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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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

**Date of report (Date of earliest event reported): September 6, 2018**

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**INTERNATIONAL FLAVORS & FRAGRANCES INC.**  
(Exact Name of Registrant as Specified in Charter)

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**New York**  
(State or Other Jurisdiction  
of Incorporation)

**1-4858**  
(Commission  
File Number)

**13-1432060**  
(I.R.S. Employer  
Identification No.)

**521 West 57th Street, New York, New York**  
(Address of Principal Executive Offices)

**10019**  
(Zip Code)

**Registrant's telephone number, including area code (212) 765-5500**

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

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

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

Emerging growth company

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

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**Item 7.01. Regulation FD Disclosure.**

On September 6, 2018, International Flavors & Fragrances Inc. (the “Company”) issued a press release announcing that it will present at the Barclays Global Consumer Staples Conference on September 6, 2018 at 11:15 a.m. ET. A copy of the press release is hereby furnished as Exhibit 99.1 and a copy of the slide presentation to be used at the conference is hereby furnished as Exhibit 99.2.

The information in this Current Report on Form 8-K (including the exhibits hereto) is being furnished under Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1933, as amended (the “Exchange Act”), or otherwise subject to the liability of such section or Sections 11 and 12(a)(2) of the Securities Act of 1933 (the “Securities Act”), nor shall it be deemed incorporated by reference into any registration statement or any filing under the Securities Act or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

99.1 [Barclays Global Consumer Staples Conference Press Release dated September 6, 2018.](#)

99.2 [Barclays Global Consumer Staples Conference Presentation dated September 6, 2018.](#)

**SIGNATURES**

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

INTERNATIONAL FLAVORS & FRAGRANCES INC.

Date: September 6, 2018

By: /s/ Richard A. O'Leary

Name: Richard A. O'Leary

Title: Executive Vice President and Chief Financial Officer

**Press Release**

FOR IMMEDIATE RELEASE

Contact: Michael DeVeau  
VP, Corporate Strategy, Investor Relations & Communications  
212.708.7164  
Michael.DeVeau@iff.com

**IFF to Share Strong Progress on Frutarom Combination at Barclays Global Consumer Staples Conference**

*Unveils sales growth target of 5-7% & adjusted cash EPS growth target of 10%+, on a currency neutral and pro-forma basis, over the 2019 to 2021 period*

*Remain committed to Net Debt/EBITDA of less than 3.0x between 18 to 24 months*

**NEW YORK, N.Y., (September 6, 2018)** – International Flavors & Fragrances Inc. (NYSE:IFF) (Euronext Paris: IFF), a leading innovator of sensory experiences that move the world, today will provide an update at the Barclays Global Consumer Staples Conference on the Company’s progress on its previously announced combination with Frutarom to create a global leader in taste, scent and nutrition.

Andreas Fibig, IFF Chairman and Chief Executive Officer, and Richard O’Leary, IFF Executive Vice President and Chief Financial Officer will present today at 11:15 a.m. ET. A live audio webcast and replay will be available at [ir.iff.com](http://ir.iff.com).

“The combination of IFF and Frutarom is truly unique and compelling as it positions us as a global leader in taste, scent and nutrition”, said Andreas Fibig, Chairman and CEO. “We are excited that this enables us to have a stronger product offering, greater exposure to fast-growing customers and broader access to attractive adjacencies. We believe this will translate into accelerated financial performance as a combined company, with robust top and bottom-line growth.

“We have made significant progress planning for the integration of our two companies, and our accelerated timeline to close this transaction in early October, pending all remaining antitrust approvals, is a true testament to the hard work and integration planning efforts underway. On this strong foundation, we believe that we will unlock significant long-term value for our shareholders.”

**International Flavors & Fragrances Inc.**

521 West 57<sup>th</sup> Street  
New York, NY 10019

**T** +212.765.5500

**F** +212.708.7132

[iff.com](http://iff.com)

**Combination will enrich IFF’s portfolio with a stronger product offering, greater exposure to fast-growing customers and broader access in attractive adjacencies**

- Creates a differentiated portfolio with an increased focus on naturals and health and wellness as well as more comprehensive solutions
- Enhances IFF’s exposure to the fast-growing small- and mid-sized customers, including private label
- Provides opportunities to expand into attractive and fast-growing categories, such as savory solutions, natural colors, natural food protection and health ingredients

**Expects to accelerate financial growth rates as a combined company**

- Increases average sales growth targets to 5-7%, on a currency neutral and pro-forma basis, for 2019 to 2021 period
- Updates average currency neutral adjusted cash EPS growth to 10% or greater for 2019 to 2021 period
- Anticipates cost synergies of \$145 million by rationalizing procurement, optimizing global footprint and streamlining overhead expenses by the third full year after the completion of the merger
- Prioritizes repayment of debt and anticipates to be less than 3X net debt to EBITDA in 18-24 months to retain investment grade rating

**Strong progression towards transaction completion**

- Frutarom shareholders approved transaction with IFF by a majority of ~95%
- On-track with all antitrust filings submitted and approvals received in 6 of 8 jurisdictions
- Close expected in early October pending remaining antitrust approvals
- IFF and Frutarom had a strong start to 2018 with robust top and bottom-line performances

**Meet IFF**

International Flavors & Fragrances Inc. (NYSE:IFF) (Euronext Paris: IFF) is a leading innovator of sensorial experiences that move the world. At the heart of our company, we are fueled by a sense of discovery, constantly asking “what if?”. That passion for exploration drives us to co-create unique products that consumers taste, smell, or feel in beloved foods and beverages, iconic fine fragrances and household goods, as well as indispensable personal and skincare products. Our 7,300 team members globally take advantage of leading consumer insights, research and development, creative expertise, and customer intimacy to develop differentiated offerings for consumer products. Learn more at [www.iff.com](http://www.iff.com), Twitter, Facebook, Instagram, and LinkedIn.

**Forward Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements regarding IFF’s or Frutarom’s expected future financial position, results of operations, cash flows, financing plans, business strategy, budgets, capital expenditures, competitive positions, growth opportunities, plans and objectives of management and statements containing the words such as “anticipate,” “approximate,” “believe,” “plan,” “estimate,” “expect,” “project,” “could,” “should,” “will,” “intend,” “may” and other similar expressions, are forward-looking statements. Statements in this press release concerning IFF’s or Frutarom’s 2018 outlook or future economic performance, anticipated profitability, revenues, expenses or other financial items, and

product or services line growth, together with other statements that are not historical facts, are forward-looking statements that are estimates reflecting management's best judgment based upon currently available information. IFF can give no assurance that its estimates will be attained. Accordingly, you should not place undue reliance on any forward-looking statements contained in this press release. Forward-looking statements speak only as of the date(s) indicated in this press release.

