KELLOGG COMPANY FILES FORM 10 REGISTRATION STATEMENT IN CONNECTION WITH PLANNED BUSINESS SEPARATION

- *Kellogg Company remains on track to complete the previously announced separation during the fourth quarter of 2023*
- *At that time Kellogg Company will separate into Kellanova and WK Kellogg Co, with existing Kellogg shareowners receiving shares in the new WK Kellogg Co*
- *The Form 10 filing provides information about WK Kellogg Co's portfolio, business dynamics, strategy, and historical carve-out financial statements*
- *As previously announced, Kellanova and WK Kellogg Co will jointly host an investor event on August 9, at which time both companies will present their strategies, capital structures, capital allocation priorities, and financial outlooks*

BATTLE CREEK, Mich. , July 24, 2023 /PRNewswire/ -- Kellogg Company (NYSE: K) today announced the filing of a Form 10 registration statement with the U.S. Securities and Exchange Commission (SEC) relating to the Company's previously announced plan to separate into two businesses:

- Kellanova, with about $12.6 billion in 2022 net sales[1], will be a leading company in global snacking, international cereal and noodles, and North America frozen foods, with iconic, world-class brands and strong growth momentum and profitability;
- WK Kellogg Co, with about $2.7 billion in 2022 net sales, will be a leading cereal company in the U.S.,Canada, and Caribbean, with a portfolio of iconic, world-class brands, leading market positions, and compelling opportunities for investment and profit growth.

"Today's Form 10 filing marks another important step toward our planned separation into two established and special businesses," stated Steve Cahillane, Kellogg Company's Chairman and Chief Executive Officer. "As stand-alone companies, Kellanova and WK Kellogg Co will benefit from an enhanced focus that will enable them to better direct their resources toward their distinct strategic priorities, unlocking value for shareowners."

Update on the Previously Announced Separation

On June 21, 2022, the Company announced that its Board of Directors had approved a plan to pursue a separation of its North American cereal business ("WK Kellogg Co"), via a tax-free spin-off. The Company is targeting to complete the separation transaction during the fourth quarter of 2023, subject to certain customary conditions, including final approval by the Board of Directors and effectiveness of the Form 10 registration statement.

The result will be two independent public companies, each better positioned to unlock their full standalone potential by:

- Focusing on their distinct strategic priorities, with financial targets that best fit their own markets and opportunities;
- Executing with increased agility and operational flexibility, enabling more focused allocation of capital and resources in a manner consistent with those strategic priorities;
- Realizing improved outlooks for profitable growth; and
- Shaping distinctive corporate cultures, rooted in Kellogg Company's strong values, and rewarding career paths for employees of each company.

The Form 10 provides important information about WK Kellogg Co's portfolio, business dynamics, strategy, risk factors, and management. The filing provides certain WK Kellogg Co financial statements, including historical carve-out financial statements and pro forma financial statements, and a discussion of the key drivers of WK Kellogg Co's past financial performance.

A copy of the Form 10 is available on the SEC's website atwww.sec.gov as filed by WK Kellogg Co. The Form 10, filed onJuly

24, 2023, is subject to change and will be made final prior to the effective date of the spin. In addition to the public filing of the Form 10, Kellogg Company has posted supplemental business and other information about Kellanova and WK Kellogg Co to its investor website at http://investor.kelloggs.com. A dedicated website providing ongoing information about the separation is available at https://www.unleashingourpotential.com.

About the Two New Companies

WK Kellogg Co

The Company is prepared to separate its U.S., Canada, and Caribbean cereal business in a tax-free spin off to Kellogg shareowners during the fourth quarter of 2023. This company will be called WK Kellogg Co, and its stock will be traded on the New York Stock Exchange, under the ticker symbol "KLG".

WK Kellogg Co has a portfolio of powerful brands with leading market positions, led by iconic brands such as *Frosted Flakes*, *Special K*, *Froot Loops*, *Raisin Bran*, *Frosted Mini-Wheats, Kashi*, and more. It has a century-long legacy of innovation in foods and marketing, a scaled infrastructure, and an experienced leadership team. As a stand-alone company, WK Kellogg Co will benefit from greater operational focus and fit-for-purpose strategy and resource allocation. Management believes that this will enable it to invest in substantially improving its profit margins over the next few years, including the optimization of its manufacturing network, while also improving its competitiveness and share of market.

