UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2024

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 001-38880

Whole Earth Brands, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**38-4101973** (I.R.S. Employer Identification No.)
125 S. Wacker Drive, Suite 1250 **Chicago, Illinois** (Address of Principal Executive Offices)	**60606** (Zip Code)

(312) 840-6000
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.0001 per share	FREE	The NASDAQ Stock Market LLC
Warrants to purchase one-half of one share of common stock	FREEW	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☒
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

As of July 31, 2024, there were 43,444,240 shares of the registrant's common stock, par value $0.0001 per share, issued and outstanding.

WHOLE EARTH BRANDS, INC.

Quarterly Report on Form 10-Q

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Whole Earth Brands, Inc.
Condensed Consolidated Financial Statements (Unaudited)

For the Quarter Ended June 30, 2024

Condensed Consolidated Financial Statements

Whole Earth Brands, Inc.
Condensed Consolidated Balance Sheets
(In thousands of dollars, except for share and per share data)
(Unaudited)

	June 30, 2024	December 31, 2023
Assets		
Current Assets		
Cash and cash equivalents	$ 24,788	$ 30,513
Accounts receivable (net of allowances of $ 1,007 and $ 1,460, respectively)	73,113	74,012
Inventories	201,325	209,271
Prepaid expenses and other current assets	8,370	6,429
Total current assets	307,596	320,225
Property, Plant and Equipment, net	53,214	54,937
Other Assets		
Operating lease right-of-use assets	36,255	19,223
Goodwill	186,520	193,610
Other intangible assets, net	217,962	229,936
Deferred tax assets, net	517	500
Other assets	7,067	7,266
Total Assets	$ 809,131	$ 825,697
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	$ 41,420	$ 55,662
Accrued expenses and other current liabilities	26,915	32,173
Current portion of operating lease liabilities	5,770	7,370
Current portion of long-term debt	3,750	3,750
Total current liabilities	77,855	98,955
Non-Current Liabilities		
Long-term debt	423,833	417,929
Deferred tax liabilities, net	31,784	31,579
Operating lease liabilities, less current portion	32,505	14,336
Other liabilities	11,064	11,208
Total Liabilities	577,041	574,007
Commitments and Contingencies (Note 8)	—	—
Stockholders' Equity		
Preferred shares, $0.0001 par value; 1,000,000 shares authorized; none issued and outstanding at June 30, 2024 and December 31, 2023	—	—
Common stock, $0.0001 par value; 220,000,000 shares authorized; 43,444,240 and 42,853,468 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively	4	4
Additional paid-in capital	367,643	365,721
Accumulated deficit	(134,893)	(123,284)
Accumulated other comprehensive (loss) income	(664)	9,249
Total stockholders' equity	232,090	251,690
Total Liabilities and Stockholders' Equity	$ 809,131	$ 825,697

See Notes to Unaudited Condensed Consolidated Financial Statements

Whole Earth Brands, Inc.
Condensed Consolidated Statements of Operations
(In thousands of dollars, except for share and per share data)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Product revenues, net	$ 135,927	$ 132,902	$ 265,427	$ 265,319
Cost of goods sold	95,811	99,522	188,004	199,598
Gross profit	40,116	33,380	77,423	65,721
Selling, general and administrative expenses	25,663	25,634	55,157	50,323
Amortization of intangible assets	4,666	4,697	9,354	9,348
Operating income	9,787	3,049	12,912	6,050
Interest expense, net	(10,985)	(11,063)	(21,844)	(21,767)
Other (expense) income, net	(156)	(256)	74	(885)
Loss before income taxes	(1,354)	(8,270)	(8,858)	(16,602)
Provision (benefit) for income taxes	859	(2,753)	2,751	8,712
Net loss	$ (2,213)	$ (5,517)	$ (11,609)	$ (25,314)
Net loss per share:				
Basic	$ (0.05)	$ (0.13)	$ (0.27)	$ (0.60)
Diluted	$ (0.05)	$ (0.13)	$ (0.27)	$ (0.60)

See Notes to Unaudited Condensed Consolidated Financial Statements

Whole Earth Brands, Inc.
Condensed Consolidated Statements of Comprehensive Income (Loss)
(In thousands of dollars)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Net loss	$ (2,213)	$ (5,517)	$ (11,609)	$ (25,314)
Other comprehensive income (loss), net of tax:				
Net change in pension benefit obligations recognized, net of taxes of $(3), $(4), $(6) and $(8), respectively	(10)	(11)	(20)	(23)
Unrealized gains and losses on cash flow hedges, net of taxes of $ 197, $219, $812 and $219, respectively	572	655	2,349	655
Gains and losses on cash flow hedges reclassified to net income, net of taxes of $(123), $0, $(250), and $0, respectively	(355)	—	(726)	—
Foreign currency translation adjustments	(508)	(2,371)	(11,516)	2,045
Total other comprehensive income (loss), net of tax	(301)	(1,727)	(9,913)	2,677
Comprehensive loss	$ (2,514)	$ (7,244)	$ (21,522)	$ (22,637)

See Notes to Unaudited Condensed Consolidated Financial Statements

Whole Earth Brands, Inc.
Condensed Consolidated Statements of Equity
(In thousands of dollars)
(Unaudited)

	Common Stock		Additional Paid-in	Accumulated	Accumulated Other Comprehensive	Total Stockholders'
	Shares	Amount	Capital	Deficit	Income (Loss)	Equity
Balance at December 31, 2022	41,994,355	$ 4	$ 360,777	$ (85,188)	$ (1,042)	$ 274,551
Net loss	—	—	—	(19,797)	—	(19,797)
Other comprehensive income, net of tax	—	—	—	—	4,404	4,404
Stock-based compensation	—	—	1,792	—	—	1,792
Net share settlements of stock-based awards	250,611	—	(405)	—	—	(405)
Balance at March 31, 2023	42,244,966	4	362,164	(104,985)	3,362	260,545
Net loss	—	—	—	(5,517)	—	(5,517)
Other comprehensive loss, net of tax	—	—	—	—	(1,727)	(1,727)
Stock-based compensation	—	—	2,883	—	—	2,883
Net share settlements of stock-based awards	217,929	—	(349)	—	—	(349)
Balance at June 30, 2023	42,462,895	$ 4	$ 364,698	$ (110,502)	$ 1,635	$ 255,835

	Common Stock		Additional Paid-in	Accumulated	Accumulated Other Comprehensive	Total Stockholders'
	Shares	Amount	Capital	Deficit	Income (Loss)	Equity
Balance at December 31, 2023	42,853,468	$ 4	$ 365,721	$ (123,284)	$ 9,249	$ 251,690
Net loss	—	—	—	(9,396)	—	(9,396)
Other comprehensive loss, net of tax	—	—	—	—	(9,612)	(9,612)
Stock-based compensation	—	—	1,763	—	—	1,763
Net share settlements of stock-based awards	205,073	—	(458)	—	—	(458)
Balance at March 31, 2024	43,058,541	4	367,026	(132,680)	(363)	233,987
Net loss	—	—	—	(2,213)	—	(2,213)
Other comprehensive loss, net of tax	—	—	—	—	(301)	(301)
Stock-based compensation	—	—	832	—	—	832
Net share settlements of stock-based awards	297,508	—	(640)	—	—	(640)
Net share settlements of liability-based awards	88,191	—	425	—	—	425
Balance at June 30, 2024	43,444,240	$ 4	$ 367,643	$ (134,893)	$ (664)	$ 232,090

See Notes to Unaudited Condensed Consolidated Financial Statements

Whole Earth Brands, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands of dollars)
(Unaudited)

	Six Months Ended	
	June 30, 2024	June 30, 2023
Operating activities		
Net loss	$ (11,609)	$ (25,314)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Stock-based compensation	3,039	4,877
Depreciation	3,306	3,473
Amortization of intangible assets	9,354	9,348
Deferred income taxes	177	631
Amortization of debt issuance costs and original issue discount	1,179	1,082
Change in fair value of warrant liabilities	(3)	(62)
Changes in current assets and liabilities:		
Accounts receivable	(743)	(3,351)
Inventories	6,762	1,584
Prepaid expenses and other current assets	(1,314)	(567)
Accounts payable, accrued liabilities and income taxes	(18,468)	12,427
Other, net	472	812
Net cash (used in) provided by operating activities	(7,848)	4,940
Investing activities		
Capital expenditures	(2,286)	(2,728)
Proceeds from the sale of equity method investment	200	—
Net cash used in investing activities	(2,086)	(2,728)
Financing activities		
Proceeds from revolving credit facility	19,000	—
Repayments of revolving credit facility	(12,000)	(4,000)
Repayments of long-term borrowings	(1,875)	(1,875)
Debt issuance costs	—	(440)
Tax withholdings related to net share settlements of stock awards	(1,243)	(754)
Net cash provided by (used in) financing activities	3,882	(7,069)
Effect of exchange rate changes on cash and cash equivalents	327	295
Net change in cash and cash equivalents	(5,725)	(4,562)
Cash and cash equivalents, beginning of period	30,513	28,676
Cash and cash equivalents, end of period	$ 24,788	$ 24,114
Supplemental disclosure of cash flow information		
Interest paid	$ 20,865	$ 20,851
Taxes paid, net of refunds	$ 5,010	$ 2,383

See Notes to Unaudited Condensed Consolidated Financial Statements

Whole Earth Brands, Inc.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

NOTE 1: BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Whole Earth Brands, Inc. and its consolidated subsidiaries ("Whole Earth Brands" or the "Company") is a global industry-leading platform, focused on the "better for you" consumer packaged goods ("CPG") and ingredients space. The Company has a global platform of branded products and ingredients, focused on the consumer transition towards natural alternatives and clean label products.

