded the markets we serve beyond the smartphone industry. Today, our business is more diversified across the markets that yield higher gross margins.





# Our Products

# Long-held reputation in delivering high performance products.

With decade upon decade of manufacturing expertise, our technology has consistently outperformed competitive products.

We are uniquely capable of creating innovative solutions to complex technical needs, enabling performance for our customers.





## Focus on value and specialization.

We have redirected our innovation and manufacturing capabilities to focus on higher growth and financial return opportunities. We seek to amplify the success of our fastest growing segment, Precision Devices.

## **Reduced Investments:**

- Commoditized products with low gross margins and ROIC
- Audio DSP opportunities where the rate of market adoption did not justify our level of investment

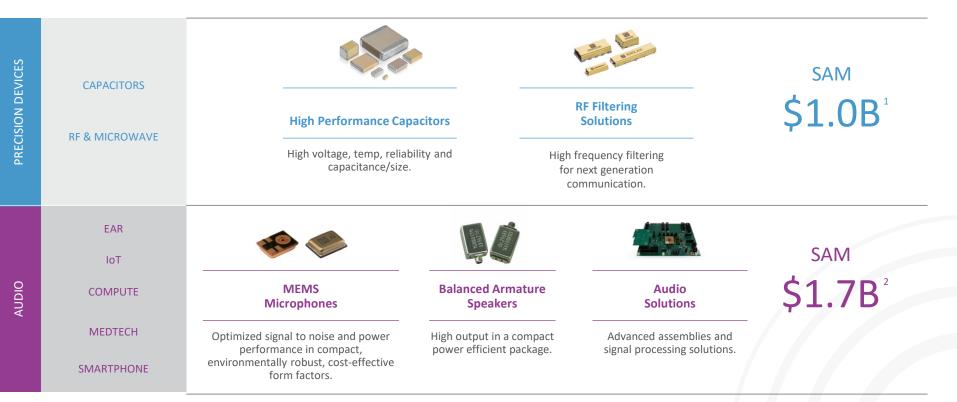
## **Increased Investments:**

- Specialized products for unique and emerging applications which value our differentiated technology
- Focused organic investments which provide reliable earnings and cash flow
- Solutions that cater to attractive Defense, EV, and MedTech markets





# Two platforms with industry-leading performance in every market.



1. Source for SAM: GlobalData Plc, Paumanok Group, Mobile Experts LLC, and KN customer intelligence. Information is as of November 30, 2021

2. Source for SAM: Futuresource Consulting Ltd, SAR Insight & Consulting, Omdia, European Hearing Instrument Manufacturers Association, ABI Research and KN customer intelligence. Information is as of November 30, 2021.

2021-2024



# Specializing in high voltage, high temp, high reliability capacitors for mission critical applications.

ADVANTAGES	Broad offering and highest performance for the most challenging applications	The ability to solve customer- specific design challenges	Our unique high vo temperature, high ceramic capat	reliability	Multiple proprietary manufacturing processes provide advantages in speed, flexibility and customization
CAGR	5–7%		SAM	\$55	OM



Multi-Layer Ceramic Capacitors

Single Layer Ceramic Capacitors

Trimmer Capacitors



INDUSTRIAL

ELECTRIC VEHICLE



# Delivering high performance ceramic filtering across a broad range of applications and frequencies.

ADVANTAGES	Materials and RF expertise in ceramic filtering for 30 MHz to 60GHz	Capabilities to serve expanded use of radio spectrum in defense and 5G telecom	footprint ena to expand ca	y (K) in smallest bles customers pabilities in size d applications	Custom design, rapid prototyping and RF testing to ensure optimal performance
CAGR	<b>6–10%</b>	6	SAM	\$47	5M
PRODUCT LIST					
Microwave and mmWa	ve Filters			ŧ	
Couplers					
Power Dividers					
Gain Equalizers	DEFENSE			LA AT T	
Bias Networks and Res	onators	AEROSPACE			5G TELECOM

Source for CAGR projection and SAM: Mobile Experts LLC, Global Data Plc, and KN customer intelligence. Information is as of November 30, 2021.

