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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
December 11, 2023 (December 5, 2023)
Date of Report (Date of earliest event reported)

GREIF, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-00566**	**31-4388903**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

425 Winter Road	**Delaware**	**Ohio**	**43015**
(Address of principal executive offices)			(Zip Code)

Registrant's telephone number, including area code: (740) 549-6000

Not Applicable
(Former name or former address, if changed since last report.)

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. ☐

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A Common Stock	GEF	New York Stock Exchange
Class B Common Stock	GEF-B	New York Stock Exchange

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 (see General Instruction A.2. below):

☐ 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))

Section 2 – Financial Information

Item 2.02. Results of Operations and Financial Condition.

On December 6, 2023, Greif, Inc. (the "Company") issued a press release (the "Earnings Release") announcing the financial results for its fourth quarter and fiscal year ended October 31, 2023. The full text of the Earnings Release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The Earnings Release included the following non-GAAP financial measures (the "non-GAAP Measures"):

(i) the Company's net income, excluding the impact of adjustments, for the fourth quarter of 2023 and the fourth quarter of 2022, which is equal to the Company's consolidated net income for the applicable period plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus (gain) loss on disposal of properties, plants, equipment and businesses net, each net of tax, equity earnings of unconsolidated affiliates and noncontrolling interest and on a consolidated basis for the applicable period;

(ii) the Company's earnings per diluted Class A share, excluding the impact of adjustments, for the fourth quarter of 2023 and the fourth quarter of 2022, which is equal to the Company's consolidated net income for the applicable period plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus (gain) loss on disposal of properties, plants, equipment and businesses net, each net of tax, equity earnings of unconsolidated affiliates and noncontrolling interest and on a consolidated basis for the applicable period;

(iii) the Company's consolidated adjusted EBITDA for the fourth quarter of 2023 and the fourth quarter of 2022, which is equal to the Company's consolidated net income for the applicable period plus interest expense, net, plus income tax expense, plus depreciation, depletion and amortization expense, plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus (gain) loss on disposal of properties, plants, equipment and businesses, net, each on a consolidated basis for the applicable period;

(iv) the Company's consolidated adjusted free cash flow for the fourth quarter of 2023 and the fourth quarter of 2022, which is equal to the Company's consolidated net cash provided by operating activities for the applicable period less cash paid for purchases of properties, plants and equipment, plus cash paid for acquisition and integration related costs, plus cash paid for integration related Enterprise Resource Planning ("ERP") systems and equipment, plus cash paid for taxes related to Tama, Iowa mill divestment, each on a consolidated basis for the applicable period;

(v) the Company's net income, excluding the impact of adjustments, for the fiscal year of 2023 and the fiscal year of 2022, which is equal to the Company's consolidated net income for the applicable period plus restructuring charges, plus debt extinguishment charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus (gain) loss on disposal of properties, plants, equipment and businesses net, each net of tax, equity earnings of unconsolidated affiliates and noncontrolling interest and on a consolidated basis for the applicable period;

(vi) the Company's earnings per diluted Class A share, excluding the impact of adjustments, for the fiscal year of 2023 and the fiscal year of 2022, which is equal to the Company's consolidated net income for the applicable period plus restructuring charges, plus debt extinguishment charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus (gain) loss on disposal of properties, plants, equipment and businesses net, each net of tax, equity earnings of unconsolidated affiliates and noncontrolling interest and on a consolidated basis for the applicable period;

(vii) the Company's consolidated adjusted EBITDA for the fiscal year of 2023 and the fiscal year of 2022, which is equal to the Company's consolidated net income for the applicable period plus interest expense, net, plus debt extinguishment charges, plus income tax expense, plus depreciation, depletion and amortization expense, plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus (gain) loss on disposal of properties, plants, equipment and businesses, net, each on a consolidated basis for the applicable period;

(viii) the Company's consolidated adjusted free cash flow for the fiscal year of 2023 and the fiscal year of 2022, which is equal to the Company's consolidated net cash provided by operating activities for the applicable period, less cash paid for purchases of properties, plants and equipment, plus cash paid for acquisition and integration related costs, plus cash paid for integration related ERP systems and equipment, plus cash paid for debt issuance costs, plus cash proceeds redeployment related to replacement of non-operating corporate asset, plus cash paid for taxes related to Tama, Iowa mill divestment, each on a consolidated basis for the applicable period;

(ix) the Company's net debt for the fourth quarter of 2023 and the fourth quarter of 2022, which is equal to the Company's consolidated total debt at the end of the applicable period ended less cash and cash equivalents at the end of the applicable period ended;

(x) the Company's leverage ratio for the fourth and third quarters of 2023 and the fourth quarter of 2022, which is equal to net debt divided by trailing twelve-month EBITDA, each as calculated under the terms of the Company's Second Amended and Restated Credit Agreement dated as of March 1, 2022, which has been filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2022;

(xi) adjusted EBITDA for the Company's Global Industrial Packaging business segment for the fourth quarter of 2023 and the fourth quarter of 2022, which is equal to that business segment's operating profit less other (income) expense, net, less non-cash pension settlement charges, less equity earnings of unconsolidated affiliates, net of tax, plus depreciation and amortization expense, plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus (gain) loss on disposal of properties, plants, equipment and businesses, net, each for the applicable period; and

(xii) adjusted EBITDA for the Company's Paper Packaging & Services business segment for the fourth quarter of 2023 and the fourth quarter of 2022, which is equal to that business segment's operating profit less other (income) expense, net, plus depreciation and amortization expense, plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus (gain) loss on disposal of properties, plants, equipment and businesses, net, each for the applicable period.

The Earnings Release also included the following forward-looking non-GAAP measures:

(i) the Company's fiscal 2024 low-end guidance estimate of adjusted EBITDA guidance, which is equal to the Company's consolidated net income for such period plus interest expense, net, plus income tax expense, plus depreciation, depletion and amortization expense, plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus (gain) loss on disposal of properties, plants, equipment and businesses net, and on a consolidated basis for the applicable period.

(ii) the Company's fiscal year 2024 low-end guidance estimate of projected adjusted free cash flow guidance, which is equal to the Company's consolidated net cash provided by operating activities for such period, less cash paid for purchases of properties, plants and equipment, plus cash paid for acquisition and integration related costs, plus cash paid for integration related ERP systems and equipment for such period, plus cash paid for ongoing initiatives under our Build to Last strategy. A reconciliation of this forward-looking non-GAAP financial measure was included in the Earnings Release.

No reconciliation of the forward-looking non-GAAP financial measure to the most directly comparable GAAP financial measure for item (i) was included in the Earnings Release because, due to the high variability and difficulty in making accurate forecasts and projections of some of the excluded information, together with some of the excluded information not being ascertainable or accessible, the Company is unable to quantify certain amounts that would be required to be included in the most directly comparable GAAP financial measure without unreasonable efforts.

Management of the Company uses the non-GAAP Measures to evaluate ongoing operations and believes that these non-GAAP Measures are useful to investors. The exclusion of the impact of the identified adjustments, such as restructuring charges, acquisition and integration related costs, non-cash asset impairment charges, non-cash pension settlement charges and (gain) loss on disposal of properties, plants, equipment and businesses, net, enable management and investors to perform meaningful comparisons of current and historical performance of the Company. Management of the Company also believes that the exclusion of the impact of the identified adjustments provides a stable platform on which to compare the historical performance of the Company and that investors desire this information. Management believes that the use of consolidated adjusted free cash flow, which excludes identified adjustments paid for purchases of properties, plants and equipment, cash paid for acquisition and integration related costs, cash paid for integration related ERP systems and equipment, and cash paid for debt issuance costs, from the Company's consolidated net cash provided by operating activities, provides additional information on which to evaluate the cash flow generated by the Company and believes that this is information that investors find valuable. The non-GAAP Measures are intended to supplement and should be read together with our financial results. The non-GAAP Measures should not be considered an alternative or substitute for, and should not be considered superior to, our reported financial results. Accordingly, users of this financial information should not place undue reliance on the non-GAAP Measures.

Section 5 - Corporate Governance and Management

Item 5.03(a) Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 5, 2023, the Company's Board of Directors adopted an amendment to Article VI, Section 6.8 of the Company's Third Amended and Restated By-Laws that will enact a new fiscal year of the Company ending September 30, with the first such fiscal year ending September 30, 2025. The amendment to the Third Amended and Restated By-Laws is attached as Exhibit 99.3 to this Current Report on Form 8-K.

Section 7 – Regulation FD

Item 7.01. Regulation FD Disclosure.

On December 7, 2023, management of the Company held a conference call with interested investors and financial analysts (the "Conference Call") to discuss the Company's financial results for its fourth quarter and fiscal year ended October 31, 2023. The file transcript of the Conference Call, is attached as Exhibit 99.2 to this Current Report on Form 8-K.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Greif, Inc. on December 6, 2023 announcing the financial results for its fourth quarter and fiscal year ended October 31, 2023.
99.2	File transcript of conference call with interested investors and financial analysts held by management of Greif, Inc. on December 6, 2023.
99.3	Amendment to Third Amended and Restated By-Laws of Greif, Inc.

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.

GREIF, INC.

Date: December 11, 2023

By /s/ Lawrence A. Hilsheimer

Lawrence A. Hilsheimer,
Executive Vice President and Chief Financial Officer

Exhibit 99.1

GREIF
PACKAGING SUCCESS TOGETHER™

Greif Reports Fourth Quarter and Fiscal 2023 Results

DELAWARE, Ohio (December 6, 2023) – Greif, Inc. (NYSE: GEF, GEF.B), a world leader in industrial packaging products and services, today announced fourth quarter and fiscal 2023 results.