On June 24, 2020, Act II Global Acquisition Corp., a Cayman Islands exempted company ("Act II"), domesticated into a Delaware corporation (the "Domestication"), and on June 25, 2020 (the "Closing"), consummated the indirect acquisition (the "Business Combination") of (i) all of the issued and outstanding equity interests of Merisant Company ("Merisant"), Merisant Luxembourg Sarl ("Merisant Luxembourg"), Mafco Worldwide LLC ("Mafco Worldwide"), Mafco Shanghai LLC ("Mafco Shanghai"), EVD Holdings LLC ("EVD Holdings"), and Mafco Deutschland GmbH (together with Merisant, Merisant Luxembourg, Mafco Worldwide, Mafco Shanghai, and EVD Holdings, and their respective direct and indirect subsidiaries, "Merisant and Mafco Worldwide"), and (ii) certain assets and liabilities of Merisant and Mafco Worldwide included in the Transferred Assets and Liabilities (as defined in the Purchase Agreement (as hereafter defined)), from Flavors Holdings Inc. ("Flavors Holdings"), MW Holdings I LLC ("MW Holdings I"), MW Holdings III LLC ("MW Holdings III"), and Mafco Foreign Holdings, Inc. ("Mafco Foreign Holdings," and together with Flavors Holdings, MW Holdings I, and MW Holdings III, the "Sellers"), pursuant to that certain Purchase Agreement (the "Purchase Agreement") entered into by and among Act II and the Sellers dated as of December 19, 2019, as amended. In connection with the Domestication, Act II changed its name to "Whole Earth Brands, Inc."

Upon the completion of the Domestication, each of Act II's then-issued and outstanding ordinary shares converted, on aone-for-one basis, into shares of common stock of Whole Earth Brands. Additionally, immediately after the Business Combination, the Company issued an aggregate of 7,500,000 shares of Whole Earth Brands common stock and 5,263,500 private placement warrants (the "Private Warrants") exercisable for2,631,750 shares of Whole Earth Brands common stock to certain investors. On the date of Closing, the Company's common stock and warrants began trading on The Nasdaq Stock Market under the symbols "FREE" and "FREEW," respectively.

Basis of Presentation—The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial reporting. The balance sheet data as of December 31, 2023 was derived from the audited consolidated financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2023 included in the Company's Annual Report on Form 10-K.

In the opinion of management, the financial statements contain all adjustments necessary to state fairly the financial position of the Company as of June 30, 2024 and the results of operations and cash flows for all periods presented. All adjustments in the accompanying unaudited condensed consolidated financial statements, which management believes are necessary to state fairly the financial position, results of operations and cash flows, have been reflected and are of a normal recurring nature. Results of operations for interim periods are not necessarily indicative of results to be expected for the full year.

Principles of Consolidation—The condensed consolidated financial statements include the accounts of Whole Earth Brands, Inc., and its indirect and wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates—The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the unaudited condensed consolidated financial statements and accompanying notes. Actual results could differ from these estimates.

Accounting Standards Not Yet Adopted—The Company qualifies as an emerging growth company (an "EGC") and as such, has elected the extended transition period for complying with certain new or revised accounting pronouncements. During the extended transition period, the Company is not subject to certain new or revised accounting standards applicable to public companies.

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". The standard expands segment disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of adopting ASU 2023-07 on its consolidated financial statement disclosures.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". The standard requires enhanced disclosure and greater disaggregation of information related to the effective tax rate reconciliation and income taxes paid. The standard is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of adopting ASU 2023-09 on its consolidated financial statement disclosures.

NOTE 2: MERGER

On February 12, 2024, the Company entered into an Agreement of Merger (the "Merger Agreement") with Ozark Holdings, LLC, a Delaware limited liability company ("Parent") and Sweet Oak Merger Sub, LLC, a Delaware limited liability company and a wholly-owned subsidiary of Parent ("Merger Sub"). Upon the terms and subject to the conditions set forth in the Merger Agreement, upon the closing of the transaction, Merger Sub is expected to merge with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly-owned subsidiary of Parent. The transaction is expected to close in the third calendar quarter of 2024, subject to the satisfaction of closing conditions contained in the Merger Agreement, including approval of the Merger by (a) the holders of a majority in voting power of the Company's outstanding common stock, voting as a single class, and (b) the holders of sixty-six and two-thirds percent of the outstanding common stock not owned by Parent or any Parent Affiliated Persons (as defined in the Merger Agreement). Subsequent to completion of the transaction, the Company's common stock will no longer be publicly listed and the Company will become a privately-held company. Subject to the terms and conditions of the Merger Agreement, at the effective time of the Merger (the "Effective Time"):

- each share of the Company's common stock issued and outstanding immediately prior to the Effective Time (other than (i) shares of common stock owned by the Company, its wholly owned subsidiaries, Parent or any of Parent's affiliates and (ii) dissenting shares of common stock) will be converted into the right to receive cash consideration equal to $4.875 per share of common stock (the "Per Share Merger Consideration");
- each warrant to purchase shares of common stock outstanding immediately prior to the Effective Time shall, without any action on the part of the holder thereof, cease to represent a warrant to purchase shares of common stock and instead represent a right by the holder upon any subsequent exercise of such warrant to receive the Per Share Merger Consideration, provided that if the holder of such warrant properly exercises such warrant within 30 days following the public disclosure of the consummation of the Merger in a current report on Form 8-K, the exercise price of such warrant will be reduced by an amount equal to the difference (but in no event less than zero) of (i) the exercise price of such warrant in effect prior to such reduction minus (ii) (A) the Per Share Merger Consideration minus (B) the Black-Scholes value of such warrant;
- each award of restricted common stock will become immediately fully vested and treated as a share of common stock issued and outstanding immediately prior to the Effective Time;
- each restricted stock unit award with respect to shares of common stock will become fully vested and, after giving effect to such vesting, automatically be cancelled and converted into the right to receive an amount in cash (less any applicable tax withholding) equal to (A) the total number of shares of common stock underlying such award, *multiplied by* (B) the Per Share Merger Consideration; and
- each performance-based restricted stock unit award with respect to shares of common stock will become fully vested based on target level achievement of all performance targets (without application of any modifier) and, after giving effect to such vesting, automatically be cancelled and converted into the right to receive an amount in cash (less any applicable tax withholding) equal to (Y) the total number of shares of common stock underlying such award, *multiplied by* (Z) the Per Share Merger Consideration.

The Merger Agreement contains customary representations, warranties and covenants of the Company, Parent and Merger Sub, including, among others, covenants by the Company (i) to conduct its business in the ordinary course during the period between the execution of the Merger Agreement and consummation of the Merger and (ii) not to engage in certain expressly enumerated transactions during such period. Under the terms of the Merger Agreement, the Company is subject to a customary "no-shop" provision that restricts the Company and its representatives from soliciting a Takeover Proposal (as defined in the Merger Agreement) from third parties or providing information to or participating in any discussions or negotiations with third parties regarding any Takeover Proposal. However, prior to the receipt of the requisite approval of the holders of common stock, the "no-shop" provision permits the Company, under certain circumstances and in compliance with certain obligations set forth in the Merger Agreement, to provide non-public information and engage in discussions and negotiations with respect to an unsolicited Takeover Proposal that would reasonably be expected to lead to a Superior Proposal (as defined in the Merger Agreement).

The Merger Agreement also contains certain termination rights for the Company and Parent, with a termination fee of $20 million payable by the Company to Parent under certain circumstances and a termination fee of $40 million payable by Parent to the Company under certain circumstances. In addition, the Company or Parent may terminate the Merger Agreement if the Merger is not consummated by August 12, 2024.

The Merger Agreement, the Merger and the transactions contemplated thereby were (i) unanimously recommended by a special committee of the board of directors of the Company (the "Board"), consisting solely of disinterested members of the Board, on February 12, 2024 and (ii) unanimously approved by the disinterested members of the Board on February 12, 2024.

