



NEENAH, INC.  
2020 ANNUAL REPORT



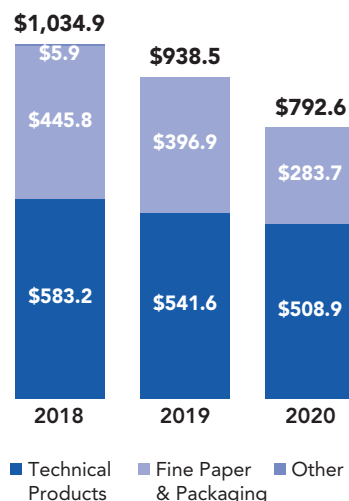
# FINANCIAL HIGHLIGHTS

## Continuing Operations

(Dollar in millions, except share data)

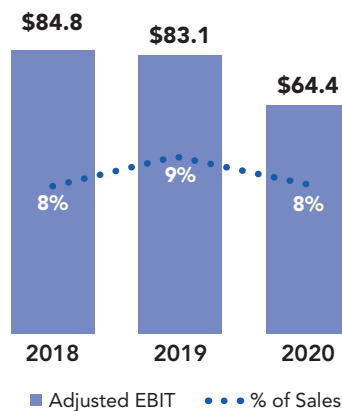
	Year End December 31,		
	2018	2019	2020
<b>Consolidated Statement of Operations Data</b>			
Net Sales	\$1,034.9	\$938.5	\$792.6
Adjusted EBIT	\$84.8	\$83.1	\$64.4
% ROS	8.2%	8.9%	8.1%
<b>Earnings per Diluted Common Share</b>			
Adjusted Earnings from Continuing Operations	\$3.50	\$3.47	\$2.46
Weighted-Average Shares Outstanding (in thousands)	16,968	16,906	16,834
<b>Consolidated Balance Sheet Data</b>			
Total Assets	\$861.2	\$827.8	\$806.6
Total Stockholders' Equity	\$390.2	\$406.3	\$367.6
Total Debt	\$239.1	\$200.8	\$194.4
Cash and Cash Equivalents	\$9.9	\$9.0	\$37.1
Debt to Adjusted EBITDA	1.9x	1.6x	1.9x
Debt to Capital	38%	33%	35%
<b>Other Financial Data</b>			
Net Cash Flow Provided by (used for):			
Operating Activities	\$92.7	\$97.6	\$93.4
Capital Expenditures	(38.1)	(21.4)	(18.9)
Free Cash Flow	\$54.6	\$76.2	\$74.5
Stock Price Year-End	\$58.92	\$70.43	\$55.32
Cash Dividend	\$1.64	\$1.80	\$1.88
<b>GAAP Reconciliation</b>			
(Dollars in millions, except share data)			
<b>Net Income (Loss)</b>			
Loss from Discontinued Operations	0.8	—	—
Income (Loss) from Continuing Operations	37.2	55.4	(15.8)
Provision (Benefit) for Income Taxes	3.9	11.1	(2.9)
Interest Expense, Net	13.0	11.8	12.6
<b>EBIT (Operating Income (Loss))</b>	54.1	78.3	(6.1)
Asset Restructuring and Impairment Costs	31.1	4.7	57.8
Other Restructuring and Non-routine Costs	(0.4)	0.1	9.2
COVID-19 Costs	—	—	3.5
<b>Adjusted EBIT</b>	84.8	83.1	64.4
<b>Depreciation &amp; Amortization</b>	35.0	33.8	32.5
<b>Amortization Equity-Based Compensation</b>	4.0	5.6	4.2
<b>Adjusted EBITDA</b>	\$123.8	\$122.5	\$101.1
<b>Diluted Earnings (Loss) per Share</b>			
Asset Restructuring and Impairment Costs	1.37	0.21	2.64
Other Restructuring and Non-routine Costs	(0.05)	—	0.40
COVID-19 Costs	—	—	0.16
Tax Adjustments	0.01	—	0.22
<b>Adjusted Diluted Earnings per Share</b>	\$3.50	\$3.47	\$2.46

## Net Sales by Business

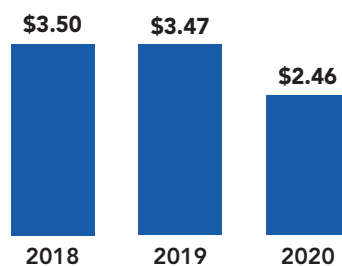


## Adjusted EBIT

(In millions of U.S. dollars)



## Adjusted Earnings Per Share



# TECHNICAL PRODUCTS

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Neenah is a leading producer of Technical Products, using various substrates to produce specialized materials that employ saturation, coating and other function-enhancing processes to deliver specified performance to customers.

Our products include filtration, digital image transfer, tape, dye sublimation papers, abrasive backings, labels and other specialized products. Specific end uses include transportation and water filtration, industrial

applications, medical packaging, signage and many others.

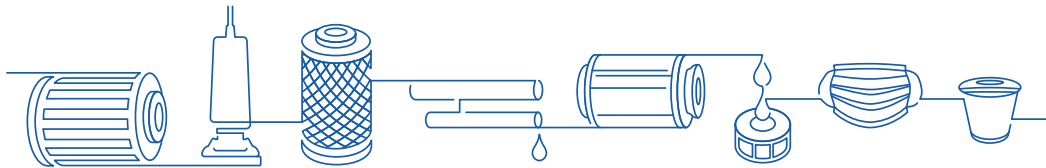
The Technical Products group serves over 1,000 customers worldwide through manufacturing facilities in the U.S., Germany, the Netherlands, and the U.K., supported by R&D efforts focused on developing new products that will deliver the performance our customers require and drive our growth.

## OUR PRODUCTS DELIVER HIGH-PERFORMANCE SOLUTIONS:

- providing essential filtration capabilities for transportation, water and other uses
- enabling superior performance in products for industrial applications, such as tapes, abrasives and digital image transfer
- meeting specialized needs for strength, durability resistance to water and contamination in products as diverse as medical packaging and labels

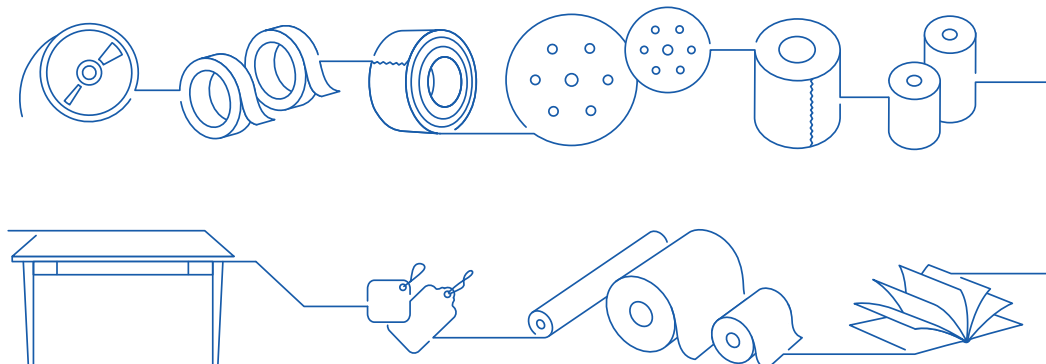
## FILTRATION

High-performance filtration media for transportation, industrial, water and other markets



## PERFORMANCE MATERIALS

Saturated and coated products for a variety of end markets, including digital transfers, backings for specialty abrasives and tapes, labels, durable printing and medical applications



# FINE PAPER & PACKAGING

Neenah is the market leader in North America in the creation and manufacturing of premium paper, packaging and sustainable solutions. The Neenah Fine Paper and Packaging portfolio includes recognizable and distinguished brands like CLASSIC®, ENVIRONMENT®, ROYAL SUNDANCE®, IMAGEMAX®, ASTROBRIGHTS® and Southworth®. With U.S. manufacturing facilities specializing in color, texture and specialty features, there is an endless combination of paper, packaging, and consumer products like planners, journals and teacher tools available.

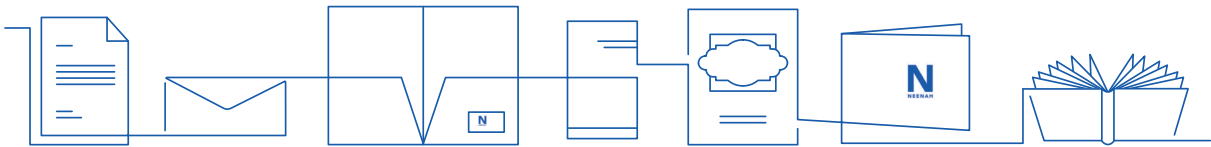
Neenah Premium Packaging provides unique, sustainable and custom solutions for many of the world's leading brands in beauty and wellness; wine, spirits and craft beer; and retail. Our offering includes materials for box wrap, gift cards, hangtags, labels, folding board, in-store signs and wallcovering. We provide captivating colors and textures, customized for brands or ready-made, as well as high-performance products and world class customer service.

## OUR PRODUCTS ARE IN DEMAND WHEREVER IMAGE & DESIGN MATTERS:

- high-end marketing and advertising collateral and business identity systems
- upscale packaging solutions for high value items in small packages, focused on beauty and wellness, alcohol; consumer electronics and retail markets
- brightly colored and fine papers for home, school or business; beautifully designed planners and journals
- sustainable solutions that offer alternatives to plastic

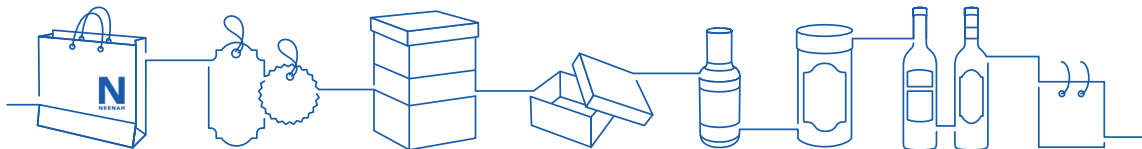
## GRAPHIC IMAGING

Unique colors, textures and finishes for identity systems, invitations, crafting, advertising and marketing collateral, and envelopes



## PREMIUM PACKAGING

Image-enhancing colors and textures and sustainable solutions for premium folding board, box wrap, bags, hang tags, labels, signs and wallcovering for beauty and wellness, wine, spirits, craft beers, consumer electronics and retail



**Neenah, Inc. 2020 Annual Report**



NOTICE OF 2021  
ANNUAL MEETING  
OF STOCKHOLDERS  
AND PROXY STATEMENT





# TO OUR STOCKHOLDERS

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On behalf of the Board of Directors, it is my pleasure to invite you to attend the 2021 Annual Meeting of Stockholders of Neenah, Inc. to be held on Thursday, May 20, 2021 at 3:00 p.m., Eastern Daylight. Due to the ongoing public health impact of the coronavirus pandemic (COVID-19) and to support the health and well-being of our stockholders, employees and their families, the 2021 Annual Meeting will be held virtually via live webcast. Additional information regarding the 2021 Annual Meeting may be found in the attached Proxy Statement.