Fourth Quarter Results Include (all results compared to the fourth quarter 2022 unless otherwise noted):

- Net income of $67.8 million or $1.16 per diluted Class A share compared to net income of $99.5 million or $1.67 per diluted Class A share. Net income, excluding the impact of adjustments(1), of $90.9 million or $1.56 per diluted Class A share compared to net income, excluding the impact of adjustments, of $109.0 million or $1.83 per diluted Class A share.
- Adjusted EBITDA(2) of $199.2 million, a decrease of $19.5 million, compared to Adjusted EBITDA of $218.7 million.
- Net cash provided by operating activities decreased by $83.1 million to $203.5 million. Adjusted free cash flow(3) decreased by $98.3 million to $136.2 million.

Fiscal Year Results Include (all results compared to the fiscal year 2022 unless otherwise noted):

- Net income of $359.2 million or $6.15 per diluted Class A share compared to net income of $376.7 million or $6.30 per diluted Class A share. Net income, excluding the impact of adjustments, of $358.7 million or $6.14 per diluted Class A share compared to net income, excluding the impact of adjustments, of $471.2 million or $7.87 per diluted Class A share.
- Adjusted EBITDA of $818.8 million, a decrease of $98.7 million, compared to Adjusted EBITDA of $917.5 million.
- Net cash provided by operating activities decreased by $8.0 million to $649.5 million. Adjusted free cash flow decreased by $25.1 million to $481.2 million.
- Total debt increased by $299.0 million to $2,215.1 million related to acquisitions closed during the year. Net debt(4) increased by $265.2 million to $2,034.2 million. The Company's leverage ratio(5) increased to 2.2x from 1.73x and also from 2.17x sequentially, which is within our targeted leverage ratio range of 2.0x - 2.5x.
- The Company increased its quarterly dividend by 4% during the year, paying a record $116.5 million in cash dividends to stockholders in fiscal 2023.

Strategic Actions and Announcements

- Completed acquisition of 100% ownership interest in Reliance Products, Ltd., a leading producer of high-performance barrier and conventional blow molded jerrycans and small plastic containers in Canada, as of October 1, 2023.
- Signed definitive agreement to acquire 100% ownership interest in Ipackchem Group SAS, a global leader in premium barrier and non-barrier jerrycans and small plastic containers, from an affiliate of SK Capital Partners, in a cash transaction valued at $538(8) million. The transaction will be funded through available capacity in the Company's existing credit facilities and is expected to close by the end of the second quarter of the Company's 2024 fiscal year, subject to various closing conditions, including governmental and regulatory clearances.

CEO Commentary

“I am deeply proud of our team and the results they delivered in fiscal 2023, in the face of market headwinds, which persisted over the balance of the year. Facing this historic volume adversity, our team worked collaboratively to take necessary and decisive action to deliver exceptional value for our customers and our shareholders. As a result of that work, I am pleased to share that 2023 was the second-best year in Greif’s 146-year history for recorded Adjusted EBITDA and Adjusted Free Cash Flow – a truly remarkable achievement. In addition, during the year we deployed over $550 million towards acquisitions and continued to resource ongoing internal initiatives to bolster our long-term trajectory and enhance shareholder value. As we continue to invest and advance our Build to Last strategy, I am humbled by our team’s execution and commitment, and excited about Greif's future as we look ahead through 2024.”

Build to Last Mission Progress

Customer satisfaction is a key component of our mission to Deliver Legendary Customer Service. Our consolidated CSI(6) score was 93.1 at the end of the fourth quarter 2023. Paper Packaging & Services CSI score was 92.6, and Global Industrial Packaging CSI score was 93.7. Additionally, we have recently completed our thirteenth wave NPS(7) survey, receiving feedback from nearly five thousand customers globally for a net score of 68, a five percent improvement over the previous year survey which solidifies Greif as a leader in customer service within the manufacturing industry. We thank our customers for their continued feedback which is critical to helping us achieve our vision to be the best performing customer service company in the world, and we are proud to continue to earn positive feedback from our customers throughout a difficult global operating environment.

(1) Adjustments that are excluded from net income before adjustments and from earnings per diluted Class A share before adjustments are restructuring charges, acquisition and integration related costs, non-cash asset impairment charges, non-cash pension settlement charges, and (gain) loss on disposal of properties, plants, equipment and businesses, net.

(2) Adjusted EBITDA is defined as net income, plus interest expense, net, plus debt extinguishment charges, plus income tax expense, plus depreciation, depletion and amortization expense, plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus (gain) loss on disposal of properties, plants, equipment and businesses, net.

(3) Adjusted free cash flow is defined as net cash provided by operating activities, less cash paid for purchases of properties, plants and equipment, plus cash paid for acquisition and integration related costs, plus cash paid for integration related Enterprise Resource Planning ("ERP") systems and equipment, plus cash paid for debt issuance costs, plus cash proceeds redeployment related to replacement of non-operating corporate asset, plus cash paid for taxes related to Tama, Iowa mill divestment.

(4) Net debt is defined as total debt less cash and cash equivalents.

(5) Leverage ratio for the periods indicated is defined as net debt divided by trailing twelve month EBITDA, each as calculated under the terms of the Company's Second Amended and Restated Credit Agreement dated as of March 1, 2022, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2022 (the "2022 Credit Agreement").

(6) Customer satisfaction index ("CSI") tracks a variety of internal metrics designed to enhance the customer experience in dealing with Greif.

(7) Net Promoter Score ("NPS") is derived from a survey conducted by a third party that measures how likely a customer is to recommend Greif as a business partner. NPS scores are calculated by subtracting the percentage of detractors a business has from the percentage of its promoters.

(8) Transaction value translated based on 1.05/1.00 EUR to USD exchange rate as of October 18, 2023, as disclosed in our press release dated October 31, 2023.

Note: A reconciliation of the differences between all non-GAAP financial measures used in this release with the most directly comparable GAAP financial measures is included in the financial schedules that are a part of this release. These non-GAAP financial measures are intended to supplement and should be read together with our financial results. They should not be considered an alternative or substitute for, and should not be considered superior to, our reported financial results. Accordingly, users of this financial information should not place undue reliance on these non-GAAP financial measures.

Segment Results (all results compared to the fourth quarter of 2022 unless otherwise noted)

Net sales are impacted mainly by the volume of primary products[9] sold, selling prices, product mix and the impact of changes in foreign currencies against the U.S. dollar. The table below shows the percentage impact of each of these items on net sales for our primary products for the fourth quarter of 2023 as compared to the prior year quarter for the business segments with manufacturing operations. Net sales from Lee Container, Centurion Container, ColePak and Reliance's primary products are not included in the table below, but will be included in their respective segments starting in the first fiscal quarter for Lee Container, second fiscal quarter for Centurion Container and fourth fiscal quarter for ColePak and Reliance.

Net Sales Impact - Primary Products	Global Industrial Packaging	Paper Packaging & Services
Currency Translation	(2.2)%	— %
Volume	(10.1)%	(5.0)%
Selling Prices and Product Mix	(6.6)%	(9.9)%
Total Impact of Primary Products	(18.9)%	(14.9)%

Global Industrial Packaging

Net sales decreased by $103.9 million to $721.0 million primarily due to lower volumes and lower average selling prices as a result of contractual price adjustment mechanisms.

Gross profit increased by $1.9 million to $154.4 million due to lower raw material costs, largely offset by the same factors that impacted net sales.

Operating profit increased by $7.6 million to $75.1 million primarily due to the same factors that impacted gross profit. Adjusted EBITDA increased by $8.2 million to $104.2 million primarily due to the same factors that impacted gross profit.

Paper Packaging & Services

Net sales decreased by $84.0 million to $581.6 million primarily due to lower volumes and lower average selling prices due to lower published containerboard and boxboard prices.

Gross profit decreased by $36.8 million to $118.8 million. The decrease in gross profit was primarily due to the same factors that impacted net sales, partially offset by lower old corrugated container and other raw material input costs, as well as lower transportation and manufacturing costs.

Operating profit decreased by $48.1 million to $35.3 million primarily due to the same factors that impacted gross profit, as well as a non-cash impairment charge and restructuring charges related to optimizing and rationalizing operations. Adjusted EBITDA decreased by $28.3 million to $92.5 million primarily due to the same factors that impacted gross profit, partially offset by lower selling, general and administrative costs.

Tax Summary

During the fourth quarter, we recorded an income tax rate of 12.0 percent and a tax rate excluding the impact of adjustments of 14.9 percent. Note that the application of accounting for income taxes often causes fluctuations in our quarterly effective tax rates. For the full year, we recorded an income tax rate of 23.8 percent and a tax rate excluding the impact of adjustments of 23.1 percent.

Dividend Summary

On December 5, 2023, the Board of Directors declared quarterly cash dividends of $0.52 per share of Class A Common Stock and $0.77 per share of Class B Common Stock. Dividends are payable on January 1, 2024, to stockholders of record at the close of business on December 18, 2023.

(9) Primary products are manufactured steel, plastic and fibre drums; new and reconditioned intermediate bulk containers; linerboard, containerboard, corrugated sheets and corrugated containers, boxboard and tube and core products.

Company Outlook

Given the deterioration of product demand in the past year and the degree of uncertainty in the forward looking macro-economic environment, we are unable to determine the trajectory of product demand for the upcoming fiscal year. As a result, we are providing only a low-end guidance estimate that is based on the continuation of demand trends reflected in the past year and the current price/cost factors in Paper Packaging and Services. The low-end guidance estimate does not factor in any contribution from the recently announced proposed acquisition of Ipackchem transaction or other near-term actionable opportunities in our M&A pipeline.

