Third Quarter Fiscal Year 2021 Earnings Conference Call & Webcast Presentation

July 1, 2021

Disclaimer

Forward Looking Statements

Certain statements made herein are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by or include words such as "will", "expect", "intends" or other similar words, phrases or expressions. These forward-looking statements include the expected effects from the COVID-19 outbreak, statements regarding the integration of Quest, future plans for the Company, the estimated or anticipated future results and benefits of the Company's future plans and operations, future capital structure, future opportunities for the Company, and other statements that are not historical facts. These statements are based on the current expectations of the Company's management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties and the Company's business and actual results may differ materially. These risks and uncertainties include, but are not limited to the effect of the COVID-19 outbreak on the Company's business, suppliers (including its contract manufacturing and logistics suppliers), customers, consumers and employees along with disruptions or inefficiencies in the supply chain resulting from any effects of the COVID-19 outbreak; achieving the anticipated benefits of the Quest acquisition; difficulties and delays in achieving the synergies and cost savings in connection with the Quest acquisition; changes in the business environment in which the Company operates including general financial, economic, capital market, regulatory and political conditions affecting the Company and the industry in which the Company operates; changes in consumer preferences and purchasing habits; the Company's ability to maintain adequate product inventory levels to timely supply customer orders; changes in taxes, tariffs, duties, governmental laws and regulations; the availability of or competition for other brands, assets or other opportunities for investment by the Company or to expand the Company's business; competitive product and pricing activity; difficulties of managing growth profitably; the loss of one or more members of the Company's or Quest's management team; and other risk factors described from time to time in the Company's Form 10-K, Form 10-Q, and Form 8-K reports (including all amendments to those reports) filed with the U.S. Securities and Exchange Commission from time to time. In addition, forward-looking statements provide the Company's expectations, plans or forecasts of future events and views as of the date of this communication. Except as required by law, the Company undertakes no obligation to update such statements to reflect events or circumstances arising after such date, and cautions investors not to place undue reliance on any such forward-looking statements. These forward-looking statements should not be relied upon as representing the Company's assessments as of any date subsequent to the date of this communication.

Non-GAAP Financial Measures

This presentation includes certain financial measures not presented in accordance with generally accepted accounting principles ("GAAP") including, but not limited to, Adjusted EBITDA and certain ratios and other metrics derived there from and Adjusted Diluted EPS. These non-GAAP financial measures are not measures of financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing financial results. Therefore, these measures should not be considered in isolation or as an alternative to net income, earnings per share, cash flows from operations or other measures of profitability, liquidity or performance under GAAP. You should be aware that the presentation of these measures may not be comparable to similarly-titled measures used by other companies. Reconciliations of these non-GAAP measures to the most directly comparable GAAP measures are set forth in the Press Release dated July 1, 2021. We believe (i) these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to the financial condition and results of operations of the Company to date; and (ii) that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends in and in comparing financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. These non-GAAP financial measures are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures.

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JOSEPH E. SCALZO

PRESIDENT AND CHIEF EXECUTIVE OFFICER

Today's Speakers and Agenda

Speakers

Mark Pogharian
VP, Investor Relations

Joe Scalzo
President & Chief Executive Officer

Todd Cunfer
Chief Financial Officer

Agenda

- Introduction
- Q3 Highlights
- Business Update
- Financial Summary
- Q&A

Third Quarter Fiscal 2021 Overview

- Q3 Simply Good Foods net sales increased +32.0%. Results greater than our estimate as consumer mobility improved faster than our expectations
  - Relaxing of movement restrictions and better shopper traffic, particularly in the mass retail channel
  - Increasing on-the-go usage occasions resulted in greater nutrition bar consumption

- Q3 Adjusted EBITDA[1] of $67.5 million, increased 55.6% versus last year
  - Strong sales growth, G&A cost control and Quest acquisition synergies more than offset higher marketing investment and incentive compensation
  - Favorable product form, driven by bars, and customer mix in brick and mortar retailers resulted in solid gross margin expansion