Looking back on 2020 and the unprecedented impact of the COVID-19 pandemic, I am pleased with how Neenah demonstrated its resiliency. We saw how we can be decisive, act quickly and be creative, build new relationships with customers, and leverage our technology in new ways. This is a credit to our employees, whose health and safety are always our top priority.

We also aggressively managed costs and working capital, generating near record cash flow and ending the year with over \$175 million of available liquidity. While protecting our employees and maintaining our strong financial position were top priorities for 2020, our teams also accomplished a number of other initiatives that will make us stronger in the years to come.

Some of these included:

- Updating our vision and strategy, providing clear direction and focus for our organization on key drivers that will add significant value and support growth in our four targeted platforms
- Implementing a new operating system, employing LEAN principles and methodologies at our two largest plants, helping to drive safety and cost improvements
- Reinvigorating our innovation efforts and launching a number of new products, including the development of high-performance media for face masks, alternatives to plastic signage and packaging, new teacher tools, journals and planners, and environmentally friendly dissolvable labels
- Publishing a Corporate Sustainability Report, highlighting the meaningful progress made over the past five years in reducing our carbon footprint, building a more diverse and inclusive workplace, and maintaining sound governance practices
- Maintaining a disciplined and active M&A pipeline, leading to the April 2021 acquisition of ITASA, a leading global specialty coatings company

With these actions, we continued on our path to become a leading global specialty materials company known for its ability to create sustainable value for stakeholders, its dedication to providing a safe and healthy workplace for employees, and as a responsible and engaged steward of the environment and communities in which we operate.

The formal business to be transacted at the 2021 Annual Meeting includes:

- Election of the two nominees detailed in this Proxy Statement as Class II directors for a three-year term;
- Approval of an advisory vote on the Company's executive compensation; and
- Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.

At the meeting, we will provide a brief report on our results and strategies. Our directors and executive officers, as well as representatives from Deloitte & Touche LLP, will be in attendance to answer any questions. Regardless of whether you choose to participate or not, please either vote electronically, by telephone, or follow the procedures for requesting written copies of the proxy materials described in the attached Proxy Statement and return the proxy card at your earliest convenience. This will assure your shares will be represented and voted at the 2021 Annual Meeting.

I have seen a lot in my first year as Chief Executive Officer at Neenah—how talented and passionate our employees are, how creative and responsive they can be, the deep and strong relationships we have with our customers, and the support we have from our shareholders. Looking ahead, I couldn't be more excited. With Neenah's talented leadership team and outstanding employees, our strong financial position, catalysts in place to drive value, and clear strategies to enable future growth, I look forward to updating you on our progress in the years ahead.

I'd also like to thank our Board of Directors for their continued direction and support and recognize Steve Wood, who will be stepping down this year after more than 15 years of outstanding service. On behalf of our Board of Directors, thank you for your support and trust.

Sincerely,



Julie A. Schertell  
President and Chief Executive Officer



# NOTICE OF 2021 ANNUAL MEETING OF STOCKHOLDERS

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**Meeting Date:**  
May 20, 2021



**Meeting Time:**  
3:00pm (Eastern Daylight Time)



**Meeting Place:**  
[www.virtualshareholdermeeting.com/NP2021](http://www.virtualshareholdermeeting.com/NP2021)



**Record Date:**  
March 26, 2021

## Matters that will be voted upon:

1. A proposal to elect the two nominees named as Class II directors in the attached Proxy Statement to serve until the 2024 Annual Meeting of Stockholders;
2. A proposal to approve, on an advisory basis, the Company's executive compensation;
3. A proposal to ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Neenah, Inc. for the fiscal year ending December 31, 2021; and
4. Such other business as properly may come before the Annual Meeting or any adjournments thereof. The Board of Directors is not aware of any other business to be presented to a vote of the stockholders at the Annual Meeting.

**NOTICE HEREBY IS GIVEN** that the 2021 Annual Meeting of Stockholders of Neenah, Inc. will be held virtually via live webcast on Thursday, May 20, 2021 at 3:00 p.m., Eastern Daylight. Information relating to the above matters is set forth in the attached Proxy Statement. Stockholders of record at the close of business on March 26, 2021 are entitled to receive notice of and to vote during the live webcast and any adjournments thereof. Stockholders can attend the virtual meeting by visiting [www.virtualshareholdermeeting.com/NP2021](http://www.virtualshareholdermeeting.com/NP2021) and using the 16-digit control number found on their proxy card. Stockholders will be able to vote their shares electronically and submit questions during the meeting. Whether or not you plan to attend the virtual meeting, all stockholders are encouraged to vote in advance by using one of the methods described in the attached Proxy Statement.

This Proxy Statement and the 2020 Annual Report to Stockholders are available on our Investor Relations webpage at: [www.neenah.com](http://www.neenah.com).

By order of the Board of Directors.

Noah S. Benz  
Executive Vice President, General Counsel and Secretary

Alpharetta, Georgia  
April 9, 2021

PLEASE READ THE ATTACHED PROXY STATEMENT AND THEN VOTE ELECTRONICALLY, BY TELEPHONE, OR REQUEST PRINTED PROXY MATERIALS AND PROMPTLY COMPLETE, EXECUTE, AND RETURN THE PROXY CARD INCLUDED WITH THE PROXY MATERIALS IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE.

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# PROXY STATEMENT SUMMARY

Our Board of Directors is soliciting proxies from our stockholders in connection with Neenah's Annual Meeting of Stockholders. When used in this Proxy Statement, the terms "we," "us," "our," "the Company," and "Neenah" refer to Neenah, Inc. and its consolidated subsidiaries. The approximate date on which this Proxy Statement is being filed and notice is being sent or given to stockholders of record is April 9, 2021.

This summary highlights information contained in the Proxy Statement. It does not include all of the information that you should consider prior to voting and we encourage you to read the entire document prior to voting.

For more complete information regarding Neenah's financial performance, please review the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

## STOCKHOLDERS ARE BEING ASKED TO VOTE ON THE FOLLOWING MATTERS AT THE 2021 ANNUAL MEETING:

Description	Item	Board Recommendation	Page
 <p><b>Election of Directors</b> The Board and the Nominating and Corporate Governance Committee believe that the two Class II Director nominees possess the necessary qualifications, attributes, skills and experiences to provide quality advice and counsel to the Company's management and effectively oversee the business and the long-term interests of stockholders.</p>	1	FOR Each Director Nominee	44
 <p><b>Advisory Vote to Approve Executive Compensation</b> The Company seeks a non-binding advisory vote to approve the compensation of its named executive officers as described in the Compensation Discussion and Analysis section beginning on page 18 and the Executive Compensation Tables section beginning on page 33. The Board values stockholders' opinions, and the Compensation Committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.</p>	2	FOR	45
 <p><b>Ratification of the Appointment of Deloitte &amp; Touche, LLP, as Independent Auditors</b> The Audit Committee and the Board believe that the retention of Deloitte &amp; Touche, LLP, to serve as the Independent Auditors for the fiscal year ending December 31, 2021 is in the best interest of the Company and its stockholders. As a matter of good corporate governance, stockholders are being asked to ratify the Audit Committee's selection of the Independent Auditors.</p>	3	FOR	46

# BOARD OF DIRECTORS

## CLASS II DIRECTORS – NOMINATED FOR RE-ELECTION:



### Margaret S. Dano

Margaret S. Dano is the former Chairman of the Board for Superior Industries International, Inc., a leading manufacturer of aluminum road wheels for use in the automobile and light truck industry. Ms. Dano was appointed as Chairman of the Board in 2014 and served as a director for Superior from 2007 to 2017. In addition, Ms. Dano currently serves as a director of Douglas Dynamics, Inc., a manufacturer of snow and ice control equipment for the global light truck market, a position she has held since 2012, where she chairs the Governance Committee and serves on both the Compensation and Audit Committees. From 2002 to 2005, Ms. Dano served as Vice President, Worldwide Integrated Supply Chain and Operations for Honeywell Corporation. Prior to that, she served as Vice President, Worldwide Supply Chain Office Products & GM Printer Papers for Avery Dennison Corporation from 1999 to 2002 and Vice President of Corporate Manufacturing & Engineering from 1996 to 1999. Ms. Dano received a BS in mechanical engineering from Kettering University (formerly the General Motors Institute). Ms. Dano has served as a director of Neenah since 2015. Ms. Dano's senior executive experience in global manufacturing and supply chain and her public board experience and leadership with manufacturing companies make her an effective member of Neenah's Board.

#### Age

61

#### Race/Ethnicity

White/Non-Hispanic

#### Director Since

2015

#### Committees

Nominating and Corporate Governance Committee  
Compensation Committee

#### Public Directorship Experience

Superior Industries International, Inc.  
Douglas Dynamics, Inc.

#### Independent

Yes



### Donna M. Costello

Donna M. Costello was the Chief Financial Officer of C&D Technologies from 2016 until early 2020. Previously, Ms. Costello served as Chief Financial Officer of Sequa Corporation, a \$1.5 billion global manufacturer and service provider in the Industrial and Aerospace markets, from 2008 to 2015. Prior to being promoted to Chief Financial Officer in 2008, Ms. Costello served as Vice President and Controller of Sequa Corporation, which was a publicly traded company until its acquisition by The Carlyle Group in 2007. From 2002 to 2005, Ms. Costello served as Vice President and Controller of Chromalloy Gas Turbine, Sequa's largest subsidiary. Ms. Costello began her career in 1995 as an auditor for Arthur Andersen and advanced through a series of assignments to become a senior audit manager in 1999. Ms. Costello currently serves as a director of CTS Corporation, a manufacturer of sensors, actuators, and electronic components for the aerospace/defense, industrial, medical, telecommunications/IT, and transportation markets, a position she has held since 2021, where she serves on both the Compensation and Audit Committees. Ms. Costello received her BBA and MBA from Iona College. Ms. Costello is a certified public accountant and a member of both the American Institute of Certified Public Accountants and the New York State Society of Certified Public Accountants. Ms. Costello is also a member of the Henry Crown Fellowship Program of the Aspen Institute. Ms. Costello has served as a director of Neenah since 2019.

#### Age

48

#### Race/Ethnicity

White/Non-Hispanic

#### Director Since

2019

#### Committees

Audit Committee

#### Public Directorship Experience

CTS Corporation

#### Independent

Yes

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## CLASS III DIRECTORS – TERM EXPIRING AT THE 2022 ANNUAL MEETING:



### Timothy S. Lucas

Timothy S. Lucas was an independent financial reporting consultant with Lucas Financial Reporting from 2002 until retiring in December 2017. From 1988 to 2002, Mr. Lucas worked at the Financial Accounting Standards Board (“FASB”), where he was the Director of Research and Technical Activities, and Chairman of the FASB’s Emerging Issues Task Force. Mr. Lucas has served as a director of Neenah since 2004. Mr. Lucas received his BA in Economics and BS in Accounting from Rice University and his Master of Accounting from the Jesse H. Jones Graduate School, Rice University. Mr. Lucas’ experience at FASB, consulting experience, and educational background make him an effective member of Neenah’s Board.