IFF's results may be materially affected by factors such as, but not limited to: (1) the inability to obtain required regulatory approvals for the Frutarom acquisition (the "acquisition"), the timing of obtaining such approvals and the risk that such approvals may result in the imposition of adverse conditions; (2) the risk that a closing condition to the acquisition may not be satisfied on a timely basis or at all or that the acquisition may not close for any reason; (3) uncertainties as to access to financing on a timely basis and on reasonable terms or at all; (4) the impact of IFF's proposed financing on its liquidity and flexibility to respond to other opportunities; (5) whether the acquisition will have the accretive effect on IFF's earnings or cash flows that it expects; (6) the inability to obtain, or delays in obtaining, cost savings and synergies from the acquisition; (7) business and operations integration costs and difficulties; (8) unexpected costs, liabilities, charges or expenses relating to the acquisition; (9) adverse effects on IFF's stock price resulting from the acquisition; (10) adverse effects on business relationships or competitive responses resulting from the acquisition; (11) the inability to compete in the markets in which IFF operates; (12) the inability to retain existing and win new customers; (13) the inability to develop and introduce new products that appeal to IFF's customers; (14) disruptions in IFF's manufacturing or supply chain; (15) the inability to obtain raw materials of quality, on cost-effective terms or at all, including citral; (16) the inability to successfully implement IFF's Vision 2020 strategy, including its acquisition strategy; (17) the risk of information technology failure or interruption, of information security breaches, and risks relating to intellectual property rights; (18) adverse currency fluctuations or devaluations; (19) the regulatory, political, economic, social and other risks of international operations, including in emerging markets; (20) adverse changes in customer preferences or a decrease in consumer spending; (21) the inability to attract or retain key personnel; (22) the inability to realize the benefits of IFF's cost and productivity initiatives; (23) the cost and difficulty of complying with, and risk of adverse changes to, domestic, foreign and international laws, regulations and rules, including regarding taxation; (24) volatility and increases in the price of raw materials, energy and transportation; (25) price realization in a rising input cost environment; and (26) the risk of adverse legal or regulatory proceedings. For a discussion of risks and important factors that could cause actual results to differ from expectations, projections and forward-looking statements, see the risks and other factors and information in IFF's filings with the Securities and Exchange Commission, including IFF's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other filings available on IFF's website ([www.iff.com](http://www.iff.com)). New risks emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risks on IFF's business. IFF disclaims any obligation to update any such factors or to announce publicly the results of any revisions to any of the forward-looking statements to reflect future events or developments.

In this press release we provide forward-looking CAGR and net debt to EBITDA amounts in the form of guidance. This guidance is provided on a non-GAAP basis and cannot be reconciled to the closest GAAP measures without unreasonable effort because of the unpredictability of the amounts

and timing of events affecting the items we exclude from non-GAAP measures. For example, acquisition-related costs, restructuring and other charges, net, and integration costs are all impacted by the timing and size of potential future actions, which are difficult to predict. In addition, from time to time, we exclude certain items that occur infrequently, which are also inherently difficult to predict and estimate. It is also difficult to predict the tax effect of the items we exclude and to estimate certain discrete tax items, like the resolution of tax audits or changes to tax laws. As such, the costs that are being excluded from non-GAAP guidance are difficult to predict and a reconciliation or a range of results could lead to disclosure that would be imprecise or potentially misleading. Material changes to any one of the exclusions could have a significant effect on our guidance and future GAAP results.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, any security and may not be relied upon in connection with the purchase or sale of any security. Any such offer would only be made by means of formal offering documents, the terms of which would govern in all respects. You are cautioned against using this information as the basis for making a decision to purchase any security.

You should not rely exclusively on this press release as the basis upon which to make an investment decision. The information in this press release is provided to you as of the dates indicated and IFF does not intend to update the information after its distribution, even in the event that the information becomes materially inaccurate. Certain information contained in this press release includes calculations or figures that have been prepared internally and have not been audited or verified by a third party. Use of different methods for preparing, calculating or presenting information may lead to different results and such differences may be material. In addition, in all cases where historical performance is presented, please note that past performance is not a reliable indicator of future results and should not be relied upon as the basis for making an investment decision.

These materials are not intended for distribution to, or use by, any person or entity in any jurisdiction or country where such distribution or use is contrary to local law or regulation.



**Barclay Global  
Consumer  
Staples  
Conference**

September 6, 2018

**IFE**



# Cautionary Statement

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IFF's results may be materially affected by factors such as, but not limited to: (1) the inability to obtain required regulatory approvals for the Frutarom acquisition (the "acquisition"), the timing of obtaining such approvals and the risk that such approvals may result in the imposition of adverse conditions; (2) the risk that a closing condition to the acquisition may not be satisfied on a timely basis or at all or that the acquisition may not close for any reason; (3) uncertainties as to access to financing on a timely basis and on reasonable terms or at all; (4) the impact of IFF's proposed financing on its liquidity and flexibility to respond to other opportunities; (5) whether the acquisition will have the accretive effect on IFF's earnings or cash flows that it expects; (6) the inability to obtain, or delays in obtaining, cost savings and synergies from the acquisition; (7) business and operations integration costs and difficulties; (8) unexpected costs, liabilities, charges or expenses relating to the acquisition; (9) adverse effects on IFF's stock price resulting from the acquisition; (10) adverse effects on business relationships or competitive responses resulting from the acquisition; (11) the inability to compete in the markets in which IFF operates; (12) the inability to retain existing and win new customers; (13) the inability to develop and introduce new products that appeal to IFF's customers; (14) disruptions in IFF's manufacturing or supply chain; (15) the inability to obtain raw materials of quality, on cost-effective terms or at all, including citral; (16) the inability to successfully implement IFF's Vision 2020 strategy, including its acquisition strategy; (17) the risk of information technology failure or interruption, of information security breaches, and risks relating to intellectual property rights; (18) adverse currency fluctuations or devaluations; (19) the regulatory, political, economic, social and other risks of international operations, including in emerging markets; (20) adverse changes in customer preferences or a decrease in consumer spending; (21) the inability to attract or retain key personnel; (22) the inability to realize the benefits of IFF's cost and productivity initiatives; (23) the cost and difficulty of complying with, and risk of adverse changes to, domestic, foreign and international laws, regulations and rules, including regarding taxation; (24) volatility and increases in the price of raw materials, energy and transportation; (25) price realization in a rising input cost environment; and (26) the risk of adverse legal or regulatory proceedings. For a discussion of risks and important factors that could cause actual results to differ from expectations, projections and forward-looking statements, see the risks and other factors and information in IFF's filings with the Securities and Exchange Commission, including IFF's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other filings available on IFF's website ([www.iff.com](http://www.iff.com)). New risks emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risks on IFF's business. IFF disclaims any obligation to update any such factors or to announce publicly the results of any revisions to any of the forward-looking statements to reflect future events or developments. This presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any security and may not be relied upon in connection with the purchase or sale of any security. Any such offer would only be made by means of formal offering documents, the terms of which would govern in all respects. You are cautioned against using this information as the basis for making a decision to purchase any security.