(in millions, except per share amounts)	**Fiscal 2024 Low-End Guidance Estimate**
Adjusted EBITDA	$585
Adjusted free cash flow	$200

Note: Fiscal 2024 net income guidance, the most directly comparable GAAP financial measure to Adjusted EBITDA, is not provided in this release due to the potential for one or more of the following, the timing and magnitude of which we are unable to reliably forecast: gains or losses on the disposal of businesses or properties, plants and equipment, net; non-cash asset impairment charges due to unanticipated changes in the business; restructuring-related activities; acquisition and integration related costs; and ongoing initiatives under our Build to Last strategy. No reconciliation of the 2024 low-end guidance estimate of Adjusted EBITDA, a non-GAAP financial measure which excludes restructuring charges, acquisition and integration related costs, non-cash asset impairment charges, and (gain) loss on the disposal of properties, plants, equipment and businesses, net, is included in this release because, due to the high variability and difficulty in making accurate forecasts and projections of some of the excluded information, together with some of the excluded information not being ascertainable or accessible, we are unable to quantify certain amounts that would be required to be included in net income, the most directly comparable GAAP financial measure, without unreasonable efforts. A reconciliation of 2024 low-end guidance estimate of adjusted free cash flow to fiscal 2024 forecasted net cash provided by operating activities, the most directly comparable GAAP financial measure, is included in this release.

Conference Call

The Company will host a conference call to discuss the fourth quarter and fiscal 2023 results on December 7, 2023, at 8:30 a.m. Eastern Time (ET). Participants may access the call using the following online registration link: https://register.vevent.com/register/BI180ac1519c3b41f8a29a8985162f92f6. Registrants will receive a confirmation email containing dial in details and a unique conference call code for entry. Phone lines will open at 8:00 a.m. ET on December 7, 2023. A digital replay of the conference call will be available two hours following the call on the Company's web site at http://investor.greif.com.

Investor Relations contact information

Matt Leahy, Vice President, Corporate Development & Investor Relations, 740-549-6158. Matthew.Leahy@Greif.com

About Greif

Greif is a global leader in industrial packaging products and services and is pursuing its vision: to be the best performing customer service company in the world. The Company produces steel, plastic and fibre drums, intermediate bulk containers, reconditioned containers, flexible products, containerboard, uncoated recycled paperboard, coated recycled paperboard, tubes and cores and a diverse mix of specialty products. The Company also manufactures packaging accessories and provides filling, packaging and other services for a wide range of industries. In addition, the Company manages timber properties in the southeastern United States. The Company is strategically positioned in over 35 countries to serve global as well as regional customers. Additional information is on the Company's website at www.greif.com.

Forward-Looking Statements

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “aspiration,” “objective,” “project,” “believe,” “continue,” “on track” or “target” or the negative thereof and similar expressions, among others, identify forward-looking statements. All forward-looking statements are based on assumptions, expectations and other information currently available to management. Such forward-looking statements are subject to certain risks and uncertainties that could cause the Company’s actual results to differ materially from those forecasted, projected or anticipated, whether expressed or implied. The most significant of these risks and uncertainties are described in Part I of the Company’s Annual Report on Form 10-K for the fiscal year ended October 31, 2023. The Company undertakes no obligation to update or revise any forward-looking statements.

Although the Company believes that the expectations reflected in forward-looking statements have a reasonable basis, the Company can give no assurance that these expectations will prove to be correct. Forward-looking statements are subject to risks and uncertainties that could cause the Company’s actual results to differ materially from those forecasted, projected or anticipated, whether expressed in or implied by the statements. Such risks and uncertainties that might cause a difference include, but are not limited to, the following: (i) historically, our business has been sensitive to changes in general economic or business conditions, (ii) our global operations subject us to political risks, instability and currency exchange that could adversely affect our results of operations, (iii) the current and future challenging global economy and disruption and volatility of the financial and credit markets may adversely affect our business, (iv) the continuing consolidation of our customer base and suppliers may intensify pricing pressure, (v) we operate in highly competitive industries, (vi) our business is sensitive to changes in industry demands and customer preferences, (vii) raw material, price fluctuations, global supply chain disruptions and increased inflation may adversely impact our results of operations, (viii) energy and transportation price fluctuations and shortages may adversely impact our manufacturing operations and costs, (ix) we may encounter difficulties or liabilities arising from acquisitions or divestitures, (x) we may incur additional rationalization costs and there is no guarantee that our efforts to reduce costs will be successful, (xi) several operations are conducted by joint ventures that we cannot operate solely for our benefit, (xii) certain of the agreements that govern our joint ventures provide our partners with put or call options, (xiii) our ability to attract, develop and retain talented and qualified employees, managers and executives is critical to our success, (xiv) our business may be adversely impacted by work stoppages and other labor relations matters, (xv) we may be subject to losses that might not be covered in whole or in part by existing insurance reserves or insurance coverage and general insurance premium and deductible increases, (xvi) our business depends on the uninterrupted operations of our facilities, systems and business functions, including our information technology and other business systems, (xvii) a cyber-attack or a security breach involving customer, employee, supplier or Company information and data privacy risks and costs of compliance with new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows, (xviii) we could be subject to changes to our tax rates, the adoption of new U.S. or foreign tax legislation or exposure to additional tax liabilities, (xix) we have a significant amount of goodwill and long-lived assets which, if impaired in the future, would adversely impact our results of operations, (xx) changing climate, global climate change regulations and greenhouse gas effects may adversely affect our operations and financial performance, (xxi) we may be unable to achieve our greenhouse gas emission reduction targets by 2030, (xxii) legislation/regulation related to environmental and health and safety matters and corporate social responsibility could negatively impact our operations and financial performance, (xxiii) product liability claims and other legal proceedings could adversely affect our operations and financial performance, and (xxiv) we may incur fines or penalties, damage to our reputation or other adverse consequences if our employees, agents or business partners violate, or are alleged to have violated, anti-bribery, competition or other laws.

The risks described above are not all-inclusive, and given these and other possible risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. For a detailed discussion of the most significant risks and uncertainties that could cause our actual results to differ materially from those forecasted, projected or anticipated, see “Risk Factors” in Part I, Item 1A of our most recently filed Form 10-K and our other filings with the Securities and Exchange Commission.

All forward-looking statements made in this news release are expressly qualified in their entirety by reference to such risk factors. Except to the limited extent required by applicable law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

GREIF, INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
UNAUDITED

	Three Months Ended October 31,		Twelve Months Ended October 31,	
(in millions, except per share amounts)	**2023**	**2022**	**2023**	**2022**
Net sales	$ 1,308.4	$ 1,495.8	$ 5,218.6	$ 6,349.5
Cost of products sold	1,032.7	1,185.7	4,072.5	5,064.1
Gross profit	275.7	310.1	1,146.1	1,285.4
Selling, general and administrative expenses	136.8	140.4	549.1	581.0
Acquisition and integration related costs	3.5	2.9	19.0	8.7
Restructuring charges	5.2	2.7	18.7	13.0
Non-cash asset impairment charges	16.9	7.9	20.3	71.0
(Gain) loss on disposal of properties, plants and equipment, net	0.8	—	(2.5)	(8.1)
(Gain) loss on disposal of businesses, net	0.1	2.8	(64.0)	(1.4)
Operating profit	112.4	153.4	605.5	621.2
Interest expense, net	24.8	16.9	96.3	61.2
Non-cash pension settlement charges	3.5	—	3.5	—
Debt extinguishment charges	—	—	—	25.4
Other (income) expense, net	1.4	4.0	11.0	8.9
Income before income tax expense and equity earnings of unconsolidated affiliates, net	82.7	132.5	494.7	525.7
Income tax expense	9.9	31.7	117.8	137.1
Equity earnings of unconsolidated affiliates, net of tax	(0.5)	(1.8)	(2.2)	(5.4)
Net income	73.3	102.6	379.1	394.0
Net income attributable to noncontrolling interests	(5.5)	(3.1)	(19.9)	(17.3)
Net income attributable to Greif, Inc.	$ 67.8	$ 99.5	$ 359.2	$ 376.7
Basic earnings per share attributable to Greif, Inc. common shareholders:				
Class A common stock	$ 1.19	$ 1.70	$ 6.22	$ 6.36
Class B common stock	$ 1.78	$ 2.55	$ 9.32	$ 9.53
Diluted earnings per share attributable to Greif, Inc. common shareholders:				
Class A common stock	$ 1.16	$ 1.67	$ 6.15	$ 6.30
Class B common stock	$ 1.78	$ 2.55	$ 9.32	$ 9.53
Shares used to calculate basic earnings per share attributable to Greif, Inc. common shareholders:				
Class A common stock	25.5	25.6	25.6	26.3
Class B common stock	21.3	22.0	21.5	22.0
Shares used to calculate diluted earnings per share attributable to Greif, Inc. common shareholders:				
Class A common stock	26.0	26.3	26.0	26.6
Class B common stock	21.3	22.0	21.5	22.0

GREIF, INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED BALANCE SHEETS
UNAUDITED

(in millions)	October 31, 2023	October 31, 2022
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 180.9	$ 147.1
Trade accounts receivable	659.4	749.1
Inventories	338.6	403.3
Other current assets	190.2	199.9
	1,369.1	1,499.4
LONG-TERM ASSETS		
Goodwill	1,693.0	1,464.5
Intangible assets	792.2	576.2
Operating lease assets	290.3	254.7
Other long-term assets	253.6	220.1
	3,029.1	2,515.5
PROPERTIES, PLANTS AND EQUIPMENT, NET	1,562.6	1,455.0
	$ 5,960.8	$ 5,469.9
LIABILITIES AND EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 497.8	$ 561.3
Short-term borrowings	5.4	5.7
Current portion of long-term debt	88.3	71.1
Current portion of operating lease liabilities	53.8	48.9
Other current liabilities	294.0	360.9
	939.3	1,047.9
LONG-TERM LIABILITIES		
Long-term debt	2,121.4	1,839.3
Operating lease liabilities	240.2	209.4
Other long-term liabilities	548.3	563.2
	2,909.9	2,611.9
REDEEMABLE NONCONTROLLING INTERESTS	125.3	15.8
EQUITY		
Total Greif, Inc. equity	1,947.9	1,761.3
Noncontrolling interests	38.4	33.0
	1,986.3	1,794.3
	$ 5,960.8	$ 5,469.9