**Age**  
74

**Race/Ethnicity**  
White/Non-Hispanic

**Director Since**  
2004

**Committees**  
Audit Committee  
Compensation Committee

**Public Directorship Experience**  
N/A

**Independent**  
Yes



### Tony R. Thene

Tony R. Thene currently serves as director and Chief Executive Officer of Carpenter Technology Corporation, a leader in specialty alloy based materials and process solutions. Mr. Thene began his career at Carpenter in 2013 as Chief Financial Officer and has served as a director since 2015. Prior to joining Carpenter, Mr. Thene served as Chief Financial Officer of the Engineered Products and Solutions Business Group at Alcoa, Inc. from 2010 until 2013. Previously, he served as Vice President, Controller and Chief Accounting Officer of Alcoa. He also previously held various other positions during his 23-year career at Alcoa, including Director, Investor Relations; Chief Financial Officer for the Flat Rolled Products Group; Chief Financial Officer for Alcoa World Alumina and Chemicals; and manufacturing manager for the Alumina Chemicals business. Mr. Thene received his BS in Accounting from Indiana State University and his MBA from the Weatherhead School of Management at Case Western Reserve University. Mr. Thene has served as a director of Neenah since 2019. Mr. Thene’s educational background, financial expertise, and extensive experience in the specialty materials industry make him an effective member of Neenah’s Board.

**Age**  
60

**Race/Ethnicity**  
White/Non-Hispanic

**Director Since**  
2019

**Committees**  
Nominating and Corporate Governance Committee  
Compensation Committee

**Public Directorship Experience**  
Carpenter Technology Corporation

**Independent**  
Yes

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## CLASS I DIRECTORS – TERM EXPIRING AT THE 2023 ANNUAL MEETING:



### William M. Cook

William M. Cook is the retired Executive Chairman (2015-2016) of Donaldson Company Inc., a technology-driven global company that manufactures filtration systems to remove contaminants from air and liquids. Mr. Cook is also the former Chairman (2005-2015), President and Chief Executive Officer (2004-2015) of Donaldson. Prior to that, Mr. Cook held various roles at Donaldson of increasing responsibility, including service as Senior Vice President, International (2000-2004); Chief Financial Officer (2001-2004); and Senior Vice President, Commercial and Industrial (1994-2000). Mr. Cook is also currently a Director of IDEX Corporation (where he serves as Lead Director and also on the Audit Committee) and was a director of Valspar Corporation (where he served on the Audit Committee) from 2010 to 2017. Mr. Cook brings to the Neenah Board his filtration industry and operations experience and financial expertise for the past 35 years at Donaldson where he held a wide range of financial and business positions with global responsibilities. Mr. Cook is an experienced public company Board member having served on the Donaldson Board from 2004-2016 and as an independent director for IDEX and Valspar. Mr. Cook also has valuable Board experience from his past service to various private and charitable organizations. Mr. Cook has served as a director of Neenah since 2016. Mr. Cook holds a BS degree in Business Management and an MBA degree from Virginia Tech. Mr. Cook's educational background, financial expertise, and extensive experience in the filtration industry make him an effective member of Neenah's Board.

**Age**  
67

**Race/Ethnicity**  
White/Non-Hispanic

**Director Since**  
2016

**Committees**  
Audit Committee

**Public Directorship Experience**  
Donaldson Company Inc.  
IDEX Corporation  
Valspar Corporation

**Independent**  
Yes





### Philip C. Moore

Philip C. Moore retired as Senior Vice President, Deputy General Counsel and Corporate Secretary of TD Bank Group, Toronto, Canada on December 31, 2016. Mr. Moore joined TD Bank Group in May 2013, prior to which he had been a partner at McCarthy Tétrault LLP, Canada's national law firm where he practiced corporate and securities law in Toronto and Sydney, Australia, with particular emphasis on corporate governance, finance, mergers and acquisitions, and other business law issues. He has been involved in many corporate mergers, acquisitions, dispositions, and reorganizations, as well as capital markets transactions in a variety of industries and geographies. Mr. Moore has extensive experience in corporate transactions involving the pulp and paper industries. Mr. Moore has been awarded the designation "Chartered Director" from the Directors College, Canada's leading director education program run by McMaster University and the Conference Board of Canada. He has advised on the design and implementation of numerous executive compensation plans, as well as on executive compensation governance matters. From 1994 until 2000, he was a director of Imax Corporation and is currently a director of a number of private corporations. Mr. Moore has served as a director of Neenah since 2004. Mr. Moore received his BA from McMaster University and his LLB from Queen's University. Mr. Moore's educational background and extensive experience in corporate governance and business law make him an effective member of Neenah's Board.

**Age**  
67

**Race/Ethnicity**  
White/Non-Hispanic

**Director Since**  
2004

**Committees**  
Audit Committee  
Nominating and Corporate Governance Committee

**Public Directorship Experience**  
Imax Corporation

**Independent**  
Yes



### Julie A. Schertell

Julie A. Schertell is President and Chief Executive Officer of the Company. Ms. Schertell has been in this role since May 2020. Prior to this, Ms. Schertell was Chief Operating Officer from January 2020 to May 2020, President of Technical Products from September 2018 to December 2019, and President of Fine Paper & Packaging from January 2011 to September 2018. Ms. Schertell joined the Company in 2008 and served as Vice President of Sales and Marketing for the Fine Paper division through December 2010. Ms. Schertell was employed by Georgia-Pacific Corporation in the Consumer Products Retail division, where she served as Vice President of Sales Strategy from 2007 to 2008, and as Vice President of Customer Solutions from 2003 through 2007. Ms. Schertell has served as a director of Neenah since February 2020. Ms. Schertell's extensive experience in the paper and consumer products industries, and leadership positions in the Company make her an effective member of Neenah's Board.

**Age**  
51

**Race/Ethnicity**  
White/Non-Hispanic

**Director Since**  
2020

**Committees**  
N/A

**Public Directorship Experience**  
N/A

**Independent**  
No

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## DIRECTORS RETIRING EFFECTIVE AS OF THE 2021 ANNUAL MEETING:



### Stephen M. Wood, Ph.D.

Stephen M. Wood, Ph.D. is an Operating Partner with Snow Phipps Group LLC, an internationally diversified investment company. Prior to this he served as Chairman of the Board for FiberVisions Corporation which is a leading global manufacturer of synthetic fibers for consumer products, construction, and industrial applications. Dr. Wood was President and Chief Executive Officer of FiberVisions from 2006 to 2012. Dr. Wood was also Chairman of the Board of ESFV, a global joint Venture with JNC Corporation, a leading Japanese Chemical Company. From 2001 to 2004, Dr. Wood served as President and Chief Executive Officer of Kraton Polymers, a specialties chemical company, and Chairman and Representative Director of JSR Kraton Elastomers, a Japanese joint venture company. Prior to this Dr. Wood was President of the Global Elastomers business of Shell Chemicals, Ltd., and a Vice President of that company. Dr. Wood was also elected International President of the International Institute of Synthetic Rubber Producers. Dr. Wood has a BSc in Chemistry and a Ph.D. in Chemical Engineering from Nottingham University, United Kingdom and is a graduate of the Institute of Chemical Engineers and a Fellow of the Institute of Directors. Dr. Wood has served as a director of Neenah since 2004. Dr. Wood's experience as the senior executive of global chemical manufacturing companies, his international and previous board experience, and his educational background make him an effective member of Neenah's Board.

**Age**

74

**Race/Ethnicity**

White/Non-Hispanic

**Director Since**

2004

**Committees**Audit Committee  
Compensation Committee**Public Directorship****Experience**



N/A

**Independent**

Yes

# DIRECTOR SKILLS SUMMARY

Our Board of Directors possesses diverse experience and perspectives in various areas critical to our business. The Board's collective knowledge ensures appropriate management and risk oversight and supports our goal of creating long-term sustainable stockholder value.

	William M. Cook	Donna M. Costello	Margaret S. Dano	Timothy S. Lucas	Philip C. Moore	Julie A. Schertell	Tony R. Thene
 <b>Senior Executive/Strategic Leadership:</b> Experience in overseeing, developing, and/or implementing business strategy for a publicly listed company or complex organization.	•	•	•	•	•	•	•
 <b>Manufacturing/Supply Chain:</b> Experience in manufacturing and/or supply chain management.	•		•			•	•
 <b>International:</b> Experience in international business management or transactions.	•	•	•		•	•	•
 <b>Capital/Asset Allocation:</b> Experience in assessing and/or implementing capital and/or asset allocation decisions.	•	•	•		•	•	•
 <b>Talent Management &amp; Executive Compensation:</b> Experience in human resources, leadership development, talent management, and/or executive compensation issues.	•		•	•	•	•	•
 <b>Audit/Accounting/Financial Statements:</b> Experience preparing, auditing, analyzing, or evaluating financial statements for a complex business.	•	•	•	•	•	•	•
 <b>Capital Markets/Investor Relations:</b> Capital markets experience; experience relevant to institutional investor expectations.	•	•	•		•	•	•
 <b>Legal/Regulatory/Risk Management:</b> Experience in the management or oversight of legal, compliance and regulatory affairs, and of risk management.	•	•		•	•		•
 <b>Other Board Experience:</b> Experience as a director of a publicly listed company or other complex organization.	•	•	•		•		•

# MEETINGS / COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors conducts its business through meetings of the full Board and through committees of the Board, consisting of an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, which we refer to as the Nominating Committee. The Board of Directors held four regularly scheduled meetings and one specially-called meeting in 2020. The directors also participated in additional ad hoc discussions on a variety of matters throughout the year. The Company's Corporate Governance Policies provide that all directors are expected to regularly attend and participate in Board and Committee meetings and encourage the directors to attend the Company's Annual

Meeting. In 2020, our directors attended 100% of the regularly scheduled and specially scheduled meetings of the Board and of the committees of which he or she is a member. All of the Company's directors were in attendance at the 2020 Annual Meeting. The 2020 Annual Meeting and all Board and committee meetings held after March 15, 2020 were held via video conference due to safety concerns relating to the COVID-19 pandemic.

Neenah holds regularly scheduled executive sessions of the independent directors at each Board meeting. As Chairman of the Board, Mr. Cook presides at all of the executive sessions.

## AUDIT COMMITTEE

The Audit Committee is comprised solely of directors who meet the independence requirements of the New York Stock Exchange ("NYSE") and the Securities Exchange Act of 1934, as amended ("Exchange Act"), and are financially literate, as required by NYSE rules. At least one member of the Audit Committee is an audit committee financial expert, as defined by the rules and regulations of the Securities and Exchange Commission ("SEC"). The Audit Committee has been established in accordance with applicable rules promulgated by the NYSE and the SEC. The Audit Committee assists the Board in monitoring:

- the quality and integrity of our financial statements;
- our compliance with ethical policies contained in our Code of Business Conduct and Ethics, and legal and regulatory requirements;
- the independence, qualification and performance of our registered public accounting firm;
- the performance of our internal auditors;
- related party transactions; and
- policies with respect to risk assessment and risk management, including, data privacy and data security risks.

The Audit Committee is governed by the Audit Committee Charter approved by the Board. The charter is available on our website at [www.neenah.com](http://www.neenah.com).