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This presentation includes Non-GAAP metrics, such as Currency Neutral Sales, Currency Neutral Adjusted Operating Profit, Currency Neutral Adjusted EPS, Adjusted Operating Profit, EBITDA, and Net Debt to EBITDA. See "Appendix" in this presentation for information regarding certain Non-GAAP metrics, including reconciliations to the most directly comparable GAAP metric.



# Important Information & Where to Find It

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Morgan Stanley & Co. LLC, Prospectus Department, 180 Varick Street, 2nd Floor, New York, New York 10014; Citigroup Global Markets Inc. toll-free at 1-800-831-9146, or by mail at Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717; or J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions 1155 Long Island Avenue, Edgewood, NY 11717, or via telephone: 1-866-803-9204.



# Agenda

1. IFF & Frutarom Introduction
2. Strategic Rationale & Value Creation
3. Integration Progress
4. 2018 Performance: IFF & Frutarom
5. Summary
6. Q&A

# Leading Global Flavor & Fragrance Company

Strong heritage as an innovation leader with global CPGs

## PROFILE

# IFF

**Innovation driven global organization** known for core list representation with **global CPGs**

- Founded 1889, Listed on NYSE & in S&P 500
- Annual R&D spend ~8% of sales
- Serving 3,000 customers in 162 countries
- ~50% sales to the emerging markets



Flavors



Fragrance



Fragrance  
Ingredients



Cosmetic  
Actives

**IFF**

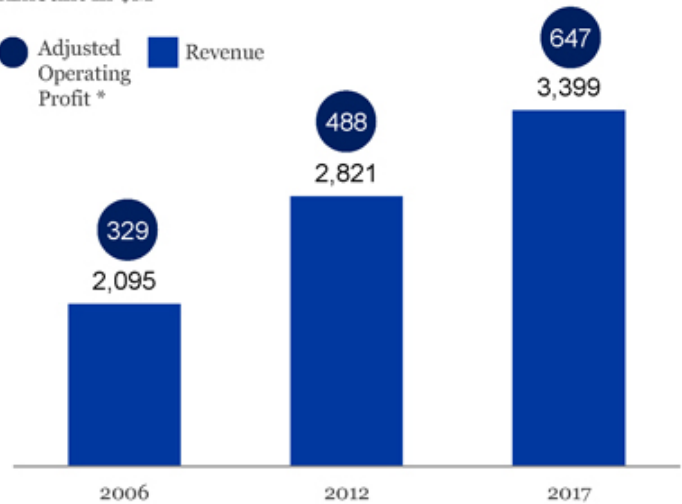
As of Dec 31, 2017

Source: Annual filings & management reports

## PERFORMANCE

Amount in \$M

● Adjusted Operating Profit \*   ■ Revenue



\* Adjusted Operating Profit is a Non-GAAP metric, please see our GAAP to Non-GAAP Reconciliation in 'Appendix' of this presentation.

# Rapidly Growing Flavor & Specialty Ingredient House

Leading naturals portfolio servicing small & mid-sized customers

## PROFILE



Suite of **natural product** offerings serving fast-growing **small, mid-sized & private label** customers

- Founded 1933, Listed on TASE & in TASE 35
- Acquisitive organization focused on naturals
- Serving 30,000 customers in >150 countries
- ~43% sales to the emerging markets



Flavors



Savory Solutions



Natural Colors



Natural Food Protection



Health Ingredients

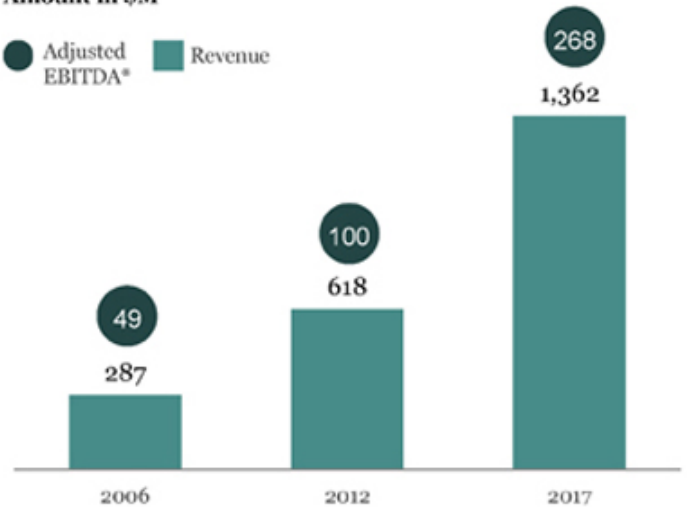


As of Dec 31, 2017  
Source: Annual Filings

## PERFORMANCE

Amount in \$M

● Adjusted EBITDA\*    ■ Revenue



\* Adjusted EBITDA is a Non-GAAP metric, please see our GAAP to Non-GAAP Reconciliation in 'Appendix' of this presentation.

# IFF Strategic Vision

Roadmap for accelerated profitable growth

## Vision 2020

We are the catalyst for discoveries that spark the senses and transform the everyday

### Innovating Firsts

- Drive differentiation in key technologies
- Develop responsible products to meet the future needs of our customers & consumers

 Drive Differentiation

### Win Where We Compete

- Lead in key markets
- Close gaps across value enhancing categories
- Achieve #1 position with targeted customers

 Balance Customers

 Maximize Portfolio

### Become Customers' Partner of Choice

- Actively support our customers' success
- Achieve commercial excellence & service leadership

### Strengthen & Expand the Portfolio

- Strengthen the F&F core
- Stretch into adjacencies
- Pursue partnerships & collaborations

 Maximize Portfolio

Building Our Talent and Organization

 Generate Return

Continuously Improving

Creating a Sustainable Future

# IFF & Frutarom Transaction

## Compelling combination









- IFF & Frutarom combination creates a **global leader** in natural taste, scent and nutrition with expected 2018 pro-forma sales of \$5.3 billion
- Enriches portfolio for a **stronger product offering**, broadens access in **attractive adjacencies** & strengthens exposure to **fast-growing customers**
- Expect to generate significant cost synergies of **\$145 million** by the third full year after the completion of the merger
- **Accelerating financial performance**, with sales growing 5 to 7% and adjusted cash EPS 10%+ between 2019 and 2021, on a currency neutral basis, including the contribution of acquisitions