The Company's directors and executive officers may have interests in the Merger that may be different from, or in addition to, the interests of the Company's stockholders generally. The following is a summary of the interests that certain of the Company's directors and executive officers have in connection with the Merger:

- Parent is controlled by Sir Martin Franklin, the father of Michael E. Franklin, a director. Additionally, Mr. Michael Franklin holds a profits interest in Sababa Holdings FREE LLC, which is an affiliate of Parent and Merger Sub. Mr. Michael Franklin also has the title of Partner in Mariposa Capital, LLC, which is the manager of Parent and Merger Sub. The Company has been advised by Parent that, following the consummation of the Merger, Mr. Michael Franklin may have a senior management position with the surviving company.
- On February 12, 2024, Irwin D. Simon, the Executive Chairman of the Board, entered into a consulting agreement with Parent and the Company, pursuant to which Mr. Simon will provide certain transitional services to the Company following the consummation of the Merger for a term of six months, unless extended or renewed, and will be entitled to a consulting fee of $1.4 million to be paid on the closing date of the Merger.
- Certain executive officers including the Co-Chief Executive Officers (Rajnish Ohri and Jeffrey Robinson), the Chief Financial Officer (Bernardo Fiaux), and the Chief Accounting Officer (Brian Litman) have entered into Transaction Bonus Agreements with the Company under which they are eligible to receive a cash bonus contingent upon the closing of a "Change in Control" of the Company (as defined in the Transaction Bonus Agreements), so long as such Change in Control occurs on or before December 31, 2024.
- Each member of the Board, with the exception of Mr. Franklin, received a special one-time fee for their services in connection with the Merger for Mr. Simon, this fee was in the amount of $100,000; for Steven M. Cohen, this fee was in the amount of $130,000; for Denise M. Faltischek, this fee was in the amount of $120,000; for Ira J. Lamel, this fee was in the amount of $35,000; and for Anuraag Agarwal and Michael F. Goss, this fee was in the amount of $25,000).
- The vesting of certain unvested equity awards held by certain of the Company's directors and executive officers will accelerate upon the effectiveness of the Merger.
- Each of the Company's directors and officers are entitled to continued indemnification and insurance coverage under the Merger Agreement and indemnification agreements between us and such individuals.

The foregoing descriptions of the Merger, the Merger Agreement, and the transactions contemplated thereby are not complete and are qualified in their entirety by the full text of the Merger Agreement, which is incorporated by reference as an exhibit to this report. For more information about the Merger, the Merger Agreement, and the transactions contemplated thereby, see the definitive proxy statement filed by the Company with the Securities and Exchange Commission on June 24, 2024.

NOTE 3: INVENTORIES

Inventories consisted of the following (in thousands):

	June 30, 2024	December 31, 2023
Raw materials and supplies	$ 113,912	$ 125,421
Work in process	983	1,505
Finished goods	86,430	82,345
Total inventories	$ 201,325	$ 209,271

NOTE 4: GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill and other intangible assets consisted of the following (in thousands):

	June 30, 2024			December 31, 2023		
	Gross Amount	Accumulated Amortization	Net Amount	Gross Amount	Accumulated Amortization	Net Amount
Other intangible assets subject to amortization						
Customer relationships (useful life of 5 to 10 years)	$ 105,259	$ (43,810)	$ 61,449	$ 105,616	$ (38,074)	$ 67,542
Tradenames (useful life of 25 years)	171,642	(25,829)	145,813	174,495	(22,801)	151,694
Total	$ 276,901	$ (69,639)	207,262	$ 280,111	$ (60,875)	219,236
Other intangible assets not subject to amortization						
Product formulations			10,700			10,700
Total other intangible assets, net			217,962			229,936
Goodwill			186,520			193,610
Total goodwill and other intangible assets			$ 404,482			$ 423,546

At June 30, 2024 and December 31, 2023, goodwill at Branded CPG was $182.9 million and $190.0 million, respectively. At June 30, 2024 and December 31, 2023, goodwill at Flavors & Ingredients was $3.6 million and $3.7 million, respectively. The change in the goodwill balances is due to fluctuations in foreign exchange rates.

The amortization expense for intangible assets was $4.7 million and $9.4 million for the three and six months ended June 30, 2024, respectively, and $4.7 million and $9.3 million for the three and six months ended June 30, 2023, respectively.

Amortization expense relating to amortizable intangible assets as of June 30, 2024 for the next five years is expected to be as follows (in thousands):

Remainder of 2024	$ 9,350
2025	18,455
2026	18,223
2027	17,013
2028	15,027
2029	14,231

Whole Earth Brands, Inc.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

NOTE 5: DEBT

Debt consisted of the following (in thousands):

	June 30, 2024		December 31, 2023	
Term loan, due 2028	$	362,812	$	364,688
Revolving credit facility, due 2026		71,000		64,000
Less: current portion		(3,750)		(3,750)
Less: unamortized discount and debt issuance costs		(6,229)		(7,009)
Total long-term debt	$	423,833	$	417,929

Loan Agreement—At both June 30, 2024 and December 31, 2023, the Company's senior secured loan agreement consisted of a senior secured term loan facility (the "Term Loan Facility") of $375 million and a revolving credit facility of up to $125 million (the "Revolving Facility," and together with the Term Loan Facility, the "Credit Facilities"). As of June 30, 2024 and December 31, 2023, term loan borrowings were $356.6 million and $357.7 million, respectively, net of unamortized discount and debt issuance costs of $6.2 million and $7.0 million, respectively. There were $71.0 million and $64.0 million of borrowings under the revolving credit facility as of June 30, 2024 and December 31, 2023, respectively. Additionally, as of June 30, 2024 and December 31, 2023, the Company's unamortized debt issuance costs related to the revolving credit facility were $1.3 million and $1.7 million, respectively, which are included in other assets in the condensed consolidated balance sheet. As of both June 30, 2024 and December 31, 2023, there were $3.3 million of outstanding letters of credit that reduced the Company's availability under the revolving credit facility. See Note 7 to the Company's consolidated financial statements in its Annual Report on Form 10-K for the year ended December 31, 2023 for further information and significant terms and conditions associated with the Term Loan Facility and Revolving Facility.

On June 15, 2022, the Company and certain of its subsidiaries entered into a first amendment (the "First Amendment") to the Amended and Restated Loan Agreement dated as of February 5, 2021 (the "Amended and Restated Loan Agreement"). The First Amendment increased the aggregate principal amount of the Revolving Credit Facility from $75 million to $125 million (the "Amended Revolving Credit Facility") and transitioned from LIBOR to Secured Overnight Financing Rate ("SOFR") as the benchmark for purposes of calculating interest for all loans outstanding under the Amended and Restated Loan Agreement. At the election of the Company, loans outstanding under the Amended and Restated Loan Agreement will accrue interest at a rate per annum equal to (i) term SOFR plus 0.10%, 0.15%, or 0.25% in case of, respectively, a one-month, three-month, or six-month interest period ("Adjusted Term SOFR"), or (ii) the greater of the prime rate, the federal funds effective rate plus 0.50%, and one-month Adjusted Term SOFR plus 1.00%, in each case plus the applicable margin which is equal to (i) with respect to Amended Revolving Credit Facility and letters of credit, (A) 2.75%, in the case of base rate advances, and (B) 3.75% in the case of SOFR advances, and (ii) with respect to the Term Loan Facility, (A) 3.50%, in the case of base rate advances, and (B) 4.50% in the case of SOFR advances, with a SOFR floor of 1.00%. In connection with the Amendment, the Company paid fees and incurred transaction costs of $0.7 million, all of which was deferred. The transition to SOFR did not materially impact the interest rates applied to the Company's borrowings. No other material changes were made to the terms of the Company's Amended and Restated Loan Agreement as a result of the First Amendment.

On April 24, 2023, the Company and certain of its subsidiaries entered into a second amendment (the "Second Amendment") to the Amended and Restated Loan Agreement. The Second Amendment changed the maximum consolidated total leverage ratio covenant as follows: (i) the consolidated total leverage ratio temporarily increased by 0.25 turns for the first quarter of 2023, 0.5 turns on a quarterly basis through the fourth quarter of 2023, and 0.25 turns in the first quarter of 2024; and (ii) beginning in the second quarter of 2024, the consolidated total leverage ratio returned to a level not to exceed 5.5x. No other material changes were made in terms of the Company's Amended and Restated Agreement as a result of the Second Amendment.

On October 5, 2023, the Company and certain of its subsidiaries entered into a third amendment (the "Third Amendment") to the Amended and Restated Loan Agreement. The Third Amendment revised a clause in the definition of consolidated EBITDA used for determining compliance with financial covenants effective beginning with the second quarter of 2023 through the first quarter of 2024. The amendment did not impact the calculation of consolidated EBITDA previously determined for the second quarter of 2023.

NOTE 6: WARRANTS

As of the date of the Business Combination, the Company had approximately 20,263,500 warrants outstanding, consisting of (i) 15,000,000 public warrants originally sold as part of the units issued in Act II's initial public offering (the "Public Warrants") and (ii) 5,263,500 Private Warrants that were sold by Act II to the PIPE Investors in conjunction with the Business Combination (collectively with the Public Warrants, the "Warrants"). Each warrant is exercisable for one-half of one share of the Company's common stock at a price of $11.50 per whole share, subject to adjustment. Warrants may only be exercised for a whole number of shares as no fractional shares will be issued. As of both June 30, 2024 and December 31, 2023, the Company had 20,193,120 Public Warrants outstanding and 70,180 Private Warrants outstanding. There were no Warrants exercised for shares of the Company's common stock in the six months ended June 30, 2024 and 2023.

NOTE 7: FAIR VALUE MEASUREMENTS

The Company measures and records in its consolidated financial statements certain assets and liabilities at fair value. ASC Topic 820 "Fair Value Measurement and Disclosures," establishes a fair value hierarchy for instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company's own assumptions (unobservable inputs). This hierarchy consists of the following three levels:

- Level 1 – Assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market.
- Level 2 – Assets and liabilities whose values are based on inputs other than those included in Level 1, including quoted market prices in markets that are not active; quoted prices of assets or liabilities with similar attributes in active markets; or valuation models whose inputs are observable or unobservable but corroborated by market data.
- Level 3 – Assets and liabilities whose values are based on valuation models or pricing techniques that utilize unobservable inputs that are significant to the overall fair value measurement.