### COMMITTEE AND MEMBERS

**Timothy S. Lucas, Chair**  
Stephen M. Wood  
William M. Cook  
Philip C. Moore  
Donna M. Costello

### Number of Meetings 9

- › All members are independent
- › All members are financially literate under NYSE standards
- › The Board has determined that Messrs. Lucas and Cook and Ms. Costello are audit committee financial experts within the meaning of the SEC's rules.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Nominating Committee is comprised solely of directors who meet the NYSE independence requirements. The Nominating Committee:

- oversees the process by which individuals are nominated to our Board;
- reviews the qualifications, performance, and independence of members of our Board;
- reviews and recommends policies with respect to composition, organization, processes and, practices of our Board, including diversity; and
- identifies and investigates emerging corporate governance issues and advises the Board on oversight responsibilities relating to the Company's ethical conduct, corporate culture, and employee health and safety.

The Nominating Committee is governed by the Nominating and Corporate Governance Committee Charter approved by the Board. The charter is available on our website at [www.neenah.com](http://www.neenah.com).

### COMMITTEE AND MEMBERS

**Margaret S. Dano, Chair**  
Philip C. Moore  
Tony R. Thene

### Number of Meetings 4

- › All members are independent

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## COMPENSATION COMMITTEE

The Compensation Committee is comprised solely of directors who meet NYSE independence requirements, meet the requirements for a “non-employee director” under the Exchange Act, meet the requirements of Rule 10C-1 under the Exchange Act, and meet the requirements for an “outside director” under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). The Compensation Committee:

- reviews and approves corporate goals and objectives relevant to the compensation of our Chief Executive Officer and sets such compensation;
- approves, in consultation with our Chief Executive Officer, the compensation of our officers who are elected by our Board;
- makes recommendations to our Board with respect to our equity-based plans and executive incentive compensation plans; and
- reviews with management and approves awards under our long-term incentive compensation plans and equity-based plans.

The Compensation Committee is governed by the Compensation Committee Charter approved by the Board. The charter is available on our website at [www.neenah.com](http://www.neenah.com).

Additional information regarding the Compensation Committee’s processes and procedures for consideration of executive compensation is provided in the “Compensation Discussion and Analysis” below.

### COMMITTEE AND MEMBERS

#### **Stephen M. Wood, Chair**

Timothy S. Lucas  
Margaret S. Dano  
Tony R. Thene

#### **Number of Meetings**

5

› All members are independent

# CORPORATE GOVERNANCE

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## BOARD LEADERSHIP

The Board selects from among its members the Chair of the Board. The Board also elects the Chief Executive Officer of the Company. The current Board Leadership is as follows:

**William M. Cook**

*Chairman of the Board*

**Julie A. Schertell**

*President and Chief Executive Officer*

On February 3, 2021, Dr. Wood delivered notice to the Board of his intent not to stand for re-election as a member of the Board at the Company's 2021 Annual Meeting. The Board has not made any nominations and does not intend to fill this vacancy at this time. Accordingly, immediately following the 2021 Annual Meeting, the Board will consist of seven members divided into two classes of two directors (Classes II and III) and one class of three directors (Class I).

The Board believes at this time that it is appropriate for Ms. Schertell to continue serving as Chief Executive Officer and a member of the Board. Ms. Schertell's position as both Chief Executive Officer and director provides a continuity of leadership between the senior executive team and the Board and enhances the corporate governance environment of the Board.

### Independent Directors

Our Amended and Restated Bylaws provide that a majority of the directors on our Board shall be independent and currently seven out of the eight directors are independent. Immediately following the 2021 Annual Meeting, six out of the seven directors will be independent. In addition, the Corporate Governance Policies adopted by the Board, described further below, provide for independence standards consistent with NYSE listing standards. Generally, a director does not qualify as an independent director if the director (or in some cases, members of the director's immediate family) has, or in the past three years has had, certain material relationships or affiliations with the Company, its external or internal auditors, or other companies that do business with the Company. Having six out of seven independent directors provides Neenah with a sufficient level of oversight, governance and independence without unduly limiting the senior executives from acting in the best interest of the Company and its stockholders.

In evaluating the independence of our independent directors, the Board also considered whether any of the independent directors had any material relationships with Neenah and concluded that no such material relationship existed that would impair their independence (see "Approval of Related Party Transactions" below). In making this determination, the Board relied both on information provided by our directors as well as information developed internally by Neenah. As is currently the case,

immediately after the election of the nominees to the Board of Directors, a majority of all directors holding office will be independent directors. The Nominating Committee and the Board have affirmatively determined that six of the Company's seven directors do not have any relationship that would interfere with the exercise of independent judgment in carrying out their responsibilities as directors and are independent in accordance with NYSE listing standards, rules and regulations and our Corporate Governance Policies. Immediately following the 2021 Annual Meeting, Neenah's independent directors will be Margaret S. Dano, Timothy S. Lucas, Philip C. Moore, Tony R. Thene, William M. Cook and Donna M. Costello.

### Nomination of Directors

The Board of Directors is responsible for approving candidates for Board membership. The Board has delegated the screening and recruitment process to the Nominating Committee, in consultation with the Chairman of the Board and Chief Executive Officer. More specifically, our Nominating Committee has adopted, and the Board has ratified, the "Neenah, Inc. Policy Regarding Qualification and Nomination of Director Candidates."

The Nominating Committee seeks to create a Board that is strong in its collective knowledge and diversity of skills and experience with respect to, accounting and finance, management and leadership, vision and strategy, business operations, business judgment, crisis management, risk assessment, industry knowledge, corporate governance, education, background and global markets.

Qualified candidates for director are those who, in the judgment of the Nominating Committee, possess all of the following personal attributes and a sufficient mix of the following experience attributes to assure effective service on the Board. Personal attributes of a Board candidate considered by the Nominating Committee include: leadership, ethical nature, contributing nature, independence, interpersonal skills, effectiveness, currency of work history and diversity. Experience attributes of a Board candidate considered by the Nominating Committee include: financial acumen, general business experience, industry knowledge, diversity of view-points, special business experience, and expertise. When the Nominating Committee reviews a potential new candidate, the Nominating Committee looks specifically at the candidate's qualifications in light of the needs of the Board and our company at that time, given the then current mix of director attributes.

The Nominating Committee utilizes a variety of methods for identifying and evaluating nominees for director.

The Nominating Committee periodically assesses the appropriate size of the Board and whether any vacancies on the Board are expected. In the event that vacancies are anticipated

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or otherwise arise, the Nominating Committee will seek to identify director candidates based on input provided by a number of sources, including: (i) Nominating Committee members; (ii) other directors of Neenah; (iii) management of Neenah; and (iv) stockholders of Neenah. The Nominating Committee also has the authority to consult with or retain advisors or search firms to assist in the identification of qualified director candidates.

The Nominating Committee will consider nominees recommended by stockholders as candidates for election to the Board. A stockholder wishing to nominate a candidate for election to the Board at the Annual Meeting is required to give written notice to the Secretary of Neenah of his or her intention to make a nomination. Pursuant to our Amended and Restated Bylaws, the notice of nomination must be received by Neenah not less than 50 calendar days nor more than 75 calendar days prior to the Annual Meeting, or if Neenah gives less than 60 calendar days' notice of the meeting date, the notice of nomination must be received no later than the close of business on the 10th calendar day following the day on which the Annual Meeting date is announced.

To recommend a nominee, a stockholder should write to Noah S. Benz, Executive Vice President, General Counsel and Secretary of Neenah, at 3460 Preston Ridge Road, Preston Ridge III, Suite 600, Alpharetta, Georgia 30005.

Any such recommendation must include:

- the name and address of the stockholder and a representation that the stockholder is a holder of record of shares of our common stock;
- a brief biographical description for the nominee, including his or her name, age, business and residence addresses, occupation for at least the last five years, and a statement of the qualifications of the candidate, taking into account the requirements set forth above;
- a description of all arrangements or understandings between the stockholder and each nominee;
- such other information regarding the nominee as would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC; and
- the nominee's consent to serve as a director if elected.

Once director candidates have been identified, the Nominating Committee will then evaluate each candidate in light of his or her qualifications and credentials and any additional factors that the Nominating Committee deems necessary or appropriate, including those set forth above. Qualified prospective candidates will be interviewed by the Chair of the Board, the Chief Executive Officer and at least one member of the Nominating Committee. The full Board will be kept informed of the candidate's progress. Using input from such interviews and other information obtained by the Nominating Committee, the Nominating Committee will evaluate whether a prospective

candidate is qualified to serve as a director and, if so qualified, will seek full Board approval of the nomination of the candidate or the election of such candidate to fill a vacancy on the Board.

Existing directors who are being considered for re-nomination will be re-evaluated by the Nominating Committee based on each director's satisfaction of the qualifications described above and his or her performance as a director during the preceding year. All candidates submitted by stockholders will be evaluated in the same manner as candidates recommended from other sources, provided that the procedures set forth above have been followed. All of the current nominees for director are current members of the Board. Based on the Nominating Committee's evaluation of each nominee's satisfaction of the qualifications described above, the Nominating Committee determined to recommend the two directors for re-election.

The Nominating Committee has not received any nominations from stockholders for the Annual Meeting.

#### **Corporate Governance Policies**

We have adopted the Neenah, Inc. Corporate Governance Policies that guide the Company and the Board on matters of corporate governance, including director responsibilities, Board committees and their charters, director independence, director qualifications, director evaluations, director orientation and education, director access to management, Board access to independent advisors, and management development and succession planning. Copies of the Corporate Governance Policies are available on our website at [www.neenah.com](http://www.neenah.com) on the "Investor Relations" page under the tab "Corporate Governance—Governance Policies and Documents". Code of Business Conduct and Ethics.

#### **Code of Business Conduct and Ethics**

We have adopted the Neenah, Inc. Code of Business Conduct and Ethics, which applies to all of our directors, officers and employees. The Code of Business Conduct and Ethics meets the requirements of a "code of ethics" as defined by SEC rules and regulations. The Code of Business Conduct and Ethics also meets the requirements of a code of conduct under NYSE listing standards. The Code of Business Conduct and Ethics is available on our website at [www.neenah.com](http://www.neenah.com) on the "Investor Relations" page under the tab "Corporate Governance—Governance Policies and Documents".

#### **Human Rights Policy**

We have adopted the Neenah, Inc. Human Rights Policy applicable to all stakeholders. The Human Rights Policy sets forth Neenah's commitment to promote human rights in accordance with the Universal Declaration of Human Rights and the United Nations Guiding Principles on Business and Human Rights to ensure that all people are treated with dignity and respect. The Human Rights Policy is available on our website at [www.neenah.com](http://www.neenah.com) on the "Investor Relations" page under the tab "Corporate Governance—Governance Policies and Documents".



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### **Environmental Policy**

We have adopted the Neenah, Inc. Environmental Policy applicable to all stakeholders. The Environmental Policy sets forth Neenah's commitment to stewardship and sustainability of our natural resources. The Environmental Policy is available on our website at [www.neenah.com](http://www.neenah.com) on the "Investor Relations" page under the tab "Corporate Governance—Governance Policies and Documents".

### **Corporate Sustainability Report**

We have published a Corporate Sustainability Report describing how environmental and social considerations, and related financial impacts, are integrated into Neenah's long term strategy. The Corporate Sustainability Report is available on our website at [www.neenah.com](http://www.neenah.com).