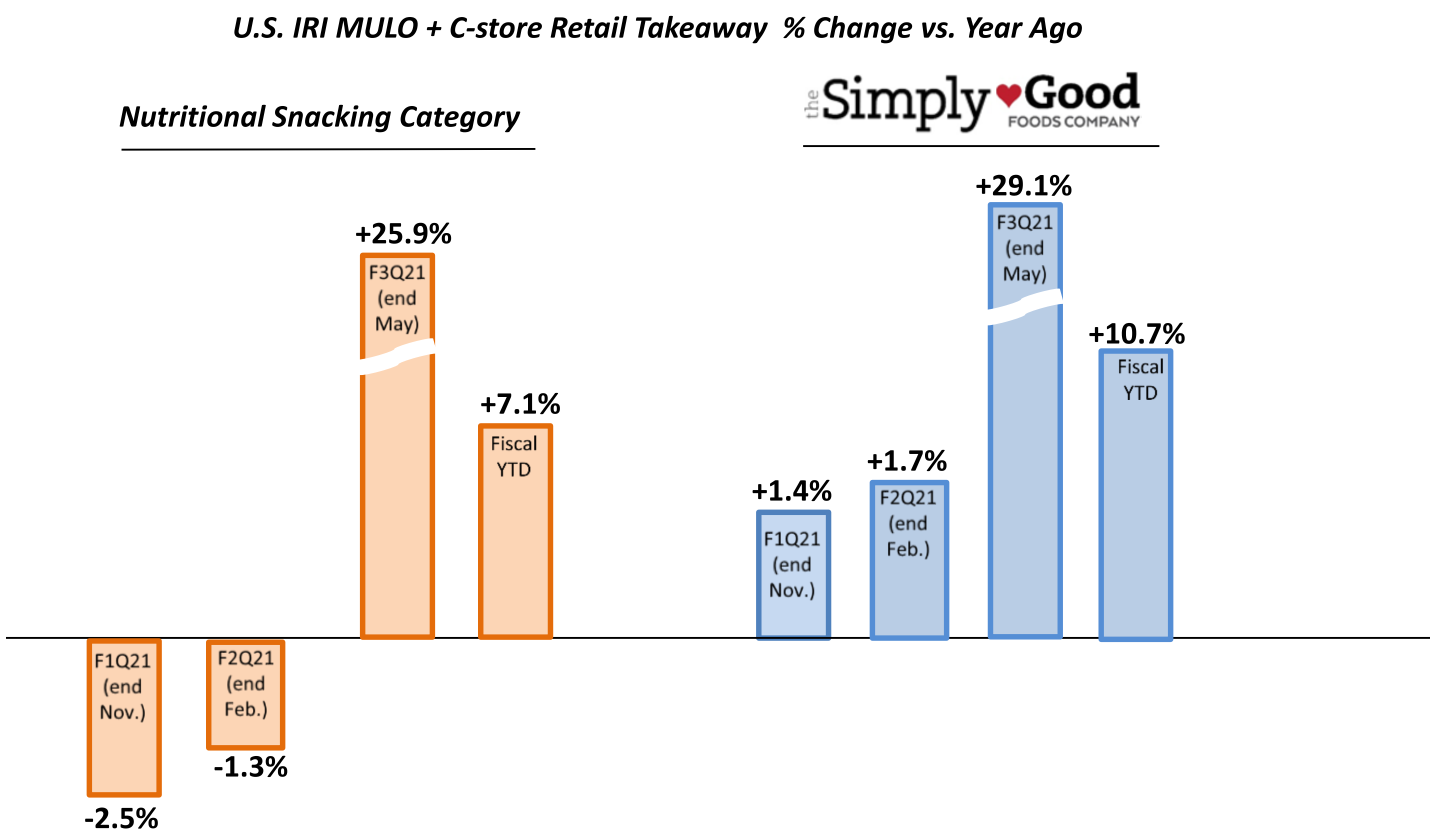
- Total U.S. Simply Good Foods Q3 IRI MULO + C-store retail takeaway +29.1%
  - Growth driven by both the Atkins and Quest brands across major channels
  - Performance solid across all forms, particularly bars due to increasing consumer mobility