**IFF**



# Strong Strategic Alignment

Broad-based benefits across all four priorities

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



# Stronger Product Offering

Enriching our portfolio to provide more comprehensive solutions

## IFF COMPETENCY

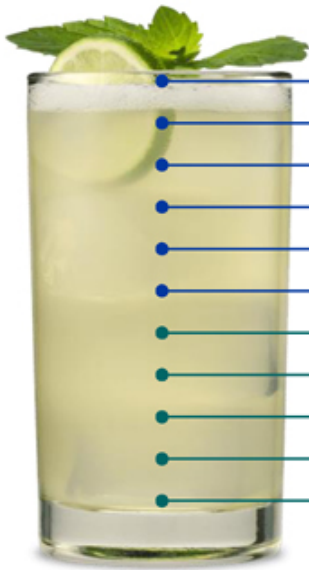


## FRUTAROM COMPETENCY



# More Comprehensive Offering

Uniquely positioned by combining innovation of both companies



- **Aroma** (Delivery)
- **Fresh Herbs / Fruits**
- **Mouthfeel** (Natural Flavors)
- **Taste Profile** (Natural Flavors)
- **Premium Spirits** (Modulation)
- **Syrup** (Modulation)
- **Fresh Citrus** (Specialty Citrus)
- **Natural Colors**
- **Natural / Botanical Extracts**
- **Antioxidants**
- **Natural Food Protection**



Legacy IFF capabilities



New Frutarom capabilities

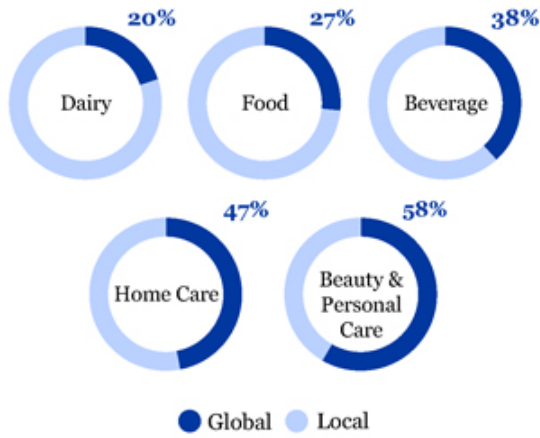


# Small Customers Growing Fastest

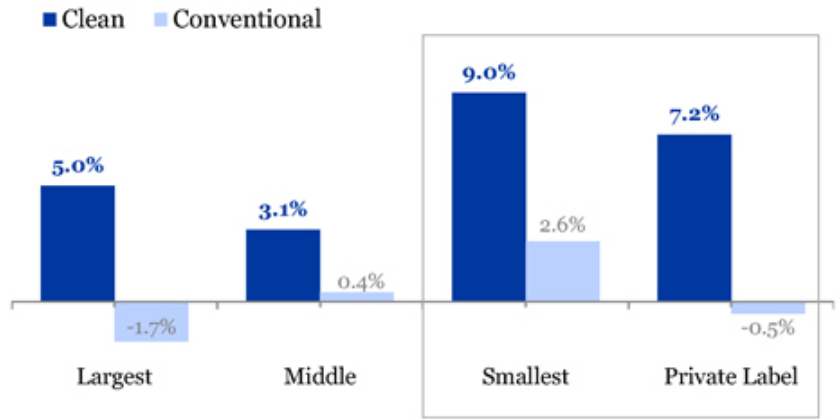
Small & private label own share of spend; Focused on clean label

## CPG CUSTOMER DYNAMICS

### Brand share of spend by sector



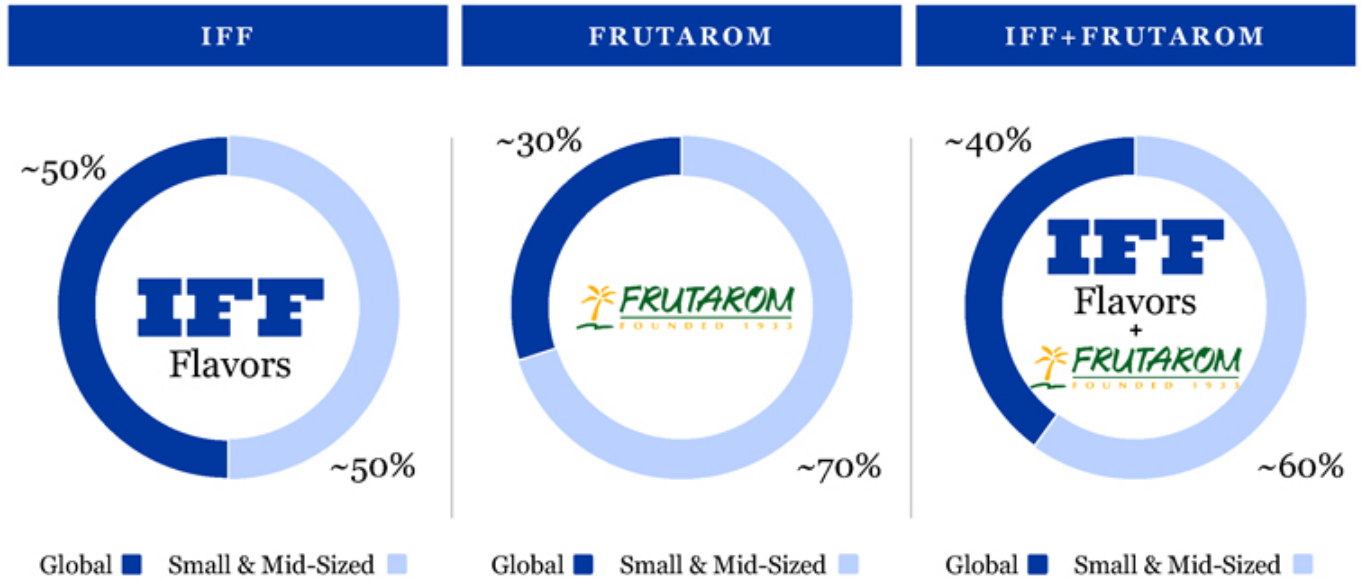
### Smallest companies capturing more clean label<sup>1</sup> growth



Note: <sup>1</sup> "Clean label" products are free of artificial flavors, colors, preservatives and sweeteners in all food and beverage categories, and free of hormones and antibiotics in applicable categories, and also contain a specific marketing claim. Source: Kantar Worldpanel May 2018 Report, Nielsen 2017 U.S. FMCG Report.