GREIF, INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
UNAUDITED

(in millions)	Three Months Ended October 31, 2023	Three Months Ended October 31, 2022	Twelve Months Ended October 31, 2023	Twelve Months Ended October 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net income	$ 73.3	102.6	$ 379.1	$ 394.0
Depreciation, depletion and amortization	61.2	51.2	230.6	216.6
Asset impairments	16.9	7.9	20.3	71.0
Pension settlement charges	3.5	—	3.5	—
Deferred income tax expense (benefit)	(27.8)	18.5	(28.7)	13.4
Other non-cash adjustments to net income	15.7	14.1	(13.6)	25.4
Debt extinguishment charges	—	—	—	22.6
Operating working capital changes	57.7	90.1	151.5	(9.3)
Increase (decrease) in cash from changes in other assets and liabilities	3.0	2.2	(93.2)	(76.2)
Net cash (used in) provided by operating activities	203.5	286.6	649.5	657.5
CASH FLOWS FROM INVESTING ACTIVITIES:				
Acquisitions of companies, net of cash acquired	(94.9)	—	(542.4)	—
Purchases of properties, plants and equipment	(77.2)	(64.1)	(213.6)	(176.3)
Proceeds from the sale of properties, plants and equipment and businesses, net of impacts from the purchase of acquisitions	0.6	3.3	113.9	159.5
Payments for deferred purchase price of acquisitions	(0.4)	—	(22.1)	(4.7)
Other	(1.6)	(2.1)	(6.0)	(6.7)
Net cash (used in) provided by investing activities	(173.5)	(62.9)	(670.2)	(28.2)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Payments on long-term debt, net	47.6	(139.7)	290.7	(289.1)
Dividends paid to Greif, Inc. shareholders	(29.8)	(29.3)	(116.5)	(111.3)
Payments for debt extinguishment and issuance costs	—	—	—	(20.8)
Payments for share repurchases	—	(11.1)	(63.9)	(71.1)
Forward contract for accelerated share repurchases	—	—	—	(15.0)
Tax withholding payments for stock-based awards	—	—	(13.7)	—
Other	(10.1)	(7.1)	(26.9)	(23.7)
Net cash (used in) provided by for financing activities	7.7	(187.2)	69.7	(531.0)
Effects of exchange rates on cash	(14.5)	(16.9)	(15.2)	(75.8)
Net increase (decrease) in cash and cash equivalents	23.2	19.6	33.8	22.5
Cash and cash equivalents, beginning of period	157.7	127.5	147.1	124.6
Cash and cash equivalents, end of period	$ 180.9	$ 147.1	$ 180.9	$ 147.1

GREIF, INC. AND SUBSIDIARY COMPANIES
FINANCIAL HIGHLIGHTS BY SEGMENT
UNAUDITED

(in millions)	Three Months Ended October 31, 2023	Three Months Ended October 31, 2022	Twelve Months Ended October 31, 2023	Twelve Months Ended October 31, 2022
Net sales:				
Global Industrial Packaging	$ 721.0	$ 824.9	$ 2,936.8	$ 3,652.4
Paper Packaging & Services	581.6	665.6	2,260.5	2,675.1
Land Management	5.8	5.3	21.3	22.0
Total net sales	$ 1,308.4	$ 1,495.8	$ 5,218.6	$ 6,349.5
Gross profit:				
Global Industrial Packaging	$ 154.4	$ 152.5	$ 634.4	$ 692.6
Paper Packaging & Services	118.8	155.6	502.5	584.5
Land Management	2.5	2.0	9.2	8.3
Total gross profit	$ 275.7	$ 310.1	$ 1,146.1	$ 1,285.4
Operating profit:				
Global Industrial Packaging	$ 75.1	$ 67.5	$ 334.3	$ 313.7
Paper Packaging & Services	35.3	83.4	264.1	298.5
Land Management	2.0	2.5	7.1	9.0
Total operating profit	$ 112.4	$ 153.4	$ 605.5	$ 621.2
EBITDA[10]:				
Global Industrial Packaging	$ 96.2	$ 82.4	$ 415.7	$ 383.5
Paper Packaging & Services	70.4	116.9	398.8	439.0
Land Management	2.6	3.1	9.3	11.8
Total EBITDA	$ 169.2	$ 202.4	$ 823.8	$ 834.3
Adjusted EBITDA[11]:				
Global Industrial Packaging	$ 104.2	$ 96.0	$ 423.7	$ 458.2
Paper Packaging & Services	92.5	120.8	386.2	450.5
Land Management	2.5	1.9	8.9	8.8
Total Adjusted EBITDA	$ 199.2	$ 218.7	$ 818.8	$ 917.5

[10] EBITDA is defined as net income, plus interest expense, net, plus income tax expense, plus depreciation, depletion and amortization. However, because the Company does not calculate net income by segment, this table calculates EBITDA by segment with reference to operating profit by segment, which, as demonstrated in the table of Consolidated EBITDA, is another method to achieve the same result. See the reconciliations in the table of Segment EBITDA.

[11] Adjusted EBITDA is defined as net income, plus interest expense, net, plus debt extinguishment charges, plus income tax expense, plus depreciation, depletion and amortization expense, plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus gain (loss) on disposal of properties, plants, equipment and businesses, net.

GREIF, INC. AND SUBSIDIARY COMPANIES
GAAP TO NON-GAAP RECONCILIATION
CONSOLIDATED ADJUSTED EBITDA
UNAUDITED

	Three Months Ended October 31,		Twelve Months Ended October 31,	
(in millions)	**2023**	**2022**	**2023**	**2022**
Net income	$ 73.3	$ 102.6	$ 379.1	$ 394.0
Plus: Interest expense, net	24.8	16.9	96.3	61.2
Plus: Debt extinguishment charges	—	—	—	25.4
Plus: Income tax expense	9.9	31.7	117.8	137.1
Plus: Depreciation, depletion and amortization expense	61.2	51.2	230.6	216.6
EBITDA	$ 169.2	$ 202.4	$ 823.8	$ 834.3
Net income	$ 73.3	$ 102.6	$ 379.1	$ 394.0
Plus: Interest expense, net	24.8	16.9	96.3	61.2
Plus: Debt extinguishment charges	—	—	—	25.4
Plus: Income tax expense	9.9	31.7	117.8	137.1
Plus: Other (income) expense, net	1.4	4.0	11.0	8.9
Plus: Non-cash pension settlement charges	3.5	—	3.5	—
Plus: Equity earnings of unconsolidated affiliates, net of tax	(0.5)	(1.8)	(2.2)	(5.4)
Operating profit	112.4	153.4	605.5	621.2
Less: Other (income) expense, net	1.4	4.0	11.0	8.9
Less: Non-cash pension settlement charges	3.5	—	3.5	—
Less: Equity earnings of unconsolidated affiliates, net of tax	(0.5)	(1.8)	(2.2)	(5.4)
Plus: Depreciation, depletion and amortization expense	61.2	51.2	230.6	216.6
EBITDA	$ 169.2	$ 202.4	$ 823.8	$ 834.3
Plus: Restructuring charges	$ 5.2	$ 2.7	$ 18.7	$ 13.0
Plus: Acquisition and integration related costs	3.5	2.9	19.0	8.7
Plus: Non-cash asset impairment charges	16.9	7.9	20.3	71.0
Plus: Non-cash pension settlement charges	3.5	—	3.5	—
Plus: (Gain) loss on disposal of properties, plants, equipment, and businesses, net	0.9	2.8	(66.5)	(9.5)
Adjusted EBITDA	$ 199.2	$ 218.7	$ 818.8	$ 917.5

GREIF, INC. AND SUBSIDIARY COMPANIES
GAAP TO NON-GAAP RECONCILIATION
SEGMENT ADJUSTED EBITDA[11]
UNAUDITED

(in millions)	Three Months Ended October 31, 2023	Three Months Ended October 31, 2022	Twelve Months Ended October 31, 2023	Twelve Months Ended October 31, 2022
Global Industrial Packaging				
Operating profit	$ 75.1	$ 67.5	$ 334.3	$ 313.7
Less: Other (income) expense, net	1.7	4.3	12.6	9.5
Less: Non-cash pension settlement charges	3.5	—	3.5	—
Less: Equity earnings of unconsolidated affiliates, net of tax	(0.5)	(1.8)	(2.2)	(5.4)
Plus: Depreciation and amortization expense	25.8	17.4	95.3	73.9
EBITDA	$ 96.2	$ 82.4	$ 415.7	$ 383.5
Plus: Restructuring charges	—	2.8	4.2	9.1
Plus: Acquisition and integration related costs	3.4	0.1	12.2	0.4
Plus: Non-cash asset impairment charges	0.4	7.0	1.9	69.4
Plus: Non-cash pension settlement charges	3.5	—	3.5	—
Plus: (Gain) loss on disposal of properties, plants, equipment, and businesses, net	0.7	3.7	(13.8)	(4.2)
Adjusted EBITDA	$ 104.2	$ 96.0	$ 423.7	$ 458.2
Paper Packaging & Services				
Operating profit	$ 35.3	$ 83.4	$ 264.1	$ 298.5
Less: Other (income) expense, net	(0.3)	(0.3)	(1.6)	(0.6)
Plus: Depreciation and amortization expense	34.8	33.2	133.1	139.9
EBITDA	$ 70.4	$ 116.9	$ 398.8	$ 439.0
Plus: Restructuring charges (income)	5.2	(0.1)	14.5	3.9
Plus: Acquisition and integration related costs	0.1	2.8	6.8	8.3
Plus: Non-cash asset impairment charges	16.5	0.9	18.4	1.6
Plus: (Gain) loss on disposal of properties, plants, equipment, and businesses, net	0.3	0.3	(52.3)	(2.3)
Adjusted EBITDA	$ 92.5	$ 120.8	$ 386.2	$ 450.5
Land Management				
Operating profit	$ 2.0	$ 2.5	$ 7.1	$ 9.0
Plus: Depreciation, depletion and amortization expense	0.6	0.6	2.2	2.8
EBITDA	$ 2.6	$ 3.1	$ 9.3	$ 11.8
Plus: (Gain) loss on disposal of properties, plants, equipment, and businesses, net	(0.1)	(1.2)	(0.4)	(3.0)
Adjusted EBITDA	$ 2.5	$ 1.9	$ 8.9	$ 8.8
Consolidated EBITDA	$ 169.2	$ 202.4	$ 823.8	$ 834.3
Consolidated Adjusted EBITDA	$ 199.2	$ 218.7	$ 818.8	$ 917.5

[12]Adjusted EBITDA is defined as net income, plus interest expense, net, plus income tax expense, plus depreciation, depletion and amortization expense, plus restructuring charges, plus acquisition and integration related costs, plus non-cash asset impairment charges, plus non-cash pension settlement charges, plus (gain) loss on disposal of properties, plants, equipment and businesses, net. However, because the Company does not calculate net income by segment, this table calculates adjusted EBITDA by segment with reference to operating profit by segment, which, as demonstrated in the table of consolidated adjusted EBITDA, is another method to achieve the same result.