Certain assets are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

Current Assets and Other Financial Assets and Liabilities—Cash and cash equivalents, trade accounts receivable and trade accounts payable are measured at carrying value, which approximates fair value because of the short-term maturities of these instruments. Certain of the Company's cash equivalents are held in money market funds and are valued using Net Asset Value.

Investment in Securities—The Company has assets in an investment fund that holds surplus funds from its terminated qualified pension plan that is being used to fund contributions to the defined contribution plan at Flavors & Ingredients and is presented in other assets in the condensed consolidated balance sheet. The investment is classified as available-for-sale and carried at fair market value. At June 30, 2024, both the estimated fair value and cost basis of the investment fund was $1.9 million. At December 31, 2023, both the estimated fair value and cost basis of the investment fund was $2.2 million. The estimated fair value of the investment fund utilized Level 2 inputs.

Debt—The Company measures its term loan and revolving facilities at original carrying value, net of unamortized deferred financing costs and fees. At June 30, 2024, the estimated fair value of the term loan was $362.8 million as compared to a carrying value of $356.6 million. At December 31, 2023, the estimated fair value of the term loan was $317.3 million as compared to a carrying value of $357.7 million. The estimated fair value of the outstanding principal balance of the term loan utilized Level 2 inputs as it is based on quoted market prices for identical or similar instruments. The fair value of the revolving facility at both June 30, 2024 and December 31, 2023 approximated carrying value.

On June 9, 2023, the Company entered into an interest rate swap with a notional value of $183.3 million that matures on February 5, 2026 to exchange variable for fixed rate interest payments related to the Term Loan Facility. The effective date of the interest rate swap was June 30, 2023. The interest rate swap is designated as a cash flow hedge and is considered highly effective. As a result, no ineffectiveness has been recognized in the condensed consolidated statement of operations during the three and six months ended June 30, 2024. As of June 30, 2024, the fair value of the interest rate swap was recorded in other assets in the condensed consolidated balance sheet in the amount of approximately $1.2 million with the unrealized gain recognized in other comprehensive income (loss). The change in fair value will subsequently be reclassified from other comprehensive income (loss) to interest expense, net in the periods when the hedge transaction affects earnings. Realized gains, net of tax of $0.4 million and $0.7 million, respectively, were reclassified to net income in the three and six months ended June 30, 2024. As of June 30, 2024, the Company expects approximately $1.3 million of the unrealized gain to be reclassified from other comprehensive income (loss) to interest expense, net over the next twelve months. The interest rate swap fair value is considered Level 2 within the fair value hierarchy as it includes quoted market prices for similar instruments as well as interest rates and yield curves that are observable in the market.

NOTE 8: COMMITMENTS AND CONTINGENCIES

The Company is subject to various claims, pending and possible legal actions for product liability and other damages, and other matters arising out of the conduct of the business. The Company believes, based on current knowledge and consultation with counsel, that the outcome of such claims and actions will not have a material adverse effect on the Company’s condensed consolidated financial position or results of operations.

NOTE 9: INCOME TAXES

The Company’s provision for income taxes consists of U.S., state and local, and foreign taxes. The Company has significant operations in various locations outside the U.S. The annual effective tax rate is a composite rate reflecting the earnings in the various locations at their applicable statutory tax rates. At each interim period, the Company updates its estimate of the annual effective tax rate and records cumulative adjustments as necessary. The Company has historically calculated the provision for income taxes during interim reporting periods by applying an estimate of the annual effective tax rate for the full year to “ordinary” income or loss (pre-tax income or loss excluding unusual or infrequently occurring discrete items) for the reporting period. ASC 740, “Income Taxes,” allows the use of the year-to-date effective tax rate (the “discrete method”) when a reliable estimate of the estimated annual effective tax rate cannot be made. During the first quarter of 2024, the Company determined the use of the discrete method is more appropriate than the annual effective tax rate method due to sensitivity to small changes to projected pre-tax earnings, which resulted in significant variations in the customary relationship between income tax expense and pre-tax earnings. As such, the Company has discretely calculated the income tax provision based on its pre-tax earnings for the three and six months ended June 30, 2024.

The Company’s income tax provision was $0.9 million for the three months ended June 30, 2024. The effective tax rate for the three months ended June 30, 2024 was (63.4%) on a pre-tax loss of $1.4 million. The effective tax rate differs from the statutory federal rate of 21% primarily due to an increase in the valuation allowance related to interest expense for which deductibility is limited under IRC §163(j), foreign income at different rates, non-deductible permanent differences, and state and local taxes recorded during the period.

The Company’s income tax provision was $2.8 million for the six months ended June 30, 2024. The effective tax rate for the six months ended June 30, 2024 was (31.1%) on a pre-tax loss of $8.9 million. The effective tax rate differs from the statutory federal rate of 21% primarily due to an increase in the valuation allowance related to interest expense for which deductibility is limited under Section 163(j) of the Internal Revenue Code (“IRC §163(j)”), foreign income at different rates, non-deductible permanent differences, and state and local taxes recorded during the period.

The Company’s income tax benefit was $2.8 million for the three months ended June 30, 2023, which includes a discrete tax provision of $0.3 million related primarily to tax expense for a shortfall on the tax benefits on stock-based awards that have vested and the remeasurement of state deferred taxes as a result of state law changes enacted during the quarter. The effective tax rate for the three months ended June 30, 2023 was 33.3% on a pre-tax loss of $8.3 million. The effective tax rate differs from the statutory federal rate of 21% primarily due to foreign income at different rates, permanent differences, and the discrete tax provision described above.

The Company's income tax provision was $8.7 million for the six months ended June 30, 2023, which includes a discrete tax provision of $1.3 million related primarily to tax expense for a shortfall of the tax benefits on stock-based awards that have vested and the remeasurement of state deferred taxes as a result of state law changes enacted during the first half of 2023. The effective tax rate for the six months ended June 30, 2023 was (52.5%) on a pre-tax loss of $16.6 million which differs from the statutory federal rate of 21% primarily due to an increase in the valuation allowance related to interest expense for which deductibility is limited under IRC §163(j), foreign income at different rates, non-deductible permanent differences, state and local taxes, and the U.S. tax effect of international operations including Global Intangible Low-Taxed Income recorded during the period, and the discrete tax provision described above.

At both June 30, 2024 and December 31, 2023, the Company had an uncertain tax position liability of $0.2 million, including interest and penalties. The unrecognized tax benefits include amounts related primarily to various state tax issues.

NOTE 10: STOCK-BASED COMPENSATION

On June 24, 2020, the Whole Earth Brands, Inc. 2020 Long-Term Incentive Plan (the "2020 Plan") was approved for the purpose of promoting the long-term financial interests and growth of the Company and its subsidiaries by attracting and retaining management and other personnel and key service providers. On June 8, 2023, the Company's stockholders' approved the Amended and Restated Whole Earth Brands, Inc. 2020 Long-Term Incentive Plan (the "Amended 2020 Plan"), which increased the number of shares authorized under the Amended 2020 Plan by 4,000,000 shares. Subsequent to the amendment and restatement, an aggregate of 13,300,000 shares of common stock are authorized for issuance under the Amended 2020 Plan. The Plan provides for the granting of stock options ("SOs"), stock appreciation rights ("SARs"), restricted stock awards ("RSAs"), restricted stock units ("RSUs"), performance shares, performance share units ("PSUs") and other stock-based awards to officers, employees and non-employee directors of, and certain other service providers to, the Company and its subsidiaries. These awards are settled in shares of the Company's stock and therefore classified as equity awards.

RSUs generally vest ratably on the anniversary of the grant date over a period of one to three years, depending on the specific terms of each RSU agreement.

PSU awards generally cliff vest subsequent to the completion of the cumulative three-year performance period, depending on the period specified in each respective PSU agreement. The number of PSUs that ultimately vest depends on the Company's performance relative to specified cumulative financial targets established for each grant and are expected to be settled in stock.

Stock-based compensation expense for the three and six months ended June 30, 2024 was $1.0 million and $3.0 million, respectively. Stock-based compensation expense for the three and six months ended June 30, 2023 was $3.1 million and $4.9 million, respectively.

A summary of activity and weighted average fair values related to the RSUs is as follows:

	Six Months Ended June 30, 2024	
	Shares	**Weighted Average Grant Date Fair Value (per share)**
Outstanding at December 31, 2023	2,116,671	$ 3.19
Granted	26,954	3.71
Vested	(694,796)	3.58
Forfeited	(18,496)	2.87
Outstanding and nonvested at June 30, 2024	1,430,333	$ 3.02

Whole Earth Brands, Inc.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

A summary of activity and weighted average fair values related to the RSAs is as follows:

	Six Months Ended June 30, 2024	
	Shares	Weighted Average Grant Date Fair Value (per share)
Outstanding at December 31, 2023	214,556	$ 5.06
Vested	(73,276)	6.96
Outstanding and nonvested at June 30, 2024	141,280	$ 4.07

A summary of activity and weighted average fair values related to the PSUs is as follows:

	Six Months Ended June 30, 2024	
	Shares	Weighted Average Grant Date Fair Value (per share)
Outstanding at December 31, 2023	1,530,360	$ 4.21
Vested	(208,362)	3.75
Forfeited	(25,211)	3.50
Outstanding and nonvested at June 30, 2024	1,296,787	$ 3.19

As of June 30, 2024, the Company had not yet recognized compensation costs on nonvested awards as follows (in thousands):

	Unrecognized Compensation Cost	Weighted Avg. Remaining Recognition Period (in years)
Nonvested awards	$ 4,894	1.28

The nonvested awards excludes unvested PSUs that are deemed not probable of vesting constituting $2.2 million of unrecognized compensation expense at June 30, 2024.