More details regarding WK Kellogg Co's strategy, capital structure, capital allocation, and financial outlooks will be shared during an investor event on August 9, 2023.

"We have made great strides toward establishing WK Kellogg Co as an independent business," said Gary Pilnick, WK Kellogg Co's Chief Executive Officer Designate. "Our new team is in place, and we are building a focused company that we believe has outstanding prospects. We are excited to share our strategy and outlook in a few weeks."

Kellanova

Following the spin-off of WK Kellogg Co, the remainder of today's Kellogg Company will change its name to Kellanova, and will continue to be traded on the New York Stock Exchange under the ticker K.

Kellanova will feature a portfolio oriented toward snacking, with a global footprint and significant presence in fast-growing emerging markets. In 2022, global snacks and emerging markets collectively represented about 80% of Kellanova's net sales.

Kellanova's portfolio will be comprised of the following growth-oriented categories:

- Snacks. About 60% of Kellanova's 2022 net sales came from snacks. In addition to participating in categories with above-average growth, including salty snacks, crackers, and portable wholesome snacks, Kellanova competes with beloved and highly differentiated brands, including *Pringles*, *Cheez-It*, *Pop-Tarts*, *Rice Krispies Treats*, and more. Kellanova's snacks business is global, with roughly 15% in emerging markets. Excluding the impact of a 2019 divestiture, Kellanova's global snacks business grew its net sales on an organic basis at a compound annual growth rate of approximately 8% between 2019 and 2022[2].

- International Cereal. International cereal represented about 20% of Kellanova's 2022 net sales, with half of that percentage coming from growing emerging markets. This business retains all of its strong *Kellogg's* brands, including *Frosties/Zucaritas*, *Tresor/Krave*, *Choco Krispies*, *Crunchy Nut, Corn Flakes, Nutri-Grain*, and more. Kellanova's cereals business grew its net sales on an organic basis at a compound annual growth rate of approximately 5% between 2019 and 2022[2].

- Noodles & Other. This business in Africa accounted for just over 10% of Kellanova's 2022 net sales, and offers exceptional near-term and long-term growth as we expand in this emerging market. Kellanova's noodles and other business grew its net sales on an organic basis at a compound annual growth rate of approximately 25% between 2019

and 2022[2].

- Frozen Foods. Representing just under 10% of Kellanova's 2022 net sales, this business is predominantly comprised of *Eggo*, our leading brand of frozen waffles, pancakes, and French toast, and *MorningStar Farms*, our leading brand of plant-based foods. Kellanova's frozen foods business grew its net sales at a compound annual growth rate of approximately 2% between 2019 and 2022[2].

As a stand-alone company, Kellanova, too, will benefit from greater operational focus and fit-for-purpose strategy and resource allocation, investing behind its differentiated brands to deliver consistently strong net sales and earnings growth over time.

More details regarding Kellanova's strategy, capital structure, capital allocation, and financial outlook will be shared during an investor event on August 9, 2023.

"The Kellanova portfolio is already geared toward growth, demonstrating underlying momentum, " said Steve Cahillane. "What is notably exciting is that this performance will be enhanced by a refreshed strategy, higher profit margins, and a portfolio that is even more oriented toward advantaged markets, categories, and brands."

Upcoming Events and Milestones

- Second Quarter Earnings Release – August 3, 2023 . As previously announced, Kellogg Company will release its financial results for its second quarter 2023.

- Day@K Investor Event – August 9, 2023 . As previously announced, Kellogg Company will host an investor event at the New York Stock Exchange, which also will be webcast publicly. The day will be comprised of two sessions: WK Kellogg Co management will host a breakfast and meeting with analysts and investors, and Kellanova management will follow with a lunch and meeting with analysts and investors.

- Barclays Consumer Staples Conference – September 6-7, 2023 . In Boston, representatives of management from both Kellanova and WK Kellogg Co will meet with investors.

- Execution of the Separation Transaction – Fourth Quarter, 2023. Subject to customary approvals, the Company expects the spin-off transaction to be completed during the fourth quarter of 2023. Upon completion of the separation, shareowners as of the record date will own 100% of the equity in both of the publicly traded companies.

