

Risk Factors Comparison 2024-07-11 to 2023-07-13 Form: 10-K

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Our business is subject to various risks and uncertainties. Any of the risks and uncertainties described below could materially adversely affect our business, financial condition, and results of operations and should be considered in evaluating us. Although the risks are organized by headings and each risk is described separately, many of the risks are interrelated. While we believe we have identified and discussed below the key risk factors affecting our business, there may be additional risks and uncertainties that are not presently known or that are not currently believed to be significant that may adversely affect our business, performance, or financial condition in the future. You should not interpret the disclosure of any risk factor to imply that the risk has not already materialized. Market Risks Deterioration of general economic conditions, an economic recession, periods of inflation, or economic uncertainty have in the past harmed and could continue to harm our business and results of operations. Our business and results of operations have in the past been and may continue to be adversely affected by changes in national or global economic conditions, including inflation, rising interest rates, decreased availability of capital, volatility in financial markets, declining consumer spending rates, recessions, decreased energy availability and increased energy costs (including fuel surcharges), supply chain challenges, labor shortages, the effects of governmental initiatives to manage economic conditions, geopolitical conflicts (including as discussed in the next risk factor), and the negative impacts caused by pandemics, epidemics, and disease, in humans and animals, such as the avian flu. These economic factors could continue to impact our business and operations in a variety of ways, including as follows: • consumers shifting purchases to more generic, lower-priced, or other value offerings, or foregoing certain purchases altogether during economic downturns, which could result in a reduction in sales of higher margin products, or a shift in our product mix to lower margin offerings adversely affecting the results of our operations; • decreased demand in the restaurant business, particularly casual and fine dining, may adversely affect our Foodservice operations; • volatility in commodity and other input costs could substantially impact our result of operations; • volatility in the equity markets or interest rates could substantially impact our pension costs and required pension contributions; • rising interest rates may adversely impact our results of operations; and • it may become more costly or difficult to obtain debt or equity financing to fund operations or investment opportunities, or to refinance our debt in the future, in each case on terms and within a time period acceptable to us. Our business, financial condition and results of operations have in the past been and could continue to be adversely affected by disruptions in the global economy caused by geopolitical conflicts. Our business, financial condition and results of operations have been impacted in the past and may be impacted in the future by disruptions in the global economy. The global economy has been negatively impacted by geopolitical conflicts, such as the continuing military conflicts between Russia and Ukraine, which has resulted in governments in the U. S., United Kingdom, and European Union imposing export controls on certain products and financial and economic sanctions on certain industry sectors and parties in Russia, the conflict between Israel and Hamas, and rising tensions elsewhere in the Middle East and between China and Taiwan. Although we have no direct operations in Russia, Ukraine, Israel, elsewhere in the Middle East, China, or Taiwan, we have experienced, or may experience, shortages in materials from these regions, increased costs for transportation, energy, and raw materials from and in these regions, and reduced consumer confidence and consumption in these regions due in part to the negative impact of these conflicts and tensions on the global economy. Further escalations of geopolitical tensions related to military conflicts, including increased trade barriers or restrictions on global trade, could also result in, among other things, cyberattacks, supply disruptions, lower consumer demand, and changes to foreign exchange rates and financial markets, any of which may adversely affect our business and supply chain. In addition, the effects of the ongoing conflicts could heighten many of our known risks described in this Item 1A, Risk Factors. Credit Risks Our existing and future debt may limit cash flow available to invest in the ongoing needs of our business and could prevent us from fulfilling our debt obligations, financing at attractive borrowing costs, or returning cash to stockholders. As of May 26, 2024, we had total debt of approximately \$ 8. 44 billion, including approximately \$ 7. 02 billion aggregate principal amount of outstanding senior notes. Our ability to make payments on our debt, fund our other liquidity needs, make planned capital expenditures, and return cash to stockholders will depend on our ability to generate cash in the future. Our historical financial results have been, and we anticipate that our future financial results will be, subject to fluctuations. Our ability to generate cash, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory, and other factors that are beyond our control. We cannot guarantee that our business will generate sufficient cash flow from our operations or that future borrowings will be available to us in an amount sufficient to enable us to make payments of our debt, fund other liquidity needs, make planned capital expenditures, or return cash to stockholders. Our level of debt could have important consequences. For example, it could: • make it more difficult for us to satisfy our debt service obligations; • require us to dedicate a substantial portion of our cash flow from operations to the payment of debt service, reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, favorable business opportunities, and other general corporate purposes; • restrict us from repurchasing shares of our common stock; • negatively impact our ability to pay a cash dividend at an attractive level; • limit flexibility to plan for, or react to, changes in the businesses and industries in which we operate, which may adversely affect our operating results and ability to meet our debt service obligations; • limit our ability to refinance our indebtedness or increase the cost of such indebtedness; •

increase our vulnerability to adverse economic or industry conditions, including changes in interest rates; • limit our ability to obtain additional financing in the future to fund our working capital requirements, capital expenditures, acquisitions, investment, debt service obligations, and other general operating requirements or to enable us to react to changes in our business; or • place us at a competitive disadvantage compared to businesses in our industry that have less debt. Additionally, any failure to meet required payments on our debt, or failure to comply with any covenants in the instruments governing our debt, could result in an event of default under the terms of those instruments and a downgrade to our credit ratings. In the event of a default, the holders of our debt could elect to declare all the amounts outstanding under such instruments to be due and payable. Any default under the agreements governing our debt and the remedies sought by the holders of such debt could render us unable to pay principal and interest on our debt. A downgrade to our credit ratings would increase our borrowing costs and could affect our ability to issue debt and access the commercial paper markets, which we actively utilized in fiscal 2024 for our ongoing funding requirements. Additionally, disruptions in the commercial paper market or other effects of volatile economic conditions on the credit markets could also reduce the amount of commercial paper that we could issue and raise our borrowing costs. We rely on cash from our subsidiaries to meet our cash flow needs and service our debt. A significant portion of our operations are conducted through our subsidiaries. As a result, our ability to generate sufficient cash flow for our needs is dependent to some extent on the earnings of our subsidiaries and the payment of those earnings to us in the form of dividends, loans, or advances and through repayment of loans or advances from us. Our subsidiaries are separate and distinct legal entities. Our subsidiaries have no obligation to pay any amounts due on our debt to provide us with funds to meet our cash flow needs, whether in the form of dividends, distributions, loans, or other payments. In addition, any payment of dividends, loans, or advances by our subsidiaries could be subject to statutory or contractual restrictions. Payments to us by our subsidiaries will also be contingent upon our subsidiaries' earnings and business considerations. Our right to receive any assets of any of our subsidiaries upon their liquidation or reorganization will be effectively subordinated to the claims of that subsidiary's creditors, including trade creditors. In addition, even if we are a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of our subsidiaries and any indebtedness of our subsidiaries senior to that held by us. Finally, changes in the laws of foreign jurisdictions in which we operate may adversely affect the ability of some of our foreign subsidiaries to repatriate funds to us.