GREIF, INC. AND SUBSIDIARY COMPANIES
GAAP TO NON-GAAP RECONCILIATION
ADJUSTED FREE CASH FLOW(13)
UNAUDITED

(in millions)	Three Months Ended October 31, 2023	Three Months Ended October 31, 2022	Twelve Months Ended October 31, 2023	Twelve Months Ended October 31, 2022
Net cash provided by operating activities	$ 203.5	$ 286.6	$ 649.5	$ 657.5
Cash paid for purchases of properties, plants and equipment	(77.2)	(64.1)	(213.6)	(176.3)
Free Cash Flow	$ 126.3	$ 222.5	$ 435.9	$ 481.2
Cash paid for acquisition and integration related costs	3.5	2.9	19.0	8.7
Cash paid for integration related ERP systems and equipment[14]	1.0	1.7	4.6	6.2
Cash paid for debt issuance costs[15]	—	—	—	2.8
Cash proceeds redeployment related to replacement of non-operating corporate asset[16]	—	7.4	—	7.4
Cash paid for taxes related to Tama, Iowa mill divestment	5.4	—	21.7	—
Adjusted Free Cash Flow	$ 136.2	$ 234.5	$ 481.2	$ 506.3

(13) Adjusted free cash flow is defined as net cash provided by operating activities, less cash paid for purchases of properties, plants and equipment, plus cash paid for acquisition and integration related costs, net, plus cash paid for integration related ERP systems and equipment, plus cash paid for debt issuance costs, plus cash proceeds redeployment related to replacement of non-operating corporate asset, plus cash paid for taxes related to Tama, Iowa mill divestment.

(14) Cash paid for integration related ERP systems and equipment is defined as cash paid for ERP systems and equipment required to bring the acquired facilities to Greif's standards.

(15) Cash paid for debt issuance costs is defined as cash payments for debt issuance related expenses included within net cash used in operating activities.

(16) Cash proceeds redeployment related to replacement of non-operating corporate asset is defined as cash payments to reinvest in a similar, newer non-operating corporate asset using proceeds from the sale of the previous, older non-operating corporate asset of approximately the same amount. This payment is included within cash paid for purchases of properties, plants and equipment under net cash used in investing activities.

GREIF, INC. AND SUBSIDIARY COMPANIES
GAAP TO NON-GAAP RECONCILIATION
NET INCOME, CLASS A EARNINGS PER SHARE, AND TAX RATE BEFORE ADJUSTMENTS
UNAUDITED

(in millions, except for per share amounts)	Income before Income Tax Expense and Equity Earnings of Unconsolidated Affiliates, net	Income Tax (Benefit) Expense	Equity Earnings	Noncontrolling Interest	Net Income Attributable to Greif, Inc.	Diluted Class A Earnings Per Share	Tax Rate
Three Months Ended October 31, 2023	$ 82.7	$ 9.9	$ (0.5)	$ 5.5	$ 67.8	$ 1.16	12.0 %
Restructuring charges	5.2	1.2	—	—	4.0	0.08	
Acquisition and integration related costs	3.5	0.8	—	—	2.7	0.04	
Non-cash asset impairment charges	16.9	4.1	—	—	12.8	0.22	
Non-cash pension settlement charges	3.5	0.2	—	—	3.3	0.06	
(Gain) loss on disposal of properties, plants, equipment and businesses, net	0.9	0.6	—	—	0.3	—	
Excluding Adjustments	$ 112.7	$ 16.8	$ (0.5)	$ 5.5	$ 90.9	$ 1.56	14.9 %
Three Months Ended October 31, 2022	$ 132.5	$ 31.7	$ (1.8)	$ 3.1	$ 99.5	$ 1.67	23.9 %
Restructuring charges	2.7	0.4	—	—	2.3	0.04	
Acquisition and integration related costs	2.9	0.8	—	—	2.1	0.04	
Non-cash asset impairment charges	7.9	5.6	—	—	2.3	0.03	
(Gain) loss on disposal of properties, plants, equipment and businesses, net	2.8	—	—	—	2.8	0.05	
Excluding Adjustments	$ 148.8	$ 38.5	$ (1.8)	$ 3.1	$ 109.0	$ 1.83	25.9 %
Twelve Months Ended October 31, 2023	$ 494.7	$ 117.8	$ (2.2)	$ 19.9	$ 359.2	$ 6.15	23.8 %
Restructuring charges	18.7	4.4	—	0.1	14.2	0.25	
Acquisition and integration related costs	19.0	4.6	—	—	14.4	0.24	
Non-cash asset impairment charges	20.3	4.9	—	—	15.4	0.26	
Non-cash pension settlement charges	3.5	0.2	—	—	3.3	0.06	
(Gain) loss on disposal of properties, plants, equipment and businesses, net	(66.5)	(18.7)	—	—	(47.8)	(0.82)	
Excluding Adjustments	$ 489.7	$ 113.2	$ (2.2)	$ 20.0	$ 358.7	$ 6.14	23.1 %
Twelve Months Ended October 31, 2022	$ 525.7	$ 137.1	$ (5.4)	$ 17.3	$ 376.7	$ 6.30	26.1 %
Restructuring charges	13.0	2.9	—	—	10.1	0.17	
Debt extinguishment charges	25.4	6.2	—	—	19.2	0.32	
Acquisition and integration related costs	8.7	2.2	—	—	6.5	0.11	
Non-cash asset impairment charges	71.0	5.6	—	—	65.4	1.08	
(Gain) loss on disposal of properties, plants, equipment and businesses, net	(9.5)	(2.6)	—	(0.2)	(6.7)	(0.11)	
Excluding Adjustments	$ 634.3	$ 151.4	$ (5.4)	$ 17.1	$ 471.2	$ 7.87	23.9 %

The impact of income tax expense and noncontrolling interest on each adjustment is calculated based on tax rates and ownership percentages specific to each applicable entity.

GREIF INC. AND SUBSIDIARY COMPANIES
GAAP TO NON-GAAP RECONCILIATION
NET DEBT
UNAUDITED

(in millions)	October 31, 2023	July 31, 2023	October 31, 2022
Total Debt	$ 2,215.1	$ 2,171.5	$ 1,916.1
Cash and cash equivalents	(180.9)	(157.7)	(147.1)
Net Debt	$ 2,034.2	$ 2,013.8	$ 1,769.0

GREIF, INC. AND SUBSIDIARY COMPANIES
GAAP TO NON-GAAP RECONCILIATION
LEVERAGE RATIO
UNAUDITED

Trailing Twelve Month Credit Agreement EBITDA *(in millions)*	Trailing Twelve Months Ended 10/31/2023	Trailing Twelve Months Ended 7/31/2023	Trailing Twelve Months Ended 10/31/2022
Net income	$ 379.1	$ 408.4	$ 394.0
Plus: Interest expense, net	96.3	88.4	61.2
Plus: Debt extinguishment charges	—	—	25.4
Plus: Income tax expense	117.8	139.6	137.1
Plus: Depreciation, depletion and amortization expense	230.6	220.6	216.6
EBITDA	$ 823.8	$ 857.0	$ 834.3
Plus: Restructuring charges	18.7	16.2	13.0
Plus: Acquisition and integration related costs	19.0	18.4	8.7
Plus: Non-cash asset impairment charges	20.3	11.3	71.0
Plus: Non-cash pension settlement charges	3.5	—	—
Plus: (Gain) loss on disposal of properties, plants, equipment, and businesses, net	(66.5)	(64.6)	(9.5)
Adjusted EBITDA	$ 818.8	$ 838.3	$ 917.5
Credit Agreement adjustments to EBITDA[17]	23.7	13.5	(17.7)
Credit Agreement EBITDA	$ 842.5	$ 851.8	$ 899.8

Adjusted Net Debt *(in millions)*	For the Period Ended 10/31/2023	Trailing Twelve Months Ended 7/31/2023	For the Period Ended 10/31/2022
Total debt	$ 2,215.1	$ 2,171.5	$ 1,916.1
Cash and cash equivalents	(180.9)	(157.7)	(147.1)
Net debt	$ 2,034.2	$ 2,013.8	$ 1,769.0
Credit Agreement adjustments to debt[18]	(177.4)	(166.3)	(214.2)
Adjusted net debt	$ 1,856.8	$ 1,847.5	$ 1,554.8
Leverage Ratio	**2.2x**	**2.17x**	**1.73x**

[17]Adjustments to EBITDA are specified by the 2022 Credit Agreement and include certain timberland gains, equity earnings of unconsolidated affiliates, net of tax, certain acquisition savings, deferred financing costs, capitalized interest, income and expense in connection with asset dispositions, and other items.

[18]Adjustments to net debt are specified by the 2022 Credit Agreement and include the European accounts receivable program, letters of credit, and balances for swap contracts.