DEFENSE RADAR



# Enabling an unrivaled listening experience through groundbreaking innovation in ear-worn devices.

balanced armature speakers for high-performance all-day wear and form factors and form factors balanced armature for volume consumer applications	ADVANTAGES	Recognized as the leader in providing microphones and balanced armature speakers for high-performance all-day wear	Size, power, robustness and audio performance enabling new use cases and form factors	Unmatched Ear audio application expertise	Investments in automation enable the adoption of balanced armature for volume consumer applications
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# CAGR







PRODUCT LIST

Microphones

Speakers

Audio Solutions



IN EAR MONITOR

TRUE WIRELESS STEREO (TWS)

Source for CAGR projection and SAM: Futuresource Consulting Ltd, SAR Insight & Consulting, Omdia, and KN customer intelligence. Information is as of November 30, 2021.

CAGR

PRODUCT LIST

Microphones

Audio Solutions



# Pushing the boundaries of AI/machine learning in IoT devices offering voice control and communication.

ADVANTAGES Enabler of the Voice as a User enable lowest power operation architecture ideal for the wide to drive	s for audio applications e multi-microphone as ecosystem standard
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TV and REMOTE

SECURITY CAMERA

Source for CAGR projection and SAM: Futuresource Consulting Ltd, SAR Insight & Consulting, Omdia, and KN customer intelligence. Information is as of November 30, 2021.



# Enabling high quality communication from anywhere.

ADVANTAGES with a proven track application	ith compute rtise, system st capabilities Performance to enable next generation compute form factors and audio ecosystem trends Enabling high performance communication for the work from anywhere world
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Source for CAGR projection and SAM: Omdia. Information is as of November 30, 2021.

CAGR

PRODUCT LIST

Microphones



# Delivering the highest performing solutions to address hearing loss.

ADVANTAGES	An undisputed legacy	Leveraging audio and	Leading the market in	Unique expertise for addressing
	in microphone and balanced	application expertise to address	manufacturing scale, quality,	needs in both hearing
	armature speaker innovation	new use cases and enhanced	process design and	augmentation
	for the hearing health market	environmental performance	supply reliability	and audio quality

3-	-6%
202	1–2024

PRODUCT LIST

CAGR

Microphones

**Balanced Armature Speakers** 

Advanced Assemblies





\$300M

HEARING AID



# Driving innovation to enable audio features for leading, high volume smartphone providers.

ADVANTAGES	Industry leader with field proven technology for demanding smartphone applications	Broad, unique portfolio to support price and performance levels across the entire market	final shipmen manuf	d from design to t with dual site acturing v and scale	Expertise in addressing application RF immunity, environmental robustness, and product quality
CAGR	<b>1–4%</b>		SAM	\$47	5M

PRODUCT LIST

Microphones



SMARTPHONE

# A steadfast commitment.

Striving to be an ethically, socially and environmentally responsible steward to the communities in which we live and work.

#### **Environmental Sustainability**

- Issued inaugural 2021 Corporate Sustainability Report
- Continually investigating and evaluating new ways to reduce the materials we use, waste we produce and energy we consume
- Working towards a sustainable supply chain
- Engineering our products to enable lower power consumption
- As of 2021, Knowles received an MSCI ESG Rating of A



#### **Social Responsibility**

• Diversity and inclusion strategy centered on three pillars



- Closing the gender gap through multiple programs, e.g. University of Illinois at Chicago Women in Engineering Program
- Training programs in place to educate employees about workplace safety and their health and wellbeing outside of the workplace

#### **Governance Highlights**

- Declassified Board as of 2021
- Separate non-executive Chairman and CEO roles
- Board member average tenure is 5 years
- Committees comprised of independent directors
- Regular Board, Committee and Director evaluations





