

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 28, 2021

PILGRIM'S PRIDE CORPORATION

(Exact Name of registrant as specified in its charter)

1-9273

(Commission File Number)

75-1285071

(IRS Employer Identification No.)

Delaware
(State or other jurisdiction of
incorporation or organization)

1770 Promontory Circle

Greeley CO

(Address of principal executive offices)

80634-9038

(Zip Code)

Registrant's telephone number, including area code: **(970) 506-8000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, Par Value \$0.01

Trading Symbol

PPC

Name of Exchange on Which Registered

The Nasdaq Stock Market LLC

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 is an overview of Pilgrim's Pride Corporation to be referenced during the Company's earnings conference call of July 29, 2021.

The information furnished in Item 7.01 and in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any of Pilgrim's Pride Corporation's filings under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

[Exhibit 99.1](#) Supplemental Historical Financial Information

Exhibit 104 Cover Page Interactive Data File formatted in iXBRL

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 28, 2021

PILGRIM'S PRIDE CORPORATION

/s/ Matthew Galvanoni
Matthew Galvanoni
Chief Financial Officer and Chief Accounting Officer



Financial Results for Second Quarter Ended June 27, 2021

 Pilgrim's Pride Corporation
(NASDAQ: PPC)
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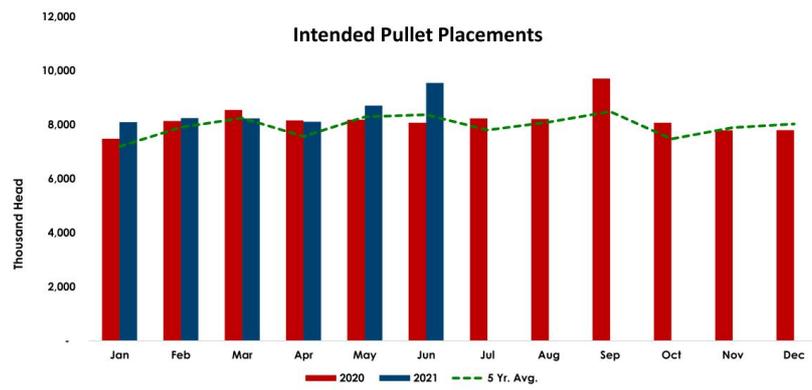
Cautionary Notes and Forward-Looking Statements

- Statements contained in this press release that state the intentions, plans, hopes, beliefs, anticipations, expectations or predictions of the future of Pilgrim's Pride Corporation and its management are considered forward-looking statements. Without limiting the foregoing, words such as "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "should," "targets," "will" and the negative thereof and similar words and expressions are intended to identify forward-looking statements. It is important to note that actual results could differ materially from those projected in such forward-looking statements. Factors that could cause actual results to differ materially from those projected in such forward-looking statements include: the impact of the COVID-19 pandemic, efforts to contain the pandemic and resulting economic downturn on our operations and financial condition, including the risk that our health and safety measures at Pilgrim's Pride production facilities will not be effective, the risk that we may be unable to prevent the infection of our employees at these facilities, and the risk that we may need to temporarily close one or more of our production facilities; the risk that we may experience decreased production and sales due to the changing demand for food products; the risk that we may face a significant increase in delayed payments from our customers; and additional risks related to COVID-19 set forth in our most recent Form 10-K and Form 10-Q filed with the SEC, matters affecting the poultry industry generally; the ability to execute the Company's business plan to achieve desired cost savings and profitability; future pricing for feed ingredients and the Company's products; outbreaks of avian influenza or other diseases, either in Pilgrim's Pride's flocks or elsewhere, affecting its ability to conduct its operations and/or demand for its poultry products; contamination of Pilgrim's Pride's products, which has previously and can in the future lead to product liability claims and product recalls; exposure to risks related to product liability, product recalls, property damage and injuries to persons, for which insurance coverage is expensive, limited and potentially inadequate; management of cash resources; restrictions imposed by, and as a result of, Pilgrim's Pride's leverage; changes in laws or regulations affecting Pilgrim's Pride's operations or the application thereof; new immigration legislation or increased enforcement efforts in connection with existing immigration legislation that cause the costs of doing business to increase, cause Pilgrim's Pride to change the way in which it does business, or otherwise disrupt its operations; competitive factors and pricing pressures or the loss of one or more of Pilgrim's Pride's largest customers; currency exchange rate fluctuations, trade barriers, exchange controls, expropriation and other risks associated with foreign operations; disruptions in international markets and distribution channel, including anti-dumping proceedings and countervailing duty proceedings; the risk of cyber-attacks, natural disasters, power losses, unauthorized access, telecommunication failures, and other problems on our information systems; and the impact of uncertainties of litigation and other legal matters described in our most recent Form 10-K and Form 10-Q, including the In re Broker Chicken Antitrust Litigation, as well as other risks described under "Risk Factors" in the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and subsequent filings with the Securities and Exchange Commission. The forward-looking statements in this release speak only as of the date hereof, and the Company undertakes no obligation to update any such statement after the date of this release, whether as a result of new information, future developments or otherwise, except as may be required by applicable law.
- Actual results could differ materially from those projected in these forward-looking statements as a result of these factors, among others, many of which are beyond our control. In making these statements, we are not undertaking, and specifically decline to undertake, any obligation to address or update each or any factor in future filings or communications regarding our business or results, and we are not undertaking to address how any of these factors may have caused changes to information contained in previous filings or communications. Although we have attempted to list comprehensively these important cautionary risk factors, we must caution investors and others that other factors may in the future prove to be important and affecting our business or results of operations.
- This presentation may include information that may be considered non-GAAP financial information as contemplated by SEC Regulation G, Rule 100, including EBITDA, Adjusted EBITDA, LTM EBITDA, Net Debt, Free Cash Flow, Adjusted EBITDA Margin and others. Accordingly, we have provided tables in the accompanying appendix and in our previous filings with the SEC that reconcile these measures to their corresponding GAAP-based measures and explain why these measures are useful to investors, which can be obtained from the Consolidated Statements of Income provided with our previous filings with the SEC. Our method of computation may or may not be comparable to other similarly titled measures used in filings with the SEC by other companies. See the consolidated statements of income and consolidated statements of cash flows included in our financial statements.



