



**IFF &  
Frutarom**  
Creating a Global  
Leader in Taste,  
Scent & Nutrition

May 7, 2018

**IFF**

**FRUTAROM**  
FOUNDED 1933

# Cautionary Statement

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements regarding IFF's or Frutarom's expected future financial position, results of operations, cash flows, financing plans, business strategy, budgets, capital expenditures, competitive positions, growth opportunities, plans and objectives of management and statements containing the words such as "anticipate," "approximate," "believe," "plan," "estimate," "expect," "project," "could," "should," "will," "intend," "may" and other similar expressions, are forward-looking statements. Statements in this presentation concerning IFF's or Frutarom's business outlook or future economic performance, anticipated profitability, revenues, expenses or other financial items, and product or services line growth, together with other statements that are not historical facts, are forward-looking statements that are estimates reflecting management's best judgment based upon currently available information.

Risks and uncertainties related to IFF's proposed acquisition of Frutarom include, but are not limited to, the inability to obtain required regulatory approvals for the acquisition, the timing of obtaining such approvals and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the acquisition, the inability to obtain the requisite Frutarom shareholder approval of the transaction, the risk that a condition to closing of the acquisition may not be satisfied on a timely basis or at all, the failure of the proposed transaction to close for any other reason, uncertainties as to access to available financing (including financing for the acquisition or refinancing of IFF or Frutarom debt) on a timely basis and on reasonable terms, the impact of IFF's proposed financing on its liquidity and flexibility to respond to other business opportunities, whether the acquisition will have the accretive effect on IFF's earnings or cash flows that it expects, the inability to obtain, or delays in obtaining, cost savings and synergies from the acquisition, costs and difficulties related to the integration of Frutarom's businesses and operations with IFF businesses and operations, unexpected costs, liabilities, charges or expenses resulting from the acquisition, adverse effects on IFF's stock price resulting from the acquisition, the inability to retain key personnel, and potential adverse reactions, changes to business relationships or competitive responses resulting from the acquisition.

Factors that could cause IFF's actual results to differ materially include, but are not limited to: (1) macroeconomic trends affecting the emerging markets; (2) IFF's ability to implement and adapt its refreshed Vision 2020 strategy; (3) IFF's ability to successfully identify and complete acquisitions in line with its Vision 2020 strategy, and to realize the anticipated benefits of those acquisitions; (4) IFF's ability to realize the benefits of its cost and productivity initiatives, (5) the impact of the disruption in supply of citral from BASF on the price and availability of citral in 2018; (6) IFF's ability to effectively compete in its market, and to successfully develop new, cost-effective and competitive products that appeal to its customers and consumers; (7) changes in consumer preferences and demand for IFF's products or a decline in consumer confidence and spending; (8) IFF's ability to benefit from its investments and expansion in emerging markets; (9) the impact of recently enacted U.S. tax legislation on IFF's effective tax rate in 2018 and beyond; (10) the impact of currency fluctuations or devaluations in the principal foreign markets in which it operates; (11) the economic and political risks associated with IFF's international operations, including challenging economic conditions in China and Latin America; (12) the impact of any failure or interruption of IFF's key information technology systems or a breach of information security; (13) IFF's ability to attract and retain talented employees; (14) IFF's ability to comply with, and the costs associated with compliance with U.S. and foreign environmental protection laws; (15) IFF's ability to realize expected cost savings and efficiencies from its profitability improvement initiative and other optimization activities; (16) volatility and increases in the price of raw materials, energy and transportation; (17) price realization in a rising input cost environment (18) fluctuations in the quality and availability of raw materials; (19) the impact of a disruption in IFF's supply chain or its relationship with its suppliers; (20) any adverse impact on the availability, effectiveness and cost of IFF's hedging and risk management strategies; (21) IFF's ability to successfully manage its working capital and inventory balances; (22) uncertainties regarding the outcome of, or funding requirements related to litigation or settlement of pending litigation uncertain tax positions or other contingencies; (23) the effect of legal and regulatory developments, as well as restrictions or costs that may be imposed on IFF or its operations by U.S. and foreign governments; (24) adverse changes in federal, state, local and international tax legislation or policies, including with respect to transfer pricing and state aid, and adverse results of tax audits, assessments, or disputes; and (25) changes in market conditions or governmental regulations relating to our pension and postretirement obligations. New risks emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risks on IFF's business.