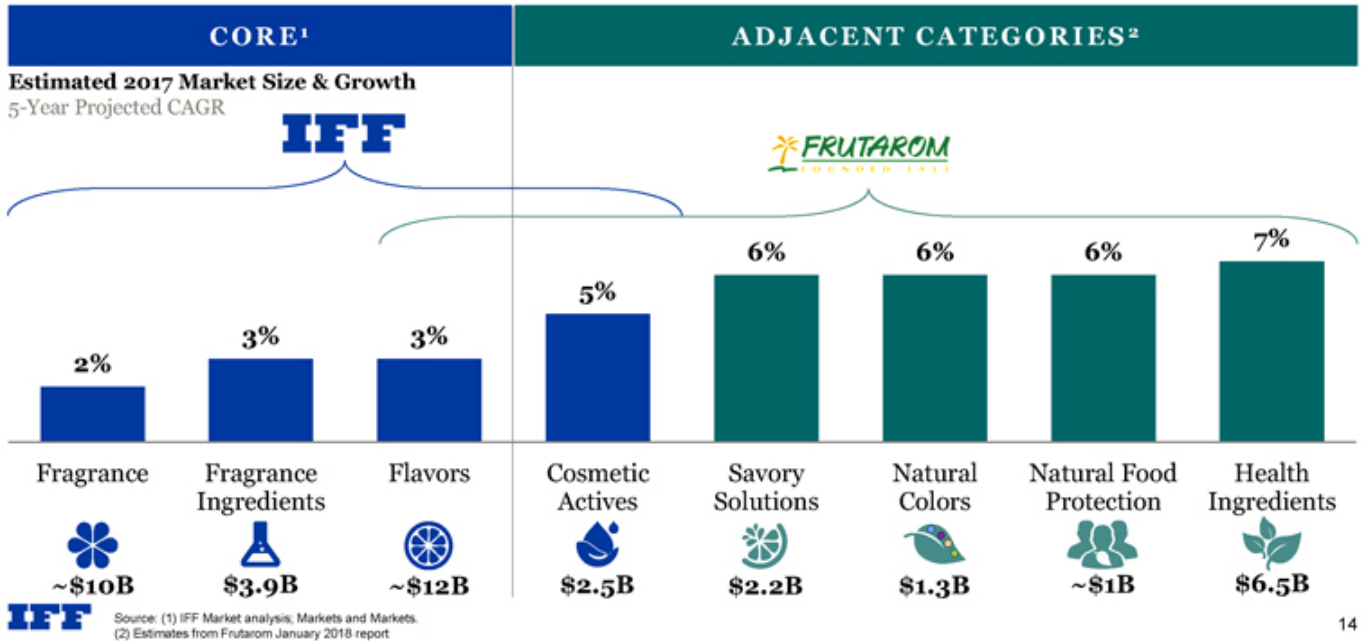
# Strengthens Exposure To Fast-Growing Customers

Small & mid-sized customers growing at an accelerated rate



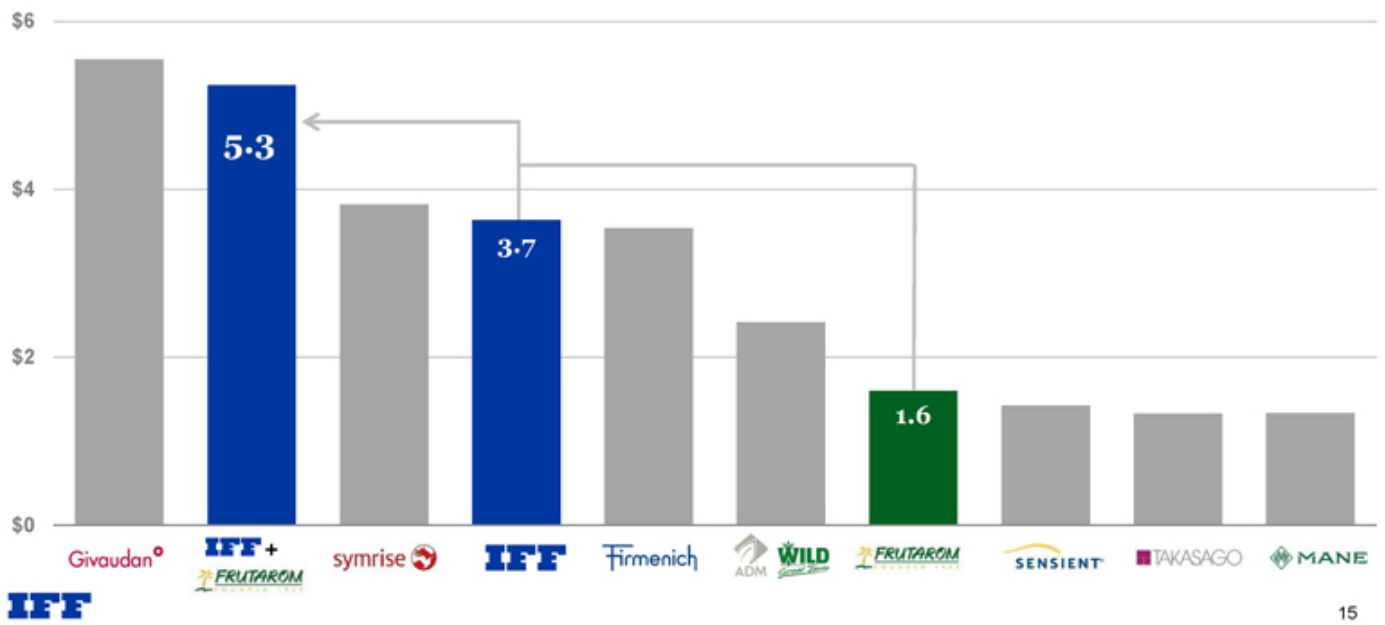
# Broadens Access In Attractive Adjacencies

Expanding into rapidly growing & profitable markets



# Creates A Global Leader In Taste, Scent & Nutrition

Estimated 2018 total sales (\$B)