GREIF, INC. AND SUBSIDIARY COMPANIES
PROJECTED 2024 GUIDANCE RECONCILIATION
ADJUSTED FREE CASH FLOW
UNAUDITED

(in millions)		**Fiscal 2024 Low-End Guidance Estimate**
Net cash provided by operating activities	$	331.8
Cash paid for purchases of properties, plants and equipment		(154.0)
Free cash flow	$	177.8
Cash paid for acquisition and integration related costs		17.0
Cash paid for integration related ERP systems and equipment		4.0
Cash paid for ongoing initiatives under our Build to Last strategy		1.2
Adjusted free cash flow	$	200.0

Greif, Inc.
Fourth Quarter 2023 Earnings Results Conference Call
December 7, 2023

CORPORATE PARTICIPANTS

Ole G. Rosgaard – Greif, Inc., Chief Executive Officer & Director
Lawrence Allen Hilsheimer – Greif, Inc., Chief Financial Officer & Executive Vice President
Matt Leahy – Greif, Inc., Vice President, Corporate Development & Investor Relations

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MANAGEMENT DISCUSSION SECTION

Operator
Good day, and welcome to the Greif Fourth Quarter 2023 Earnings Call. [Operator Instructions] As a reminder, this call may be recorded. I would like to turn the call over to Matt Leahy. You may begin.

Matt Leahy
Vice President of Corporate Development & Investor Relations

Thanks, and good morning, everyone. And first, let me apologize for the technical difficulties on our side. We were dialed in. And for some reason, we lost audio, and we've been troubleshooting for the last several minutes. We truly appreciate your patience. Welcome to Greif's fourth quarter fiscal 2023 earnings conference call. This is Matt Leahy, Greif's Vice President of Corporate Development and Investor Relations, and I'm joined by Ole Rosgaard, Greif's President and Chief Executive Officer; and Larry Hilsheimer, Greif's Chief Financial Officer.

We will take questions at the end of today's call. And in accordance with Regulation Fair Disclosure, please ask questions regarding issues you consider important because we're prohibited from discussing material nonpublic information with you on an individual basis.

Please turn to Slide 2. As a reminder, during today's call, we'll make forward-looking statements involving plans, expectations and beliefs related to future events, and actual results could differ materially from those discussed. Additionally, we'll be referencing certain non-GAAP financial measures and reconciliation to the most directly comparable GAAP metrics can be found in the appendix of today's presentation.

And now with that, I'd like to turn the presentation over to Ole on Slide 3.

Ole G. Rosgaard
President, CEO & Director

Thanks, Matt, and good morning, everyone. And let me also apologize for the technical difficulties we had this morning. Looking back on fiscal year 2023, the second fiscal year on our Build to Last strategy, I am humbled by all of the progress of our global Greif team has made despite extraordinary macroeconomic headwinds. This year challenged us to execute with continued precision and excellence in a complex operating environment. I'm proud to say that in the face of ongoing demand challenges, the hard work from our teams resulted in the second best year in Greif's history on an adjusted EBITDA and adjusted free cash flow basis, surpassed only by our exceptional performance in 2022. Year-over-year, we improved both our EBITDA margins and our free cash flow conversion, even as primary product sales declined double digits across our businesses, a true testament to the commitment of our teams to operational excellence and our value-over-volume philosophy.
Fiscal 2023 was a banner year for investing in the long-term health of Greif. We launched new organic growth projects in both PPS and GIP, completed 4 acquisitions and announced the fifth in Ipackchem for an aggregate capital commitment of over $1 billion on M&A. We maintained our focus on returning capital to shareholders by increasing dividends per share by 7.5% and completing our $150 million share buyback program earlier in the year. And we did all this while maintaining a leverage ratio within our target range of 2x to 2.5x.

At Greif, we often talk about managing the present while creating the future. We're doing both exceptionally. As we close out fiscal 2023, I'm proud of what we have accomplished and where we are going. But make no mistake, managing the present can be hard, especially when business is under pressure, and our business has been under pressure for some time, and we are continuing to face near-term headwinds, which Larry will cover with our low-end guidance and modeling assumptions for fiscal 2024.

But as proven by our results in fiscal 2023, we are built to handle exogenous impacts to our business by controlling what we can control. Our execution will remain strong, and we will weather this storm and I have full confidence in our mission and our global Greif team. After Larry provides a review of the fourth quarter, I will share with you a broader update about our growth strategy for future value creation on the Build to Last. Larry?

Lawrence Allen Hilsheimer
Executive VP & CFO

Please turn to Slide 4. Thanks, Ole. In our fourth quarter, we generated nearly $200 million of adjusted EBITDA, $130 million of adjusted free cash flow and $1.56 of adjusted earnings per share despite the complex operating environment. Our team's execution from the plant floor through corporate functions over the past year was truly extraordinary, and I would like to thank our colleagues for their hard work and commitment to delivering exceptional results in these difficult times. Later in the presentation, Ole will expand commentary around our recent M&A, but for now, I will remind our investors that the ColePak and Reliance acquisitions both occurred during the fourth quarter. Therefore, Q4 results did not include the full contribution of these businesses, which, along with Ipackchem in early 2024, will provide a benefit to our performance in the coming year.

Let's turn to segment results, starting on Slide 5. The fourth quarter in GIP saw more of the same challenges we have now faced for 5 straight quarters, an extremely weak industrial sector with demand at staggeringly low levels. Compared to Q4 of fiscal '22, global volumes in steel drums were off 8%, large plastics off 14% and fiber drums down 19%. Only IBCs and small plastic volumes increased year-over-year. On a 2-year stack basis, nearly all substrates globally in GIP are tracking down mid-teens. A reminder for investors related to this historic demand period in GIP. More than 85% of basic and specialty chemicals globally are consumed by the industrial sector. Global PMIs have been trending negatively since December of 2021 and tracking below 50 since September of 2022. Existing home sales in the U.S. are tracking at the lowest level since 2010. This is truly an unprecedented time with no comparable period, including the Great Recession, where we saw a steep drop in drum volumes that quickly recovered.

While this is sobering data, we take pride in the results we have delivered. Those results have enabled us to continue to invest strategically in our Build to Last initiatives focused on the future while managing costs and operations effectively. We are excited about the results of our GIP segment and what they will deliver when the industrial economy recovers.

Please turn to Slide 6. Paper Packaging's fourth quarter sales declined $84 million year-over-year, primarily due to lower volumes and growing price cost pressures. We took approximately 62,000 tons of total downtime across our mill system in the fourth quarter compared to 35,000 in Q4 of last year. Containerboard fared better than URB with less economic downtime and better volumes in converting, but overall, the continued low volume environment combined with rising OCC costs during the quarter led to both EBITDA dollar and margin compression compared to the prior year. Our PPS team continues to control the controllables well and did an extraordinary job on managing working capital to close out the year.

Please turn to Slide 7, where I'll discuss 2024 low-end guidance assumptions. As Ole mentioned in his opening remarks, and I've covered as well, we are sitting at a truly historic moment in time for Greif's businesses with prolonged volume headwinds across GIP end markets we serve and now a material price cost headwind in PPS with rising OCC and lower RISI published prices. a challenging time to give full year guidance because we do believe the demand environment will turn positively, we just don't know when. Given these multiple near-term headwinds and low visibility to a sustained recovery, we made the decision to present a low-end guidance to start fiscal 2024 of $585 million in EBITDA and $200 million in free cash flow. This guidance methodology is simple. It presents a continuation of demand, price and cost trends for both businesses through the duration of fiscal '24 at current levels. In addition, this guidance does not include our recently announced price increases in containerboard, which we don't include in guidance until recognized by RISI. And it also excludes any impact from Ipackchem, which we expect will close sometime in calendar Q1.

Our hope is that our actual fiscal '24 results will end up significantly above this low-end guidance. However, we've always stated that we do not guide based on hope. Our downside view is driven by current price cost squeeze in PPS and no volume inflections in 2024. We have seen some green shoots, but no identified compelling trends yet to give us conviction that a recovery is emerging. Note that if volumes recovered 50% of the gap to 2022 volumes, our EBITDA would increase approximately $85 million and a 100% recovery would add approximately $170 million. Our business is designed to weather short-term cycles. We continue to delight our customers. We are firing on all cylinders and controlling what we can control. We're proud of our teams, and we know that we will continue to execute through this difficult time and come out on the other side a stronger, better business. The investments we are making under Build to Last are laying the foundation for breakout performance in the years to come, and I'd like to hand it back to Ole to cover more about our long-term strategy and growth plans. Ole?

Ole G. Rosgaard
President, CEO & Director

Thanks, Larry. If you could please turn to Slide 8. Build to Last is about producing quality results on an annual basis. But it's also more than that. It's about leading through our values. Our purpose, vision and missions all reflect our goal to better serve our colleagues and customers throughout the world. And I would like to briefly highlight a few achievements in 2023 on each of our missions and how they set us up for future success.

The customer satisfaction index has long been one of our most reliable measures of success in delivering legendary customer service, which directly aligns to our vision of being the best performing customer service company in the world. Our aspirational target is 95%, and we are proud that in 2023, our average score was 94%. We also recently completed our 13th Net Promoter Score survey of nearly 5,000 customers, receiving a result of 68, a new Greif record and a leading score within the manufacturing industry. Consider the macroeconomic context of these results. Our customers clearly know we are devoted to serving them with excellence, particularly when times are tough, and we are being rewarded for it.

On the creating thriving communities, we completed our sixth annual Gallup survey this year with over 90% colleague participation, and the results again showed an improvement in engagement, placing us firmly within the top quartile of all manufacturing companies surveyed across the world. We also show our industry leadership through our commitment to sustainability under Protecting Our Future. And this year, we published our 14th annual sustainability report with our new 2030 targets around climate, waste, circularity, supply chain and DE&I. This mission is the foundational element of our long-term success, and I highly encourage our investors to visit the Sustainability page of our website to read more about our initiatives.