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Pullet Placements Up 7.9% in Q2 2021 as June Placements Significantly Higher Than June 2020



- Trailing 8-Month placements up 1.8% vs. year ago.

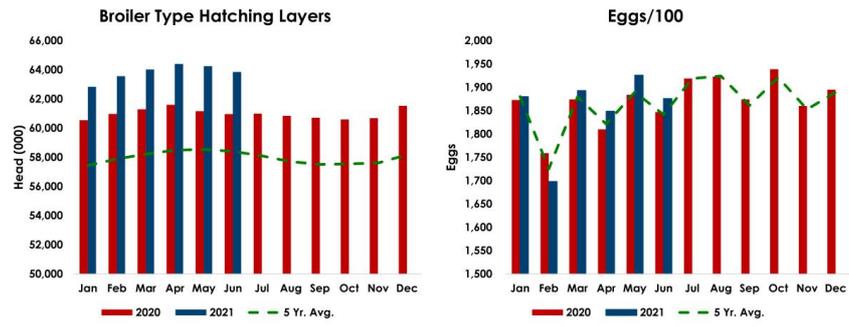


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Source: USDA

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Hatching Layers Maintain YoY Growth While Eggs/100 Trend Above 2020 Levels



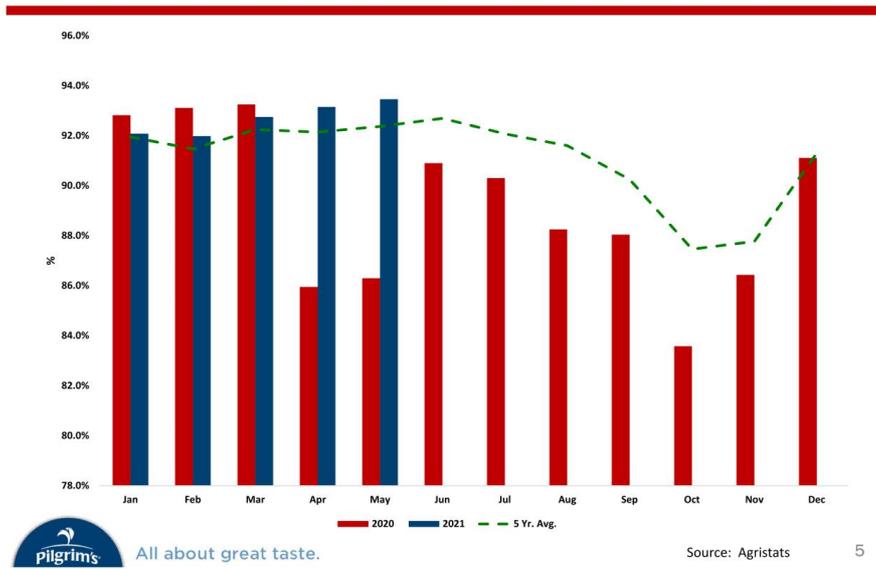
- Increased broiler layer flock and improvements in eggs/100 contributing to 2.1% YTD growth in domestic egg availability



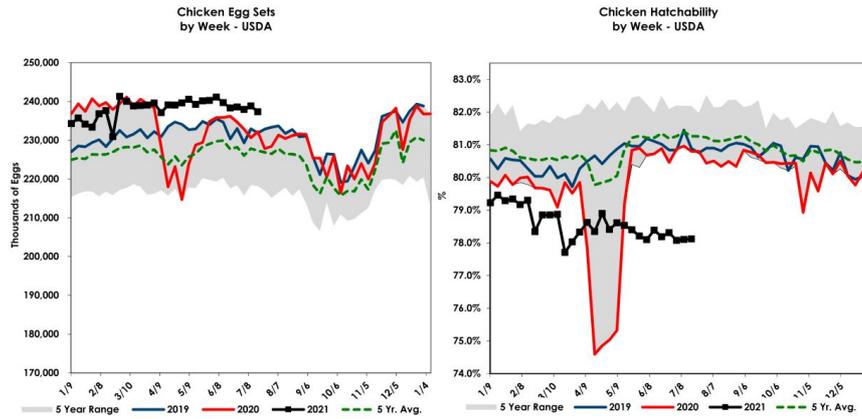
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Source: USDA

Hatchery Utilization Above 5 Year Average in Q2 2021



Egg Sets Trended Above 2019 and 2020 in Q2 2021; Hatchability Struggles Continued During the Quarter

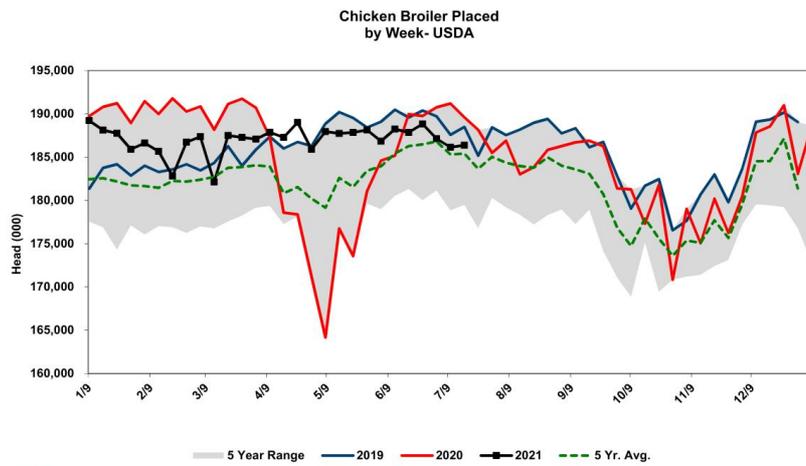


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Source: USDA

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Average Broiler Placements Increased 3.8% in Q2 2021 YoY, but Ended the Quarter Trending Below Q2 2019