- Executed well against our priorities and remain committed to doing the right thing for our brands, customers, and consumers
  - Announced a price increase in June, effective in September
    - Expect higher raw materials and distribution costs starting in Q4 and in fiscal 2022
  - Pricing, as well as productivity, is expected to enable continued investments in initiatives that drive growth

[1]Adjusted EBITDA is a non-GAAP financial measure. Please refer to "Reconciliation of Adjusted EBITDA" in the earnings release dated July 1, 2021 available on our website for a presentation of the most directly comparable GAAP financial measure and an explanation and reconciliation of this non-GAAP financial measure.

Simply Good Foods Retail Takeaway Outpacing the Category

- Simply Good Foods IRI MULO + C-store market share increased
- Atkins and Quest outpaced the sub-segments of weight management and active nutrition
- Simply Good Foods e-commerce retail takeaway about the same as measured channels



Source: IRI MULO + C-store; bars/graph not to scale

Atkins® Retail Takeaway

- Atkins Q3 IRI MULO + C-store retail takeaway increased 15.6%[1], with growth across all forms and major retail channels
  - Increasing mobility, improving shopper trips in brick and mortar retailers and buyer growth resulted in solid retail takeaway
  - Bars and shakes increased +4.9% and +20.5% in Q3, respectively; a meaningful improvement versus F1H21
  - Atkins Endulge confections momentum continues, up +26.7% in Q3

- Improving shopper traffic in the mass channel was strong and combined with increased levels of distribution and display, resulted in Q3 POS growth of about 25% in this channel

- Growing relevance in weight management resulted in continued growth of total buyers
  - Buy rate lower than historical average, particularly for bars, as “return to the office” and pre pandemic routines are still evolving

- In the fourth quarter of fiscal 2021:
  - Anticipate continued improvement in consumer mobility, although, as we enter Q4 the POS growth rate is affected by more difficult year ago comparisons. As such, we expect overall Q4 retail dollar sales to be somewhat similar to Q3
  - E-commerce growth rate expected to moderate given the strong year ago comparison
  - Innovation in place and should enable us to build on year-to-date buyer trends:

[1]IRI MULO + C-store, 13 weeks ending 5/30/21

Quest® Retail Takeaway

- Quest Q3 measured channel retail takeaway increased +56.2%,[1] significantly outpacing the category
  - Growth driven by improving shopper traffic in the mass channel, an increase in consumer mobility and greater on-the-go consumption
  - Bars, about ~60% of total retail sales, returned to growth. Q3 retail takeaway increased +38.0%, more than double the segment growth rate
  - Cookies, chips and confections momentum continued, up a combined 146% in Q3

- Strong growth across all channels and major customers
  - Improving traffic in the mass and C-store channels was strong and, combined with increased distribution and display, resulted in Q3 retail takeaway of 65.4% and 77.5%, respectively, in these channels
  - E-commerce momentum continues; more than 20% of total Quest retail sales
  - Specialty channel, while small as a percent of total Quest sales, returned to growth

- In the fourth quarter of fiscal 2021:
  - In Q4 we anticipate trends by form will continue and will result in total Quest retail dollar sales similar to Q3
  - Lower level of trade promotions of protein chips and peanut buttercups as we manage demand within our available supply
  - Solid pipeline of innovation and variety:

[1] IRI MULO + C-store, 13 weeks ending 5/30/21 (excludes frozen pizza)

Summary

- Third quarter results better than expected driven by improving mobility and increasing shopper traffic in the mass channel
- Anticipate Q4 retail dollar sales to be similar to Q3
- Expect higher raw materials and distribution costs in Q4 to be offset by continued improved mix
- Productivity and pricing action should offset fiscal 2022 supply chain inflation and enable us to maintain gross margins and continue to invest in initiatives that drive growth
- Executing well against our plan and delivering on our financial objectives with flexibility to invest in the business as a path to increasing shareholder value