Please turn to Slide 9. Now that we have 2 years under the Build to Last strategy, we want to provide a broader update on some ongoing internal strategic initiatives that we believe are the pillars of driving long-term value creation for all stakeholders. First, we shared with you the benefits throughout 2023 from centralizing our global operations, supply chain and IT functions under the One Greif banner. We are building out these functions to serve a larger footprint of businesses in the future with the expectation of a growing scale advantage. Second, in alignment with our One Greif mentality, we are executing an organizational shift from geography-based operations to substrate-based operations. This structure was piloted in 2023 in GIP North America and resulted in plant and regional level operating efficiencies, improved best practice sharing and better decision-making around capital investments and growth. We will use this fiscal year to prepare and plan to update you with a more complete picture as we get closer to implementation targeted for the beginning of full year 2025.

Additionally, we plan to change our fiscal year-end to September 30, beginning in fiscal year 2026. This change has been requested by our investors and analysts for years, and we believe it will better align us to the standard industry calendar and increase our exposure to the investment community. Importantly, all these initiatives have been part of our Build to Last strategy from inception and our expectations are they will make us better at driving results, improving transparency and increase equity value creation. Enacting these changes take time and effort, which will result in some short-term SG&A cost inflation in the coming fiscal year, but we firmly believe that these changes will lead to a better and more successful Greif in the future.

In addition to the internal work being done, I'm also excited about our recent growth through targeted M&A. Please turn to Slide 10. At our Investor Day in 2022, we outlined Greif's acquisition priorities in 3 areas, unique downstream converting in paper, sustainability-aligned reconditioning services and pursuing a roll-up acquisition strategy in the resin-based jerrycans and small plastics markets. These acquisition verticals share the same very attractive attributes. They are aligned to growing end markets, hold strong circularity characteristics and enjoy an elevated margin profile. With a growing addressable jerrycan market of $3.1 billion, we see a great opportunity to be the global leader in this high-performance packaging sector, as we have the technical capability, product offering and scale to service customers in all our markets. We accelerated our growth in this market over the past year with the acquisitions of Lee Container, Reliance Products and look to bolster our position following the close of the Ipackchem acquisition, which we anticipate by the end of our fiscal second quarter.

In summary, we will enter 2024 positions to become one of the largest, most technically sophisticated small plastic product offerings in the world.

Please turn to Slide 11. Another objective of our acquisition path is to build greater balance in our portfolio from an end market and substrate perspective. The transactions announced in fiscal 2023 give Greif greater exposure to secular growth trends in agricultural and specialty chemicals as well as exposure to newer markets for us in pharmaceuticals and medical diagnostics. The jerrycan and small plastic product line is extraordinarily versatile and our teams are excited about the follow-on organic growth potential as we serve and grow with customers in these markets. Additionally, you will notice that nearly 75% of the acquisitions completed or announced in fiscal 2023 were resin-based, improving our overall sustainability profile as most of these products can be recycled and reused and require less energy and raw materials to manufacture.

Please turn to Slide 12. A final note on acquisitions. In addition to the improved end market mix and sustainability benefits, we are also buying great businesses. These companies are the companies we are acquiring and those in our M&A pipeline are materially margin accretive and have better free cash flow characteristics than our legacy Greif business. Over time, this path, along with the work our teams are doing to continuously improve our base business every day will drive our performance towards our long-term goals of 18% plus EBITDA margins and well over 50% free cash conversion. We will continue to utilize our strong balance sheet and remain disciplined on acquisitions going forward while actively lowering our leverage through a combination of debt paydown and EBITDA growth. Our capital allocation strategy will remain balanced, ensuring the financial strength and growth of the business for years to come.

In closing, on Slide 14, let me remind you of the reasons I'm so excited for the long-term growth prospects at Greif and why we remain well positioned to weather this historically soft demand and pricing environments. I have full confidence in our ability to control what we can control and excel through successful execution of our Build to Last strategy. We have proven over the past 2 years that we have the team and strategy to perform in complex operating environments. We have managed the business tightly while also investing for the future. We have accelerated our growth through M&A and high-impact organic growth projects. And lastly, we are keeping a long-term lens regarding our operations and business strategy. The cumulative impacts of our efforts will result in a more robust, efficient, growth-orientated and defensible business model, which we believe positions Greif for success and strong earnings growth as the cycle normalizes. We thank you for your interest in Greif. And operator, will you please open the line for questions?

QUESTION AND ANSWER

Operator

Our first question comes from Ghansham Panjabi of Baird.

Ghansham Panjabi

Robert W. Baird & Co. Incorporated, Research Division

Just making sure the audio is working. I guess, first off, on the EBITDA bridge, Larry, $819 million generated in fiscal year '23. Can you just give us more color in terms of the non-volume variances? I'm just trying to reconcile down to your $595 million, which would be a pretty significant step down relative to the almost $200 million you generated in EBITDA in 4Q.

Lawrence Allen Hilsheimer

Executive VP & CFO

Yes, sure thing. Got some obvious question, right? So, if I walk through it, we have a year-over-year impact because of the strengthening dollar against our bucket of currencies of about $29 million. We also had, throughout the year, a series of sort of one- off onetime items. For example, we had insurance recovery of about $6 million related to a fire where the costs were actually in '22. We had another fire recovery same thing before, we had some legal recoveries, we had utility refunds that the EMEA region issued because of the high cost. It was some governmental initiatives and then a tax recovery down in Brazil of about $6 million that was an operating type of tax. So, all of those, they flowed in throughout the year. They weren't like big lumps. But they totaled up to $29 million. So, we don't anticipate those to reoccur. So, between those 2 items, you have almost $60 million. We then have just the paper pricing element in cost price squeeze in PPS is roughly $140 million year-over-year to where we are right now. Now again, that does not take into account the price increase we just announced, which we will be implementing January 1. And then GIP, a little bit of just index timing on our forecast on cost is about a $17 million drag year-over-year. And then we have some investments in, Ole mentioned us going to a segment structure, we got cost of that, about $6 million that we believe will generate a lot of benefits for us from that concentrated focus on different segments going forward. We also are investing, as we've talked a lot about our digitization efforts in IT that we anticipate future strong benefits of the capitals require us to expense it. We view it more as an investment. But it's that net of the benefits. So, we believe we'll start to see some benefit this year is about $8 million. That will turn around to more benefit generation in '25, '26 and going forward. And then there's just a $5 million of other inflationary things, those kind of matters. So that should get you from the $819 million to $585 million.

Ghansham Panjabi
Robert W. Baird & Co. Incorporated, Research Division

Okay. That's super helpful. And then the volume recovery of the 100% of $170 million like the scale that you gave us, is that relative to 2 years ago? Is that just to make sure I have that right?

Lawrence Allen Hilsheimer
Executive VP & CFO

That's just relative to '22. So yes, I guess that would be 2 years ago - 2024 to 2022. If we went back actually to the last normalized year because of COVID, everything else going on, you go back to '19, the volume recovery would be even higher numbers. But yes, the $174 million is relative to '22.

Ghansham Panjabi
Robert W. Baird & Co. Incorporated, Research Division

Okay. Got it. Perfect. And then in terms of your comments on green shoots, more color there. And then just lastly, on the CapEx guidance, is that reflective of the low-end assumption? And if so, is that something that would be scaled up if the year turns out to be better than you think?

Lawrence Allen Hilsheimer
Executive VP & CFO

Yes. On the green shoots, it's mostly just what we started to see in our containerboard business, Ghansham, I don't think we're ready to call it a trend yet or an inflection point, but certainly, the last couple of months have been much better and our mill system is full at the moment and backlogs are good. So that's what we're talking about. We really haven't seen it any place else. I'm sorry, what was the second part of it?

Ghansham Panjabi
Robert W. Baird & Co. Incorporated, Research Division

CapEx guidance.

Lawrence Allen Hilsheimer
Executive VP & CFO

CapEx guidance, yes, Ghansham. We've said, hey, look, if we actually end up with a year that's at the low end, we're going to manage our CapEx spend to just not have anything to do with our strength because obviously, we could do more, but more just to manage it for appropriately for investors. So, if we do see an inflection point, we would probably up our CapEx, but it wouldn't be proportional on that same ratio. Obviously, there's a core amount of CapEx that we have to do every year to make sure we maintain critical maintenance. And obviously, that's what impacts our cash generation ratio.

Operator
Our next question will come from Cashen Keeler of Bank of America.

Cashen John Keeler
BofA Securities, Research Division

This is Cashen on for George, he had a conflict this morning business related. So just on containerboard, I know you're not including in guidance here, but I guess can you generally just speak to your rationale behind the price increases? And then you also talked to some improvement just on containerboard. It's trending better relative to URB. So just on the demand front there, can you talk at all just how that maybe trended throughout the quarter and what you're hearing from your customers on that front as well?

Lawrence Allen Hilsheimer
Executive VP & CFO

Yes. I mean we are raising the prices because we, like everybody else have faced inflationary cost pressures. Obviously, OCC is up. We deliver great services to our customers and demand has been up. So, we've gone out with that, and it will be effective January 1.

Ole G. Rosgaard
President, CEO & Director

Yes, that's essentially it.

Cashen John Keeler
BofA Securities, Research Division

Okay. And then just on demand in containerboard?

Ole G. Rosgaard
President, CEO & Director

Are you talking about fourth quarter?

Cashen John Keeler
BofA Securities, Research Division

Yes.

Lawrence Allen Hilsheimer
Executive VP & CFO
Yes, mills 0.5%. And in sheets and CorrChoice, 2.8%. Boxboard, we were down 6.9% and tube and core, down 7.6%.

Ole G. Rosgaard
President, CEO & Director
Yes. So sequentially, a significant turnaround because we've been running negative. So...

Cashen John Keeler
BofA Securities, Research Division

Okay. Understood. I appreciate that color. And then I know you've done a number of acquisitions or announced a number this year and Ole you talked to M&A being part of the story kind of longer term here. And on past calls, you've talked to stuff maybe in the kind of immediate term pipeline. So, at this point, is there anything that you could potentially execute on in the coming year? Or how can we kind of think about that?