9 Inflation, increased interest rates and other economic conditions including potential recession and credit market disruptions could negatively impact our business. Customer and consumer demand for our products may be impacted by heightened inflation, increased interest rates and other weak economic conditions including recessionary conditions and credit market disruptions and volatility. Continued weak economic conditions may adversely impact consumers causing a decrease in demand for our products from our customers and consumers. Additionally, these economic conditions may adversely impact some of our customers, suppliers and other vendors who are highly leveraged increasing the risk of uncollectible accounts or trade receivables, extended payment terms, and bankruptcy. We have experienced and may continue to experience negative impacts to our business ranging from an inability to collect accounts receivable to supply chain disruptions caused by failures of our counterparties to continue as a going concern due to financial and liquidity issues.

Competition Risks Increased competition may result in reduced sales or profits. The food industry is highly competitive. Retail customer consolidation, proliferation of new, competitive products, consumer behavior shifts including retail channel preferences, and consumer price sensitivity continue to contribute to increased competition. Our principal competitors have substantial financial, marketing, and other resources. Increased competition can reduce our sales due to loss of market share or the need to reduce prices to respond to competitive and customer pressures. Competitive pressures also may restrict our ability to increase prices and maintain those price increases, including price increases made in response to commodity and other cost increases. In addition, we may experience delays between the time that we take inflation-related pricing actions and the time that we realize the impact of those actions on our margins and results of operations. Furthermore, our inflation-related pricing actions in response to increased costs of goods sold may negatively impact demand for our products, our market share, and our sales volumes. We sell branded, private brand, and customized food products, as well as commercially branded foods. Our branded products have an advantage over private brand products primarily due to advertising and name recognition, although private brand products typically sell at a discount to those of branded competitors. In addition, when branded competitors focus on price and promotion, the environment for private brand producers becomes more challenging because the price difference between private brand products and branded products may become less significant. In most product categories, we compete not only with other widely advertised branded products, but also with other private label and store brand products that are generally sold at lower prices. A strong competitive response from one or more of our competitors to our marketplace efforts, or a consumer shift towards more generic, lower-priced, or other value offerings, could result in us reducing pricing, increasing marketing or other expenditures, or losing market share. Our margins and profits could decrease if a reduction in prices or increased costs are not counterbalanced with increased sales volume. In fiscal 2024, we made targeted investments in advertising and promotions in response to market conditions. While our activities generally resulted in increased sales volumes in fiscal 2024 for the targeted products, there is no guarantee that our advertising and promotional activities will be successful or that our competitors will not engage in more aggressive advertising and promotion activities which could negatively impact our sales volumes. In addition, substantial growth in e-commerce has encouraged the entry of new competitors and business models, intensifying competition by simplifying distribution and lowering barriers to entry. The expanding presence of e-commerce retailers has impacted, and may continue to impact, consumer preferences and market dynamics, which in turn may negatively affect our sales or profits. If we do not achieve the appropriate cost structure in the highly

competitive food industry, our profitability could decrease. Our future success and earnings growth depend in part on our ability to achieve the appropriate cost structure and operate efficiently in the highly competitive food industry, particularly in an environment of volatile input costs. We continue to implement profit-enhancing initiatives that impact our supply chain and general and administrative functions. These initiatives are focused on cost-saving opportunities in procurement, manufacturing, logistics, and customer service, as well as general and administrative overhead levels. Gaining additional efficiencies may become more difficult over time. Our failure to reduce costs through productivity gains or by eliminating redundant costs resulting from acquisitions could adversely affect our profitability and weaken our competitive position. If we do not continue to effectively manage costs and achieve additional efficiencies, our competitiveness and our profitability could decrease. Additionally, our profitability and ability to achieve the appropriate cost structure depends on our ability to fully utilize our manufacturing capacity. If we do not maximize our manufacturing capacity, our profitability could be negatively impacted.