TODD CUNFER

CHIEF FINANCIAL OFFICER

Net Sales Performance

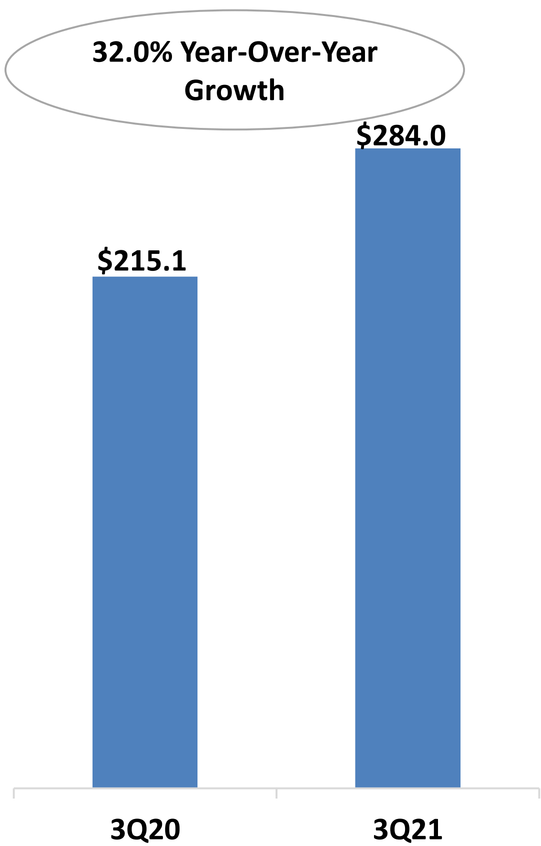
Net Sales Drivers of Growth

	Q3	YTD
Core North America	30.7%	24.2%
Core International	2.3%	2.4%
	33.0%	26.6%
SimplyProtein Divestiture and Europe Exit	-0.9%	-1.1%
Total Simply Good Foods	32.0%	25.5%