In addition to the factors set forth above, other factors that may affect IFF's plans, results or stock price are set forth in IFF's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Many of these factors are beyond IFF's control and IFF cautions investors that any forward-looking statements made by IFF are not guarantees of future performance. IFF disclaims any obligation to update any such factors or to announce publicly the results of any revisions to any of the forward-looking statements to reflect future events or developments.

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# Conference Call Participants



**Andreas Fibig**

Chairman & Chief Executive Officer,  
IFF



**Ori Yehudai**

President & Chief Executive Officer,  
Frutarom



**Richard O'Leary**

Executive Vice President &  
Chief Financial Officer, IFF

# Agenda

IFF & Frutarom: A Compelling Combination

IFF Q1 2018 Earnings Results & FY 2018 Outlook

Q&A Discussion

# A Compelling Combination

- Establishes a **global leader** in natural taste, scent and nutrition with expected 2018 pro-forma sales of \$5.3 billion
- Unique position in **natural solutions**
- Brings new opportunities in **attractive and fast-growing adjacencies**, including enzymes, antioxidants, health ingredients and natural colors
- Strengthens IFF's exposure to **fast-growing small- and mid-sized customers**
- Expected to be **double-digit cash EPS accretive** in year two
- Combined company expects to realize **\$145 million** in run-rate cost synergies
- **Additional value** driven by cross-selling and integrated solutions
- **Strong talent** comprising extraordinarily talented employees globally



# Enhanced Value for Shareholders

## CONSIDERATION

- IFF to acquire Frutarom for \$106.25\* per share; 67% cash / 33% stock
- Represents \$71.19 per share in cash and 0.249 of a share of IFF common stock

## VALUE

- Transaction valued at ~\$7.1 billion, including assumption of Frutarom's net debt
- Represents a 13% premium to Frutarom's 30-day VWAP for the period ended May 6, 2018, and an 11% premium based on the closing price on May 6, 2018, at current exchange rates
- Reflects a multiple of 20.3x of Frutarom's expected 2018 EBITDA, and 14.3x expected 2018 EBITDA inclusive of full run-rate cost synergies

## VALUE CREATION

- Expected to be neutral to IFF's adjusted EPS on an adjusted cash basis for the first full year and double-digit accretive to adjusted cash EPS in the second full year
- Expect to realize approximately \$145 million of run-rate cost synergies by the third full year after close; in addition cross-selling and integrated solutions providing revenue synergies opportunities

Note: \*Based on IFF 10 day VWAP for the period ending May 4, 2018

# Foundation for Growth

## FINANCING

- Cash consideration expected to be financed with a combination of existing cash on hand, new debt raised and new equity
- Commitment to maintain investment grade credit rating; reduce leverage to 3.0x adjusted EBITDA or lower within 18-24 months after closing
- Fully committed bridge financing in place; transaction not subject to a financing condition

## CAPITAL ALLOCATION

- IFF expected to maintain its quarterly dividend consistent with prior guidance
- Repurchase program suspended to prioritize debt reduction
- Frutarom shareholders will receive special dividend equal to 0.249 of the per share value of IFF dividends with record date between now and closing