# Generates Significant Cost Synergies

Unlocking incremental shareholder value



# Rationalize Procurement

Leveraging the best of both supply chains





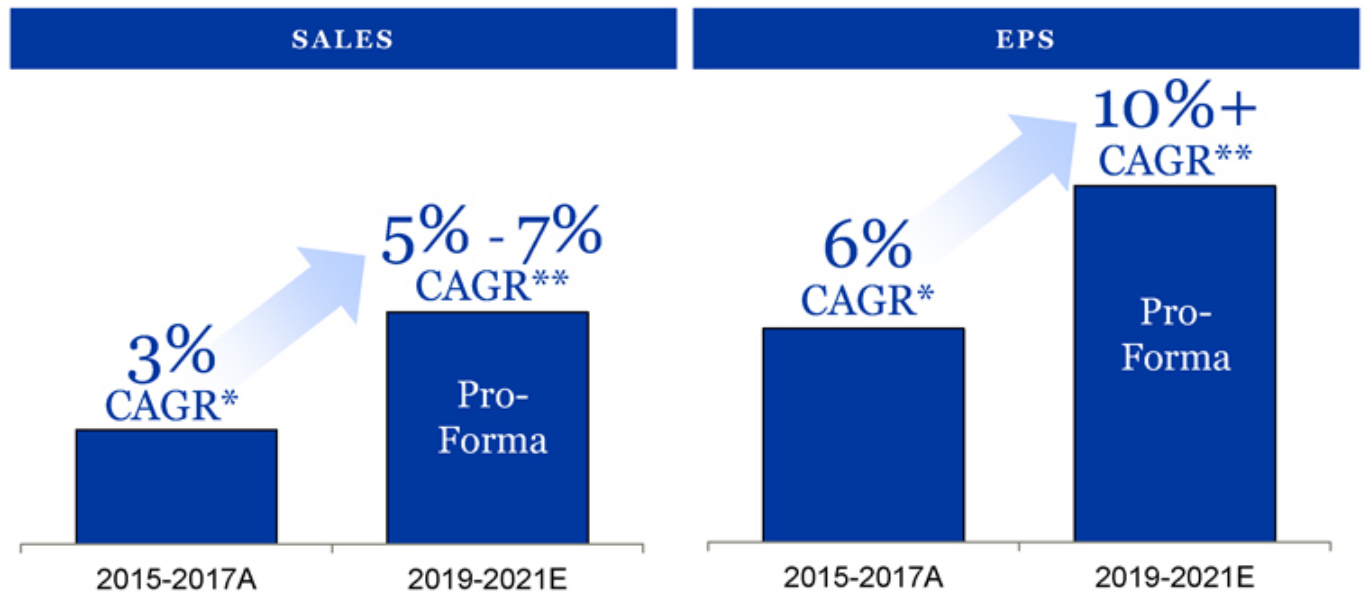
# Optimize Global Footprint

IFF & Frutarom global manufacturing sites



# Accelerating Financial Performance

Average currency neutral growth targets for the 2019 to 2021 period



\* Currency Neutral Sales and Currency Neutral Adjusted EPS are Non-GAAP metrics; Organic results  
\*\* Currency Neutral Sales and Currency Neutral Adjusted CASH EPS are Non-GAAP metrics; Includes acquisitions  
Please see our GAAP to Non-GAAP Reconciliation in "Appendix" of this presentation

# Capital Allocation Strategy

Disciplined uses of cash

- 1 Primary focus on debt repayment to maintain investment grade rating
- 2 Reinvest in business via capex for long-term future growth
- 3 Pursue value-enhancing M&A
- 4 Maintain current dividend status

**IFF**

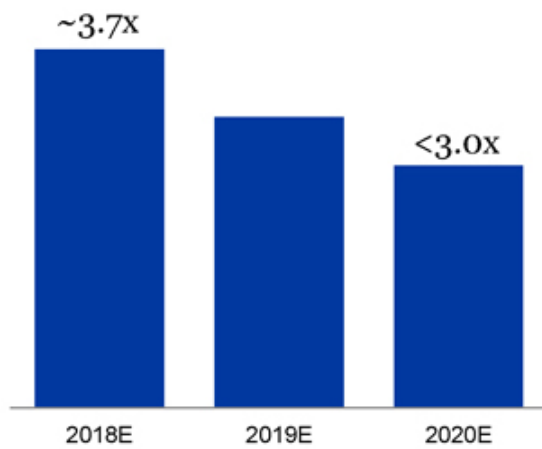


# Drive Debt Repayment

Achieving Net Debt to EBITDA\* target to retain investment grade rating

NET DEBT / EBITDA\*

FOCUS



- Managing leverage to retain investment grade rating is critical focus
- Committed to be <3.0x net debt to EBITDA\* between 18-24 months
- Management incentives will be aligned with repayment of debt metrics



\*Net Debt to EBITDA is a Non-GAAP metric.  
Please see our GAAP to Non-GAAP Reconciliation in "Appendix" of this presentation

## Process Update









Tracking ahead of schedule

- Frutarom shareholders approved transaction with IFF by a majority of ~95%
- Comprehensive pre-close discussions on talent, R&D, adjacencies & business and functional integration
- Committed to Tel Aviv Stock listing upon completion of transaction
- Close expected in early October pending antitrust approvals



# Antitrust Process

On-track, with all applications submitted & approvals in 6 of 8 jurisdictions

COUNTRY		FILED	APPROVED
United States		✓	✓
Israel		✓	✓
Turkey		✓	✓
Mexico		✓	✓
Ukraine		✓	✓
South Africa		✓	✓
Russia		✓	Pending
European Union		✓	Pending

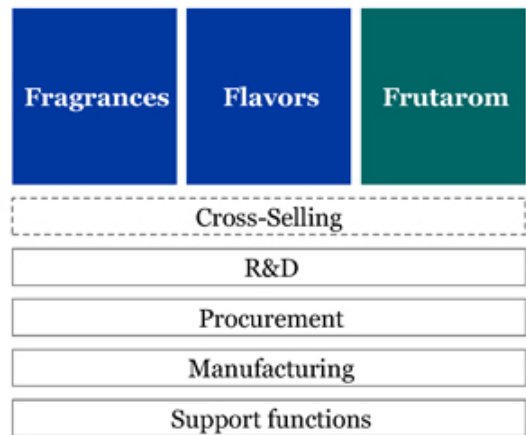
# Day 1 Go-To-Market

Positioning for strong execution & sustainable, profitable growth

## ENSURING SUCCESS

- Frutarom to remain a standalone unit; Maintain current go-to-market strategy
- Leverage global expertise across back-end functions to unlock value
- Drive cross-selling via sharing of vast technologies & categories expertise
- Selectively "lift & shift" as appropriate based on long-term strategy

## DAY 1 MODEL



# IFF 1H 2018 Financial Review

Strong performance across all financial metrics

Currency neutral  
sales growth\*

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+6%

Currency neutral  
adjusted operating profit growth\*

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+5%

Currency neutral  
adjusted EPS growth\*

+10%



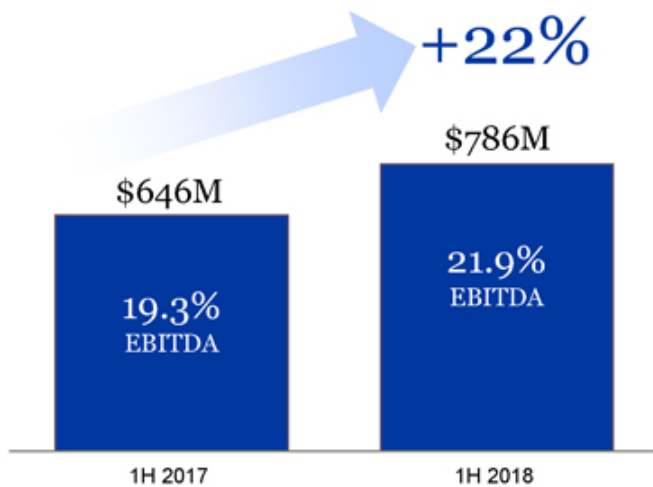
\* Currency Neutral Sales, Currency Neutral Adjusted Operating Profit & Currency Neutral EPS are Non-GAAP metrics, please see our GAAP to Non-GAAP Reconciliation in "Appendix" of this presentation.



# Frutarom 1H 2018 Performance

Record revenues & profitability margin

## FINANCIALS



## COMMENTARY

- Achieved record quarterly revenue, with constant currency growth on a pro-forma basis of 6.0%
- Flavors sales improved 7% & Specialty Fine Ingredients sales grew 9%, both on a constant currency pro-forma basis
- EBITDA grew by ~39% led by strong gross margin improvement; Core EBITDA margin now at 23.0%



\* Sales – on a constant currency a pro forma basis – and EBITDA are Non-GAAP metrics, please see our GAAP to Non-GAAP Reconciliation in "Appendix" of this presentation.