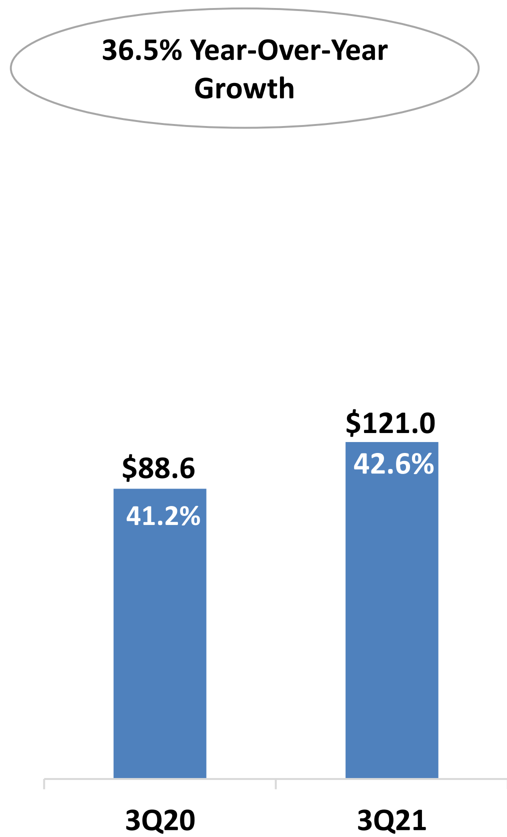
3rd Quarter Net Sales and Profit

Fiscal Q3 2021 vs. Year Ago Period

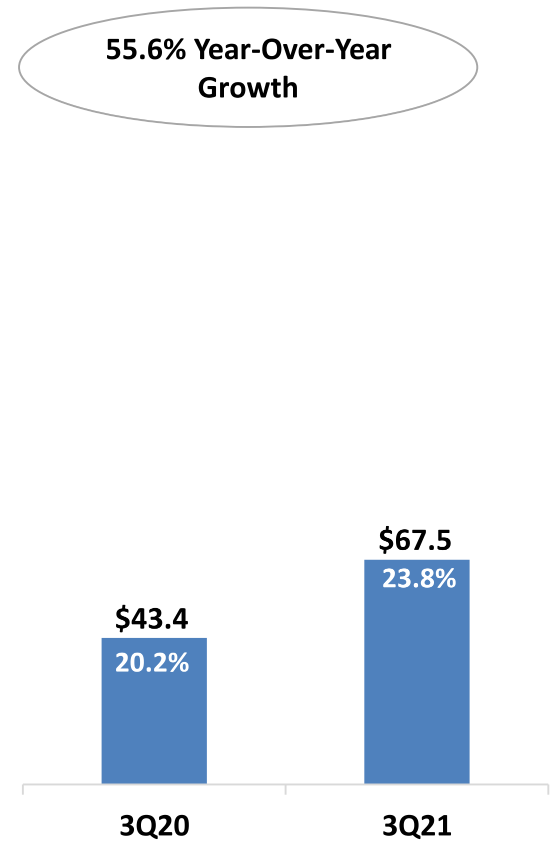
Net Sales[1]



Gross Profit
(and % Margin)[1]



Adjusted EBITDA
(and % Margin)[1,2]



[1] Dollars in millions. Unaudited financial information for the 13-weeks ended May 30, 2020 and 13 weeks ended May 29, 2021

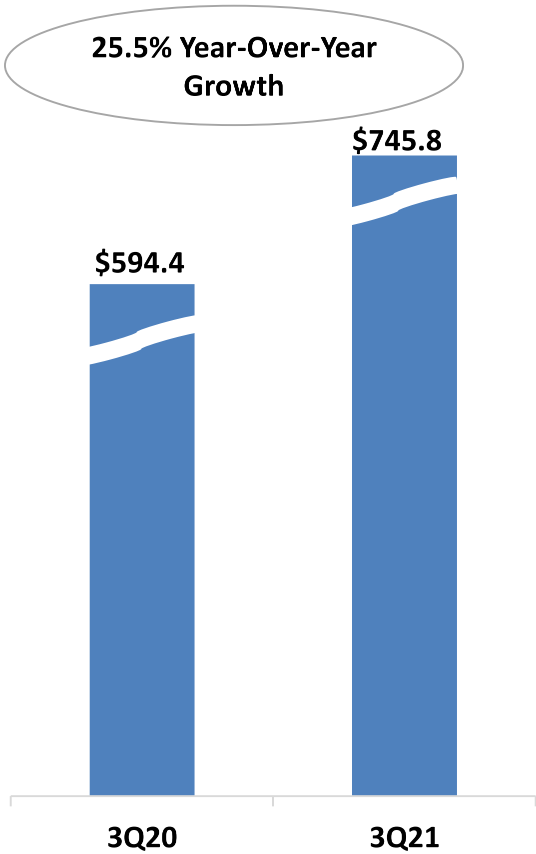
[2] Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation & Amortization) is a non-GAAP financial measure. Please refer to "Reconciliation of Adjusted EBITDA" in the earnings release dated July 1, 2021 available on our website for a presentation of the most directly comparable GAAP financial measure and an explanation and reconciliation of this non-GAAP financial measure.