## LEADERSHIP

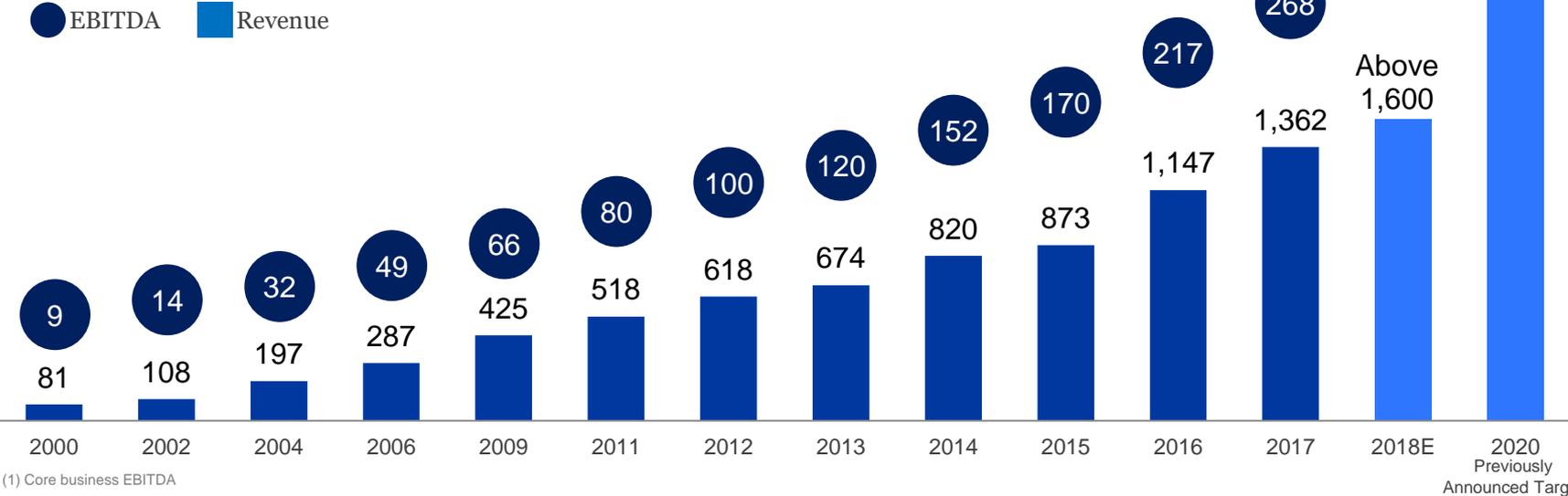
- Andreas Fibig, Chairman and Chief Executive Officer of IFF
- Ori Yehudai, President and CEO of Frutarom will serve as strategic advisor
- Experienced management teams, with strong integration roadmap

## CLOSING

- Targeted to close in six to nine months
- Affiliates of ICC Industries Inc. representing 36% of Frutarom's outstanding shares agreed to vote its shares in favor of the transaction

# Frutarom's Impressive Growth Story

Sales in \$M



(1) Core business EBITDA

**16x**

Growth in sales, 2000-2017

**30x**

Growth in EBITDA, 2000-2017

**>\$1.7B**

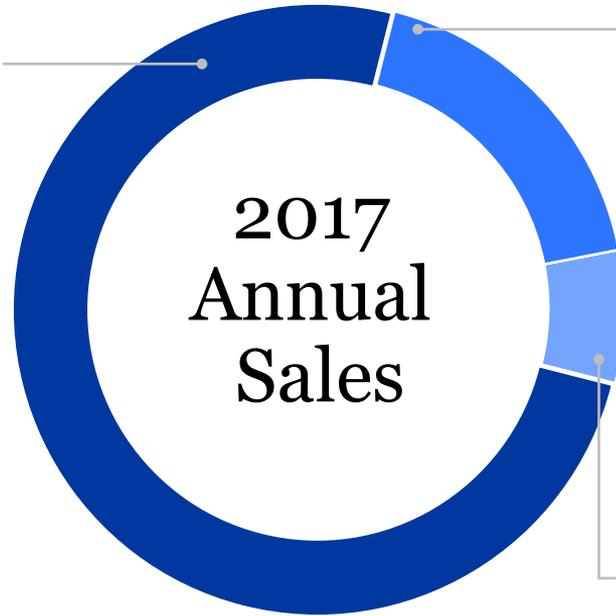
Run-rate 2018 estimated revenue

# Frutarom's Business Profile

## Taste Solutions

**75% OF SALES**

- Unique, high quality creation of sweet and savory flavors for food and beverage
- Leader in value-added functional savory solutions
- Comprehensive sweet and savory food systems
- Unique technologies for fruit, spice, vegetable, meat and fish preparations



2017  
Annual  
Sales

## Fine Ingredients

**18% OF SALES**

- Innovative, science-based health ingredients for phyto-pharmaceuticals, dietary supplements, functional food, specialty infant & elderly nutrition and cosmetics & personal care
- Supports growing demand for natural health & beauty
- Specialty botanical extracts, distillates, essential oils and aroma chemicals
- Array of natural colors for food, beverage & cosmetics
- Natural anti-oxidants and anti-microbials
- Biotechnology-based products for natural food preservation and shelf life extension

## Trade & Marketing

**7% OF SALES**

Attractive Business Profile in Taste Solutions & Fine Ingredients Geared to Growth