NOTE 11: EARNINGS PER SHARE

Basic earnings (loss) per common share ("EPS") is calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Warrants issued are not considered outstanding at the date of issuance. RSUs and RSAs also are not considered outstanding until they have vested. Contingently issuable shares associated with outstanding PSUs that have cliff vesting based on achievement of a performance condition were not included in the earnings per share calculations for the periods presented as the applicable vesting conditions had not been satisfied.

Diluted EPS is calculated by dividing net income (loss) by the weighted average shares outstanding assuming dilution. Dilutive common shares outstanding is computed using the treasury stock method and reflects the additional shares that would be outstanding if dilutive warrants were exercised and restricted stock units and restricted stock awards were settled for common shares during the period.

For warrants that are liability-classified, during the periods when the impact would be dilutive, the Company assumes share settlement of the instruments as of the beginning of the reporting period and adjusts the numerator to remove the change in the fair value of warrant liability and adjusts the denominator to include the dilutive shares using the treasury stock method.

Whole Earth Brands, Inc.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

The computation of basic and diluted earnings (loss) per common share is shown below (in thousands, except for share and per share data):

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
EPS numerator:				
Net (loss) income attributable to common shareholders	$ (2,213)	$ (5,517)	$ (11,609)	$ (25,314)
EPS denominator:				
Weighted average shares outstanding - basic	43,268,822	42,339,642	43,076,597	42,198,060
Effect of dilutive securities	—	—	—	—
Weighted average shares outstanding - diluted	43,268,822	42,339,642	43,076,597	42,198,060
Net (loss) earnings per share:				
Basic	$ (0.05)	$ (0.13)	$ (0.27)	$ (0.60)
Diluted	$ (0.05)	$ (0.13)	$ (0.27)	$ (0.60)

For the three and six months ended June 30, 2024,20,263,300 warrants, 1,430,333 RSUs, and 141,280 RSAs were excluded from the diluted EPS calculation because they were determined to be anti-dilutive. For the three and six months ended June 30, 2023, 20,263,300 warrants, 3,192,834 RSUs, and 116,608 RSAs were excluded from the diluted EPS calculation because they were determined to be anti-dilutive. Additionally, at June 30, 2024 and 2023, 1,296,787 and 2,358,504 PSUs, respectively, were excluded from the diluted EPS calculation because they are subject to performance conditions that were not satisfied.

NOTE 12: ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes accumulated other comprehensive income (loss) ("AOCI"), net of taxes, by component (in thousands):

	Net Currency Translation Gains (Losses)	Cash Flow Hedges	Funded Status of Benefit Plans	Total Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2022	$ (4,711)	$ —	$ 3,669	$ (1,042)
Other comprehensive income before reclassifications	4,416	—	—	4,416
Amounts reclassified from AOCI	—	—	(12)	(12)
Balance at March 31, 2023	(295)	—	3,657	3,362
Other comprehensive (loss) income before reclassifications	(2,371)	655	—	(1,716)
Amounts reclassified from AOCI	—	—	(11)	(11)
Balance at June 30, 2023	$ (2,666)	$ 655	$ 3,646	$ 1,635
Balance at December 31, 2023	$ 7,076	$ (748)	$ 2,921	$ 9,249
Other comprehensive (loss) income before reclassifications	(11,008)	1,777	—	(9,231)
Amounts reclassified from AOCI	—	(371)	(10)	(381)
Balance at March 31, 2024	(3,932)	658	2,911	(363)
Other comprehensive (loss) income before reclassifications	(508)	572	—	64
Amounts reclassified from AOCI	—	(355)	(10)	(365)
Balance at June 30, 2024	$ (4,440)	$ 875	$ 2,901	$ (664)

NOTE 13: RELATED PARTY TRANSACTIONS

In December 2019, Wholesome entered into a partnership agreement with Sucro Can International, LLC ("Sucro") to form WS Services, LLC ("WS Services"), in which Wholesome received a 50% interest and accounted for the partnership as an equity method investment. On December 31, 2023, Wholesome sold its 50% partnership interest to Sucro and exited the partnership in exchange for a $0.2 million promissory note that was due and received on March 30, 2024. During the three and six months ended June 30, 2023, the Company expensed $0.2 million and $0.4 million, respectively, related to costs incurred by WS Services for Wholesome's use of a warehouse space for storage of raw materials. The Company had a liability to WS Services of approximately $0.1 million as of December 31, 2023.

On February 12, 2024, the Company entered into an Agreement of Merger with Ozark Holdings, LLC and Sweet Oak Merger Sub, LLC, which is a wholly-owned subsidiary of Ozark Holdings, LLC. Ozark Holdings, LLC owns Royal Oak Enterprises, LLC and is controlled by Sir Martin E. Franklin, who is an immediate family member of Mr. Michael Franklin, a current director and former CEO of the Company. See Note 2 for further information.

NOTE 14: BUSINESS SEGMENTS

The Company has two reportable segments: Branded CPG and Flavors & Ingredients. In addition, the Company's corporate office functions are reported and included under Corporate. Corporate is not a reportable or operating segment but is included for reconciliation purposes and includes the costs for the corporate office administrative activities as well as transaction-related and other costs. The Company does not present assets by reportable segments as they are not reviewed by the Chief Operating Decision Maker for purposes of assessing segment performance and allocating resources.

Whole Earth Brands, Inc.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

The following table presents selected financial information relating to the Company’s business segments (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Product revenues, net				
Branded CPG	$ 103,381	$ 102,301	$ 201,834	$ 204,311
Flavors & Ingredients	32,546	30,601	63,593	61,008
Total product revenues, net	$ 135,927	$ 132,902	$ 265,427	$ 265,319
Operating income				
Branded CPG	$ 8,363	$ 1,461	$ 13,346	$ 618
Flavors & Ingredients	8,196	9,005	16,786	18,541
	16,559	10,466	30,132	19,159
Corporate	(6,772)	(7,417)	(17,220)	(13,109)
Total operating income	$ 9,787	$ 3,049	$ 12,912	$ 6,050

The following table presents disaggregated revenue information for the Company (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Branded CPG:				
North America	$ 73,329	$ 69,307	$ 146,068	$ 143,361
Europe	17,799	19,691	32,587	35,660
India, Middle East and Africa	3,465	3,986	6,077	7,139
Asia-Pacific	5,298	5,497	10,107	11,312
Latin America	3,490	3,820	6,995	6,839
Flavors & Ingredients	32,546	30,601	63,593	61,008
Total product revenues, net	$ 135,927	$ 132,902	$ 265,427	$ 265,319

NOTE 15: SUBSEQUENT EVENTS

The Merger Agreement, the Merger and the transactions contemplated thereby were approved by (a) the holders of a majority in voting power of the Company’s outstanding common stock, voting as a single class, and (b) the holders of sixty-six and two-thirds percent of the outstanding common stock not owned by Parent or any Parent Affiliated Persons (as defined in the Merger Agreement) at a special meeting of stockholders held by the Company on July 31, 2024.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of financial condition and results of operations should be read together with our consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2023 ("2023 Annual Report") and our unaudited condensed consolidated financial statements and the related notes appearing elsewhere in this Quarterly Report.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Exchange Act (the "Exchange Act") concerning us and other matters. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of management, as well as assumptions made by, and information currently available to, management.

Forward-looking statements may be accompanied by words such as "achieve," "aim," "anticipate," "believe," "can," "continue," "could," "drive," "estimate," "expect," "forecast," "future," "grow," "improve," "increase," "intend," "may," "outlook," "plan," "possible," "potential," "predict," "project," "should," "target," "will," "would," or similar words, phrases or expressions. These forward-looking statements are subject to risks, uncertainties and other factors, many of which are outside of our control, which could cause actual results to differ materially from the results contemplated by the forward-looking statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, our ability to achieve or maintain profitability; inflation and the Company's ability to offset rising costs through pricing and productivity effectively; the projected financial information, anticipated growth rate, and market opportunity of our Branded CPG and Flavors & Ingredients business segments; the ability to maintain the listing of our securities on Nasdaq; the potential liquidity and trading of our public securities; our expected capital requirements and the availability of additional financing; our ability to attract or retain highly qualified personnel, including in accounting and finance roles; extensive and evolving government regulations that impact the way we operate; factors relating to the business, operations and financial performance of our Branded CPG and Flavors & Ingredients segments; the ongoing conflicts in Ukraine and the Middle East and related economic disruptions and new governmental regulations on our business, including but not limited to the potential impact on our sales, operations and supply chain; adverse changes in the global or regional general business, political and economic conditions, including the impact of continuing uncertainty and instability in certain countries, that could materially affect our global markets and the potential adverse economic impact and related uncertainty caused by these items; our ability to continue to use, maintain, enforce, protect and defend owned and licensed intellectual property, including the Whole Earth® brand; risks associated with the Merger (as defined below), including the ability of the parties to satisfy the conditions precedent and consummate the Merger, the timing of consummation of the Merger, the ability of the parties to obtain the financing required to consummate the Merger, the ability to achieve anticipated benefits and savings, potential disruption of management's attention, and any legal proceedings related to the proposed Merger; and such other factors as discussed throughout, including in Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, in Part II, Item 1A. Risk Factors of this Quarterly Report on Form 10-Q and, with respect to the Merger, see the definitive proxy statement initially filed by the Company with the Securities and Exchange Commission on June 24, 2024.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, our information may be incomplete or limited, and we cannot guarantee future results. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

Overview

We are a global food company enabling healthier lifestyles and providing access to high-quality, plant-based sweeteners, flavor enhancers and other foods through our diverse portfolio of trusted brands and delicious products. We operate a proven platform organized into two reportable segments.