Note: *Dollar amounts in millions; Bars/graphs not to scale*

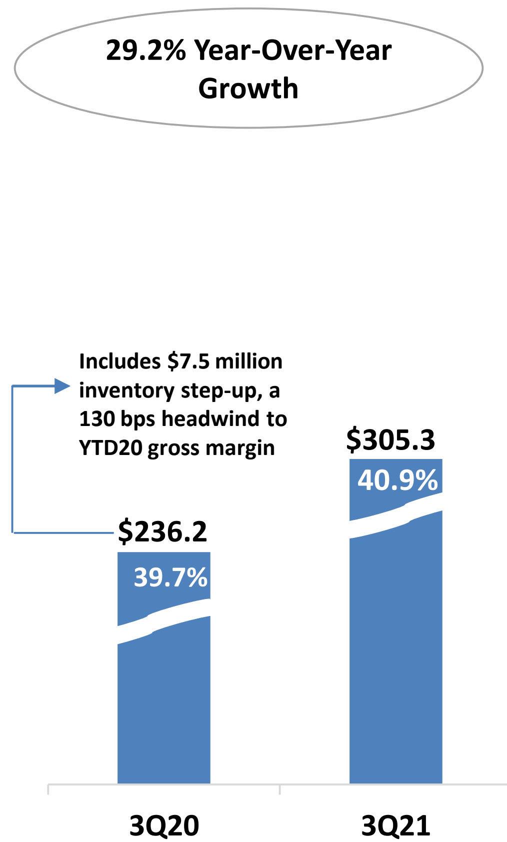
Year-to-Date Q3 Net Sales and Profit

YTD Q3 Fiscal 2021 vs. Year Ago Period

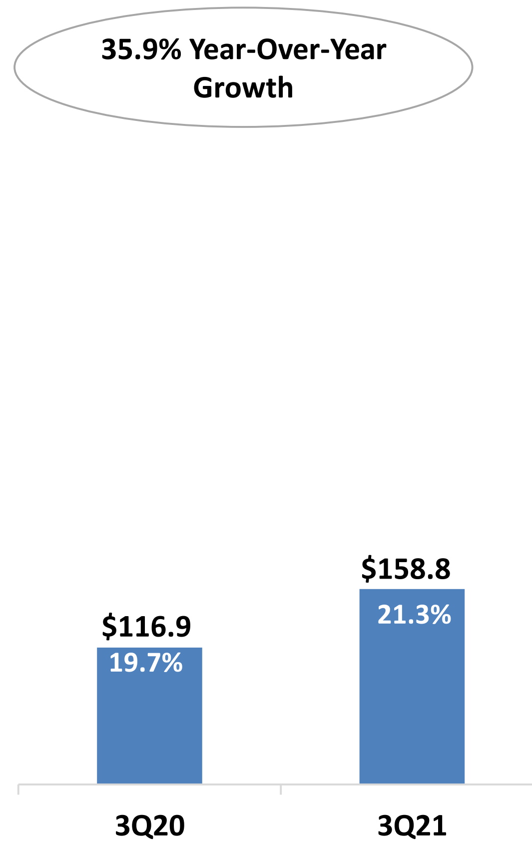
Net Sales[1]



Gross Profit
(and % Margin)[1]



Adjusted EBITDA
(and % Margin)[1,2]



[1] Dollars in millions. Unaudited financial information for the 39-weeks ended May 30, 2020 and 39 weeks ended May 29, 2021

[2] Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation & Amortization) is a non-GAAP financial measure. Please refer to "Reconciliation of Adjusted EBITDA" in the earnings release dated July 1, 2021 available on our website for a presentation of the most directly comparable GAAP financial measure and an explanation and reconciliation of this non-GAAP financial measure.

Note: *Dollar amounts in millions; Bars/graphs not to scale*

the Simply Good FOODS COMPANY™

Earnings Per Share-Diluted

Reconciliation of Adjusted Diluted EPS

	3Q	YTD
GAAP Diluted EPS	$0.06	$0.23
Depreciation & Amortization	$0.05	$0.14
Stock Based Compensation	$0.02	$0.06
Integration of Quest	--	$0.03
Restructuring	--	$0.04
Gain on Legal Settlement	($0.05)	($0.05)
Other[1]	$0.00	($0.01)
Tax Effects of Adjustments[2]	($0.01)	($0.06)
Loss in fair value change of warrant liability[3]	$0.37	$0.62
Dilution impact from Warrant Accounting Treatment[3,5]	($0.02)	($0.04)
Rounding[4]	$0.01	$0.01
Adjusted Diluted EPS	$0.43	$0.97

[1]Other items consist principally of exchange impact of foreign currency transactions and other expenses.