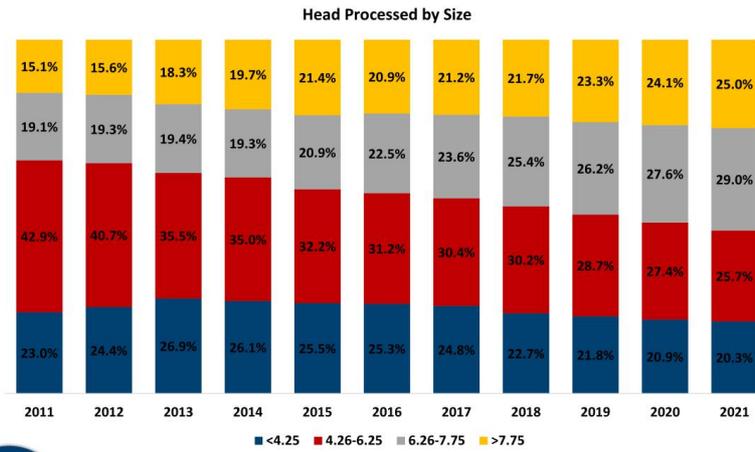


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Source: USDA

7

Heavier Bird Weight Categories Continue to Gain Headcount Share

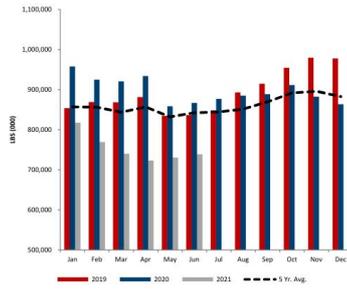


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Source: USDA

Cold Storage Inventories Below 2020 and 5 Yr. Average

Total Chicken Inventories



Frozen Chicken Inventory (000 LBS)					
Part	Jun-20	May-21	Jun-21	YOY Change	MOM Change
Broilers	22,458	14,277	13,120	▼ -41.6%	▼ -8.1%
Hens	4,937	5,231	5,026	▲ 1.8%	▼ -3.9%
Breast Meat	214,957	204,267	195,128	▼ -9.2%	▼ -4.5%
Drumsticks	28,491	35,895	33,763	▲ 18.5%	▼ -5.9%
LQ	68,155	64,477	68,361	▲ 0.3%	▲ 6.0%
Legs	17,469	13,092	14,921	▼ -14.6%	▲ 14.0%
Thighs	13,382	12,558	11,232	▼ -16.1%	▼ -10.6%
Thigh Meat	29,562	12,456	13,566	▼ -54.1%	▲ 8.9%
Wings	53,980	41,977	44,555	▼ -17.5%	▲ 6.1%
Paws and Feet	25,344	35,048	32,947	▲ 30.0%	▼ -6.0%
Other	387,980	291,094	305,749	▼ -21.2%	▲ 5.0%
Total Chicken	866,715	730,372	738,368	▼ -14.8%	▲ 1.1%

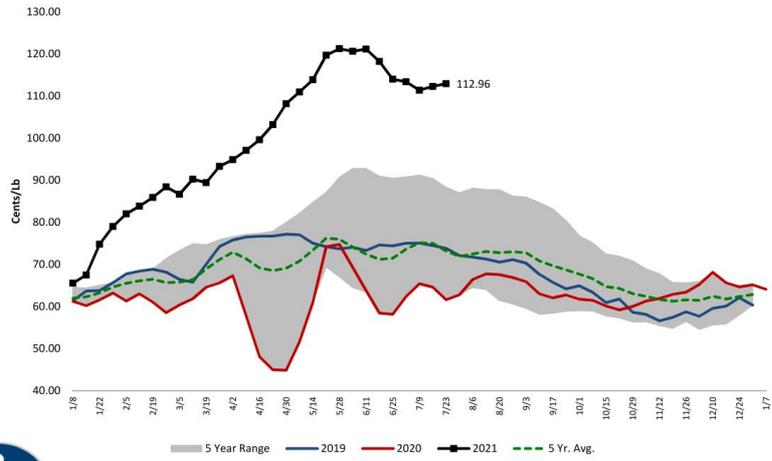
- Breast meat inventories end quarter at lowest levels since October 2019
- Wings inventories still almost 18% below year ago levels
- LQ inventories are flat vs. June 2020, but remain 27% below 5 year average



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Source: USDA

Cutout Remained Well Above 5 Year Range Throughout Q2 2021

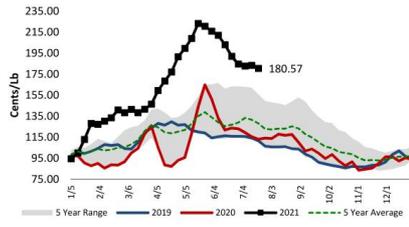


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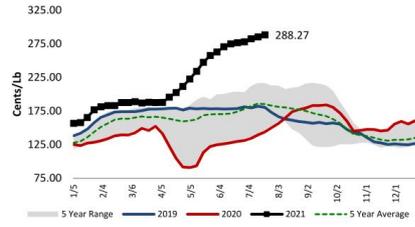
Source: PPC, EMI