- **Branded CPG**, comprised of our Merisant division of operating companies, Wholesome and Swerve, is a global CPG business focused on building a branded portfolio oriented toward serving customers seeking better-for-you sweeteners across the zero calorie, plant-based, organic, non GMO, and Fair Trade spaces in zero/low calorie sweeteners, sugar, honey, agave and baking mix, and baking chocolate segments. Our Branded CPG products are sold under both our flagship brands, as well as local and private label brands. Our global flagship brands include Whole Earth®, Pure Via®, Wholesome®, Swerve®, Canderel®, Equal® and existing branded adjacencies.

- **Flavors & Ingredients**, comprised of our Mafco Worldwide division of operating companies, is a global, business-to-business focused operation with a long history as a trusted supplier of essential, functional ingredients to some of the CPG industry's largest and most demanding customers. Our products provide a variety of solutions for our customers including flavor enhancement, flavor / aftertaste masking, moisturizing, product mouthfeel modification and skin soothing characteristics. Our Flavors & Ingredients segment operates our licorice-derived products business.

Agreement and Plan of Merger

On February 12, 2024, we entered into an Agreement ofMerger (the "Merger Agreement") with Ozark Holdings, LLC, a Delaware limited liability company ("Parent") and Sweet Oak Merger Sub, LLC, a Delaware limited liability company and a wholly-owned subsidiary of Parent ("Merger Sub"). Upon the terms and subject to the conditions set forth in the Merger Agreement, upon the closing of the transaction, Merger Sub is expected to merge with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly-owned subsidiary of Parent. On July 31, 2024, we held a special meeting of stockholders at which the Merger Agreement, the Merger and the transactions contemplated thereby were approved by (a) the holders of a majority in voting power of our outstanding common stock, voting as a single class, and (b) the holders of sixty-six and two-thirds percent of the outstanding common stock not owned by Parent or any Parent Affiliated Persons (as defined in the Merger Agreement). Subject to the satisfaction of closing conditions contained in the Merger Agreement, the transaction is expected to close in the third quarter of 2024. See Note 2 to our unaudited condensed consolidated financial statements and the definitive proxy statement, filed by the Company with the Securities and Exchange Commission on June 24, 2024, for more information on the Merger Agreement and the transactions contemplated thereby, including the Merger.

Results of Operations

Consolidated

	Three Months Ended			Six Months Ended		
(In thousands)	June 30, 2024	June 30, 2023	Change	June 30, 2024	June 30, 2023	Change
Product revenues, net	$ 135,927	$ 132,902	+2.3 %	$ 265,427	$ 265,319	— %
Cost of goods sold	95,811	99,522	-3.7 %	188,004	199,598	-5.8 %
Gross profit	40,116	33,380	+20.2 %	77,423	65,721	+17.8 %
Selling, general and administrative expenses	25,663	25,634	+0.1 %	55,157	50,323	+9.6 %
Amortization of intangible assets	4,666	4,697	-0.7 %	9,354	9,348	+0.1 %
Operating income	9,787	3,049	*	12,912	6,050	*
Interest expense, net	(10,985)	(11,063)	-0.7 %	(21,844)	(21,767)	+0.4 %
Other (expense) income, net	(156)	(256)	-39.1 %	74	(885)	*
Loss before income taxes	(1,354)	(8,270)	-83.6 %	(8,858)	(16,602)	-46.6 %
Provision (benefit) for income taxes	859	(2,753)	*	2,751	8,712	-68.4 %
Net loss	$ (2,213)	$ (5,517)	-59.9 %	$ (11,609)	$ (25,314)	-54.1 %

* Represents positive or negative change equal to, or in excess of 100%

Three Months Ended June 30, 2024 Compared to Three Months Ended June 30, 2023

Product revenues, net. Product revenues, net for the three months ended June 30, 2024 were $135.9 million, an increase of $3.0 million, or 2.3%, from $132.9 million for the three months ended June 30, 2023 due to a $1.9 million increase in product revenues at Flavors & Ingredients and a $1.1 million increase in product revenues at Branded CPG. The increase in Flavors & Ingredients revenues was primarily driven by volume increases, as further discussed below. The increase in Branded CPG revenues was driven primarily by price increases, partially offset by declines in volume and unfavorable impacts from foreign exchange, as further discussed below.

Cost of goods sold. Cost of goods sold for the three months ended June 30, 2024 was $95.8 million, a decrease of $3.7 million, or 3.7%, from $99.5 million for the three months ended June 30, 2023. The decrease was primarily due to lower freight costs and a decline in costs associated with the supply chain reinvention at Branded CPG, partially offset by unfavorable product mix at Flavors & Ingredients.

Selling, general and administrative expenses. Selling, general and administrative expenses for the three months ended June 30, 2024 was essentially flat compared to the three months ended June 30, 2023 as a $2.9 million increase in bonus expense, largely due to a favorable bonus adjustment in the prior year that did not repeat, was offset by a $2.0 million decrease in stock-based compensation expense and a $1.0 million decrease in severance and related expenses.

Amortization of intangible assets. Amortization of intangible assets for the three months ended June 30, 2024 was essentially flat compared to the three months ended June 30, 2023.

Interest expense, net. Interest expense, net for the three months ended June 30, 2024 was essentially flat compared to the three months ended June 30, 2023 as a $0.5 million realized gain related to the Company's interest rate swap was almost fully offset by increased expense from higher interest rates for the three months ended June 30, 2024 compared to the three months ended June 30, 2023.

Other (expense) income, net. Other expense, net for the three months ended June 30, 2024 was $0.2 million, a decrease of $0.1 million, or 39.1%, compared to $0.3 million for the three months ended June 30, 2023, primarily due to a $0.1 million loss recorded in the fair value of warrant liabilities in the second quarter of 2023 that did not reoccur.

Provision (benefit) for income taxes. The provision for income taxes for the three months ended June 30, 2024 was $0.9 million. The benefit for income taxes for the three months ended June 30, 2023 was $2.8 million. The effective tax rate for the three months ended June 30, 2024 was (63.4%), compared to 33.3% for the three months ended June 30, 2023. The effective tax rate for the three months ended June 30, 2024 differs from the statutory federal rate of 21% primarily due to an increase in the valuation allowance related to interest expense for which deductibility is limited under Section 163(j) of the Internal Revenue Code ("IRC §163(j)"), foreign income at different rates, non-deductible permanent differences, and state and local taxes. The effective tax rate for the three months ended June 30, 2023 differs from the statutory federal rate of 21% primarily due to foreign income at different rates, permanent differences and a discrete tax provision related primarily to tax expense for a shortfall of the tax benefits on stock-based awards that have vested and the remeasurement of the state deferred tax assets as a result of state law changes enacted during the quarter.

Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023

Product revenues, net. Product revenues, net for the six months ended June 30, 2024 were essentially flat compared to the six months ended June 30, 2023, as a $2.6 million increase in product revenues at Flavors & Ingredients were almost fully offset by a $2.5 million decrease in product revenues at Branded CPG segment. The increase in Flavors & Ingredients revenues was primarily driven by volume and pricing increases, as further discussed below. The decrease in Branded CPG revenues was primarily due to declines in volume and unfavorable impacts from foreign exchange, partially offset by price increases, as further discussed below.

Cost of goods sold. Cost of goods sold for the six months ended June 30, 2024 was $188.0 million, a decrease of $11.6 million, or 5.8%, from $199.6 million for the six months ended June 30, 2023. The decrease was primarily due to lower raw materials costs and lower freight costs and a decline in costs associated with the supply chain reinvention at Branded CPG, partially offset by unfavorable product mix at Flavors & Ingredients.

Selling, general and administrative expenses. Selling, general and administrative expenses for the six months ended June 30, 2024 was $55.2 million, an increase of $4.8 million, or 9.6%, from $50.3 million for the six months ended June 30, 2023 primarily due to $4.5 million of costs associated with the pending Merger, a $3.7 million increase in bonus expense largely due to a favorable bonus adjustment in the prior year that did not repeat, a $1.1 million increase in marketing expense, and a $0.6 million increase in amortization of capitalized software implementation costs. These costs were partially offset by a $1.7 million decrease in stock-based compensation expense, a decrease in impairments of fixed assets as the first half of 2023 included a $1.2 million impairment related to idled production lines associated with the Decatur, Alabama plant shut down that did not reoccur in 2024, a $0.8 million decrease in other professional fees, a $0.9 million decline in severance and related expense and a $0.2 million decrease in technology related service costs.

Amortization of intangible assets. Amortization of intangible assets for the six months ended June 30, 2024 was essentially flat compared to the six months ended June 30, 2023.