[2]This line item reflects the aggregate tax effect of all non-tax adjustments reflected in the preceding line items of the table. The tax effect of each adjustment is computed (i) by dividing the gross amount of the adjustment, as shown in the Adjusted EBITDA reconciliation, by the number of diluted weighted average shares outstanding for the applicable fiscal period and (ii) applying an overall assumed statutory tax rate of 27% for the thirteen and thirty-nine weeks ended May 29, 2021 and 26% for the thirteen and thirty-nine weeks ended May 30, 2020.

[3]Diluted earnings per share includes the fair value loss and re resulting exclusion of anti-dilutive shares related to the Private Warrants. Fair value adjustments are a permanent tax difference and do not impact tax expense. The Company excludes the non-cash fair value loss and subsequently considers the dilutive share count effect of such adjustment in the non-GAAP measure. Note, mark to market gain adjustments are already excluded from the numerator, and dilutive shares are included, in calculating diluted earnings per share in accordance with GAAP.

[4]Adjusted Diluted Earnings Per Share amounts are computed independently for each quarter. Therefore, the sum of the quarterly Adjusted Diluted Earnings Per Share amounts may not equal the year to date Adjusted Diluted Earnings Per Share amounts due to rounding.

[5]Adjusted Diluted EPS for the 13 and 39 weeks ended May 29, 2021 reflects fully diluted shares outstanding of 101.9 million and 101.1 million which includes 4.3 million and 3.9 million shares to reverse the exclusion of the private warrants in fully diluted shares outstanding under GAAP due to the private warrants being classified as a liability on our balance sheet.

Balance Sheet & Cash Flow

- Fiscal 3Q21 term loan debt pay-down of $50 million; term loan debt balance at May 30, 2021, $506.5 million (LIBOR[1] +375 bps)
- Fiscal third quarter year-to-date cash flow from operations of $91.8 million
  - Cash and cash equivalents balance at May 30, 2021 of $90.2 million
  - Trailing twelve month Net Debt to Adjusted EBITDA[2] ratio 2.1x
- Year-to-date capital expenditures of $3.2 million. Fiscal 2021 capital expenditures expected to be $5-6 million driven by equipment purchases at our new warehouse
- Anticipate fiscal 2021 GAAP interest expense, including amortization of debt issuance costs, of approximately $31 million

[1] LIBOR minimum floor 1.00%

[2] Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation & Amortization) is a non-GAAP financial measure. Please refer to "Reconciliation of Adjusted EBITDA" and "Reconciliation of Net Debt to Adjusted EBITDA" in the earnings release dated July 1, 2021 available on our website for a presentation of the most directly comparable GAAP financial measure and an explanation and reconciliation of this non-GAAP financial measure.

Fiscal 2021

- As consumer mobility increased our business accelerated. We are confident in our short and long-term growth prospects as our business and Company have emerged from COVID-19 challenges stronger and more capable

- Full Fiscal Year 2021 Outlook:
  - Assuming no significant COVID-19 disruptions in the U.S. our marketplace momentum should continue
  - Increased full year fiscal 2021 outlook and anticipate:
    - ❑ Net sales to be in the $995-1,005 million range; includes divestiture of SimplyProtein business and the European business exit, about a combined 1.5 percentage point headwind
    - ❑ Adjusted EBITDA to be in the $200-205 million range
    - ❑ Adjusted Diluted Earnings Per Share to in $1.20 to $1.25 range

- Full fiscal year 2021 gross margin outlook increased; apart from the non-cash inventory step in the year ago period, it is now expected to be about the same as last year; the Company continues to anticipate Adjusted EBITDA margin expansion

- Asset-light business model with lean infrastructure enables strong cash flow from operations and flexibility to invest in organic opportunities and participate in M&A

- We will continue to execute against our plans that position us well to deliver on our financial objectives and increase shareholder value over the long term

Q&A