10Commodity RisksWe are subject to increases in the price of raw materials, labor, manufacturing, distribution, and other inputs necessary for the production and distribution of our products, and we may not be able to fully offset this input cost inflation on a timely basis or at all. Many of the components of our cost of goods sold are subject to price increases that are attributable to factors beyond our control, including but not limited to, global economic conditions, trade barriers or restrictions, supply chain disruptions, changes in crop size, product scarcity, demand dynamics, currency rates, water supply, weather conditions, import and export requirements, and other factors. The cost of raw materials, labor, manufacturing, energy, fuel, packaging materials, transportation and logistics, and other inputs related to the production and distribution of our products have increased and may continue to increase unexpectedly. In recent years, input costs have increased materially and at a rapid rate. While we expect moderate input cost inflation in fiscal 2025, we could experience unexpectedly high input cost inflation in specific commodities or across multiple commodities. The Company uses a variety of strategies to seek to offset this input cost inflation such as increasing productivity, cutting costs, increasing pricing and engaging in commodity hedging. However, we may not be able to generate sufficient productivity improvements or sustain our price increases. Commodity price volatility may result in unfavorable commodity positions, the costs of which we may not be able to fully offset on acceptable timelines or at all. To the extent we are unable to offset present and future input cost increases, our operating results could be materially and adversely affected. Increases in commodity costs have in the past and may continue to have a negative impact on profits. We use many different commodities such as wheat, corn, oats, various vegetables, vegetable oils, beef, pork, poultry, dairy products, steel, aluminum, and energy. Commodities are subject to price volatility caused by global economic conditions, trade barriers or restrictions, supply chain disruptions, commodity market fluctuations, supply and demand, currency fluctuations, external conditions such as weather, and changes in governmental agricultural and energy policies and regulations. In addition, recent world events have increased the risks posed by international trade disputes, tariffs, and sanctions. We procure a wide spectrum of commodities globally and in the past have faced increased prices for commodities sourced from nations that have been impacted by trade disputes, tariffs, or sanctions. Commodity price increases have resulted and may in the future result in increases in raw material, packaging, and energy costs and operating costs. We have experience in hedging against commodity price increases; however, these practices and experience reduce, but do not eliminate, the risk of negative profit impacts from commodity price increases. We do not fully hedge against changes in commodity prices, and the risk management procedures that we use may not always work as we intend. To mitigate commodity cost increases, we have implemented various strategies that include, among other things, entering into contracted pricing with certain vendors, procuring commodities in periods of favorable market conditions, or entering into various derivative instruments. These actions may in part mitigate these increased costs, but even by increasing our product prices or implementing cost savings efforts, we may not be able to fully offset these increased costs. Additionally, increased prices may not be sustainable over time and may result in reduced sales volume, which can negatively impact our margins, and profitability. Volatility in the market value of derivatives we use to manage exposures to fluctuations in commodity prices will cause volatility in our gross margins and net earnings. We utilize derivatives to manage price risk for some of our principal ingredients and energy costs, including grains (wheat and corn), vegetable oils, pork, dairy products, and energy. Changes in the values of these derivatives are generally recorded in earnings currently, resulting in volatility in both gross margin and net earnings. These gains and losses are reported in cost of goods sold in our Consolidated Statements of Earnings and in unallocated general corporate expenses in our segment operating results until we utilize the underlying input in our manufacturing process, at which time the gains and losses are reclassified to segment operating profit. We may experience volatile earnings as a result of these accounting treatments.

Operating RisksSupply chain disruptions have in the past and could continue to negatively impact our profitability. In recent years, our industry has been impacted by supply chain disruptions, transportation issues, labor challenges and continued changes in global economic conditions, which have impacted and could continue to impact our operations and profitability. Continued inflation, rising interest rates, decreased availability of capital, volatility in financial markets, declining consumer spending rates, recessions, decreased energy availability and increased energy costs (including fuel surcharges) have in the past caused and could continue to cause challenges for us, our suppliers, vendors, customers and consumers of our products and may negatively impact our profitability. These supply chain disruptions have impacted our ability to source ingredients and manufacture and distribute our products, and may make it difficult for our customers to accurately forecast and plan for their purchases of our products to optimize restocking, all of which could negatively impact our business and profitability. We have in the past been and may in the future be subject to product recalls, product liability and labeling claims, and changing legal or regulatory requirements, any of which could negatively impact our profitability. We sell food products for human consumption, which involves risks such as product