Interest expense, net. Interest expense, net for the six months ended June 30, 2024 was essentially flat compared to the six months ended June 30, 2023 as increased expense due to higher interest rates for the six months ended June 30, 2024 compared to the six months ended June 30, 2023 was almost fully offset by a $1.0 million realized gain related to the Company's interest rate swap.

Other income (expense), net. Other income, net for the six months ended June 30, 2024 was $0.1 million compared to other expense, net of $0.9 million for the six months ended June 30, 2023. The $1.0 million change was largely due to lower foreign exchange losses in the first half of 2024 compared to the first half of 2023.

Provision for income taxes. The provision for income taxes for the six months ended June 30, 2024 was $2.8 million. The provision for income taxes for the six months ended June 30, 2023 was $8.7 million. The effective tax rate for the six months ended June 30, 2024 was an income tax provision of (31.1)% computed on a discrete effective tax rate method, compared to an income tax provision of (52.5%) for the six months ended June 30, 2023. The effective tax rate for the six months ended June 30, 2024 differs from the statutory federal rate of 21% primarily due to an increase in the valuation allowance related to interest expense for which deductibility is limited under IRC §163(j), foreign income at different rates, non-deductible permanent differences, and state and local taxes recorded during the period. The effective tax rate for the six months ended June 30, 2023 differs from the statutory federal rate of 21% primarily due to an increase in the valuation allowance related to interest expense for which deductibility is limited under IRC §163(j), foreign income at different rates, non-deductible permanent differences, state and local taxes, the U.S. tax effect of international operations including Global Intangible Low-Taxed Income recorded during the period, and the discrete tax provision related primarily to tax expense for a shortfall of the tax benefits on stock-based awards that have vested and the remeasurement of state deferred tax assets as a result of state law changes enacted during the quarter.

Branded CPG

	Three Months Ended			Six Months Ended		
(In thousands)	**June 30, 2024**	**June 30, 2023**	**Change**	**June 30, 2024**	**June 30, 2023**	**Change**
Product revenues, net	$ 103,381	$ 102,301	+1.1 %	$ 201,834	$ 204,311	-1.2 %
Operating income	$ 8,363	$ 1,461	*	$ 13,346	$ 618	*

* Represents positive or negative change equal to, or in excess of 100%

Three Months Ended June 30, 2024 Compared to Three Months Ended June 30, 2023

Segment product revenues, net. Product revenues, net for Branded CPG for the three months ended June 30, 2024 were $103.4 million, an increase of $1.1 million, or 1.1%, from $102.3 million for the three months ended June 30, 2023, driven by a $2.0 million increase in sales primarily due to higher pricing, partially offset by a $0.7 million decline due to lower volumes and a $0.2 million unfavorable impact of foreign currency exchange.

Segment operating income. Operating income for Branded CPG for the three months ended June 30, 2024 was $8.4 million, an increase of $6.9 million, from $1.5 million for the three months ended June 30, 2023, primarily due to lower raw material costs and lower freight costs, a decline in costs associated with the supply chain reinvention of $4.3 million, a decrease in impairments of fixed assets as the second quarter of 2023 included a $0.8 million impairment related to idled production lines associated with the Decatur, Alabama plant shut down that did not reoccur in 2024, and a $0.7 million decrease in stock-based compensation expense, partially offset by a $2.1 million increase in bonus expense which includes a favorable bonus adjustment in the prior year that did not repeat.

Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023

Segment product revenues, net. Product revenues, net for Branded CPG for the six months ended June 30, 2024 were $201.8 million, a decrease of $2.5 million, or 1.2%, from $204.3 million for the six months ended June 30, 2023, primarily due to a $4.8 million decline due to lower volumes and a $0.2 million unfavorable impact of foreign currency exchange, partially offset by a $2.5 million increase in sales due to higher pricing.

Segment operating income. Operating income for Branded CPG for the six months ended June 30, 2024 was $13.3 million, an increase of $12.7 million, from $0.6 million for the six months ended June 30, 2023, primarily due to lower raw materials costs and lower freight costs, favorable product mix, a $7.4 million decline in costs associated with the supply chain reinvention, a decrease in impairments of fixed assets as the first half of 2023 included a $1.2 million impairment related to idled production lines associated with the Decatur, Alabama plant shut down that did not reoccur in 2024, a $0.7 million decline in stock-based compensation expense, a $0.7 million decrease in severance and related expenses, and a $0.6 million decrease in duty costs on imported sugar, partially offset by a $2.2 million increase in bonus expense, which includes a favorable bonus adjustment in the prior year that did not repeat, and a $1.1 million increase in marketing expense.

Flavors & Ingredients

	Three Months Ended			Six Months Ended		
(In thousands)	**June 30, 2024**	**June 30, 2023**	**Change**	**June 30, 2024**	**June 30, 2023**	**Change**
Product revenues, net	$ 32,546	$ 30,601	+6.4 %	$ 63,593	$ 61,008	+4.2 %
Operating income	$ 8,196	$ 9,005	-9.0 %	$ 16,786	$ 18,541	-9.5 %

Three Months Ended June 30, 2024 Compared to Three Months Ended June 30, 2023

Segment product revenues, net. Product revenues, net for Flavors & Ingredients for the three months ended June 30, 2024 were $32.5 million, an increase of $1.9 million, or 6.4%, from $30.6 million for the three months ended June 30, 2023, primarily driven by $1.9 million of volume growth. The volume growth was attributable to primarily increases in licorice extracts and pure derivatives.

Segment operating income. Operating income for Flavors & Ingredients for the three months ended June 30, 2024 was $8.2 million, a decrease of $0.8 million, or 9.0%, from $9.0 million for the three months ended June 30, 2023, primarily due to unfavorable product mix, partially offset by higher revenues as well as a $0.3 million decrease in bonus expense and a $0.1 million decrease in stock-based compensation expense.

Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023

Segment product revenues, net. Product revenues, net for Flavors & Ingredients for the six months ended June 30, 2024 were $63.6 million, an increase of $2.6 million, or 4.2%, from $61.0 million for the six months ended June 30, 2023 primarily driven by $2.3 million of volume growth and $0.3 million of price increases. The volume growth was attributable to increases in pure derivatives, licorice extracts and our Magnasweet product lines.

Segment operating income. Operating income for Flavors & Ingredients for the six months ended June 30, 2024 was $16.8 million, a decrease of $1.8 million, or 9.5%, from $18.5 million for the six months ended June 30, 2023, primarily due to unfavorable product mix, partially offset by higher revenue and a $0.4 million decrease in bonus expense.

Corporate

(In thousands)	Three Months Ended June 30, 2024	June 30, 2023	Change	Six Months Ended June 30, 2024	June 30, 2023	Change
Operating loss	$ (6,772)	$ (7,417)	-8.7 %	$ (17,220)	$ (13,109)	+31.4 %

Three Months Ended June 30, 2024 Compared to Three Months Ended June 30, 2023

Operating loss. Operating loss for Corporate for the three months ended June 30, 2024 was $6.8 million, a decrease of $0.6 million, or 8.7%, from $7.4 million for the three months ended June 30, 2023, primarily driven by a $1.3 million decrease in stock-based compensation expense, a $0.8 million decrease in other professional fees, a $0.4 million decline in severance and related expenses and a $0.2 million decrease in office costs, partially offset by $0.9 million of costs associated with the pending Merger, and a $1.3 million increase in bonus expense primarily due to a favorable bonus adjustment in the prior year that did not repeat.

Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023

Operating loss. Operating loss for Corporate for the six months ended June 30, 2024 was $17.2 million, an increase of $4.1 million, or 31.4%, from $13.1 million for the six months ended June 30, 2023, primarily driven by $4.5 million of costs associated with the pending Merger, a $2.0 million increase in bonus expense primarily due to a favorable bonus adjustment in the prior year that did not repeat and a $0.6 million increase in amortization of capitalized software implementation costs, partially offset by a $1.2 million decrease in stock-based compensation expense, a $0.9 million decrease in other professional fees, a $0.3 million decrease in severance and related expenses, and a $0.2 million decline in salaries.

Liquidity and Capital Resources

We have historically funded operations with cash flow from operations and, when needed, with borrowings, which are described below.

We believe our sources of liquidity and capital, and our Credit Facilities will be sufficient to finance our continued operations, growth strategy and additional expenses we expect to incur for at least the next twelve months.

The following table shows summary cash flow information for the six months ended June 30, 2024 and June 30, 2023 (in thousands):

	Six Months Ended June 30, 2024	June 30, 2023
Net cash (used in) provided by operating activities	$ (7,848)	$ 4,940
Net cash used in investing activities	(2,086)	(2,728)
Net cash provided by (used in) by financing activities	3,882	(7,069)
Effect of exchange rate changes on cash and cash equivalents	327	295
Net change in cash and cash equivalents	$ (5,725)	$ (4,562)

Operating activities. Net cash used in operating activities was $7.8 million for the six months ended June 30, 2024 compared to cash provided by operating activities of $4.9 million for the six months ended June 30, 2023. The decrease was primarily attributable to unfavorable working capital changes during the six months ended June 30, 2024 and higher cash paid for income taxes, partially offset by higher cash generated from operating results. Cash paid for income taxes, net of income tax refunds was $5.0 million for the six months ended June 30, 2024 compared to $2.4 million for the six months ended June 30, 2023. Cash paid for interest was $20.9 million for each of the six months ended June 30, 2024 and 2023.