Pricing for Main Cuts Elevated Throughout Q2 2021; Tenders Continue to Climb

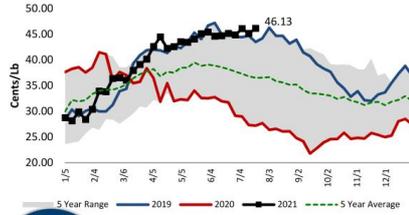
USDA Boneless/Skinless Breast NE



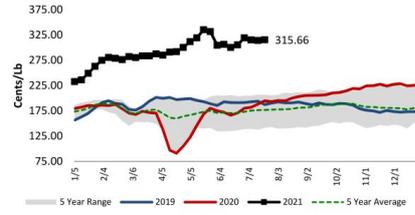
USDA Tenders NE



USDA Leg Quarters NE



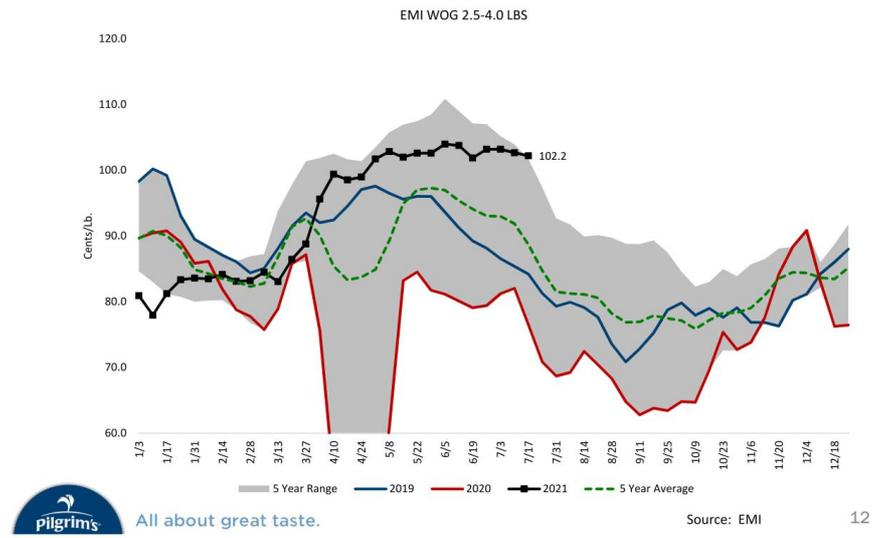
USDA Whole Wings NE



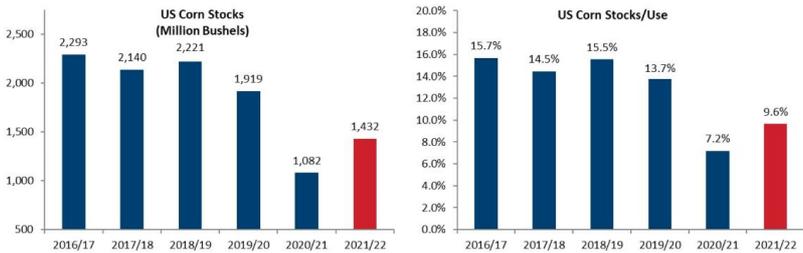
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Source: USDA

WOG Pricing Remained Above 5 Yr. Average Throughout Q2 2021



Corn Stocks Remain Tight



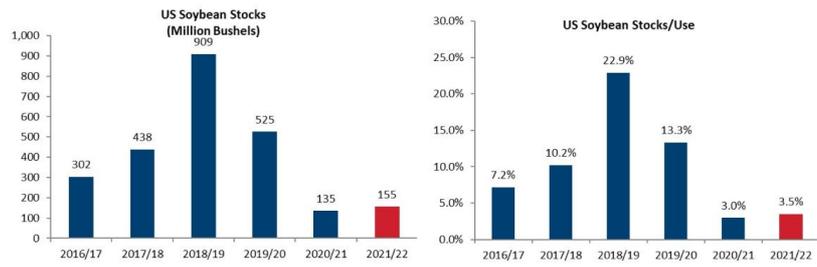
- US corn stocks continues to be lowered by USDA, tightening old crop stocks similar to levels last seen in 2013
- The market is focusing the current summer weather for indications about new crop supply



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Source: USDA

Soybean Stocks Remain Tight



- Old crop soybean stocks are forecasted to be at the lowest levels since 2013/14
- New crop supplies are forecasted to increase modestly assuming trend line yields



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Source: USDA

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Second Quarter 2021 Financial Review

Main Indicators (\$M)	Q2-21	Q2-20
Net Revenue	3,637.7	2,824.0
Gross Profit	380.2	119.9
SG&A	503.8	92.6
Operating Income (loss)	(123.1)	27.3
Net Interest	49.8	31.2
Net Income (loss)	(166.5)	(6.4)
Earnings Per Share (EPS)	(0.68)	(0.02)
Adjusted EBITDA*	371.6	112.2
Adjusted EBITDA Margin*	10.2%	4.0%

* This is a non-GAAP measurement considered by management to be useful in understanding our results. Please see the appendix and most recent SEC financial filings for definition of this measurement and reconciliation to GAAP.

- U.S.: QSR and retail maintaining strength while commodity continued momentum due to better foodservice demand; labor tightness impacting product mix; Mexico: Strength continues on balanced supply/demand conditions, improving macro; UK/Europe: Higher feed, lower pig pricing, and China export constraints; partially offset by certain sales price increases and operational improvements.
- SG&A higher due to aggregate legal contingency accrual of \$396 million in the U.S.
- Adjusted Q2 2021 EBITDA growth reflects the benefits of our portfolio balance, Key Customer strategy, and geographical diversification.

In \$M	U.S.	EU	MX
Net Revenue	2,248.5	935.8	453.4
Operating Income	(224.2)	21.8	79.2
Operating Income Margin	(10.0)%	2.3%	17.5%

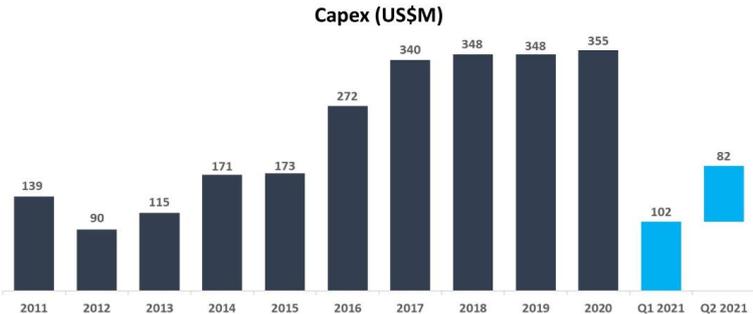


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Source: PPC

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Fiscal Year 2021 Capital Spending



- Strong Free Cash Flow generation has enabled us to direct more capital spending towards identified projects with rapid payback and structural projects.
- New strategic projects will support key customers growth and emphasize our focus on achieving a balanced portfolio.