### **Risk Oversight**

The Board participates in risk oversight through the Company's Enterprise Risk Evaluation conducted by our Chief Financial Officer and General Counsel, in conjunction with the Company's senior management team, and holds management accountable for the maintenance of high ethical standards and effective policies and practices to protect the Company's assets and enhance the Company's culture. Annual findings are reported to the Audit Committee pursuant to the requirements of its charter and the full Board reviews an annual report of the findings as required by our Corporate Governance Policies. In addition, the Board has the opportunity to address developing risks at each Board meeting in connection with its regular review of significant safety, business and financial developments. The Company's senior management team assists the Board in identifying and analyzing significant emerging issues that may impact the company's overall strategy, global business continuity and financial results.

The Board believes the processes described above provide for the orderly escalation of developing issues and helps the Board satisfy its risk oversight responsibilities.

### **Communications with the Board of Directors**

We have established a process for interested parties to communicate with members of the Board, including non-management members of the Board. If you have any concern, question or complaint regarding any accounting, auditing or internal controls matter, or any issue with regard to our Code of Business Conduct and Ethics or other matters that you wish to communicate to our Board or non-management directors, send these matters in writing to c/o General Counsel, Neenah, Inc., Preston Ridge III, 3460 Preston Ridge Road, Suite 600, Alpharetta, Georgia 30005. Information about our Board communications policy and procedures for processing Board communications for all interested parties can be found on our website at [www.neenah.com](http://www.neenah.com) on the "Investor Relations" page under the tab "Corporate Governance—Governance Policies and Documents".

### **Approval of Related Party Transactions**

The charter of the Audit Committee requires that the Audit Committee review and approve any transactions that would require disclosure under SEC rules and regulations.

To help identify related party transactions and relationships, each director and NEO, as such term is defined in the "Compensation Discussion and Analysis" section of this Proxy Statement, completes a questionnaire on an annual basis that requires the disclosure of any transaction or relationship that the person, or any member of his or her immediate family, has or will have with the Company or its subsidiaries. Additionally, the Company's Code of Business Conduct and Ethics prohibits related party transactions and requires that any employee with knowledge of such a transaction provide written notice of the relationship or transaction to the Company's General Counsel. Neither Neenah nor the Board is aware of any matter in 2020 that required the review and approval of the Audit Committee in accordance with the terms of the charter.

### **Stockholder Rights Plan**

The Company's Stockholder Rights Agreement expired on November 30, 2014. The Company subsequently decided not to put a new plan in place. We will continue to evaluate the need for such a plan in the future as such need may arise.

### **Diversity**

The Nominating Committee seeks to develop a diverse Board that is representative of our customer, employee and investor base. Our Board currently includes individuals of varying ages, backgrounds, and genders, with female members currently serving as both Chief Executive Officer and Chairperson of the Nominating Committee.

The Board believes that having directors of diverse gender, age, race, and ethnicity, along with varied skills and experiences, contributes to a balanced and effective Board. The Board is committed to inclusiveness and ensuring that the Nominating Committee, in performing its responsibilities to review director candidates and recommend candidates to the Board for election, includes candidates with a diversity of ethnicity, race and gender in each pool of candidates from which Board nominees are chosen. The Nominating Committee actively considers for selection as directors those persons who possess a diversity of experience, gender, race and ethnicity. While the Nominating Committee carefully considers diversity when identifying potential director candidates, the Committee has not established a formal policy regarding diversity.

### **Director Tenure**

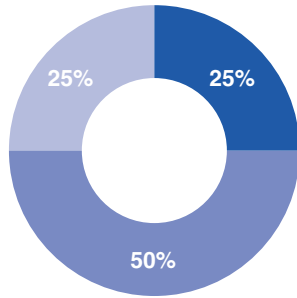
Directors with varied tenure contribute to a range of perspectives and ensure we transition knowledge and experience from longer-serving members to those newer to our Board. We have a good mix of new and long-standing directors, with our current directors averaging approximately eight years of service as of the 2021 Annual Meeting.



Individuals elected as directors by our shareholders are expected to serve as director for a minimum of three consecutive three-year terms. Directors may be nominated for election for an additional two terms, but will not be nominated for election for more than five consecutive terms unless the Board determines that circumstances warrant nominating a particular

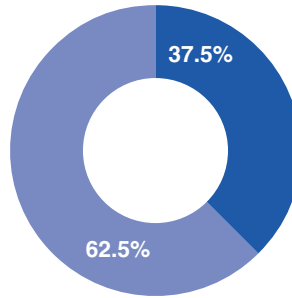
director for one or more additional terms. In the event the Board recommends an individual for nomination for one or more additional terms beyond the initial five consecutive terms, the rationale for such nomination will be disclosed in the Company's Proxy Statement.

### Age Diversity



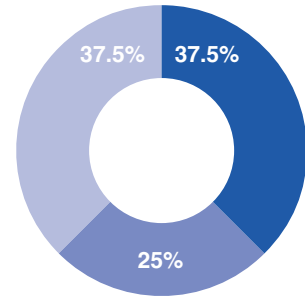
- < 60 = 2 members
- 60-69 = 4 members
- 70+ = 2 members

### Gender Diversity



- Female = 3 members
- Male = 5 members

### Tenure



- < 3 years = 3 members
- 5-10 years = 2 members
- 10+ years = 3 members

## 2020 DIRECTOR COMPENSATION

The Compensation Committee has responsibility for evaluating and making recommendations to the Board of Directors regarding compensation for our non-employee directors.

Each of our non-employee directors receives the following compensation:

Item	Amount
<b>Annual cash retainer</b>	\$ 60,000
<b>Additional cash retainers for Committee and Board Chairs:</b>	
• Board Chair	\$ 40,000
• Audit Committee Chair	\$ 30,000
• Compensation Committee Chair	\$ 30,000
• Nominating Committee Chair	\$ 17,500
<b>Additional cash retainers for Committee Members:</b>	
• Audit Committee Members and Chair	\$ 9,000
• Compensation Committee Members and Chair	\$ 7,000
• Nominating Committee Members and Chair	\$ 5,000
<b>Annual value of equity grant</b>	<b>\$100,000*</b>

\* Annual equity grant paid in restricted stock units subject to a one-year vesting period.

Neenah's director compensation program is intended to align with market level compensation to attract, motivate, and retain high performing and diverse quality director talent. Neenah conducts a biennial director pay study to ensure alignment with market level compensation, the latest of which was undertaken in 2017 and resulted in an adjustment to better align with the market and evolving director work load as shown in the table above. During the third calendar quarter of 2020, the Board retainer fees, chairperson fees and committee membership fees were temporarily reduced by 50% to help partially offset the impacts of the COVID-19 pandemic.

In 2020, each director received a total of 2,016 RSUs. The number of RSUs granted to non-employee directors is calculated annually by dividing the total value of the equity grant by the grant date fair value of the Company's stock on the day of the grant in the same manner as used to calculate grants for Company employees under the Long-Term Incentive Plan ("LTIP"). The RSUs become fully vested and convert to shares of our common stock on the first anniversary of the date of grant.

Employee directors receive no additional compensation and no prerequisites for serving on our Board.

Neenah also established the Neenah Paper Directors' Deferred Compensation Plan (the "Directors' Deferred Compensation Plan"), which enables each of our non-employee U.S. directors to defer a portion of their cash compensation and RSU awards. In 2020, none of our directors participated in the Directors' Deferred Compensation Plan.

Each of our non-employee directors is required to own Company stock equal to four times their annual cash retainer. The valuation of restricted stock and options owned by our directors is calculated pursuant to the same guidelines detailed in this Proxy Statement for our named executive officers. All of our non-employee directors met or exceeded the guidelines as of December 31, 2020. Each director has five years in order to meet the stock ownership requirements.

The following table shows the total compensation paid to each of our non-employee directors in 2020.

Name	Fees Earned or Paid in Cash \$(1)	Stock Awards \$(2)	Total (\$)
William M. Cook	95,375	100,000	195,375
Donna M. Costello	60,375	100,000	160,375
Margaret S. Dano	78,313	100,000	178,313
Timothy S. Lucas	92,750	100,000	192,750
Philip C. Moore	64,750	100,000	164,750
Stephen M. Wood	92,750	100,000	192,750
Tony R. Thene	59,500	100,000	159,500

(1) Amounts reflect temporary 50% reduction in retainer fees, chairperson fees and committee membership fees during the third quarter of 2020.

(2) Amounts reported in this column represent the grant date fair value of the 2020 RSU award granted to each director, calculated in accordance with Financial Accounting Standards Board Statement ASC Topic 718

("ASC 718"). Due to restrictions imposed by Canadian law, Mr. Moore is not able to receive a quarterly cash dividend on his RSUs. In lieu of receiving such dividends, Mr. Moore is granted additional shares of common stock on the date of each dividend payment equal in value to the cash dividend that he would have received. Mr. Moore received 72 of these common shares in 2020.

# COMPENSATION DISCUSSION AND ANALYSIS

The following section presents an analysis, summary, and overview of our compensation policies and programs, including material decisions made under those policies and programs in setting the compensation levels for 2020 for our named executive officers (each a "NEO"). Decisions made concerning the total compensation package for our NEOs take into consideration the individual executive's level of responsibility within Neenah, the performance of Neenah relative to internal targets and peer companies, and the creation of long-term

stockholder value. We strive to achieve a balanced and competitive compensation package through a mix of base salary, performance-based cash bonuses, long-term performance-based incentives and awards, deferred compensation plans, pension plans, and welfare benefits.

## Compensation Objectives and Philosophy

Neenah's compensation policies are designed to incorporate the following attributes:

✓ INCLUDED	✗ EXCLUDED
<ul style="list-style-type: none"> <li>Significant component of pay based on performance achievement; more senior positions have a higher percentage of performance-based pay; maximum payment limit on incentive plans</li> <li>Measures are based on achievement of financial targets, attainment of strategic objectives, and enhancement of stockholder value</li> <li>Broad clawback policy</li> <li>Policies validated through an independent consultant reporting to the Compensation Committee, comparison to independent peer companies &amp; stockholder "say-on-pay" votes</li> <li>Strict insider trading policy for equity awards</li> <li>Double trigger change in control arrangements</li> <li>Equity ownership guidelines</li> <li>Annual independent risk assessment to confirm that metrics and goals are appropriate to drive high performance without encouraging unreasonable risk-taking</li> </ul>	<ul style="list-style-type: none"> <li>Guaranteed variable compensation and/or open-ended payments</li> <li>Excise tax gross-ups</li> <li>Re-pricing or cash buyout of underwater stock appreciation rights without stockholder approval</li> <li>Market timing of equity awards</li> <li>Excessive perquisites</li> <li>Employment contracts</li> </ul>

## 2020 Key Strategic and Financial Achievements

Despite the pandemic, delivered near record free cash flow and preserved strong liquidity.