# Summary

## IFF & Frutarom transaction – a compelling combination

<b>ESTABLISHED LEADERSHIP</b>	<ul style="list-style-type: none"><li>• Leader in natural taste, scent &amp; nutrition with expected 2018 pro-forma sales of \$5.3B</li></ul>
<b>GROWTH ACCELERATION</b>	<ul style="list-style-type: none"><li>• Stronger product offering</li><li>• Access to fast-growing small &amp; mid-sized customers</li><li>• Enter attractive adjacencies</li></ul>
<b>PROFIT ENHANCEMENT</b>	<ul style="list-style-type: none"><li>• Expect to generate cost synergies of \$145M by the third full year after the completion of the merger</li></ul>
<b>VALUE CREATION</b>	<ul style="list-style-type: none"><li>• Accelerate financial results, with sales* +5 to +7% &amp; adjusted cash EPS* 10%+ from 2019 – 2021, excluding currency; &lt;3.0x net debt to EBITDA* in 18-24 months</li></ul>
<b>POSITION OF STRENGTH</b>	<ul style="list-style-type: none"><li>• Strong start in 2018 for both IFF &amp; Frutarom; with robust top and bottom-line performance</li></ul>



\* Currency Neutral Sales, Currency Neutral Adjusted Cash EPS & Net Debt to EBITDA are Non-GAAP metrics  
Please see our GAAP to Non-GAAP Reconciliation in "Appendix" of this presentation



# Q&A

**IFF**

# Appendix

## GAAP & Non-GAAP Financial Measures

We provide in this presentation certain non-GAAP financial measures, including (1) Currency Neutral Sales, (2) Adjusted Operating Profit and Currency Neutral Adjusted Operating Profit (3) Adjusted EPS and Currency Neutral Adjusted EPS, and (4) Compound Average Currency Neutral Growth Rate ("CAGR"), which exclude restructuring costs and other significant items of a non-recurring and/or nonoperational nature such as legal charges/credits, losses on sale of assets, tax assessment, operational improvement initiatives, integration costs, FDA mandated product recall costs, acquisition related costs, CTA realization, Frutarom pre-acquisition costs and U.S. Tax reform (often referred to as "Items Impacting Comparability") and, with respect to the currency neutral items, the impact of foreign currency movements. We provide these metrics as we believe that they are useful in providing period to period comparisons of the results of our operational performance. Currency Neutral Sales, Adjusted Operating Profit, Currency Neutral Adjusted Operating Profit, Adjusted EPS and Currency Neutral Adjusted EPS should not be considered in isolation or as substitutes for analysis of the Company's results under GAAP and may not be comparable to other companies' calculation of such metrics. When we provide our expectations for our currency neutral metrics in our full year 2018 guidance, we estimate the anticipated FX impact by comparing prior year results to the prior year results restated at exchange rates in effect for the current year based on the currency of the underlying transaction.

When we provide our expectations for our Adjusted Operating Profit and our Adjusted EPS in our full year 2018 guidance, a reconciliation of the differences between the non-GAAP expectation and the corresponding GAAP measure generally are not available without unreasonable effort due to inherent difficulty of forecasting the timing and amount of reconciling items that would be excluded from the GAAP measure in the relevant future period and the relevant tax impact of such reconciling items on EPS. The variability of the excluded items may have a significant, and potentially unpredictable, impact on our future GAAP results.

We also provide forward-looking CAGR and net debt to EBITDA amounts in the form of guidance in this presentation. This guidance is provided on a non-GAAP basis and cannot be reconciled to the closest GAAP measures without unreasonable effort because of the unpredictability of the amounts and timing of events affecting the items we exclude from non-GAAP measures. For example, acquisition-related costs, restructuring and other charges, net, and integration costs are all impacted by the timing and size of potential future actions, which are difficult to predict. In addition, from time to time, we exclude certain items that occur infrequently, which are also inherently difficult to predict and estimate. It is also difficult to predict the tax effect of the items we exclude and to estimate certain discrete tax items, like the resolution of tax audits or changes to tax laws. As such, the costs that are being excluded from non-GAAP guidance are difficult to predict and a reconciliation or a range of results could lead to disclosure that would be imprecise or potentially misleading. Material changes to any one of the exclusions could have a significant effect on our guidance and future GAAP results.



# IFF Reconciliation of GAAP & Non-GAAP Financial Measures

## Adjusted Operating Profit

(Dollars in Millions)	Year Ended December 31,		
	2006	2012	2017
Reported (GAAP)	329.2	486.6	581.4
Operational Improvement Initiatives (a)	-	-	1.8
Acquisition Related Costs (b)	-	-	20.4
Integration Related Costs (c)	-	-	4.2
Legal Charges/Credits, net (d)	-	-	1.0
Tax Assessment (e)	-	-	5.3
Restructuring and Other Charges, net (f)	-	1.7	19.7
Gain on Sale of Assets (g)	-	-	(.2)
FDA Mandated Product Recall (h)	-	-	11.0
UK Pension Settlement Charges (i)	-	-	2.8
<b>Adjusted (Non-GAAP)</b>	<b>329.2</b>	<b>488.3</b>	<b>647.4</b>



## **IFF Reconciliation of GAAP & Non-GAAP Financial Measures (cont'd)**

- (a) Represents accelerated depreciation and idle labor costs in Hangzhou, China.
- (b) Represents the amortization of inventory "step-up" included in Cost of goods sold and transaction costs related to the acquisitions of Fragrance Resources and PowderPure within Selling and administrative expenses.
- (c) Represents costs related to the integration of the David Michael and Fragrance Resources acquisitions.
- (d) Represents additional charge related to litigation settlement.
- (e) Represents the reserve for payment of a tax assessment related to commercial rent for prior periods.
- (f) For 2017, represents severance costs related to the 2017 Productivity Program which were partially offset by the reversal of 2015 severance charges that were no longer needed. For 2012, represents restructuring charges related to the 2011 strategic initiative.
- (g) Represents gains on sale of assets.
- (h) Represents an estimate of the Company's incremental direct costs and customer reimbursement obligations, in excess of the Company's sales value of the recalled products, arising from an FDA mandated recall.
- (i) Represents pension settlement charges incurred in one of the Company's UK pension plans.