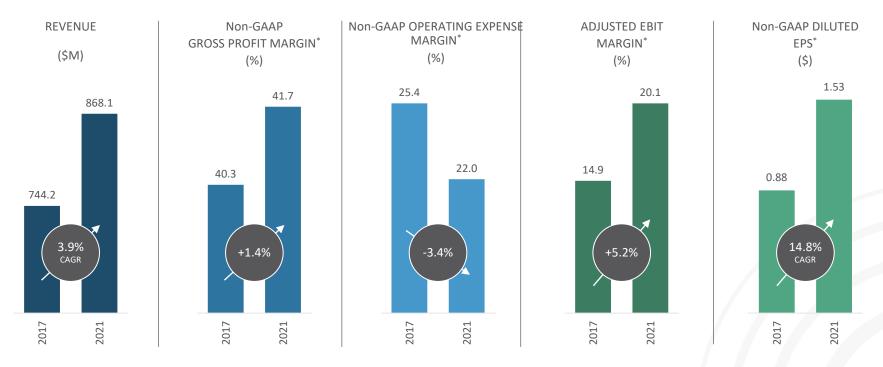


# **Our Financials**



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## Track record of improved financial performance.



\* For this Non-GAAP financial measure see the Appendix for GAAP to Non-GAAP reconciliation

2017 results include \$13.6 million in revenue and \$5.6 million related to recovered legal expenses associated with the settlement of a royalty dispute. Management estimates that \$13.0 million of the settlement proceeds relate to years prior to 2017



# Proven ability to deliver strong free cash flow.

#### **Gross Margin Expansion**

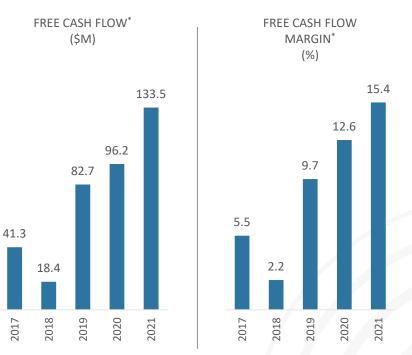
- Focused on markets that value our technology and manufacturing differentiation
- Implemented a more disciplined approach to pricing
- Divested lower gross margin businesses
- Completed acquisitions that were accretive to gross margin

#### **Expense Control**

- Reduced R&D spend where pace of market adoption was below our expectations
- Committed to continuous improvement in processes to drive efficiencies
- Leveraged ERP system and low-cost shared service center

## **CapEx Discipline**

· Optimized investments across areas with attractive returns



\* For this Non-GAAP financial measure see the Appendix for GAAP to Non-GAAP reconciliation

2017 results include \$13.6 million in revenue and \$5.6 million related to recovered legal expenses associated with the settlement of a royalty dispute. Management estimates that \$13.0 million of the settlement proceeds relate to years prior to 2017

# Strong cash flow generation and debt reduction enables shift in future capital allocation priorities.

#### **Organic Growth**

- Continued investment of R&D spend to markets with optimal growth trends and products with better profit potential
- Deploying Capital Expenditures to markets and products with attractive returns

#### Accretive M&A

• Continued focus on accretive<sup>1</sup> acquisitions

#### Increase Share Repurchases to 50% of Annual Free Cash Flow

• April 2022 increase of \$150M to share repurchase program<sup>2</sup>

## **Maintain Strong Balance Sheet**

• Leverage Ratio of 2.5x or less<sup>3</sup>





#### <sup>1</sup>Accretive to Non-GAAP Diluted EPS within 12 months of acquisition

<sup>2</sup> The timing and amount of any shares repurchased will be determined by the Company based on its evaluation of market conditions and other factors, and will be made in accordance with applicable securities laws in either the open market or in privately negotiated transactions. The Company is not obligated to purchase any shares under the program, and the program may be suspended or discontinued at any time. The actual timing and share price of shares repurchased will depend on a number of factors, including the market price of the Company's stock, general market and economic conditions, and applicable legal requirements.