Investing activities. Net cash used in investing activities was $2.1 million for the six months ended June 30, 2024, which included capital expenditures of $2.3 million and proceeds from the sale of an equity method investment of $0.2 million. Net cash used in investing activities was $2.7 million for the six months ended June 30, 2023 and related to capital expenditures.

Financing activities. Net cash provided by financing activities was $3.9 million for the six months ended June 30, 2024 and reflects proceeds from the revolving credit facility of $19.0 million, repayments of the revolving credit facility of $12.0 million, repayments of long-term debt of $1.9 million, and payments of $1.2 million for employee tax withholdings related to net share settlements of stock-based awards. Net cash used in financing activities was $7.1 million for the six months ended June 30, 2023 and reflects repayments of the revolving credit facility of $4.0 million, repayments of long-term debt of $1.9 million, payments of $0.8 million for employee tax withholdings related to net share settlements of stock-based awards, and payments of debt issuance costs of $0.4 million related to the amendment of our credit facility.

Debt

As of June 30, 2024 and December 31, 2023, term loan borrowings were $356.6 million and $357.7 million, respectively, net of debt issuance costs of $6.2 million and $7.0 million, respectively. There were $71.0 million and $64.0 million of borrowings under the revolving credit facility as of June 30, 2024 and December 31, 2023, respectively. Additionally, as of June 30, 2024 and December 31, 2023, unamortized debt issuance costs related to the revolving credit facility were $1.3 million and $1.7 million, respectively, which are included in other assets in the condensed consolidated balance sheet. As of both June 30, 2024 and December 31, 2023, there were $3.3 million of outstanding letters of credit that reduced our availability under the revolving credit facility. See Note 7 to our consolidated financial statements in our 2023 Annual Report for further information and significant terms and conditions associated with the Term Loan Facility and Revolving Facility.

On June 15, 2022, we and certain of our subsidiaries entered into a first amendment (the “First Amendment”) to the Amended and Restated Loan Agreement dated as of February 5, 2021 (the “Amended and Restated Loan Agreement”). The First Amendment increased the aggregate principal amount of the Revolving Credit Facility from $75 million to $125 million (the “Amended Revolving Credit Facility”) and transitioned from LIBOR to Secured Overnight Financing Rate (“SOFR”) as the benchmark for purposes of calculating interest for all loans outstanding under the Amended and Restated Loan Agreement. At our election, loans outstanding under the Amended and Restated Loan Agreement will accrue interest at a rate per annum equal to (i) term SOFR plus 0.10%, 0.15%, or 0.25% in case of, respectively, a one-month, three-month, or six-month interest period (“Adjusted Term SOFR”), or (ii) the greater of the prime rate, the federal funds effective rate plus 0.50%, and one-month Adjusted Term SOFR plus 1.00%, in each case plus the applicable margin which is equal to (i) with respect to Amended Revolving Credit Facility and letters of credit, (A) 2.75%, in the case of base rate advances, and (B) 3.75% in the case of SOFR advances, and (ii) with respect to the Term Loan Facility, (A) 3.50%, in the case of base rate advances, and (B) 4.50% in the case of SOFR advances, with a SOFR floor of 1.00%. In connection with the First Amendment, we paid fees and incurred transaction costs of $0.7 million, all of which was deferred. The transition to SOFR did not materially impact the interest rates applied to our borrowings. No other material changes were made to the terms of our Amended and Restated Loan Agreement as a result of the First Amendment.

On April 24, 2023, we and certain of our subsidiaries entered into a second amendment (the “Second Amendment”) to the Amended and Restated Loan Agreement. The Second Amendment changed the maximum consolidated total leverage ratio covenant as follows: (i) the consolidated total leverage ratio temporarily increased by 0.25 turns for the first quarter of 2023, 0.5 turns on a quarterly basis through the fourth quarter of 2023, and 0.25 turns in the first quarter of 2024; and (ii) beginning in the second quarter of 2024, the consolidated total leverage ratio returned to a level not to exceed 5.5x. No other material changes were made in terms of our Amended and Restated Loan Agreement as a result of the Second Amendment.

On October 5, 2023, the Company and certain of its subsidiaries entered into a third amendment (the “Third Amendment”) to the Amended and Restated Loan Agreement. The Third Amendment amended and revised a clause in the definition of consolidated EBITDA used for determining compliance with financial covenants effective beginning with the second quarter of 2023 through the first quarter of 2024. The amendment did not impact the calculation of consolidated EBITDA previously determined for the second quarter of 2023.

Critical Accounting Policies and Recently Issued Accounting Pronouncements

There have been no changes to critical accounting policies and estimates from those disclosed in our audited consolidated financial statements for the year ended December 31, 2023. For information regarding our critical accounting policies and accounting pronouncements, see our unaudited condensed consolidated financial statements and the related notes to those statements included under Item 1 hereof and our 2023 Annual Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no significant changes in market risk from those addressed in our 2023 Annual Report during the six months ended June 30, 2024. See the information set forth in Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk, our 2023 Annual Report.

Item 4. Controls and Procedures

Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, we conducted an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). The Company's management and the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2024.

Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting that occurred during the quarter ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

There have been no material developments in our legal proceedings since we filed our 2023 Annual Report. Refer to "Part I. Item 3. Legal Proceedings" in our 2023 Annual Report for additional information regarding legal proceedings.

Item 1A. Risk Factors.

We discuss in our filings with the SEC various risks that may materially affect our business. The materialization of any risks and uncertainties identified in forward-looking statements contained in this report together with those previously disclosed in our 2023 Annual Report and our other filings with the SEC or those that are presently unforeseen could result in significant adverse effects on our financial condition, results of operations and cash flows. See "Part 1, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Cautionary Note Regarding Forward-looking Statements." There have been no material changes in the risk factors previously disclosed in the section entitled "Item 1A-Risk Factors" of our 2023 Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None of the Company's directors or officers adopted or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement during the quarter ended June 30, 2024.

Item 6. Exhibits.

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

No.	Description of Exhibit
2.1	Agreement of Merger, dated February 12, 2024, by and among Ozark Holdings, LLC, Sweet Oak Merger Sub, LLC and Whole Earth Brands, Inc. (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K, filed with the SEC on February 13, 2024).
3.1	Certificate of Incorporation of Whole Earth Brands, Inc. (incorporated by reference to Exhibit 3.1 of Whole Earth Brands, Inc.'s Current Report on Form 8-K filed with the SEC on June 30, 2020).
3.2	Certificate of Amendment of Certificate of Incorporation of Whole Earth Brands, Inc. (incorporated by reference to Exhibit 3.1 of Whole Earth Brands, Inc.'s Current Report on Form 8-K filed with the SEC on October 12, 2021).
3.3	Bylaws of Whole Earth Brands, Inc. (as amended through June 30, 2021) (incorporated by reference to Exhibit 3.1 of Whole Earth Brands, Inc.'s Current Report on Form 8-K filed with the SEC on July 1, 2021).
31.1*	Certification of Principal Executive Officer, pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Executive Officer, pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3*	Certification of Principal Financial Officer, pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.3**	Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
104*	The cover page for the Company's Quarterly Report on Form 10-Q has been formatted in Inline XBRL and contained in Exhibit 101

* Filed herewith.

** Furnished herewith.

SIGNATURES

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

Whole Earth Brands, Inc.

		/s/ Rajnish Ohri
Date: August 1, 2024	Name:	Rajnish Ohri
	Title:	Co-Chief Executive Officer
		(Principal Executive Officer)
		/s/ Jeffrey Robinson
Date: August 1, 2024	Name:	Jeffrey Robinson
	Title:	Co-Chief Executive Officer
		(Principal Executive Officer)
		/s/ Bernardo Fiaux
Date: August 1, 2024	Name:	Bernardo Fiaux
	Title:	Chief Financial Officer
		(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Rajnish Ohri, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Whole Earth Brands, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 1, 2024

/s/ Rajnish Ohri
Rajnish Ohri
Co-Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey Robinson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Whole Earth Brands, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 1, 2024

/s/ Jeffrey Robinson
Jeffrey Robinson
Co-Chief Executive Officer

Exhibit 31.3

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Bernardo Fiaux, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Whole Earth Brands, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2024

/s/ Bernardo Fiaux

Bernardo Fiaux
Chief Financial Officer

Exhibit 32.1

CERTIFICATION
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Whole Earth Brands, Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2024, as filed with the Securities and Exchange Commission (the "Report"), I, Rajnish Ohri, Co-Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 1, 2024

/s/ Rajnish Ohri

Rajnish Ohri
Co-Chief Executive Officer

Exhibit 32.2

CERTIFICATION
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Whole Earth Brands, Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2024, as filed with the Securities and Exchange Commission (the "Report"), I, Jeffrey Robinson, Co-Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 1, 2024

/s/ Jeffrey Robinson

Jeffrey Robinson
Co-Chief Executive Officer

Exhibit 32.3

**CERTIFICATION
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Whole Earth Brands, Inc. (the “Company”) on Form 10-Q for the quarterly period ended June 30, 2024, as filed with the Securities and Exchange Commission (the “Report”), I, Bernardo Fiaux, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 1, 2024

/s/ Bernardo Fiaux
Bernardo Fiaux
Chief Financial Officer