# Compelling Strategic Rationale

## NATURAL

- Creates global leader in natural solutions
- Well-positioned to address customer & consumer demands

## PORTFOLIO

- Expands beyond flavors and fragrances into fast-growing categories of natural colors, enzymes, antioxidants & health ingredients
- Comprehensive portfolio with integrated solutions

## CUSTOMERS

- Significantly increases exposure to fast-growing small- and mid-sized customers, including private label
- Opportunity to leverage Tastepoint<sup>SM</sup> model



# Compelling Product Portfolio

## Leading in Naturals Capabilities

Natural Extracts

Natural Botanicals

Natural Antioxidants

Natural Colors

Scent



Fragrance

Top-tier player in the Fragrance market

Taste



Flavor

Leader in the Flavor market

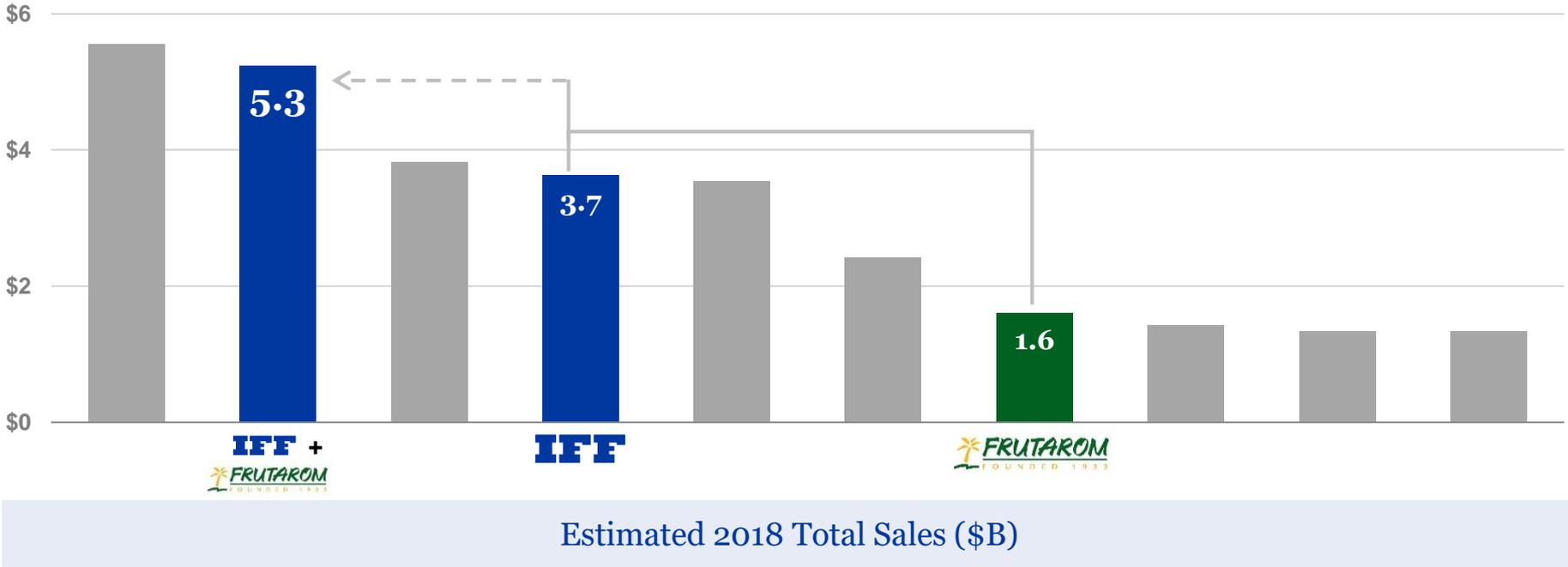
Nutrition



Health & Wellness

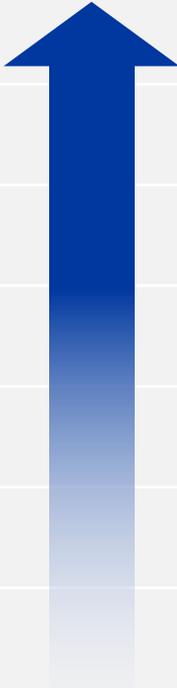
Unique exposure to prioritized Adjacencies