contamination or spoilage, product tampering, other adulteration of food products such as foreign material, mislabeling, and misbranding. We may be subject to liability if the consumption of any of our products causes injury, illness, or death. In addition, we may take marketplace action such as a voluntary product recall in the event of contamination or damage. We have issued recalls and have from time to time been and currently are involved in lawsuits relating to our food products. A significant product liability judgment or a widespread product recall may negatively impact our sales and profitability for a period of time depending on the costs of the recall, the destruction of product inventory, product availability, competitive reaction, customer reaction, and consumer attitudes. In addition, we could be the target of claims of false or deceptive advertising under U. S. federal and state laws as well as foreign laws, including consumer protection statutes of some states. The marketing of food products has come under increased regulatory scrutiny in recent years, and the food industry has been subject to an increasing number of proceedings and claims relating to alleged false or deceptive labeling and marketing under federal, state and foreign laws or regulations. Changes in legal or regulatory requirements (such as new food safety requirements, new food labeling requirements for allergens and nutrition information, updated requirements for the use of “ healthy ” in connection with our food products, and bans on certain food ingredients or packaging materials), evolving interpretations of existing legal or regulatory requirements, or changes in enforcement priorities may result in increased compliance costs, capital expenditures, higher production costs, and other financial obligations that could adversely affect our business or financial results. If we are found to be out of compliance with applicable laws and regulations in these areas, we could be subject to civil remedies, including fines, injunctions, termination of necessary licenses or permits, or recalls, as well as potential criminal sanctions, any of which could have a material adverse effect on our business. Even if a product liability or labeling claim is unsuccessful or is not fully pursued, the negative publicity surrounding any assertion that our products caused illness or injury could adversely affect our reputation with existing and potential customers and our corporate and brand image. Additionally, as a manufacturer and marketer of food products, we are subject to extensive regulation by the U. S. Food and Drug Administration, the U. S. Department of Agriculture, and other federal, state, and local government agencies. The Federal Food, Drug & Cosmetic Act (including as amended by the Food Safety Modernization Act), the Federal Meat, Poultry Products, and Egg Products Inspection Acts, and their respective regulations govern, among other things, the manufacturing, composition and ingredients, packaging, labeling, and safety of food products. Some aspects of these laws use a strict liability standard for imposing sanctions on corporate behavior; meaning that no intent is required to be established. If we fail to comply with applicable laws and regulations, we may be subject to civil remedies, including fines, injunctions, recalls, or seizures, as well as criminal sanctions, any of which could have a material adverse effect on our business, financial condition, or results of operations. Any damage to our reputation could have a material adverse effect on our business, financial condition, and results of operations. Maintaining a good reputation is critical to selling our products. Product contamination or tampering, the failure to maintain high standards for product quality, safety, and integrity, including with respect to raw materials and ingredients obtained from suppliers, or allegations of product quality issues, mislabeling, or contamination, even if untrue, may reduce demand for our products or cause production and delivery disruptions. Our reputation could also be adversely impacted by any of the following, or by adverse publicity (whether or not valid) relating thereto: product recalls, the failure to maintain high ethical, social, and environmental standards for all of our operations and activities including our expectations for our supply chain regarding ethical sourcing; the failure to achieve any stated goals with respect to the nutritional profile of our products; our research and development efforts; or our environmental impact, including use of agricultural materials, packaging, energy use, and waste management. Moreover, the growing use of social and digital media by consumers has greatly increased the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands, or our products on social or digital media could seriously damage our brands and reputation. Additionally, negative reaction to our marketing and advertising, including our social media content, could result in damage to our brands and reputation. 12 Failure to comply with local laws and regulations, to maintain an effective system of internal controls or to provide accurate and timely financial information could also hurt our reputation. Damage to our reputation or loss of consumer confidence in our products for any of these or other reasons could result in decreased demand for our products and could have a material adverse effect on our business, financial condition, and results of operations, as well as require additional resources to rebuild our reputation. Due to the seasonality of the business, our revenue and operating results may vary from quarter to quarter. Our sales and cash flows are affected by seasonal cyclicality. For example, sales of frozen foods, including frozen vegetables and frozen complete bagged meals, tend to be marginally higher during the winter months and pie sales peak during the months of November and December due to holidays. Since many of the raw materials we process are agricultural crops, production of these products is predominantly seasonal, occurring during and immediately following the purchase of such crops. For these reasons, sequential quarterly comparisons are not a good indication of our performance or how we may perform in the future. If we are unable to obtain access to working capital or if seasonal fluctuations are greater than anticipated, there could be a material adverse effect on our financial condition, results of operations, or cash flows. Consumer and Customer Risks We must identify changing consumer preferences and develop and offer food products and packaging to meet their preferences. Consumer preferences evolve over time and the success of our food products depends on our ability to identify the priorities, tastes and dietary habits of consumers and to offer products that appeal to their preferences. Consumer response to our products may be influenced by a growing number and complexity of factors influencing consumer purchasing decisions beyond taste, nutrition and value, including concerns of consumers regarding broader health and wellness perceptions, obesity, product attributes, sourcing of packaging materials, use of organic or natural ingredients, human rights impacts, environmental impacts, recyclability of packaging and local sourcing of

ingredients. Growing use of weight loss medication may cause shifts in consumer preferences and, if we fail to anticipate and appropriately respond to customer preferences, may impact our product sales, financial condition, and operating results. Introduction of new products and product extensions requires significant development and marketing investment. If our products fail to meet changing consumer preferences or habits, or if we fail to introduce new and improved products on a timely basis, then the return on that investment will be less than anticipated and our strategy to grow sales and profits with investments in acquisitions, marketing, and innovation will be less successful. Similarly, demand for our products could be affected by consumer concerns or perceptions regarding the health effects of certain packaging materials (such as per- and polyfluoroalkyl substances commonly referred to as PFAS), ingredients such as colors or preservatives, sodium, trans fats, sugar, genetically modified ingredients, or other product attributes. Changes in our relationships with significant customers, including our largest customer, could adversely affect us. During fiscal 2024, our largest customer, Walmart, Inc. and its affiliates, accounted for approximately 28 % of our consolidated net sales. There can be no assurance that Walmart, Inc. and other significant customers will continue to purchase our products in the same quantities or on the same terms as in the past, particularly as increasingly powerful retailers continue to demand lower pricing. The loss of a significant customer or a material reduction in sales to a significant customer could materially and adversely affect our product sales, financial condition, and results of operations. Our customers are generally not contractually obligated to purchase from us and their decision to purchase from us is driven by multiple factors including consumer preferences and demand, price, product quality, customer service performance, availability, and other factors. Strategic and financial goals of our customers can impact their purchasing decisions including store space allocation among product categories and shelf placement of our products. The sophistication and buying power of our customers could have a negative impact on profits. Our customers, such as supermarkets, warehouse clubs, and food distributors, have continued to consolidate, resulting in fewer customers on which we can rely for business. These consolidations, the growth of supercenters, and the growth of e-commerce customers have produced large, sophisticated customers with increased buying power and negotiating strength who are more capable of resisting price increases and who can demand lower pricing, increased promotional programs, or specialty tailored products. In addition, larger retailers have the scale to develop supply chains that permit them to operate with reduced inventories or to develop and market their own retailer brands. These customers may also in the future use more of their shelf space, currently used for our products, for their store 13brand products. We continue to implement initiatives to counteract these pressures. However, if the larger size of these customers results in additional negotiating strength and / or increased private label or store brand competition, our profitability could decline. Consolidation also increases the risk that adverse changes in our customers' business operations or financial performance will have a corresponding material adverse effect on us. For example, if our customers cannot access sufficient funds or financing, then they may delay, decrease, or cancel purchases of our products, or delay or fail to pay us for previous purchases. Third- Party Partner Risks Disruption of our supply chain has had and could continue to have an adverse impact on our business, financial condition, and results of operations. Our ability to make, move, and sell our products is critical to our success. Disruptions to our supply chain, including disruptions to our third- party manufacturing or transportation and distribution capabilities, due to labor shortages, increased labor costs, weather, including any potential effects of climate change, natural disaster, fire or explosion, terrorism, strikes, government action, geopolitical turmoil, pandemics, or other reasons beyond our control or the control of our suppliers and business partners, could impair our ability to manufacture or sell our products. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, particularly when a product is sourced from a single supplier or location, could adversely affect our business or financial results. In addition, disputes with significant suppliers, including disputes regarding pricing or performance, could adversely affect our ability to supply products to our customers and could materially and adversely affect our product sales, financial condition, and results of operations. Although our products are manufactured in North America and we source the significant majority of our ingredients and raw materials from North America, global supply has at times been and may continue to be constrained, which has caused and may continue to cause the price of certain ingredients and raw materials used in our products to increase and / or we may experience disruptions to our operations. Additionally, although we have no direct operations in Russia, Ukraine, Israel, elsewhere in the Middle East, China, or Taiwan, we have experienced, or may experience, shortages in materials from these regions, increased costs for transportation, energy, and raw materials from and in these regions, and reduced consumer confidence and consumption in these regions due in part to the negative impact of military conflicts and rising tensions in these areas on the global economy. To date, these conflicts have not had a material impact on our business, financial condition, or results of operations, but continued geopolitical turmoil may negatively impact our supply chain and our ability to manufacture or sell our products. The termination or expiration of current co-manufacturing arrangements could reduce our sales volume and adversely affect our results of operations. Our businesses periodically enter into co-manufacturing arrangements with manufacturers of products. The terms of these agreements vary. Although many agreements are for a relatively short period of time, some of the co-manufacturing agreements are for extended periods. Volumes produced under each of these agreements can fluctuate significantly based upon the product' s life cycle, product promotions, alternative production capacity, and other factors, none of which are under our direct control. Our future ability to enter into co-manufacturing arrangements is not guaranteed, and an inability for the Company to obtain favorable co-manufacturing pricing or a decrease in co-manufacturing availability or production capacity could have a significant negative impact on sales volume. As we outsource certain functions, we become more dependent on the third parties performing those functions. As part of a concerted effort to achieve cost savings and efficiencies, we have entered into agreements with third- party service providers under which