<p>Consolidated net sales of:</p> <p><b>\$792.6 million</b></p>	<p>Adjusted consolidated operating income of:</p> <p><b>\$64.4 million</b></p>	<p>Free cash flow of:</p> <p><b>\$74.5 million</b></p>	<p>Adjusted earnings from continuing operations of:</p> <p><b>\$2.46 per share</b></p>	<p>Year-end available liquidity of:</p> <p><b>\$176 million</b></p>
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### **We quickly addressed impacts of COVID-19 to protect employees and preserve liquidity**

- Implemented new health and safety protocols that protected our employees and avoided disruptions to our operations, and to our customers.
- Aggressively managed costs and working capital, resulting in free cash flow of \$75 million dollars—one of our highest years ever.
- Successfully refinanced Senior Notes that were due in 2021 and replaced them with a more flexible Term Loan B.
- Ended the year with available liquidity of over \$175 million.

### **We continued to make important progress on strategic initiatives to drive top and bottom line growth**

- Updated our vision and strategy, providing clear direction and focus for our organization on key drivers that will add significant value and support expansion in our four targeted growth platforms and significantly enhanced employee engagement and communications.
- Strengthened our executive leadership team, combining new leaders that bring fresh perspectives with existing personnel and their depth of experience and know-how.
- Began to implement a “Neenah Operating System” at our two largest facilities. Utilizing LEAN principles, this system will improve safety, quality, customer delivery, and will reduce our cost structure with improved productivity and unlocked capacity, that will ultimately deliver over \$20 million of annual cost savings.
- Quickly developed and commercialized high-performance media for face masks to support COVID-19 relief efforts and meet our customers’ needs.
- Reinvigorated our innovation efforts and launched a number of new products that will generate incremental revenue for years to come.
- Published a Corporate Sustainability Report, highlighting the meaningful progress made over the past five years in reducing our carbon footprint, building a more diverse and inclusive workplace, and maintaining sound governance practices.

- Progressed on ESG initiatives including increased diversity of our Board and Senior Management Team, focused recruitment, succession planning and training for gender and ethnicity diversity and inclusion, and expanded Board oversight of ethical conduct, corporate culture, and employee health and safety.
- Maintained a disciplined and active M&A pipeline, leading to the April 2021 acquisition of ITASA, a leading global specialty coatings company, with a large presence in release liners serving multiple growing end markets.

Following this section under the heading “Additional Executive Compensation Information” we have included certain tables where you will find detailed compensation information for each of our NEOs. This section is intended to provide additional details regarding Neenah’s compensation practices, as well as the information and process used to create and implement our compensation program for our NEOs and other executive officers.

#### **Named Executive Officers**

##### **Julie A. Schertell**

*President and Chief Executive Officer*

##### **Paul F. DeSantis**

*Executive Vice President, Chief Financial Officer and Treasurer*

##### **Byron J. Racki**

*Executive Vice President, Technical Products*

##### **Michael W. Rickheim**

*Executive Vice President, Chief Human Resources Officer and Chief Administrative Officer*

##### **Noah S. Benz**

*Executive Vice President, General Counsel and Secretary*

##### **John P. O’Donnell (ret.)**

*Former President and Chief Executive Officer*

##### **Bonnie C. Lind (ret.)**

*Former Chief Financial Officer and Treasurer*

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## Our Compensation-Setting Process:

### *Role of Compensation Committee*

The Compensation Committee is responsible for carrying out the Board's responsibilities for determining the compensation for our NEOs. In that capacity, the Compensation Committee (1) annually reviews and approves the corporate goals and objectives relating to our executive compensation programs, (2) evaluates performance against those goals and objectives, and (3) approves the compensation payable to our NEOs.

### *The Role of Stockholder Say-on-Pay Votes*

The Company provides its stockholders with the opportunity to cast an annual advisory vote on executive compensation. At the Company's annual meeting of stockholders held on May 21, 2020, greater than 93% of the votes cast on the say-on-pay proposal were voted in favor of the proposal. The Compensation Committee considered these results and believes the voting results reflect strong stockholder support for the Company's approach to executive compensation. The Compensation Committee will continue to consider the outcome of the Company's say-on-pay proposal votes in order to help understand the environment for future executive compensation practices.

### *Use of Compensation Consultants*

The Compensation Committee charter grants the Committee authority to independently retain compensation consultants, and in 2020 the Committee again engaged Hugessen Consulting, Inc. ("Hugessen") to provide the Committee with independent advice and assistance in its deliberations regarding compensation matters. At the Committee's request, Hugessen originated certain analyses, reviewed the information provided by management, and assisted the Committee in assessing 2020 compensation for Neenah's NEOs. In addition, Hugessen provided input to assist the Committee in establishing the 2020 targeted compensation levels and performance criteria under the Company's incentive plans.

The Compensation Committee must pre-approve any additional work of a material nature assigned to its consultant and will not approve any such work that, in its view, could compromise Hugessen's independence as advisor to the Committee. Hugessen does not provide any other services to Neenah. Decisions made by the Committee are the responsibility of the Committee and reflect factors and considerations in addition to the information and recommendations provided by Hugessen. In 2020, the Compensation Committee, in accordance with SEC rules, considered the independence factors having to do with consultant conflicts of interest and determined that the work of Hugessen did not raise any conflicts of interest.

In addition, in 2020 the Company retained Aon Hewitt, Inc. ("Aon") to advise management on developments relating to executive compensation in general and provide support to management and the Compensation Committee in their ongoing analysis and assessment of the effectiveness of Neenah's compensation policies and programs. Aon also assisted in the preparation and review of materials prepared by management related to benchmarking and plan designs.

### *Role of Executive Officers*

At the request of the Compensation Committee, our President and Chief Executive Officer, along with our Executive Vice President, Chief Human Resources Officer and Chief Administrative Officer, after extensive market research, make recommendations to our Compensation Committee regarding base salary and target levels for our annual performance bonuses and long-term equity compensation for our executive officers. These recommendations are based on the philosophy and analysis described in this "Compensation Discussion and Analysis" section of this Proxy Statement. Ms. Schertell is not involved in setting or approving her own compensation levels.

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### Peer Comparison

To assist in evaluating and determining levels of compensation in 2020 for each element of pay, the Compensation Committee reviewed various sources of data prepared by management including:

Proxy data collected and analyzed from a peer group of companies in the performance products, fine papers, and specialty chemical industries and similar in size to Neenah (the "Peer Group"). For 2020, the Compensation Committee conducted a thorough review of the companies in the Peer Group. The Committee reviewed and discussed the companies presented for consideration, including (i) industry, (ii) revenue size, (iii) market cap, and (iv) total enterprise value, and unanimously selected the following companies:

- Clearwater Paper Corporation
- Ferro Corporation
- Innophos Holdings, Inc.
- Innospec, Inc.
- Kraton Corporation
- Lydall, Inc.
- Multi-Color Corporation
- Myers Industries, Inc.
- Omnova Solutions, Inc.
- P.H. Glatfelter Company
- Quaker Chemical Corporation
- Rayonier Advanced Materials, Inc.
- Rogers Corporation
- Schweitzer-Mauduit International, Inc.
- Stepan Company

*Data collected from Aon's database using a broad industry cut of manufacturing companies with approximate revenues between \$500 million and \$2.0 billion. Pursuant to a transaction dated July 1, 2019, Multi-Color Corporation became a private company.*

To develop market figures, compensation opportunities for the NEOs were compared to the compensation opportunities for similarly situated executives in comparable positions. Hugessen

reviewed the results of these analyses and provided feedback to the Compensation Committee in connection with their review of competitive pay practices.

Neenah's management and the Compensation Committee do not believe that it is appropriate to establish compensation levels based solely on peer comparisons or benchmarking; however, marketplace information is one of the many factors that we consider in assessing the reasonableness of compensation. Management and the Compensation Committee believe that information regarding pay practices at other companies is useful to confirm that our compensation practices are competitive in the marketplace.

### Targeted Compensation Levels

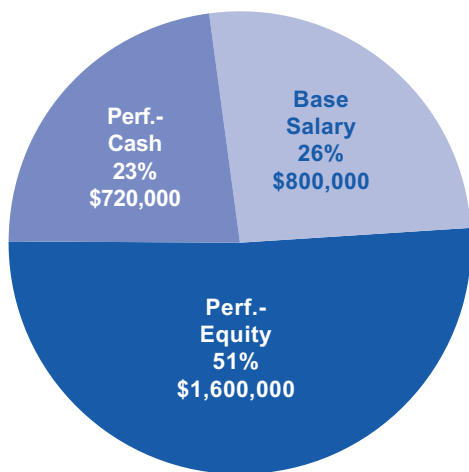
The Compensation Committee establishes targeted total compensation levels based upon performance objectives for our executive officers eligible to receive an annual cash bonus opportunity under the Short Term Incentive Plan ("STIP") and equity awards under the LTIP as authorized by the Amended and Restated Neenah, Inc. 2018 Omnibus Stock and Incentive Compensation Plan (the "2018 Omnibus Plan"). In making these determinations, the Committee is guided by the compensation philosophy described below. The Committee also considers historical compensation levels, pay practices at companies in the Peer Group and the relative compensation among Neenah's senior executive officers. The Committee also considers industry conditions, corporate performance versus peer companies, and the overall effectiveness of Neenah's compensation program in achieving desired performance levels.

As targeted total compensation levels are determined, the Compensation Committee also determines the portion of total compensation that will be contingent, performance-based pay. Performance-based pay includes cash awards under our STIP program and equity awards under our LTIP, which may be earned based on the Company's achievement of performance goals. The value of the LTIP award largely depends upon long-term appreciation in the Company's stock price.

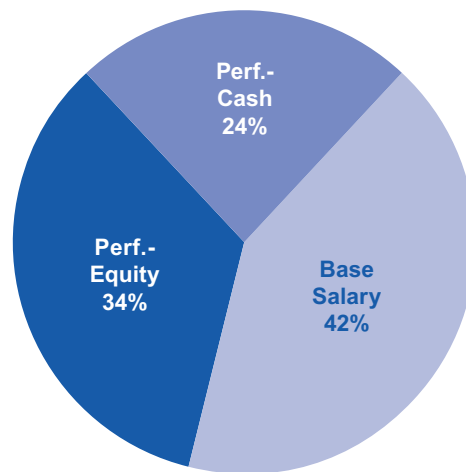
Neenah's compensation philosophy is intended to provide competitive pay within the relevant market by targeting the total compensation opportunities and to reward executives for short-term and long-term performance through an overall compensation mix that is targeted to include a minimum of 50%

performance-based compensation for our NEOs. In 2020, our Chief Executive Officer's compensation was approximately 74% performance-based at target levels and our other NEOs compensation was approximately 58% performance-based at target levels.

**CEO @ Target**



**Other NEOs @ Target**



**Compensation Components**

Our executive compensation includes the base components described below, each of which is designed to accomplish specific goals of our compensation philosophy described above. In connection with our discussion of each of such base components, the following questions will be addressed:

- Why Neenah chooses to pay each of the base components;
- How Neenah determines the amount of the various base components;
- How each component fits into Neenah's overall compensation plan and supports Neenah's compensation philosophy.

**Base Salary**

Base salary is a critical element of executive compensation because it provides our executives with a defined level of monthly income and also sets the base level for performance compensation. Individual base salaries for our NEOs are generally reviewed by comparing total compensation opportunities within the Peer Group as discussed above. Salary increases, if any, are reviewed and approved by the Compensation Committee on an annual basis. Factors considered in base salary increases include the Company's performance over the past year, changes in individual executive responsibility, the position of base salary together with all other compensation as indicated by our analysis of the Peer Group, and market data provided by Aon when peer data was not available.