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Source: PPC

Investor Relations Contact

Investor Relations: Julie Kegley
Financial Profiles

E-mail: IRPPC@pilgrims.com

Address: 1770 Promontory Circle
Greeley, CO 80634 USA

Website: www.pilgrims.com



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APPENDIX



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Appendix: Reconciliation of Adjusted EBITDA

"EBITDA" is defined as the sum of net income plus interest, taxes, depreciation and amortization. "Adjusted EBITDA" is calculated by adding to EBITDA certain items of expense and deducting from EBITDA certain items of income that we believe are not indicative of our ongoing operating performance consisting of: (1) foreign currency transaction loss (gain), (2) transaction costs from business acquisitions, (3) DOJ agreement & litigation settlements, (4) negative adjustment to previously recognized gain on bargain purchase, (5) shareholder litigation settlement, (6) deconsolidation of a subsidiary and (7) net income attributable to noncontrolling interest. EBITDA is presented because it is used by management and we believe it is frequently used by securities analysts, investors and other interested parties, in addition to and not in lieu of results prepared in conformity with accounting principles generally accepted in the U.S. ("U.S. GAAP"), to compare the performance of companies. We believe investors would be interested in our Adjusted EBITDA because this is how our management analyzes EBITDA applicable to continuing operations. The Company also believes that Adjusted EBITDA, in combination with the Company's financial results calculated in accordance with U.S. GAAP, provides investors with additional perspective regarding the impact of certain significant items on EBITDA and facilitates a more direct comparison of its performance with its competitors. EBITDA and Adjusted EBITDA are not measurements of financial performance under U.S. GAAP. EBITDA and Adjusted EBITDA have limitations as analytical tools and should not be considered in isolation or as substitutes for an analysis of our results as reported under U.S. GAAP. In addition, other companies in our industry may calculate these measures differently limiting their usefulness as a comparative measure. Because of these limitations, EBITDA and Adjusted EBITDA should not be considered as an alternative to net income as indicators of our operating performance or any other measures of performance derived in accordance with U.S. GAAP. These limitations should be compensated for by relying primarily on our U.S. GAAP results and using EBITDA and Adjusted EBITDA only on a supplemental basis.



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Source: PPC

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Appendix: Reconciliation of Adjusted EBITDA

PILGRIM'S PRIDE CORPORATION
Reconciliation of Adjusted EBITDA
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 27, 2021	June 28, 2020	June 27, 2021	June 28, 2020
	(In thousands)			
Net income	\$ (166,503)	\$ (6,400)	\$ (66,035)	\$ 61,049
Add:				
Interest expense, net ^(a)	49,809	31,165	77,777	62,163
Income tax expense	(9,812)	(2,956)	25,546	35,556
Depreciation and amortization	95,728	84,603	182,260	164,376
EBITDA	(30,778)	106,412	219,548	323,144
Add:				
Foreign currency transaction loss (gain) ^(b)	4,145	5,525	6,659	(12,860)
Transaction costs related to acquisitions ^(c)	2,545	(81)	(81)	2,545
DOJ agreement & litigation settlements ^(d)	395,886	—	398,285	—
Minus:				
Negative adjustment to previously recognized gain on bargain purchase ^(e)	—	—	—	(1,740)
Shareholder litigation settlement ^(f)	—	—	—	34,643
Deconsolidation of subsidiary ^(g)	—	—	1,131	—
Net income attributable to noncontrolling interest	184	(364)	444	(183)
Adjusted EBITDA	\$ 371,614	\$ 112,220	\$ 625,462	\$ 277,698

(a) Interest expense, net, consists of interest expense less interest income.
(b) The Currency measure for foreign statements of the Mexico operations reported in the U.S. dollar were the functional currency. Accordingly, we re-measure assets and liabilities, other than non-monetary assets, of the Mexico operations (subject to current exchange rates). The re-measure non-monetary assets using the historical exchange rate in effect on the date of each asset's acquisition. Currency exchange gains or losses resulting from these re-measurements, as well as, from our U.S. and Europe operations segment are included in the Non-Item Foreign Currency Transaction Loss (Gain) in the Consolidated Consolidated Statements of Income.
(c) Transaction costs related to acquisitions include transaction fees and related to completed and pending acquisitions.
(d) On October 15, 2020, litigation provisions for an amount of \$ 4.6 million were recorded in the DOJ agreement & litigation settlements. On February 25, 2021, the California Court approved the Peak Agreement and assessed a fine of \$107,026,461. On February 25, 2021, the California Court approved the Peak Agreement and assessed a fine of \$107,026,461. The difference from prior annual is updated amounts and recognized during the three months ended March 28, 2021. The difference recognized in the three and six months ended June 28, 2021 was related to amounts recognized in recognition of probable settlements in ongoing litigation.
(e) The gain on bargain purchase was recognized as a result of the PPS acquisition in October 2015. The amount shown above represents a timing adjustment to the previously recorded gain on bargain purchase.
(f) Shareholder litigation settlement is income received as a result of a settlement in the first quarter of 2020.
(g) The agreement to spin off was completed as a result of deconsolidation of a subsidiary.



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Source: PPC

Appendix: Reconciliation of LTM Adjusted EBITDA

The summary unaudited consolidated income statement data for the twelve months ended June 27, 2021 (the LTM Period) have been calculated by subtracting the applicable unaudited consolidated income statement data for the six months ended June 28, 2020 from the sum of (1) the applicable audited consolidated income statement data for the year ended December 27, 2020 and (2) the applicable unaudited consolidated income statement data for the six months ended June 27, 2021.

PILGRIM'S PRIDE CORPORATION Reconciliation of LTM Adjusted EBITDA (Unaudited)

	Three Months Ended				LTM Ended
	September 27, 2020	December 27, 2020	March 28, 2021	June 27, 2021	June 27, 2021
	(In thousands)				
Net income	\$ 33,691	\$ 330	\$ 100,468	\$ (166,503)	\$ (32,014)
Add:					
Interest expense, net	28,801	27,849	27,968	49,809	134,427
Income tax expense	22,344	8,855	35,358	(9,812)	56,745
Depreciation and amortization	84,265	88,463	86,532	95,728	354,988
EBITDA	169,101	125,497	250,326	(30,778)	514,146
Add:					
Foreign currency transaction losses	9,092	4,528	2,514	4,145	20,279
Transaction costs related to acquisitions	—	—	—	2,545	2,545
DOJ agreement & litigation settlements	110,524	75,000	2,399	395,886	583,809
Restructuring charges	—	123	—	—	123
Hometown Strong commitment	14,506	494	—	—	15,000
Minus:					
Negative adjustment to previously recognized gain on bargain purchase	(2,006)	—	—	—	(2,006)
Deconsolidation of subsidiary	—	—	1,131	—	1,131
Net income (loss) attributable to noncontrolling interest	245	251	260	184	940
Adjusted EBITDA	\$ 304,984	\$ 205,391	\$ 253,848	\$ 371,614	\$ 1,135,837



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Source: PPC

Appendix: Reconciliation of EBITDA Margin

EBITDA margins have been calculated by taking the relevant unaudited EBITDA figures, then dividing by net sales for the applicable period. EBITDA margins are presented because they are used by management and we believe it is frequently used by securities analysts, investors and other interested parties, as a supplement to our results prepared in accordance with U.S. GAAP, to compare the performance of companies.