we have outsourced certain information systems, sales, finance, accounting, and other functions, and we may enter into managed services agreements with respect to other functions in the future. If any of these third-party service providers do not perform according to the terms of the agreements, or if we fail to adequately monitor their performance, we may not be able to achieve the expected cost savings or we may have to incur additional costs to correct errors made by such service providers, and our reputation could be harmed. Depending on the function involved, such errors may also lead to business interruption, damage or disruption of information technology systems, processing inefficiencies, the loss of or damage to intellectual property or non-public company sensitive information, effects on financial reporting, litigation or remediation costs, or damage to our reputation, any of which could have a material adverse effect on our business. In addition, if we transition functions to one or more new, or among existing, external service providers, we may experience challenges such as delays, errors, additional costs, service interruptions, and disruptions to our operations that could have a material adverse effect on our results of operations or financial condition. Our operations are dependent on a wide array of third parties. The success of our end-to-end supply chain relies on the continued performance of a wide array of third parties. Suppliers, co-manufacturers, third-party outsourcers, warehousing partners, and transportation providers are among our critical partners. Although we take steps to qualify and audit third parties with whom we do business, we cannot guarantee that all third parties will perform dependably or at all. It is possible that events beyond our control, such as operational failures, financial failure, labor issues, cybersecurity events, pandemics, epidemics, and disease, in humans and animals, or other issues could impact our unaffiliated third parties. If our third parties fail to deliver on their commitments, introduce unplanned risk to our operations, or are unable to fulfill their obligations, we could experience manufacturing challenges, shipment delays, increased costs, or lost revenue. We may be negatively impacted by cybersecurity incidents involving third parties in our supply chain. If any of our third party service providers or any other third parties in our supply chain experience a cyber breach or system failure, their businesses may be negatively impacted, which can disrupt our end-to-end supply chain or affect our ability to fulfill customer orders, both of which could have a material adverse effect on our business. For example, in the fourth quarter of fiscal 2023, we incurred charges totaling \$ 4.4 million (\$ 3.3 million after-tax) related to supply chain disruptions caused by a third-party vendor's system shutdown in connection with the third party experiencing a cybersecurity incident. The vendor's shut-down disrupted our operations and negatively impacted our ability to fulfill customer orders. Legal, Regulatory, and Environmental Risks If we fail to comply with the many laws applicable to our business, we may face lawsuits or incur significant fines and penalties. In addition, changes in such laws may lead to increased costs. Our business is subject to

a variety of governmental laws and regulations, including food and drug laws, environmental laws, laws related to advertising and marketing practices, accounting standards, taxation requirements, competition laws, employment laws, data privacy laws, human rights laws, and anti-corruption laws, among others, in and outside of the United States. Our operations are subject to various laws and regulations administered by federal, state, local and foreign government agencies, including, but not limited to, the United States Department of Agriculture, the Federal Food and Drug Administration, the Federal Trade Commission, the Consumer Product Safety Commission, the Occupational Safety and Health Administration, the Environmental Protection Agency, and the Department of Labor. In particular, the processing, packaging, transportation, storage, distribution, advertising, labeling, quality, and safety of food products, the health and safety of our employees, and the protection of the environment are each subject to governmental regulation. Additionally, we are subject to data privacy and security regulations, tax and securities regulations, accounting and reporting standards, and other financial laws and regulations. Our failure to comply with applicable laws and regulations could subject us to lawsuits, administrative penalties, and civil remedies, including fines, injunctions, and recalls of our products. We may suffer losses if changes to regulations require us to change the ingredients we use or how we process, package, transport, store, distribute, advertise, or label our products or include changes that increase our risk of liability for deceptive advertising. Moreover, depending on the implementation of such regulatory changes, we could have increased risk for a product recall or have existing inventory become unsellable, which could materially and adversely impact our product sales, financial condition and operating results. In addition, changes in applicable laws and regulations, including changes in taxation requirements and new or increased tariffs on products imported from certain countries, may lead to increased costs and could negatively affect our business, financial condition, and results of operations. Additionally, we continue to monitor The Inflation Reduction Act of 2022, H. R. 5376 and related regulatory developments to evaluate their potential impact on our business, tax rate, and financial results including whether we are subject to the corporate alternative minimum tax. Other changes in the tax laws can significantly impact our effective tax rate and our financial results. Our operations are also subject to extensive and increasingly stringent regulations administered by the Environmental Protection Agency and similar state, local, and foreign government agencies, which pertain to the discharge of materials into the environment and the handling and disposition of wastes. Failure to comply with these regulations can have serious consequences, including civil and administrative penalties and negative publicity. Changes in applicable laws or regulations or evolving interpretations thereof, including increased government regulations to limit carbon dioxide and other greenhouse gas emissions as a result of concern over climate change, may result in increased compliance costs, capital expenditures, and other financial obligations for us, which could affect our profitability or impede the production or distribution of our products, and affect our net operating revenues. Climate Change Climate change, or legal, regulatory, or market measures to address climate change, may negatively affect our business and operations. There is growing concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns, and the frequency and severity of extreme weather and natural disasters. In the event that such climate change has a negative effect on agricultural productivity, we may be subject to decreased availability or less favorable pricing for certain commodities that are necessary for our products, such as wheat, tomatoes, and a wide array of vegetables. Adverse weather conditions and natural disasters can reduce crop size and crop quality, which in turn could reduce our supplies of raw materials, lower recoveries of usable raw materials, increase the