This approach to base salary supports our compensation philosophy. The Compensation Committee has determined that setting NEO base salaries in this manner allows Neenah to be competitive in attracting and retaining talent, while at the same time, aligning the executive's and stockholders' interest as a majority of the executive's overall compensation is performance-based.



### 2020 Base Salary Decisions

In February 2020 (or such other dates indicated below), after discussing the individual performance, experience, scope of responsibilities, and the Chief Executive Officer's recommendations for the other NEOs, the Compensation Committee established the base salaries for each NEO.

In general, any increases in base pay are intended to be competitive with the market and take into consideration the individual performance and scope of responsibilities of each NEO. Taking into account all of these factors and a comparison relative to peers, the Committee approved the adjustments shown below to further align NEO base salary with the market.

The following table provides the base salary of each NEO as of December 31 for each year, unless otherwise indicated:

Name	2019 Base Salary	2020 Base Salary	% Increase
John P. O'Donnell (ret.)	\$863,000	\$863,000	0%
Julie A. Schertell	\$460,000	\$800,000(1)	74%
Bonnie C. Lind (ret.)	\$435,000	\$435,000	0%
Paul F. DeSantis	—	\$500,000(2)	—
Byron J. Racki	\$377,000	\$400,000	6%
Michael W. Rickheim	—	\$350,000(3)	—
Noah S. Benz	\$310,000	\$361,000	16%

(1) On May 21, 2020, and in connection with her appointment as Chief Executive Officer, Ms. Schertell's base salary was increased to \$800,000.

(2) Mr. DeSantis joined the Company in May 2020.

(3) Mr. Rickheim joined the Company in April 2020.

### Annual Performance Bonuses

Annual cash incentive bonus opportunities are awarded under the STIP and are based on our achievement of performance goals established at the beginning of each calendar year. STIP target bonuses are established as a percentage of base salary with a target bonus ranging from 50% to 90% for each NEO. The Compensation Committee annually approves the target bonus range based on: (i) data provided from the market surveys as previously described, (ii) the experience and knowledge of the executive, and (iii) the quality and effectiveness of the executive's leadership within Neenah. The amount of the actual STIP bonus is adjusted up or down from the target bonus based on Neenah's year end results, as may be adjusted by the Compensation Committee for non-recurring items (with year-end results measured against the objective and subjective criteria set forth in the STIP plan for the applicable year, as

previously approved by the Compensation Committee). Actual STIP payments can range from 0% to 200% of the target bonus depending on whether the Company's results fall short of, achieve, or exceed the identified performance goals.

Under the STIP, the Compensation Committee generally sets a range of possible payments from zero to a maximum percentage of the target award based on its belief that no bonus should be earned if performance is below established thresholds and its determination that the top end of the range should provide an appropriate incentive for management to achieve exceptional performance. Under the STIP, specific performance measures and thresholds are determined by the Committee in consultation with the Chief Executive Officer, based on key metrics that support the achievement of Neenah's short-term and long-term strategic objectives.

Annual performance bonuses support our compensation philosophy in that they: (i) reward Neenah's executives for meeting and exceeding goals that contribute to Neenah's short-term and long-term strategic plan and growth, (ii) promote a performance-based work environment, and (iii) serve as a material financial incentive to attract and retain executive talent.

### 2020 Annual Performance Bonus Awards

For 2020, the Compensation Committee approved target bonuses for our NEOs as a percentage of base salary with a target bonus ranging from 50% to 90%. The performance goals for the 2020 STIP program were set based on the following performance criteria and the relative weighting set forth below: (i) adjusted corporate earnings before interest, income taxes, depreciation and amortization ("Corporate EBITDA"), which is calculated as net income plus income tax expenses, plus depreciation expense and amortization expense for intangibles, plus amortization expense for stock options and restricted stock units adjusted for any one-time events outside of the ordinary course of business, and (ii) progress achieved in implementing the Company's strategic plan.

Name	2020 Target STIP (% of Base Salary)
John P. O'Donnell (ret.)	90%
Julie A. Schertell	90%
Bonnie C. Lind (ret.)	60%
Paul F. DeSantis	65%
Byron J. Racki	60%
Michael W. Rickheim	60%
Noah S. Benz	50%

Each goal was set at levels that both the Compensation Committee and management believed to be challenging but attainable, and achievements would reflect significant performance by the Company.

The performance goals for the financial metric under the 2020 STIP was as follows:

Metric (\$MM)	Threshold (0%)	Target (100%)	Outstanding (200%)
Corporate EBITDA	114	127	140

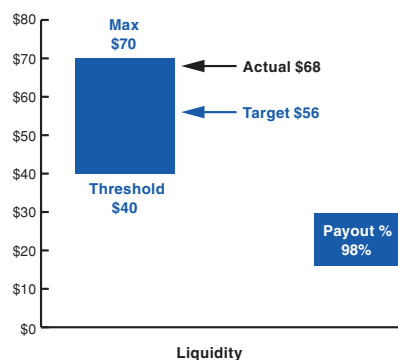
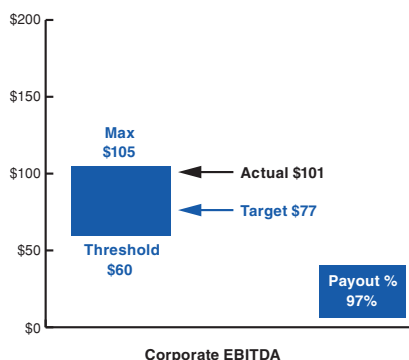
### COVID-19 Performance Incentive Adjustments

The COVID-19 pandemic significantly impacted the Company's operations, adversely impacting global economic conditions and creating ongoing uncertainty. The Company had to balance the unpredictability of the pandemic's impact on the Company's financial performance, against the need to provide reasonable incentives with attainable goals designed to respond to immediate threats from the public health crisis.

To mitigate these risks and position the Company for strong recovery when the pandemic subsides, the Compensation Committee considered a variety of short term factors which it deemed critical for the Company to build momentum through 2020 and position the organization for long term growth in 2021 and beyond. These factors included, among others, protecting the health and well-being of all employees, maintaining profitability, strengthening cash flow and liquidity, and motivating leadership through unprecedented adversity.

In accordance with our compensation philosophy and to further align executives' interests with those of the Company's stakeholders, the Compensation Committee reviewed the design of the 2020 STIP and considered options to reward executives for achieving financial goals focused on these short term needs of the Company. As a result, the Compensation Committee approved adjustments to the performance criteria and relative weighting of the 2020 STIP to include both Corporate EBITDA and increased Company liquidity metrics. On a combined and equally-weighted basis, the Corporate EBITDA and liquidity performance criteria could yield a payout from 40% at target to 50% at outstanding, based on year-end results. The total potential payout under the 2020 STIP including the strategic plan objective component was capped at a reduced maximum of 75% of target.

The performance goals and results relative to the NEOs for each of the financial metrics in 2020 were as follows (in millions):



The strategic plan objective was paid out at 100% of target reflecting performance in achieving a set of strategic objectives considered critical for long-term growth. Results for the year included continued product innovation, disciplined M&A efforts

leading to the successful acquisition of ITASA, design and implementation of the Neenah Operating System, refreshment of the Company's vision and strategies, and other strategic initiatives.

Based on the process described above, STIP payments were awarded as follows:

Name	2020 STIP at Target	2020 STIP at Actual(1)	% of Target Earned
John P. O'Donnell (ret.)	\$358,802	\$ 89,700(2)	25%
Julie A. Schertell	\$560,886	\$415,056	74%
Bonnie C. Lind (ret.)	\$185,863	\$137,539(3)	74%
Paul F. DeSantis	\$192,807	\$142,678	74%
Byron J. Racki	\$215,416	\$159,408	74%
Michael W. Rickheim	\$150,738	\$111,547	74%
Noah S. Benz	\$176,739	\$130,787	74%

(1) Amounts calculated based on actual earnings during 2020 and include mid-year salary adjustments.

(2) Mr. O'Donnell retired from the Company in June 2020 and received a partial payout of 25% of target under the 2020 STIP program.

(3) Ms. Lind retired from the company in October 2020.

### Long-Term Equity Compensation

Long-term equity incentives under the 2020 LTIP consist of performance share units ("PSUs") and restricted stock units ("RSUs") granted on an annual basis, with RSUs representing approximately 40% of the total value of the equity incentive awards and PSUs representing approximately 60% of the total value of the equity award granted to an executive officer for 2020. This reflects the Company's desire to emphasize the performance-based incentives in the LTIP. The total target LTIP grants are set at the beginning of the year for each NEO with the 2020 LTIP grants ranging from 65% to 200% of the executive's base salary. The Company typically grants 100% of the RSUs in conjunction with the first Board meeting of each fiscal year. Each year the Compensation Committee reviews and approves a target number of PSUs for each of our NEOs and each other participant in the LTIP plan. The number of units actually earned by each participant is determined by the Company's performance during the applicable performance period.

The range of possible awards is set by the Committee based on its: (i) belief that a minimal award should be granted if the

performance measures are significantly below target levels; and (ii) determination that the top end of the range provided an appropriate incentive for management to achieve exceptional performance.

The combination of RSUs and PSUs focuses our executives on Neenah's financial performance and increasing stockholder value. It is aligned with and supports our stock ownership policy and helps retain employees for the duration of the performance periods and vesting periods.

The Compensation Committee regularly reviews the Company's LTIP to identify opportunities to further align executive compensation with long-term stockholder value. In 2020, and in consultation with the compensation consultant, the Compensation Committee approved changes to the 2020 LTIP to remove the one-year performance period component of the PSU award, with 100% of the PSUs being subject to a three-year performance period ending on December 31, 2022.

### 2020 LTIP Awards

For 2020, the Compensation Committee, consistent with our compensation philosophy, approved equity grants under the LTIP for our NEOs with target values ranging from 65% to 200% of base salary.

The process described above resulted in grants of RSUs and PSUs in 2020 as follows:

Name	2020 LTIP (% of Base Salary)	2020 RSUs	2020 PSUs
John P. O'Donnell (ret.)	200	12,475(1)	—
Julie A. Schertell	200	8,889(2)	13,333
Bonnie C. Lind (ret.)	100	4,716(1)(3)	—
Paul F. DeSantis	100	4,471	6,707
Byron J. Racki	75	1,735	2,602
Michael W. Rickheim	65	2,272	3,407
Noah S. Benz	65	1,357	2,035

- (1) Reflects pro-rated award based on the date of retirement.
- (2) Includes award of 4,032 RSUs in connection with Ms. Schertell's appointment as President and Chief Executive Officer on May 21, 2020.
- (3) 100% of Ms. Lind's 2020 LTIP award was converted to RSUs on Ms. Lind's date of retirement.

For each of our NEOs, the value was divided into awards of RSUs and a target number of PSUs, with 60% of the value in PSUs and 40% of the value in RSUs. The range of possible awards under the LTIP was selected to tie a substantial percentage of each NEOs compensation to Neenah's performance.