Ole G. Rosgaard
President, CEO & Director

I mean we haven't closed on Ipackchem yet, that will close here in the first calendar quarter. We then need to integrate Ipackchem. They operate in 9 countries. And given the volume situation we have at the moment in our guidance, we are not sort of going out aggressively to buy. But we have the means to do something, and we remain opportunistic over the next 6 months in terms of what's available, and we're not going to miss a good opportunity to do a good deal.

Lawrence Allen Hilsheimer
Executive VP & CFO

Yes. The thing I would also just share is even if we had hit this low end, if that's all that happens this year, we still are well within any of our debt covenants and we'll be in great shape going forward. I mean, even if we got to just like recovering 50% of our volume this year, with Ipackchem, we'd still be right around 3% on a leverage ratio. And obviously, as we recover, we think there's significant upside. And to put a little point on that. So, we're starting at $585 million. If we recovered paper and pricing margins to the average of the last 5 years, we picked up $101 million. If we recapture the volume, where we said it's $174 million. If we add Ipackchem in there, say, roughly $60 million, we're up to $920 million. If those things happen, we're already back down in our debt ratio target.

Cashen John Keeler
BofA Securities, Research Division

Got it. Understood. And then just one last one, and I'll turn it over. Just with the change in terms of your fiscal year. Is it possible at all to quantify what the inflation might be or what costs you might incur related to that?

Lawrence Allen Hilsheimer
Executive VP & CFO

Yes. The fiscal year change thing is relatively minor. It's a couple of million dollars kind of thing for that element of it.

Operator
Our next question will come from Aadit Shrestha of Stifel.

Aadit Lall Shrestha
Stifel, Nicolaus & Company, Incorporated, Research Division

If you could just talk about what you're watching as indications have changed in the business fundamentals and what needs to happen to support a positive churn is coming and you would feel more comfortable providing the guidance range.

Ole G. Rosgaard
President, CEO & Director

Well, what needs to happen is, I mean, obviously, there's a lot of factors involved. But if we see an interest rate reduction. We will probably see some improvements in the housing sector and the housing sector, when people move houses drives a lot of the business we see from our paints end segments, but also on containerboards. That will be a very huge positive, probably the biggest, I would say. And then you have all the issues on geopolitical conflicts, we have around the world that has an effect as well. Those will probably be the biggest.

Lawrence Allen Hilsheimer
Executive VP & CFO

Yes. I would just ask you to reflect on last year. We came out in our first quarter call with low-end guidance. By the second quarter, we gave a range. I mean when we see something, we will react and get everybody the information that you'd rather see. But I'll also tell you, a year ago on this call, at this time, our paper customers were telling us they thought business was going to bounce back in January. Our chemical companies were saying first or second quarter calendar last year. And by the time we got to the first quarter, everybody was like, Oh my, what's going on, and it started extending further and further out. And I'll also reflect on the Great Recession, when we did see an inflection point, it was rapid. The demand kicked off aggressively. So hopefully, we start to see a recovery that ties to some of the things that Ole just mentioned, and we are well positioned to respond.

Matt Leahy
Vice President of Corporate Development & Investor Relations

And Aadit, I'll just add to that. This is Matt. So, when you just look globally at industrial production, ISM PMIs were peaking in May of 2021 and trending down almost since then. They've actually been trending negatively globally since September of 2022 in a contractionary period for over 12 months. Our global industrial business is levered to some of those trends, if not directly. So, I think if you look for a turn or recovery in PMI or ISM that could also indicate we're probably seeing a demand recovery as well.

Aadit Lall Shrestha
Stifel, Nicolaus & Company, Incorporated, Research Division

All right. And just about the cadence of pricing volume by quarter, maybe within each segment, like it seems like within both, they have the toughest comp in 1Q and sequentially improves and maybe flat year-over-year, sort of kind of what you built into your guidance. Am I thinking about this correctly?

Lawrence Allen Hilsheimer
Executive VP & CFO

Yes. We didn't really look at the price cost. I'm not ready to answer that on a quarter-by-quarter basis. I mean we didn't take that... Yes. I didn't go back and look at where we were on each. But I guess, just off the top, things trended throughout the year, obviously, with OCC going up in the paper business throughout the year, and we got price cuts more we had a back half of the year. So that would say that you'd be better at the end of the year than at the beginning. But then we've got our price increase announced that we are implementing on January 1. So that would obviously help more in the second quarter than the first.

Ole G. Rosgaard
President, CEO & Director

And Aadit, the first quarter tends to be the lowest in our business cycle as well.

Aadit Lall Shrestha
Stifel, Nicolaus & Company, Incorporated, Research Division

All right. And just one last one for me. So, the deals that you've already closed, what is the rollover contribution to sales and free cash flow assumed in the guidance from that?

Matt Leahy
Vice President of Corporate Development & Investor Relations

Aadit, I can give you. EBITDA is roughly $20 million in terms of the contribution to 2024. Generally, these businesses collectively are running at a 60% free cash flow conversion. We haven't guided to that, but I'm not sure what the CapEx needs are next year, but that's directionally accurate in terms from an EBITDA perspective.

Operator
Our next question will come from Roger Spitz of Bank of America.

Roger Neil Spitz
BofA Securities, Research Division

First, what was IBC's fiscal Q4 volume increase on a percentage basis? And would you have for steel, plastic, fiber and IBCs the full fiscal year 2024 volume changes on a percentage basis?

Ole G. Rosgaard
President, CEO & Director

Roger, I can give you that. The first one in Q4 was a contraction of 4.3% on IBCs [excluding the contribution of Centurion Container].

Roger Neil Spitz
BofA Securities, Research Division

Okay. I thought you said up. Okay, my fault. And you don't have the full year to hand is what you're saying for all 4.

Ole G. Rosgaard
President, CEO & Director

Full year is a contraction of 9.5% [excluding the contribution of Centurion Container].

Roger Neil Spitz
BofA Securities, Research Division

Okay. Why does small plastic packaging businesses have higher margins than your legacy large packaging. Is it small plastic packaging more fragmented and large packaging really only has maybe 3 producers with maybe 80% global market share? So, a less fragmented business?

Ole G. Rosgaard
President, CEO & Director

Yes. Number one, it is a less consolidated business across the globe. There's a lot of players. It's also a more sophisticated product to produce. On small plastic and the other kind, you could kind of split it up in 3 buckets. You have a commodity markets, then you have the middle, a little bit commodity a little bit premium. And then you have the premium market, which is really where we operate, where you have things like barrier technologies, you have specialty science and that sort of thing.

Lawrence Allen Hilsheimer
Executive VP & CFO
One thing to supplement Ole's answer because Ole was answering on IBCs on a same-store basis without the impact of Centurion acquisition. So, on Centurion, with Centurion in, our volumes on IBCs were up 2%. And for '24, we would expect them to be up 12% year-over-year.

Operator
Our next question comes from Gabe Hajde of Wells Fargo.

Lawrence Allen Hilsheimer
Executive VP & CFO

Gabe, I'm sure you've been called worse.

Gabrial Shane Hajde
Wells Fargo Securities, LLC, Research Division

I wanted to ask something a little bit that's been in the publications here recently about imported uncoated recycle board and just historically speaking, not been really a paper grade that's been imported, I think, for a variety of reasons, one of which is there are probably other paper grades that are higher price points that could be justified to be imported. But I'm just curious if you all have seen us in the past, or if, in fact, you can confirm that it's something that you've seen in the marketplace. Now I'll stop there.

Lawrence Allen Hilsheimer
Executive VP & CFO

Yes, Gabe, it is really minor in the overall market. We've seen a little bit more, but it's not substantial.

Gabrial Shane Hajde
Wells Fargo Securities, LLC, Research Division

Okay. And I guess to revisit the bridge question, I apologize in advance. But you Larry laid out, I think, a lot of the negative factors to get to the $585 million but weren't necessarily giving yourselves credit for any of the positives that would be included, even taking into account sort of what you're assuming in the guidance and/or what you're experiencing today at least on the containerboard side. And what I mean by that is it sounds like the system is full at this point, which would imply no economic downtime in the containerboard mill system. So, math throughout plus 20 for acquisitions, I don't know if I have the exact number correct. I want to say that it was about 120,000 tons of economic downtime in your seaboard system, assuming some of that comes back, those will all be additive sort of just based on what your assumptions are today. Is that the right way to think about it?

Ole G. Rosgaard
President, CEO & Director

Partially. I mean, we have built in some relatively minor growth in from containerboard in the year. But it's like $60 million now. We also are closing down our Santa Clara mill. So that will take a little bit out. But yes, you're right. We're being relatively conservative in that low-end guidance. I mean it's low end because it's low end.

Gabrial Shane Hajde
Wells Fargo Securities, LLC, Research Division

Okay. Santa Clara, remind me, is that CRB?

Lawrence Allen Hilsheimer
Executive VP & CFO

Yes, yes.

Ole G. Rosgaard
President, CEO & Director

No, it's containerboard.

Gabrial Shane Hajde
Wells Fargo Securities, LLC, Research Division

Thanks Matt.

Matt Leahy
Vice President of Corporate Development & Investor Relations

Let me check.

Ole G. Rosgaard
President, CEO & Director

We'll get back to you.

Operator
And I'm showing no further questions. I would now like to hand the call back to Matt Leahy for closing remarks.

Matt Leahy
Vice President of Corporate Development & Investor Relations

All right. Well, thank you, everyone, again, for your patience today and our challenges at the beginning of the call. We hope you all have a wonderful holiday.

Operator
This concludes today's conference. Thank you for participating. You may now disconnect.

Exhibit 99.3

Amendment to Third Amended and Restated By-Laws of
Greif, Inc.

Article VI, Section 6.8, Fiscal Year, is amended in its entirety to read as follows:

"After October 31, 2024, the fiscal year of the Corporation shall end on September 30 or such other date as may be fixed from time to time by the Board of Directors. "