prices of our raw materials, increase our cost of transporting and storing raw materials, or disrupt our production schedules. ~~13~~ **We** may also be subjected to decreased availability or less favorable pricing for water as a result of such change, which could impact our manufacturing and distribution operations. In addition, natural disasters and extreme weather conditions may disrupt the productivity of our facilities or the operation of our supply chain. The increasing concern over climate change also may result in more regional, federal, and / or global legal and regulatory requirements ~~to reduce or mitigate the effects of greenhouse gases~~ including **changes to energy policies**, increased mandatory disclosure, carbon pricing **regulations** or carbon taxes. In the event that such additional regulations are enacted and are more aggressive than the climate risk mitigation measures that we are currently undertaking to monitor our emissions and improve our energy efficiency, we may experience significant increases in our costs of operation and delivery. In particular, increasing regulation of fuel emissions could substantially increase the distribution and supply chain costs associated with our products. As a result, climate change could negatively affect our business and operations. While we continue to take important steps to strive toward mitigation of climate risk and impact on climate change, transitioning our business to adapt to and comply with evolving policy, legal, and regulatory changes may impose substantial operational and compliance burdens. As a result, climate change could negatively affect our business and operations. Collecting, measuring and analyzing information relating to such matters can be costly, time-consuming, dependent on third- party cooperation and unreliable. Furthermore, methodologies for measuring, tracking and reporting on such matters continue to change over time, which requires our processes and controls for such data to evolve as well. Additionally, we may face increased pressure from customers, consumers, investors, activists and other stakeholders to modify our products or operations away from ingredients or activities that are considered to have a higher impact on climate change. Such changes to methodologies or lack of progress (whether actual or perceived) could adversely affect our business, operations, and reputation, and increase risk of litigation. From time to time, we establish strategies and expectations related to climate change and other environmental matters. Our ability to achieve any such strategies or expectations is subject to numerous factors and conditions, many of which are outside of our control. Examples of such factors include, but are not limited to, evolving regulatory and other standards, processes, and assumptions, the pace of scientific and technological developments, increased costs and the availability of requisite financing, market trends that may alter business opportunities, the conduct of third- party manufacturers and suppliers, constraint or disruptions to our supply chain, and changes in carbon markets or carbon taxes. We may be required to expend significant resources to achieve these strategies and expectations, which could significantly increase our operational costs. There can be no assurance of the extent to which any of our strategies or expectations will be achieved, or that any future investments we make in furtherance of achieving these strategies or expectations will meet customer or investor expectations. Failures or delays (whether actual or perceived) in achieving our strategies or expectations related to climate change and other environmental matters could adversely affect our business, operations, and reputation, and increase risk of litigation. ~~Risks~~ **Risks** Our Our business operations could be disrupted if our information technology systems fail to perform adequately. We rely on information technology networks and systems, including the Internet, to process, transmit, and store information, to manage and support a variety of business processes and activities, and to comply with regulatory, legal, and tax requirements. Our information technology systems, some of which are dependent on services provided by third parties, may be vulnerable to damage, interruption, or shutdown due to any number of causes outside of our control such as catastrophic events, natural disasters, fires, power outages, systems failures, telecommunications failures, employee error or malfeasance, security breaches, computer viruses or other malicious codes, ransomware, unauthorized access attempts, denial of service attacks, phishing, **social engineering**, hacking, and other cyberattacks. Additionally, the increase in hybrid working where employees, including third- party employees, access technology infrastructure remotely may create additional information technology and data security risks. **16** **If we do not allocate and effectively manage the resources necessary to build and sustain the proper technology infrastructure and associated automated and manual control processes, we could be subject to billing, payment, and collection errors, business disruptions, or damage resulting from security breaches. If any of our significant information technology systems suffer severe damage, disruption, or shutdown, and our business continuity plans do not effectively resolve the issues in a timely manner, our product sales, financial condition, and results of operations may be materially and adversely affected, and we could experience delays in reporting our financial results. In addition, there is a risk of business interruption, violation of data privacy laws and regulations, litigation, and reputational damage from leakage of confidential information. Any interruption of our information technology systems could have operational, reputational, legal, and financial impacts that may have a material adverse effect on our business. We are exposed to cybersecurity risk through our information systems and our use of third- party information systems.** While we have experienced threats to our data and systems, to date, we are not aware that we have experienced a breach that had a material impact on our operations or business. Cyberattacks are occurring more frequently, are constantly evolving in nature and are becoming more sophisticated. Additionally, continued geopolitical turmoil, including the Russia- Ukraine military conflict, has heightened the risk of cyberattacks. While we attempt to continuously monitor and mitigate against cyber risks, including through leveraging multi- sourced threat intelligence, investing in new technologies, and developing third- party cybersecurity risk management capability in support of strategic suppliers, we may incur significant costs in protecting against or remediating cyberattacks or other cyber incidents. Sophisticated cybersecurity threats pose a potential risk to the security and viability of our information technology systems, as well as the confidentiality, integrity, and availability of the data stored on those systems, including cloud- based platforms. In addition, new technology that could result in greater operational efficiency may further expose our computer systems to the risk of **cyberattacks** ~~cyberattacks~~. **Our initiatives** ~~If we do not allocate and effectively manage the resources necessary to build~~ **continue to modernize our operations, increase data digitalization** ~~and sustain the proper~~ **improve connectivity of our production facilities may increase our potential exposure to cybersecurity risks and add additional complexity to our cybersecurity program. Similarly, rapid development and increased adoption of artificial intelligence** technology **may create the need**