# IFF & Frutarom Creates a Global Leader



Note: Market data & company estimates

# Differentiating Portfolio of Fast-Growing Categories

CATEGORIES	IFF	IFF + Frutarom	Expected Growth Rates
 Enzymes	<input type="radio"/>	<input checked="" type="radio"/>	
 Natural Food Protection	<input type="radio"/>	<input checked="" type="radio"/>	
 Health Ingredients	<input checked="" type="radio"/>	<input checked="" type="radio"/>	
 Natural Colors	<input checked="" type="radio"/>	<input checked="" type="radio"/>	
 Cosmetic Ingredients	<input checked="" type="radio"/>	<input checked="" type="radio"/>	
 Flavors	<input checked="" type="radio"/>	<input checked="" type="radio"/>	
 Fragrance	<input checked="" type="radio"/>	<input checked="" type="radio"/>	

# Integrated Solutions Create New Platform for Growth

## IFF EXPERTISE

- Flavors
- Fragrances
- R&D and Innovation

## FRUTAROM EXPERTISE

- Natural Extracts
- Health Ingredients
- Natural Food Protection
- Enzymes
- Natural Colors

## COMBINED CAPABILITIES



**Robust innovation pipeline** and R&D capabilities to develop value-added solutions & bundling



**Global operational footprint** in relevant markets



**Backwards integration** to secure access and ensure sustainability & traceability of a variety of key raw materials

## FULLY-INTEGRATED SOLUTIONS



**Fragrance**



**Flavor**



**Naturals**



**Health & Wellness**



Fine



Consumer



Cosmetic



Supplements



Savory



Beverage



Sweet



Dairy

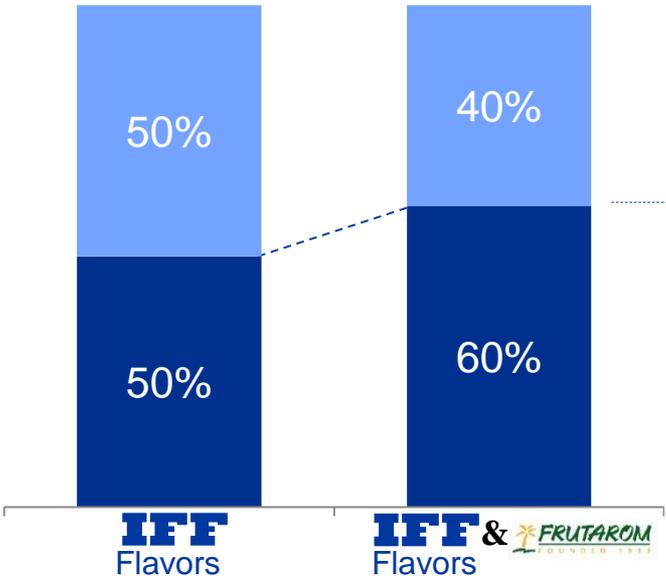


Bakery

Value Added Integrated Solutions

# Expands Exposure to Small & Mid-Sized Customers

% of 2018 Sales



**Global  
Multinational  
Customers**



**Local, Regional  
& Private Label  
Customers**



Increased Exposure To Faster Growing Customers

Frutarom est. sales represents total company; Source: Company estimates

# Combination Creates Significant Synergies

## SIGNIFICANT POTENTIAL COST SYNERGIES

\$145M

Annual Cost Synergies  
By Third Full Year

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**Procurement:** Accelerate rationalization & harmonization

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**Infrastructure:** Optimize global footprint

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**General & Administrative:** Streamline overhead expenses

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## OTHER VALUE LEVERS

- **Revenue Synergies:** additional value via cross-selling and integrated solutions
- **Optimize Capital Expenditures:** leverage complementary footprint for co-location and consolidation