PILGRIM'S PRIDE CORPORATION Reconciliation of EBITDA Margin (Unaudited)

	Three Months Ended		Six Months Ended		Three Months Ended		Six Months Ended	
	June 27, 2021	June 28, 2020	June 27, 2021	June 28, 2020	June 27, 2021	June 28, 2020	June 27, 2021	June 28, 2020
	(In thousands)							
Net income	\$ (166,503)	\$ (6,400)	\$ (66,035)	\$ 61,049	(4.58) %	(0.23) %	(0.56) %	1.03 %
Add:								
Interest expense, net	49,809	31,165	77,777	62,163	1.37 %	1.10 %	1.13 %	1.05 %
Income tax expense	(9,812)	(2,956)	25,546	35,556	(0.27) %	(0.10) %	0.37 %	0.60 %
Depreciation and amortization	95,728	84,603	182,260	164,376	2.63 %	2.99 %	2.63 %	2.78 %
EBITDA	(30,778)	106,412	219,548	323,144	(0.85) %	3.76 %	3.17 %	5.46 %
Add:								
Foreign currency transaction losses (gains)	4,145	5,525	6,659	(12,860)	0.11 %	0.19 %	0.09 %	(0.21) %
Transaction costs related to acquisitions	2,545	(81)	2,545	134	0.07 %	— %	0.04 %	— %
DOJ agreement & litigation settlements	395,586	—	398,285	—	10.88 %	— %	5.76 %	— %
Minus:								
Negative adjustment to previously recognized gain on bargain purchase	—	—	—	(1,740)	— %	— %	— %	(0.03) %
Shareholder litigation settlement	—	—	—	34,643	— %	— %	— %	0.59 %
Decconsolidation of subsidiary	—	—	1,131	—	— %	— %	0.02 %	— %
Net income attributable to noncontrolling interest	184	(364)	444	(185)	0.01 %	(0.01) %	0.01 %	— %
Adjusted EBITDA	\$ 371,614	\$ 112,220	\$ 625,467	\$ 377,698	10.20 %	3.96 %	9.03 %	4.69 %
Net sales	\$ 3,637,698	\$ 2,824,023	\$ 6,911,123	\$ 5,898,951			\$ 6,911,123	\$ 5,898,951



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Source: PPC

Appendix: Reconciliation of Adjusted EBITDA by Segment

PILGRIM'S PRIDE CORPORATION Reconciliation of Adjusted EBITDA (Unaudited)

	Three Months Ended				Three Months Ended			
	June 27, 2021				June 28, 2020			
	U.S.	U.K. & Europe	Mexico	Total	U.S.	U.K. & Europe	Mexico	Total
	(in thousands)							
Net income	\$ (219,155)	\$ (11,536)	\$ 64,188	\$ (166,503)	\$ (413)	\$ 22,259	\$ (28,246)	\$ (6,400)
Add:								
Interest expense, net ⁽¹⁾	49,998	408	(597)	49,809	31,649	325	(809)	31,165
Income tax expense	(64,469)	34,665	19,992	(9,812)	2,092	1,905	(6,953)	(2,956)
Depreciation and amortization	63,494	26,130	6,104	95,728	54,905	22,709	6,989	84,603
EBITDA	(170,132)	49,667	89,687	(30,778)	88,233	47,198	(29,019)	106,412
Add:								
Foreign currency transaction loss (gain) ⁽²⁾	8,821	(905)	(3,771)	4,145	5,505	(967)	967	5,525
Transaction costs related to acquisition ⁽³⁾	2,545	—	—	2,545	(81)	—	—	(81)
DOJ agreement & litigation settlements ⁽⁴⁾	395,886	—	—	395,886	—	—	—	—
Minus:								
Negative adjustment to previously recognized gain on bargain purchase ⁽⁵⁾	—	—	—	—	—	—	—	—
Shareholder litigation settlement ⁽⁶⁾	—	—	—	—	—	—	—	—
Deconsolidation of subsidiary ⁽⁷⁾	—	—	—	—	—	—	—	—
Net income attributable to noncontrolling interest	—	—	184	184	—	—	(364)	(364)
Adjusted EBITDA	\$ 237,120	\$ 48,762	\$ 85,732	\$ 371,614	\$ 93,657	\$ 46,231	\$ (27,668)	\$ 112,220

⁽¹⁾ Interest expense, net, consists of interest expense less interest income.

⁽²⁾ The Company measures the financial statements of its Mexico operations against the U.S. dollar with the functional currency. Accordingly, we measure assets and liabilities, other than nonmonetary assets, of the Mexico operations against current exchange rates. We measure nonmonetary assets using the historical exchange rate in effect on the date those assets were acquired. Currency exchange gains or losses resulting from these measurements, as well as fees for U.S. and foreign operations against are included in the line item Foreign currency transaction loss (gain) in the Condensed Consolidated Statement of Income.

⁽³⁾ Transaction costs include acquisition-related legal charges, due diligence, and other acquisition-related costs.

⁽⁴⁾ On October 13, 2021, Pilgrim's announced that it has entered into a plea agreement with the DOJ. As a result of the Plea Agreement, we recognized a loss of \$100,000. On February 23, 2022, the Colorado Court approved the Plea Agreement and assessed a fine of \$100 million. The difference from prior accrual to updated accrual was recognized during the three months ended June 28, 2021. This difference is reported in the line item DOJ agreement and litigation settlements in the accompanying financial statements.

⁽⁵⁾ The gain on bargain purchase was recognized as a result of the PPS acquisition in October 2019. The related share awards represents a warranty credit adjustment to the previously recognized gain on bargain purchase.

⁽⁶⁾ Shareholder litigation settlement is recorded as a result of a settlement in the first quarter of 2020.

⁽⁷⁾ This represents a gain recognized as a result of deconsolidation of a subsidiary.