infrastructure and associated automated and manual control processes, we could be subject to billing and collection errors, business disruptions, or ~~for damage resulting from rapid modifications to our security~~ **cybersecurity program and increase breaches. If any of our significant information** ~~cybersecurity risks. Additionally, the~~ **technology systems suffer severe damage, disruption, or shutdown, and** ~~techniques used~~ **our business continuity plans do not effectively resolve the issues in** ~~cyberattacks~~ **are constantly evolving** a timely manner, our product sales, financial condition, and results of operations may be materially and adversely affected, and we could experience delays in reporting our financial results. In addition, there -- ~~the pace~~ **is a risk of business interruption, violation of data privacy laws and** ~~extent~~ **regulations, litigation, and reputational damage from leakage of confidential information. Any interruption of our information technology systems could have operational, reputational, legal, and financial impacts that** ~~evolution~~ **may have a material adverse effect on our business** ~~accelerate with the use of emerging technologies including artificial intelligence~~. While we maintain a cyber insurance policy that provides coverage for security incidents, we cannot be certain that our coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on financially reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim.

Increased cyber incidents, both in terms of frequency and scale, may impact the availability and cost of cyber insurance globally which may negatively impact our ability to maintain sufficient coverage. There is no assurance that the measures we have taken to protect our information ~~technology~~ **systems will prevent or limit the impact of a future cyber incident**. **We**

are subject to a variety of privacy and data protection laws and regulations. Additionally, we regularly move data across national borders to conduct our operations and, consequently, are subject to a variety of laws and regulations in the United States and other jurisdictions regarding privacy, data protection, and data security, including those related to the collection, storage, handling, use, disclosure, transfer, and security of personal data, including the European Union General Data Protection Regulation ~~and~~, the California Privacy Rights Act, **and similar laws in other countries, states and jurisdictions**. Our efforts to comply with privacy and data protection laws may impose significant costs and challenges that are likely to increase over time.

~~14~~ **Employee** ~~---~~ **Employee Risks** ~~Risks~~ **We** ~~We~~ rely on our management team and other key personnel. We depend on the skills, working relationships, and continued services of key personnel, including our experienced management team. In addition, our ability to achieve our operating goals depends on our ability to identify, attract, hire, train, retain, and develop qualified individuals in the locations we need. If key employees terminate their employment, our business activities may be adversely affected by shortages of personnel with the skills, knowledge and talent that we need to effectively run and grow our business. Our business activities may also be adversely affected if we are unable to locate suitable replacements for any key employees who leave or to offer employment to potential replacements on reasonable terms. We offer robust training and development programs to help our employees develop the skills they need. Increased employee turnover results in significant time and expense relating to identifying, recruiting, hiring, relocating and integrating qualified individuals. High employee turnover of key personnel may deplete our institutional knowledge base and erode our competitiveness. ~~We~~ **17** ~~We~~ compete with other companies both within and outside of our industry for talented personnel. We continue to experience increased competition for talent and at times, in recent years, have experienced periods of increased employee turnover. **We could experience shortages of employees with specialized skills, such as skills in emerging technologies including artificial intelligence and data analytics, especially emerging technology enabling us to formulate our business strategies based on consumer insights**. If we do not successfully compete for the best talent, our business activities may be adversely affected. A number of factors may adversely affect the labor force available to us at our multiple locations or increase labor costs, including high employment levels, population migration, ~~federal~~ **unemployment** ~~programs and~~ **subsidies, immigration laws, and other government regulations**, ~~unemployment programs~~, and volatility in general macroeconomic factors impacting the labor market. Although we have not experienced any material labor shortage to date, over the past few years, we have experienced a tighter and increasingly competitive labor market. A sustained labor shortage or increased turnover rates within our employee base (or within the employee base of key suppliers or third-party manufacturers), could negatively affect our supply chain or our ability to efficiently operate our manufacturing and distribution facilities and overall business. Our results could be adversely impacted as a result of increased pension, labor, and people-related expenses. Our labor costs include wages and the cost of providing employee benefits including pension, health and welfare, and severance benefits. The annual cost of providing these benefits varies as a result of factors such as the availability of skilled labor, the costs of health care, and the outcome of collectively bargained wage and benefit agreements. In addition, changes in interest rates, mortality rates, health care costs, early retirement rates, investment returns, and the market value of plan assets can affect the funded status of our defined benefit plans and cause volatility in the future funding requirements of the plans. A significant increase in our wage and benefit costs, pension obligations, or future funding requirements could have a negative impact on our results of operations and cash flows from operations. Goodwill or Other Intangible Assets ~~Risks~~ **Impairment** ~~Risks~~ **Impairment** in the carrying value of goodwill or other intangibles could result in the incurrence of impairment charges and negatively impact our net worth. As of May ~~28-26~~, **2023**