Shared Experience to Drive Shareholder Value

# Compelling Value Creation Opportunity

## Sales



Accelerating Organic and Inorganic Revenue Generation

## Profit



EBITDA Margin Expansion via Realization of Cost and Cross-Selling Synergies

## EPS

Double Digit Adjusted Cash EPS Accretive in Year **2**

## Cash Flow

Enhanced Cash Flow to Meet Operating, Financing and Strategic Needs



Note: Cash EPS, excluding the impact of Icon-Palate driven amortization

# Transaction Aligns with IFF's Strategy

STRATEGIC PRIORITY	FRUTAROM IMPACT
 <b>DRIVE DIFFERENTIATION</b>	Drive enhancements in key R&D platforms: naturals, modulation, delivery, ingredients, active cosmetics and health & nutrition 
 <b>BALANCE CUSTOMERS</b>	Accelerate growth with regional & local customers, while strengthening IFF's position with key large multinationals 
 <b>MAXIMIZE PORTFOLIO</b>	Execute superior management of category mix to support margin expansions 
 <b>GENERATE RETURN</b>	Pursue continuous improvement, with a focus on cost productivity & reallocation of resources to efforts that drive greatest returns 

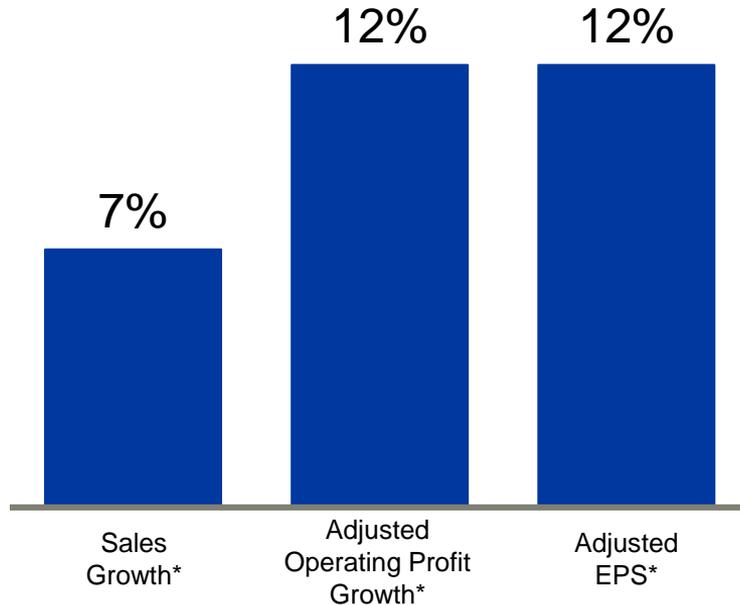
Strong Alignment With Vision 2020 Strategy

# IFF Q1 2018 Earnings Results

May 7, 2018

# Executive Summary: Q1 2018

## Currency Neutral Performance



### Currency Neutral Sales Growth\*

- Broad-based growth driven by balanced contribution from both Flavors and Fragrances

### Currency Neutral Adjusted Operating Profit\*

- Principally driven by volume growth, the benefits associated with cost and productivity initiatives and favorable sales mix