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Source: PPC

Appendix: Reconciliation of Adjusted EBITDA by Segment

PILGRIM'S PRIDE CORPORATION Reconciliation of Adjusted EBITDA (Unaudited)

	Six Months Ended				Six Months Ended			
	June 27, 2021				June 26, 2020			
	U.S.	U.K. & Europe	Mexico	Total	U.S.	U.K. & Europe	Mexico	Total
	(In thousands)				(In thousands)			
Net income	\$ (178,222)	\$ 1,727	\$ 110,460	\$ (66,035)	\$ 100,389	\$ 33,805	\$ (73,145)	\$ 61,049
Add:								
Interest expense, net ⁽¹⁾	79,692	623	(2,538)	77,777	63,377	696	(1,910)	62,163
Income tax expense	(56,724)	33,580	48,690	25,546	22,321	13,084	151	35,556
Depreciation and amortization	118,746	51,197	12,317	182,260	106,944	43,741	13,691	164,376
EBITDA	(36,508)	87,127	168,929	219,548	293,031	91,326	(61,213)	323,144
Add:								
Foreign currency transaction loss (gain) ⁽²⁾	3,482	(420)	3,597	6,659	(27,527)	(1,694)	16,361	(12,860)
Transaction costs related to acquisitions ⁽³⁾	2,545	—	—	2,545	134	—	—	134
DOJ agreement & litigation settlements ⁽⁴⁾	398,285	—	—	398,285	—	—	—	—
Minus:								
Negative adjustment to previously recognized gain on bargain purchase ⁽⁵⁾	—	—	—	—	—	(1,740)	—	(1,740)
Shareholder litigation settlement ⁽⁶⁾	—	—	—	—	34,643	—	—	34,643
Deconsolidation of subsidiary ⁽⁷⁾	—	1,131	—	1,131	—	—	—	—
Net income attributable to noncontrolling interest	—	—	444	444	—	—	(183)	(183)
Adjusted EBITDA	\$ 267,804	\$ 85,578	\$ 172,082	\$ 625,462	\$ 230,995	\$ 91,372	\$ (44,669)	\$ 277,698

⁽¹⁾ Interest expense, net, consists of interest reported less interest income.
⁽²⁾ The Company measures the financial statements of its Mexico operations against the U.S. dollar with the functional currency, Mexican peso. We measure assets and liabilities, other than nonmonetary assets, of the Mexico operations against the current exchange rate. We measure nonmonetary assets using the historical exchange rate in effect on the date those assets were acquired. Currency exchange gains or losses reported from these operations, as well as fees for U.S. and foreign operations, are included in the line item Foreign currency transaction loss (gain) in the Condensed Consolidated Statement of Income.
⁽³⁾ Transaction costs related to acquisitions include legal, audit, and other fees for the acquisition of the business.
⁽⁴⁾ On October 13, 2021, Pilgrim's announced that it has entered into a plea agreement with the DOJ. As a result of the plea agreement, we recognized a loss of \$103,214,000. On February 23, 2022, the Colorado Court approved the plea agreement and assessed a fine of \$103.2 million. The difference from prior period to updated amounts was recognized during the three months ended March 31, 2022. This difference is reported under line item DOJ settlement and litigation settlements in the accompanying financial statements.
⁽⁵⁾ The gain on bargain purchase was recognized as a result of the PLC acquisition in October 2019. The amount shown above represents a working capital adjustment to the previously reported gain on bargain purchase.
⁽⁶⁾ Shareholder litigation settlement is recorded as a result of a settlement in the first quarter of 2022.
⁽⁷⁾ This represents a gain recognized as a result of deconsolidation of a subsidiary.



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Source: PPC

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Appendix: Reconciliation of Adjusted Operating Income

Adjusted Operating Income is calculated by adding to Operating Income certain items of expense and deducting from Operating Income certain items of income. Management believes that presentation of Adjusted Operating Income provides useful supplemental information about our operating performance and enables comparison of our performance between periods because certain costs shown below are not indicative of our current operating performance. A reconciliation of GAAP operating income to adjusted operating income as follows:

PILGRIM'S PRIDE CORPORATION Reconciliation of Adjusted Operating Income (Unaudited)

	Three Months Ended		Six Months Ended	
	June 27, 2021	June 28, 2020	June 27, 2021	June 28, 2020
	(In thousands)			
GAAP operating income (U.S. operations)	\$ (224,171)	\$ 39,448	\$ (156,046)	\$ 124,500
Transaction costs related to acquisitions	2,545	(81)	2,545	134
DOJ agreement & litigation settlements	395,886	—	398,285	—
Adjusted operating income (U.S. operations)	\$ 174,260	\$ 39,367	\$ 244,784	\$ 124,634
Adjusted operating income margin (U.S. operations)	7.8 %	2.2 %	5.8 %	3.3 %



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Source: PPC

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Appendix: Reconciliation of Adjusted Operating Income

Adjusted Operating Income Margin for the U.S. is calculated by dividing Adjusted operating income by Net Sales. Management believes that presentation of Adjusted Operating Income Margin provides useful supplemental information about our operating performance and enables comparison of our performance between periods because certain costs shown below are not indicative of our current operating performance. A reconciliation of GAAP operating income margin for the U.S. to adjusted operating income margin for the U.S. is as follows:

PILGRIM'S PRIDE CORPORATION
Reconciliation of GAAP Operating Income Margin to Adjusted Operating Income Margin
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 27, 2021	June 28, 2020	June 27, 2021	June 28, 2020
	(In percent)			
GAAP operating income margin (U.S. operations)	(10.0)%	2.2 %	(3.7) %	3.3 %
Transaction costs related to acquisitions	0.1 %	— %	0.1 %	— %
DOJ agreement & litigation settlements	17.7 %	— %	9.4 %	— %
Adjusted operating income margin (U.S. operations)	7.8 %	2.2 %	5.8 %	3.3 %