About Kellogg Company

At Kellogg Company (NYSE: K), our vision is a good and just world where people are not just fed but fulfilled. We are creating better days and a place at the table for everyone through our trusted food brands. Our beloved brands include *Pringles*®, *Cheez-It*®, *Special K*®, *Kellogg's Frosted Flakes*®, *Pop-Tarts*®, *Kellogg's Corn Flakes*®, *Rice Krispies*®, *Eggo*®, *Mini-Wheats*®, *Kashi*®, *RXBAR*®, *MorningStar Farms*® and more. Net sales in 2022 were over $15.3 billion, comprised principally of snacks as well as convenience foods like cereal, frozen foods, and noodles. As part of our *Kellogg's*® *Better Days Promise* ESG strategy, we're addressing the interconnected issues of wellbeing, climate and food security, creating Better Days for 3 billion people by the end of 2030 (from a 2015 baseline). Visit www.KelloggCompany.com .

Forward-Looking Statements

This press release contains a number of forward-looking statements. Forward-looking statements include predictions of future results or activities and may contain the words "expect," "believe," "will," "can," "anticipate," "estimate," "project," "should," or words or phrases of similar meaning, including but not limited to: The anticipated separation of WK Kellogg Co, future operating and financial performance, product development, market position and business strategy. The viewer is cautioned not to rely on these forward-looking statements. Forward-looking statements by their nature address matters that are, to different

degrees, uncertain, and are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) the ability to effect the separation transaction described above and to meet the conditions related thereto, (2) the ability of WK Kellogg Co to succeed as a standalone publicly traded company, (3) potential uncertainty during the pendency of the separation transaction that could affect the Company's financial performance, (4) the possibility that the separation transaction will not be completed within the anticipated time period or at all, (5) the possibility that the separation transaction will not achieve its intended benefits, (6) the possibility of disruption, including changes to existing business relationships, disputes, litigation or unanticipated costs in connection with the separation transaction, (7) uncertainty of the expected financial performance of the Company or the separated WK Kellogg Co following completion of the separation transaction, (8) negative effects of the announcement or pendency of the separation transaction on the market price of the Company's securities and/or on the financial performance of the Company, (9) evolving legal, regulatory and tax regimes, (10) changes in general economic and/or industry specific conditions, (11) actions by third parties, including government agencies and (12) other risk factors as detailed from time to time in the Company's reports filed with the SEC, including the Company's Annual Report on Form 10-K, periodic Quarterly Reports on Form 10-Q, periodic Current Reports on Forms 8-K and other documents filed with the SEC. Copies of these filings are available online at www.sec.gov, www.investor.kelloggs.com or on request from the Company. The foregoing list of important factors is not exclusive. Any forward-looking statement made in this press release speaks only as of the date of this press release. The Company does not undertake to update any forward-looking statement as a result of new information or future events or developments.

Non-GAAP Financial Measures

In this press release, we sometimes use information derived from consolidated financial data based on preliminary allocation assumptions related to the spin-offs, but not presented in our financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP). Certain of these data are considered "non-GAAP financial measures" under the U.S. Securities and Exchange Commission rules. These non-GAAP financial measures supplement our GAAP disclosures and should not be considered an alternative to the GAAP measure. Our management team consistently utilizes a combination of GAAP and non-GAAP financial measures to evaluate business results, to make decisions regarding the future direction of our business, and for resource allocation decisions, including incentive compensation. As a result, we believe the presentation of both GAAP and non-GAAP financial measures provides investors with increased transparency into financial measures used by our management team, especially in connection with the spin-offs, and improves investors' understanding of our underlying operating performance and in their analysis of ongoing operating trends.

Footnotes:

[1] Estimates based on excluding carve-out financials for WK Kellogg Co.

[2] Please refer to the reconciliation of non-GAAP measures to the most directly comparable GAAP measure, as provided in the Appendix to Kellogg Company's presentation at the CAGNY Investor Conference, February 22, 2023, found at https://s1.q4cdn.com/24314854/files/doc_events/2023/Feb/22/k-cagny-print-slides.pdf

[K-FIN]

View original content to download multimedia:https://www.prnewswire.com/news-releases/kellogg-company-files-form-10-registration-statement-in-connection-with-planned-business-separation-301884409.html

SOURCE Kellogg Company

For further information: Analyst Contact, John Renwick (269) 961-9050, Jamie Duies (269) 961-2486; Media Contact, Kris Bahner (269) 961-3799

https://newsroom.wkkellogg.com/2023-07-24-KELLOGG-COMPANY-FILES-FORM-10-REGISTRATION-STATEMENT-IN-CONNECTION-WITH-PLANNED-BUSINESS-SEPARATION