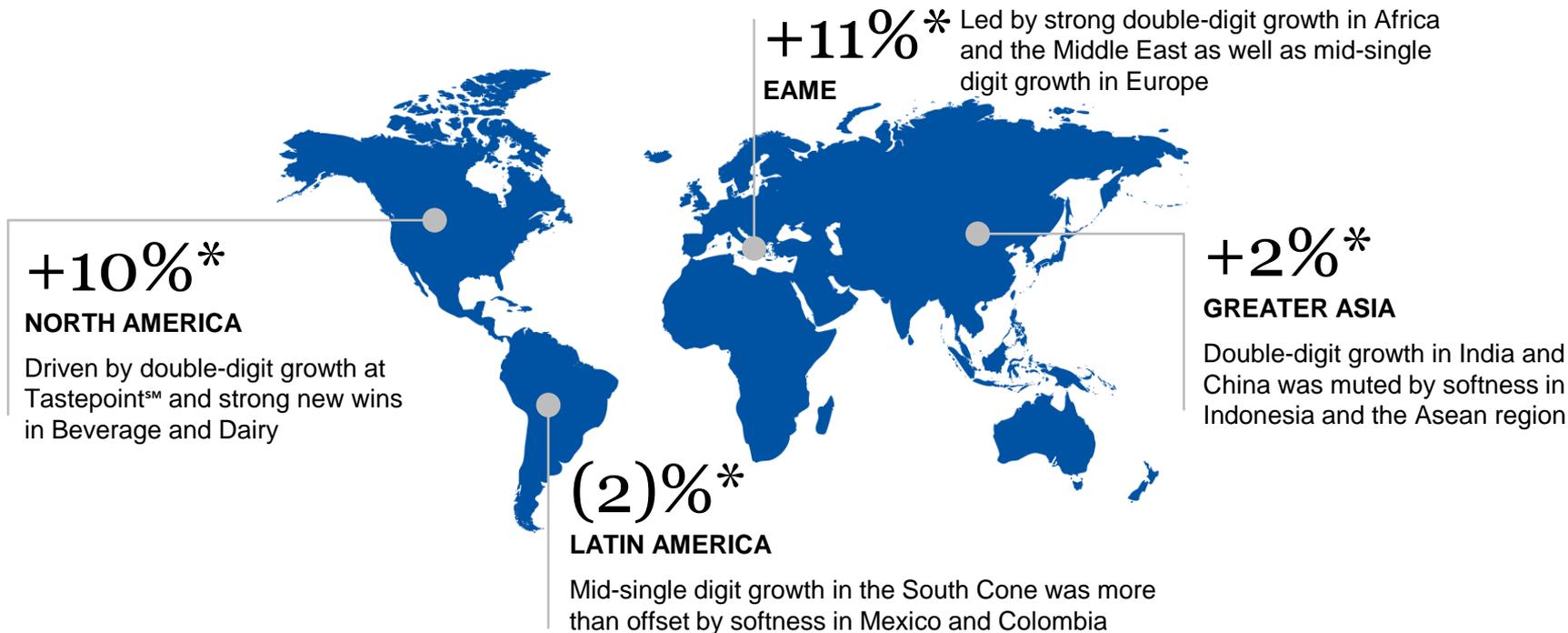
### Currency Neutral Adjusted EPS\*

- Benefited primarily from adjusted operating profit growth and a more favorable year-over-year effective tax rate

Achieved strong growth across all financial metrics

# Flavors Review: Q1 2018

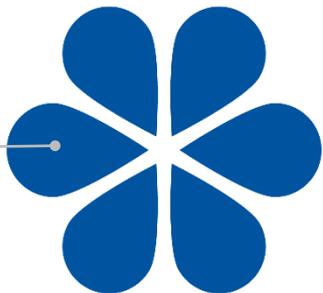
**+6%**  
TOTAL SALES\*



**Currency Neutral Segment Profit: +15%\***

# Fragrance Review: Q1 2018

**+8%**  
TOTAL SALES\*



**+6%\***

## CONSUMER FRAGRANCE

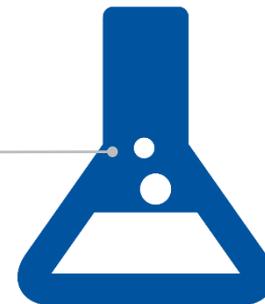
Growth achieved in all categories, led by high-single digit performances in Home Care, Toiletries, and Hair Care



**+4%\***

## FINE FRAGRANCE

Led by strong double-digit growth in LATAM and North America



**+18%\***

## FRAGRANCE INGREDIENTS

Driven by growth in nearly all regions as well as very strong double-digit growth in Cosmetic Active Ingredients

**Currency Neutral Segment Profit: +12%\***

# 2018 Financial Outlook

	ADJUSTED CURRENCY NEUTRAL*	IMPACT OF CURRENCY	ADJUSTED*
SALES	3.0% - 5.0%	~3.0 ppt	6.0% - 8.0%
OPERATING PROFIT	5.0% - 7.0%	~1.5 ppt	6.5% - 8.5%
EPS	4.0% - 6.0%	~1.5 ppt	5.5% - 7.5%

Reconfirming 2018 Guidance; Expect to be closer to upper-end of sales & operating profit range

# Summary

- IFF & Frutarom combination establishes a **global leader** in natural taste, scent and nutrition with expected 2018 pro-forma sales of \$5.3 billion
- Unique position in **natural solutions**, new opportunities in **attractive adjacencies** & strengthens exposure to **fast-growing customers**
- Enhanced platform for sustainable, **profitable growth**
- **Strong talent** of extraordinarily talented employees globally
- 2018 started very well, with **robust growth** across all key financial metrics
- Reconfirming 2018 guidance, with **operating profit & EPS at upper end of range**



INTERNATIONAL FLAVORS & FRAGRANCES

# Q&A

IEE