2024, we had goodwill of \$ ~~11-10~~, **18-58** billion and other intangibles of \$ ~~3-2~~, **21-71** billion. The net carrying value of goodwill represents the fair value of acquired businesses in excess of identifiable assets and liabilities as of the acquisition date (or subsequent impairment date, if applicable). The net carrying value of other intangibles represents the fair value of trademarks, customer relationships, and other acquired intangibles as of the acquisition date (or subsequent impairment date, if applicable), net of accumulated amortization. Goodwill and other acquired intangibles expected to contribute indefinitely to our cash flows are not amortized, but must be evaluated by management at least annually for impairment. Amortized intangible assets are evaluated for impairment whenever events or changes in circumstance indicate that the carrying amounts of these assets may not be recoverable. Impairments to goodwill and other intangible assets may be caused by **multiple** factors ~~outside our control~~ **including increasing competitive pressures**, such ~~reduced demand for our products, disruption in our operations~~ **as the inability to quickly replace lost a result of internal and external events including disruptions involving** ~~co-manufacturing arrangements~~ **business, increasing competitive pricing pressures**, lower than expected revenue and profit

growth rates, changes in industry earnings before interest, taxes, depreciation and amortization ("EBITDA") multiples, changes in discount rates based on changes in cost of capital (interest rates, etc.), or the bankruptcy of a significant customer. Any impairment to goodwill or other intangible assets could negatively impact our net worth. **18 Securities Risks We may not repurchase the full share repurchase value currently authorized. The Company's total remaining share repurchase authorization as of May 26, 2024 was \$ 916. 6 million of our outstanding common stock. This authorization does not obligate us to repurchase any shares at any time. The amount and timing of any stock repurchases will be determined based on multiple factors including stock price, liquidity, economic and market conditions. We cannot guarantee that we will continue share repurchases up to the authorized amount, and furthermore, if we do repurchase any of our stock, such action may not result in increased value for our stockholders.**

15 Strategic Transactions Risks Risks If we are unable to successfully identify, complete or realize the benefits from strategic acquisitions, divestitures, joint ventures or investment, our financial results could be materially and adversely affected. From time to time, we evaluate acquisition candidates that may strategically fit our business objectives. If we are unable to complete acquisitions or successfully integrate and develop acquired businesses, our financial results could be materially and adversely affected. Similarly, we may consider divesting businesses that do not meet our strategic objectives or do not meet our growth or profitability targets. We may not be able to complete desired divestitures on terms favorable to us. If we do complete such desired divestitures, gains or losses on the sales of, or lost operating income from, those businesses may affect our profitability and margins. Moreover, in connection with contemplated or completed acquisitions or divestitures, we may incur related asset impairment charges that reduce our profitability. ~~For example, in connection with our acquisition of Pinnacle Foods Inc. ("Pinnacle"), we incurred material charges over a multi-year period for exit and disposal activities under accounting principles generally accepted in the U. S., recognizing charges of \$ 2. 4 million, \$ 19. 6 million, and \$ 31. 7 million in fiscal 2023, 2022, and 2021, respectively.~~ Our acquisition, joint venture and investment activities may present financial, managerial, and operational risks. Our acquisition, joint venture and investment activities may present certain risks, including diversion of management attention from existing businesses, difficulties integrating personnel and financial and other systems, effective and immediate implementation of control environment processes across our employee population, adverse effects on existing business relationships with suppliers and customers, inaccurate estimates of fair value made in the accounting for acquisitions and amortization of acquired intangible assets which would reduce future reported earnings, potential loss of customers or key employees, and indemnities and potential disputes with sellers, joint venture partners and investment targets. Any of these factors could affect our sales, financial condition, results of operations and cash flows. Similarly, our divestiture activities may present financial, managerial, and operational risks such as diversion of management attention from existing businesses. Additionally, divestitures may present difficulties separating personnel and financial and other systems, possible need for providing transition services to buyers, adverse effects on existing business relationships with suppliers and customers and indemnities and potential disputes with the buyers and others. Any of these factors could adversely affect our product sales, financial condition, and results of operations. ~~For example, in connection with the spinoff of Lamb Weston Holdings, Inc. ("Lamb Weston"), we entered into various transition and risk allocation agreements that may give rise to disputes or be challenged by third parties seeking to hold us responsible for liabilities relating to Lamb Weston.~~

Intellectual Property Risks Risks Our Our intellectual property rights are valuable, and any inability to protect them could have an adverse impact on our business, financial condition, and results of operations. Our intellectual property rights, including our trademarks, licensing agreements, trade secrets, patents, and copyrights, are a significant and valuable aspect of our business. We attempt to protect our intellectual property rights by pursuing remedies available to us under trademark, copyright, trade secret, and patent laws, as well as entering into licensing, third-party nondisclosure and assignment agreements and policing of third-party misuses of our intellectual property. If we fail to adequately protect the intellectual property rights we have now or may acquire in the future, or if there occurs any change in law or otherwise that serves to reduce or remove the current legal protections of our intellectual property, then our financial results could be materially and adversely affected. Certain of our **products are sold under licensing arrangement with others, including our licensing arrangement with Dolly Parton, and our licenses of the P. F. Chang's ®, Bertolli ®, Wendy's ®, and Libby's ® trademarks. Additionally, we have licensed certain of our** intellectual property rights ~~to~~, including the P. F. Chang's ®, Bertolli ®, and Libby's ® trademarks, are owned by third parties and licensed to us, and others, such as Alexia ® ; **and are Marie Callender's ® owned by us and licensed to third parties.** While many of these licensing arrangements **19** are perpetual in nature, others must be periodically renegotiated or renewed pursuant to their terms. If in the future we are unable to renew such a licensing arrangement pursuant to its terms and conditions, or if we fail to renegotiate such a licensing arrangement, then our financial results could be materially and adversely affected. There is also a risk that other parties may have intellectual property rights covering some of our brands, products, or technology. If any third parties bring a claim of intellectual property infringement against us, we may be subject to costly and time-consuming litigation, diverting the attention of management and our employees. If we are unsuccessful in defending against such claims, we may be subject to, among other things, significant damages, injunctions against development and sale of certain products, or we may be required to enter into costly licensing agreements, any of which could have an adverse impact on our business, financial condition, and results of operations.