## IFF Reconciliation of GAAP & Non-GAAP Financial Measures (cont'd)

### Adjusted Operating Profit

(Dollars in Millions)	6 Months Ended June 30,	
	2018	2017
Reported Operating Profit (GAAP)	329.4	281.8
Operational Improvement Initiatives (a)	1.4	1.0
Acquisition Related Costs (b)	(0.5)	15.1
Integration Related Costs (c)	1.0	1.9
Legal Charges / Credits, net (d)	-	1.0
Tax Assessment (e)	-	5.3
Restructuring and Other Charges, net (f)	0.9	10.9
Losses (Gains) on Sale of Assets	1.2	(0.0)
FDA Mandated Product Recall (h)	5.0	3.5
Frutarom Acquisition Related Costs (j)	12.4	-
<b>Adjusted Operating Profit (Non-GAAP)</b>	<b>350.8</b>	<b>320.5</b>





# IFF Reconciliation of GAAP & Non-GAAP Financial Measures (cont'd)

## Adjusted Earnings Per Share

(Dollars in Millions)	6 Months Ended June 30,	
	2018	2017
Reported EPS(GAAP)	\$2.87	\$2.84
Operational Improvement Initiatives (a)	0.01	0.01
Acquisition Related Costs (b)	-	0.13
Integration Related Costs (c)	0.01	0.02
Legal Charges / Credits, net (d)	-	0.01
Tax Assessment (e)	-	0.04
Restructuring and Other Charges, net (f)	0.01	0.10
Losses on Sale of Assets	0.01	-
CTA Realization (g)	-	(0.15)
FDA Mandated Product Recall (h)	0.05	0.03
U.S. Tax Reform (i)	0.01	-
Frutarom Acquisition Related Costs (j)	0.38	-
<b>Adjusted EPS (Non-GAAP)</b>	<b>\$3.35</b>	<b>\$3.02 <sup>(k)</sup></b>



## IFF Reconciliation of GAAP & Non-GAAP Financial Measures (cont'd)

- (a) For 2018, represents accelerated depreciation related to a plant relocation in India. For 2017, represents accelerated depreciation and idle labor costs in Hangzhou, China.
- (b) For 2018, represents adjustments to the contingent consideration payable for PowderPure, and transaction costs related to Fragrance Resources and PowderPure within Selling and administrative expenses. For 2017, represents the amortization of inventory "step-up" related to the acquisitions of David Michael, Fragrance Resources and PowderPure, included in cost of goods sold and transaction costs related to the acquisitions of David Michael, Fragrance Resources and PowderPure, included in Selling and administrative expenses.
- (c) For 2018, represents costs related to the integration of David Michael. For 2017, represents costs related to the integration of David Michael and Fragrance Resources acquisitions.
- (d) Represents additional charge related to litigation settlement.
- (e) Represents the reserve for payment of a tax assessment related to commercial rent for prior periods.
- (f) Represents severance costs related to the 2017 Productivity Program and Taiwan lab closure.
- (g) Represents the release of CTA related to the liquidation of a foreign entity.
- (h) Represents management's best estimate of losses related to the previously disclosed FDA mandated recall.
- (i) Represents charges incurred related to enactment of certain U.S. tax legislation changes in December 2017.
- (j) Represents transaction-related costs and expenses related to the pending acquisition of Frutarom. Amount includes \$10.6 million of bridge loan commitment fees included in Interest expense, \$25.0 million mark-to-market loss adjustment on an interest rate derivative and an \$11.0 million mark-to-market gain adjustment on a foreign currency derivative, and \$12.5 million of transaction costs included in administrative expenses.
- (k) The sum of these items does not foot due to rounding.



# IFF Reconciliation of GAAP & Non-GAAP Financial Measures (cont'd)

## Currency Neutral Sales Growth for the Six Months Ended June 30, 2018

	Total
Reported Sales Growth	11%
Currency Impact	(5%)
Currency Neutral Sales Growth	6%

## Currency Neutral Adj. Operating Profit Growth for the Six Months Ended June 30, 2018

	Total
Adjusted Operating Profit Growth	9%*
Currency Impact	(5%)
Currency Neutral Adj. Operating Profit Growth	5%

## Currency Neutral Adj. EPS Growth for the Six Months Ended June 30, 2018

	Total
Adjusted EPS Growth	11%
Currency Impact	(1%)
Currency Neutral Adj. EPS Growth	10%



\* Does not foot due to rounding

# IFF Reconciliation of GAAP & Non-GAAP Financial Measures (cont'd)

## Currency Neutral Sales

	Year ended December 31,		
	2015	2016	2017
Reported Sales Growth	0%	3%	9%
Acquisition Impact	(2)%	(2)%	(5)%
Reported Organic Sales Growth	(2)%	1%	4%
Currency Impact	5%	2%	0%
<b>Currency Neutral Adjusted Organic Sales Growth</b>	<b>3%</b>	<b>2%*</b>	<b>4%</b>
		3 Year CAGR:	3%

## Currency Neutral EPS

	Year ended December 31,		
	2015	2016	2017
Reported Organic EPS Growth	0%	(4)%	(30)%
Adjustments	3%	7%	34%
Adjusted Organic EPS Growth	2%*	3%	5%*
Currency Impact	7%	0%	2%
<b>Currency Neutral Adjusted Organic EPS Growth</b>	<b>9%</b>	<b>3%</b>	<b>6%*</b>
		3 Year CAGR:	6%



\* Does not foot due to rounding

# Frutarom Reconciliation of Non-GAAP Financial Measures (cont'd)

## Adjusted EBITDA

(Dollars in Millions)	Year ended December 31,		
	2006	2012	2017
Operating Profit	37.1	72.8	211.0
Non recurring expenses	-	1.5	7.9
Adjusted Operating Profit	-	74.3	218.9
Depreciation and Amortization	11.5	26.1	48.6
<b>Adjusted EBITDA</b>	<b>48.6</b>	<b>100.4</b>	<b>267.5</b>



# Frutarom Reconciliation of Non-GAAP Financial Measures (cont'd)

## Adjusted EBITDA

(Dollars in Millions)	6 Months Ended June 30,
	2018
Operating Profit	134.9
Non recurring expenses	1.7
Adjusted Operating Profit	136.6
Depreciation and Amortization	35.8
<b>Adjusted EBITDA</b>	<b>172.4</b>
Sales	786.1
<b>Adjusted EBITDA Margin</b>	<b>21.9%</b>



# Frutarom Reconciliation of Non-GAAP Financial Measures (cont'd)

## Adjusted Core EBITDA

(Dollars in Millions)	6 Months Ended June 30,	
	2018	2017
Core Operating Profit	134.6	99.7
Non recurring expenses	1.7	2.0
Adjusted Core Operating Profit	136.3	101.7
Depreciation and Amortization	35.3	21.8
<b>Adjusted Core EBITDA</b>	<b>171.6</b>	<b>123.5</b>
Core sales	746.1	601.8
<b>Adjusted Core EBITDA Margin</b>	<b>23.0%</b>	<b>20.5%</b>



# Frutarom Reconciliation of Non-GAAP Financial Measures (cont'd)

## Flavors Currency Neutral Pro Forma Sales Growth for the Six Months Ended June 30, 2018

	Total
Reported Sales Growth	22%
Impact	(15%)
Currency Neutral Pro Forma Sales Growth	7%

## Specialty Fine Ingredients Currency Neutral Pro Forma Sales Growth for the Six Months Ended June 30, 2018

	Total
Reported Sales Growth	32%
Impact	(23%)
Currency Neutral Pro Forma Sales Growth	9%