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Source: PPC

Appendix: Reconciliation of Adjusted Net Income

Adjusted net income attributable to Pilgrim's Pride Corporation ("Pilgrim's") is calculated by adding to Net income attributable to Pilgrim's certain items of expense and deducting from Net income attributable to Pilgrim's certain items of income, as shown below in the table. Adjusted net income attributable to Pilgrim's Pride Corporation per common diluted share is presented because it is used by management, and we believe it is frequently used by securities analysts, investors and other interested parties, in addition to and not in lieu of results prepared in conformity with U.S. GAAP, to compare the performance of companies. Management also believes that this non-U.S. GAAP financial measure, in conjunction with our financial results calculated in accordance with U.S. GAAP, provides investors with additional perspective regarding the impact of such charges on net income attributable to Pilgrim's Pride Corporation per common diluted share. Adjusted net income attributable to Pilgrim's Pride Corporation per common diluted share is not a measurement of financial performance under U.S. GAAP, has limitations as an analytical tool and should not be considered in isolation or as a substitute for an analysis of our results as reported under U.S. GAAP. Management believes that presentation of adjusted net income attributable to Pilgrim's provides useful supplemental information about our operating performance and enables comparison of our performance between periods because certain costs shown below are not indicative of our current operating performance. A reconciliation of net income attributable to Pilgrim's Pride Corporation per common diluted share to adjusted net income attributable to Pilgrim's Pride Corporation per common diluted share is as follows:

PILGRIM'S PRIDE CORPORATION Reconciliation of Adjusted Net Income (Unaudited)

	Three Months Ended		Six Months Ended	
	June 27, 2021	June 28, 2020	June 27, 2021	June 28, 2020
	(In thousands, except per share data)			
Net income attributable to Pilgrim's	\$ (166,687)	\$ (6,036)	\$ (66,479)	\$ 61,232
Add:				
Foreign currency transaction losses (gains)	4,145	5,525	6,659	(12,860)
Transaction costs related to acquisitions	2,545	(81)	2,545	134
DOJ agreement & litigation settlements	395,886	—	398,285	—
Loss on early extinguishment of debt recognized as a component of interest expense	24,254	—	24,254	—
Minus:				
Deconsolidation of subsidiary	—	—	1,131	—
Adjusted net income attributable to Pilgrim's before tax impact of adjustments	260,143	(592)	364,133	48,506
Net tax impact of adjustments ^(a)	(106,323)	(1,356)	(107,265)	3,170
Adjusted net income attributable to Pilgrim's	\$ 153,820	\$ (1,948)	\$ 256,868	\$ 51,676
Weighted average diluted shares of common stock outstanding	243,675	246,687	243,627	248,308
Adjusted net income attributable to Pilgrim's per common diluted share	\$ 0.63	\$ (0.01)	\$ 1.05	\$ 0.21

(a) Net tax expense (benefit) of adjustments represents the tax impact of all adjustments shown above.

Source: PPC



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Appendix: Reconciliation of GAAP EPS to Adjusted EPS

Adjusted EPS is calculated by dividing the adjusted net income attributable to Pilgrim's stockholders by the weighted average number of diluted shares. Management believes that Adjusted EPS provides useful supplemental information about our operating performance and enables comparison of our performance between periods because certain costs shown below are not indicative of our current operating performance. A reconciliation of U.S. GAAP to non-U.S. GAAP financial measures is as follows:

PILGRIM'S PRIDE CORPORATION
Reconciliation of GAAP EPS to Adjusted EPS
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 27, 2021	June 28, 2020	June 27, 2021	June 28, 2020
	(In thousands, except per share data)			
GAAP EPS	\$ (0.68)	\$ (0.02)	\$ (0.27)	\$ 0.25
Add:				
Foreign currency transaction losses (gains)	0.02	0.02	0.03	(0.05)
Transaction costs related to acquisitions	0.01	—	0.01	—
DOJ agreement & litigation settlements	1.62	—	1.63	—
Loss on early extinguishment of debt recognized as a component of interest expense	0.10	—	0.10	—
Minus:				
Deconsolidation of subsidiary	—	—	—	—
Adjusted EPS before tax impact of adjustments	1.07	—	1.50	0.20
Net tax impact of adjustments ^(a)	(0.44)	(0.01)	(0.45)	0.01
Adjusted EPS	<u>\$ 0.63</u>	<u>\$ (0.01)</u>	<u>\$ 1.05</u>	<u>\$ 0.21</u>
Weighted average diluted shares of common stock outstanding	243,675	246,687	243,627	248,308

(a) Net tax impact of adjustments represents the tax impact of all adjustments shown above.



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Source: PPC

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Appendix: Supplementary Selected Segment and Geographic Data

PILGRIM'S PRIDE CORPORATION
Supplementary Selected Segment and Geographic Data
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 27, 2021	June 28, 2020	June 27, 2021	June 28, 2020
	(In thousands)			
Sources of net sales by geographic region of origin:				
U.S.	\$ 2,248,470	\$ 1,798,689	\$ 4,248,029	\$ 3,725,569
U.K. and Europe	935,845	757,201	1,790,579	1,579,463
Mexico	453,383	268,133	872,515	593,919
Total net sales	<u>\$ 3,637,698</u>	<u>\$ 2,824,023</u>	<u>\$ 6,911,123</u>	<u>\$ 5,898,951</u>
Sources of cost of sales by geographic region of origin:				
U.S.	\$ 2,008,122	\$ 1,710,668	\$ 3,874,822	\$ 3,499,445
U.K. and Europe	885,800	700,553	1,702,726	1,470,687
Mexico	363,549	293,143	692,119	632,085
Elimination	(14)	(200)	(28)	(224)
Total cost of sales	<u>\$ 3,257,487</u>	<u>\$ 2,704,164</u>	<u>\$ 6,269,639</u>	<u>\$ 5,601,993</u>
Sources of gross profit by geographic region of origin:				
U.S.	\$ 240,348	\$ 88,021	\$ 373,207	\$ 226,124
U.K. and Europe	50,045	56,648	87,853	108,776
Mexico	89,834	(25,010)	180,396	(38,166)
Elimination	14	200	28	224
Total gross profit	<u>\$ 380,241</u>	<u>\$ 119,859</u>	<u>\$ 641,484</u>	<u>\$ 296,958</u>
Sources of operating income by geographic region of origin:				
U.S.	\$ (224,171)	\$ 39,448	\$ (156,046)	\$ 124,500
U.K. and Europe	21,831	23,185	32,326	46,375
Mexico	79,195	(35,544)	159,025	(59,424)
Elimination	14	200	28	224
Total operating income	<u>\$ (123,131)</u>	<u>\$ 27,289</u>	<u>\$ 35,333</u>	<u>\$ 111,675</u>



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Source: PPC