<sup>3</sup> Leverage Ratio represents the ratio of Consolidated Total Indebtedness to Consolidated EBITDA, as those terms are defined in our Revolving Credit Facility

# Knowles

# Mid-term financial targets.

#### DRIVERS

#### **Revenue Growth**

 Growth in the mid to high single digit CAGR%

#### **Non-GAAP Gross Profit Margin\***

 Improve to 43% or more on mix and new product introductions

#### **Non-GAAP Operating Expense\***

 Efficiently leverage resources to support growth and reduce expenses to approximately 20% of revenues

#### TARGETS

## Adjusted EBIT Margin<sup>\*</sup> 22–24%

Free Cash Flow Margin<sup>\*</sup>

15-17%

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 Reconciliation of this forward-looking Non-GAAP financial measure to the most directly comparable GAAP financial measure is not provided because the information needed to complete a reconciliation is unavailable without unreasonable effort.



# We have built a highly sustainable business with unique capabilities in solving customers' most complex technical challenges.

Unparalleled product performance	Innovating across complex customer needs to maximize differentiation
Diversification in high-growth markets	Focusing on market segments with the most favorable tailwinds including Ear, IoT, MedTech, EV and Defense
Accretive new product introductions	Deploying R&D to markets and products with better profit potential
Discipline in capital deployment	Focusing CapEx on our attractive products and markets M&A delivering accretive returns
Cash generation	Successful debt reduction enables return of Free Cash Flow through increased share repurchases
Strong earnings potential	Path to \$2.50+ Non-GAAP Diluted EPS* with top quartile financial metrics among diversified electronic component peers



# Appendix

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

	Year Ended December 31,					
(in millions, except per share amounts)		2021		2017		
Gross profit	\$	359.5	\$	286.3		
Gross profit margin		41.4%		38.5%		
Stock-based compensation expense		1.6		1.8		
Impairment charges				1.4		
Restructuring charges				4.0		
Production transfer costs (1)				6.7		
Other <sup>(2)</sup>		1.0		-		
Non-GAAP gross profit	\$	362.1	\$	300.2		
Non-GAAP gross profit margin		41.7%		40.3%		
Operating expenses	\$	243.7	\$	245.8		
Stock-based compensation expense		(30.5)		(22.9		
Intangibles amortization expense		(15.9)		(7.3		
Impairment charges		(4.0)		(19.9		
Restructuring charges		(0.5)		(6.2		
Production transfer costs (1)		-		(0.1		
Other <sup>(2)</sup>		(2.0)		(0.3		
Non-GAAP operating expenses	\$	190.8	\$	189.1		
Non-GAAP operating expenses margin		22.0%		25.4%		
Earnings from continuing operations	\$	150.2	s	6.5		
Interest expense, net		14.2		20.6		
(Benefit from) provision for income taxes		(45.6)	_	12.9		
Earnings from continuing operations before interest and income taxes		118.8		40.0		
Earnings from continuing operations before interest and income taxes margin		13.7%		5.4%		
Stock-based compensation expense		32.1		24.7		
Intangibles amortization expense		15.9		7.3		
Impairment charges		4.0		21.3		
Restructuring charges		0.5		10.2		
Production transfer costs (1)		-		6.8		
Other <sup>(2)</sup>		3.0		0.3		
Adjusted earnings from continuing operations before interest and income taxes	\$	174.3	\$	110.6		
Adjusted earnings from continuing operations before interest and income taxes margin		20.1%		14.9%		
Earnings from continuing operations	\$	150.2	s	6.5		
Non-GAAP reconciling adjustments (3)		55.5		70.6		

Interest expense, net non-GAAP reconciling adjustments (4)

Income tax effects of non-GAAP reconciling adjustments (5)

Diluted earnings per share from continuing operations

Earnings per share non-GAAP reconciling adjustment

Non-GAAP diluted average shares outstanding (6)

Non-GAAP diluted earnings per share

Diluted average shares outstanding

Non-GAAP net earnings

Non-GAAP adjustment (6)

6.6

65.4

1.59

(0.06)

1.53 S

94.7

1.1

95.8

146.9

s

6.1

2.0

81.2

0.07

0.81

0.88

90.5

1.9

92.4

#### Notes:

<sup>(1)</sup> Production transfer costs represent duplicate costs incurred to migrate manufacturing to facilities primarily in Asia. These amounts are included in the corresponding Gross profit and Earnings from continuing operations before interest and income taxes for each period presented.

<sup>(2)</sup> In 2021, Other expenses represent the ongoing net lease cost (income) related to facilities not used in operations and expenses related to the acquisition of Integrated Microwave Corporation by the Precision Devices segment. In 2017, Other primarily represents expenses related to the acquisition of certain assets of a capacitors manufacturer.

<sup>(3)</sup> The non-GAAP reconciling adjustments are those adjustments made to reconcile Earnings from continuing operations before interest and income taxes to Adjusted earnings from continuing operations before interest and income taxes.

<sup>(4)</sup> Under GAAP, certain convertible debt instruments that may be settled in cash (or other assets) upon conversion are required to be separately accounted for as liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's nonconvertible debt borrowing rate. Accordingly, for GAAP purposes we were required to recognize imputed interest expense on the Company's \$172.5 million of convertible senior notes due November 1, 2021 that were issued in a private placement in May 2016. The imputed interest rate for the convertible notes was 812%, while the actual coupon interest rate of the notes was 3.25%. The difference between the imputed interest expense and the coupon interest expense is excluded from management's assessment of the Company's operating performance.

<sup>(3)</sup> Income tax effects of non-GAAP reconciling adjustments are calculated using the applicable tax rates in the jurisdictions of the underlying adjustments. In 2021, these adjustments include a valuation allowance release of \$59.1 million for our U.S. subsidiaries.

<sup>(6)</sup> The number of shares used in the diluted per share calculations on a non-GAAP basis excludes the impact of stockbased compensation expense expected to be incurred in future periods and not yet recognized in the financial statements, which would otherwise be assumed to be used to repurchase shares under the GAAP treasury stock method. In addition, the Company entered into convertible note hedge transactions that expired upon maturity of the convertible notes to offset any potential dilution from the convertible notes. Although the anti-dilutive impact of the convertible note hedges is not reflected under GAAP, the Company includes the anti-dilutive impact of the convertible note hedges in non-GAAP diluted average shares outstanding, if applicable.





	Years Ended December 31,									
(in millions)		2021		2020		2019		2018		2017
Cash provided by operating activities	\$	182.1	\$	128.1	\$	123.9	\$	98.5	\$	92.9
Less: Capital expenditures		(48.6)		(31.9)		(41.2)		(80.1)		(51.6)
Free cash flow <sup>(1)</sup>	\$	133.5	\$	96.2	\$	82.7	\$	18.4	\$	41.3
Free cash flow margin <sup>(1)</sup>		15.4%		12.6%		9.7%		2.2%		5.5%

<sup>(1)</sup> In addition to measuring cash flow generation and usage based on liquidity measures determined in accordance with GAAP, Knowles also measures free cash flow and free cash flow margin. Free cash flow is defined as cash provided by operating activities less capital expenditures. Knowles believes these measures are useful in measuring its cash generated from operations that is available to repay debt, fund acquisitions, and repurchase Knowles' common stock. Free cash flow and free cash flow margin are not presented in accordance with GAAP and may not be comparable to similarly titled measures used by other companies in our industry. As such, free cash flow and free cash flow margin should not be considered in isolation from, or as an alternative to, any other liquidity measures determined in accordance with GAAP.