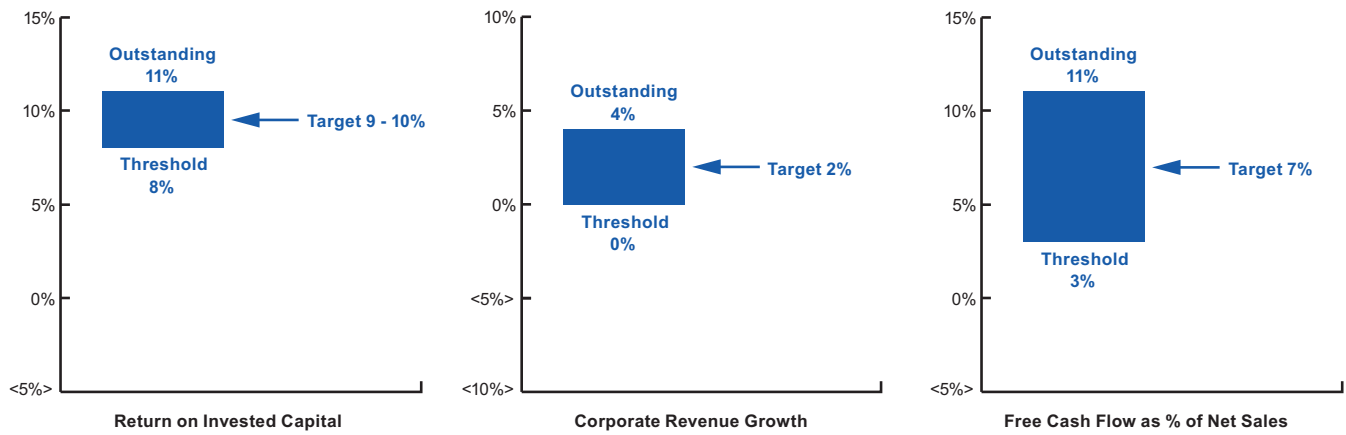
The number of RSUs to be awarded to each NEO in 2020 was determined by dividing the value of the portion of the LTIP award to be awarded as RSUs (determined by the Compensation Committee as described above) by the grant date fair value of the Company's stock on the day of the grant, and then rounded to the nearest share to produce the number of shares subject to the applicable RSU award. Each grant of RSUs made in 2020 vests in increments of 33.34%, 33.33% and 33.33% over a three-year period, with vesting occurring on December 31, 2020, December 31, 2021 and December 31, 2022.

The PSU portion of the LTIP program incorporates a three-year performance and vesting period, further aligning senior management of the Company with long-term stockholder interests. The target number of PSUs to be awarded to each NEO in 2020 was determined by the value of the portion of the LTIP award to be awarded as PSUs (determined by the

Compensation Committee as described above) using the fair market value of the stock price as of the date of grant. The target number of PSUs are increased or decreased (to an amount equal to between 0% and 200% of the target) after the performance period for each component.

After the end of the performance period, the adjustment of the target number of PSUs is calculated based on the Company's achievement of performance goals relative to the following equally weighted criteria: year over year growth in net sales, excluding translation impacts from changes in foreign exchange rates and adjusted for acquisitions and divestitures ("Constant Currency Sales"), return on invested capital ("Return on Capital"), and free cash flow reflected as a percentage of net sales ("Free Cash Flow as Percentage of Net Sales"). Each of the metrics may be adjusted for certain items as further described in the PSU award agreements as filed by the Company as Exhibit 10.1 to the Quarterly Report on Form 10-Q filing dated May 11, 2020. The threshold, target, and outstanding levels for Constant Currency Sales growth and Return on Capital were adjusted in 2020 to reflect the Company's continued plans for growth through strategic acquisitions and investments in organic growth.

The specific targets for the PSU awards under the 2020 LTIP program were as follows:



The adjustment of the target number of PSUs will be calculated based on the Company's achievement of performance goals during the three-year performance period and will vest on December 31, 2022.

### Component II Performance 2018 LTIP Awards

Component II of the 2018 LTIP award, representing 25% of the PSU award, was subject to a three-year performance period ending December 31, 2020. The target number of PSUs is calculated based on the Company's achievement of the

performance goal of Relative TSR. The Relative TSR (including dividend yield), is compared against the Russell 2000 Value Index over the performance period and the target number of PSUs are increased or decreased (to an amount equal to between 40% and 200% of the target).

The specific targets and results in 2018 for Component II were as follows:

Metric	Threshold	Target	Outstanding	Payout %
Payout (as a % of Target)	0%	100%	200%	40%
Total Stockholder Return	3rd Quartile	2nd Quartile	1st Quartile	

Based on the process described above and our performance against the targets noted, PSU grants for Component II of the 2018 LTIP grants were awarded as follows:

Name(1)	Component II at Target	Component II Earned	% of Target Earned
Julie A. Schertell	675	270	40%
Byron J. Racki	349	140	40%
Noah S. Benz	169	68	40%

- (1) In accordance with the 2018 PSU award agreement, Mr. O'Donnell and Ms. Lind forfeited Component II of the 2018 LTIP grant upon retirement.

### Retirement Benefits

We maintain the Neenah 401(k) Retirement Plan (the "401(k) Plan"), which is a tax-qualified defined contribution plan for employees. The 401(k) Plan is available to all Neenah's U.S. employees, but includes a special profit-sharing contribution feature that is only applicable for certain employees who are ineligible to participate in the Pension Plan (the "Retirement Contribution Plan"). Further, we maintain a supplemental retirement contribution plan (the "Supplemental RCP") which is a non-qualified defined contribution plan which is intended to provide a tax-deferred retirement savings alternative for amounts exceeding Internal Revenue Code limitations on qualified plans. Additional information regarding the Supplemental RCP can be found in the "2020 Non-qualified Deferred Compensation" table later in this Proxy Statement.

We also maintain the Neenah Deferred Compensation Plan (the "Deferred Compensation Plan"), which is a non-qualified deferred compensation plan for our executive officers. The Deferred Compensation Plan enables our executive officers to defer a portion of annual cash compensation (base salary and

non-equity awards under our STIP). The Deferred Compensation Plan is intended to assist our executive officers in maximizing the value of the compensation they receive from the Company and assist in their retention. Additional information regarding the Deferred Compensation Plan can be found in the "2020 Non-qualified Deferred Compensation" table later in this Proxy Statement.

We also maintain the Neenah Pension Plan, a tax-qualified defined benefit plan (the "Pension Plan") and the Neenah Supplemental Pension Plan, a non-qualified defined benefit plan (the "Supplemental Pension Plan") which provide tax-deferred retirement benefits for certain of our employees. Ms. Lind is the only NEO that participates in the Pension Plan and Supplemental Pension Plan. Additional information regarding the Pension Plan and the Supplemental Pension Plan can be found in the "2020 Pension Benefits" table later in this Proxy Statement.

Neenah and the Compensation Committee believe that the Pension Plan, Supplemental Pension Plan, Retirement Contribution Plan, Supplemental RCP, Deferred Compensation Plan, and 401(k) Plan are core components of our compensation program. The plans are competitive with plans maintained by our peer companies and are necessary to attract and retain top level executive talent.

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## Severance Payments

In March 2017, the Compensation Committee amended and restated its executive severance plan (the "2017 Executive Severance Plan"), effective April 1, 2017, to provide executives certain severance benefits both upon termination of employment following a change in control of Neenah and outside of a change in control. The 2017 Executive Severance Plan also categorize the participating executives as either "Tier 1", "Tier 2", or "Tier 3" participants in order to provide varying benefit amounts to the different executives. All NEOs are Tier 1 participants under the 2017 Executive Severance Plan.

Upon termination of an NEO's employment by Neenah without "cause" outside of a change in control, such NEO will be entitled to an amount equal to one and one-half times his or her base salary. Upon termination of the NEO's employment by Neenah without "cause" within the two-year period following a change in control or by the NEO for "good reason" within the two-year period following a change in control the 2017 Executive Severance Plan provides that such terminated NEO will be entitled to the sum of:

- (I) Two times the sum of his or her annual base salary,
- (II) the amount of bonus under the STIP that he or she has earned through the date of the change in control, plus two times his or her targeted annual bonus,
- (III) any profit-sharing contributions or pension plan benefits forfeited as a result of such termination
- (IV) the amount of profit-sharing contributions and pension plan benefits such participant would have received under the qualified and supplemental retirement plans but for his or her termination for the two-year period following his or her termination, and
- (V) the cost of medical and dental COBRA premiums for a period of two years

In addition, such NEO will be fully vested in his or her account under the Deferred Compensation Plan and any awards granted to him or her under the Amended and Restated Neenah Paper, Inc. 2004 Omnibus Stock and Incentive Compensation Plan (the "2004 Omnibus Plan") or the 2018 Omnibus Plan.

Additionally, upon termination of an NEO's employment by Neenah at any time without "cause" or by the officer for "good reason" within the two-year period following a change in control, the NEO will be eligible to receive reimbursement for outplacement service costs for a period of two years in an amount not to exceed \$50,000.

Payment of the benefits under the 2017 Executive Severance Plan is subject to the applicable executive executing an agreement that includes restrictive covenants and a general release of claims against Neenah. These benefits are intended to recruit and retain key executives and provide continuity in Neenah's management in the event of a change in control. We believe the 2017 Executive Severance Plan is consistent with similar plans maintained by our peer companies and, therefore, is a core component of our compensation program necessary to attract and retain key executives.

## Timing of Compensation

Base salary adjustments, if any, are made by our Compensation Committee at the first meeting of each fiscal year (with the adjustments effective as of January 1 of that same year). RSU awards and PSU target levels and awards are made in the manner described above. The number of RSUs awarded is determined by the grant date fair value of the Company's stock on the day of the grant. We do not coordinate the timing of equity awards with the release of non-public information.

## Tax and Accounting Consideration

In general, the tax and accounting treatment of compensation for our NEOs has not been a core component used in setting compensation. In limited circumstances, we do consider such treatment and attempt to balance the cost to Neenah against the overall goals we intend to achieve through our compensation philosophy. In particular, we have historically sought to maximize deductibility of our NEOs' compensation under Internal Revenue Code Section 162(m) while maintaining the flexibility necessary to appropriately compensate our executives based on performance and the existing competitive environment. The STIP and LTIP programs are performance-based and have historically been intended to be fully deductible under Section 162(m). The exemption from Section 162(m)'s deduction limit for performance-based compensation has been repealed, effective for taxable years beginning after December 31, 2017, such that compensation paid to our covered executive officers in excess of \$1 million will not be deductible unless it qualifies for transition relief applicable to certain arrangements in place as of November 2, 2017.

Despite our efforts in the past to structure annual cash incentives in a manner intended to be exempt from Section 162(m) and, therefore, not subject to its deduction limits, because of ambiguities and uncertainties as to the application and interpretation of Section 162(m) and the regulations issued thereunder, including the uncertain scope of the transition relief under the legislation repealing Section 162(m)'s exemption from the deduction limit, no assurance can be given that compensation intended to satisfy the requirements for exemption from Section 162(m) in fact will.



Further, the Compensation Committee reserves the right to modify compensation that was initially intended to be exempt from Section 162(m) if it determines that such modifications are consistent with our business needs.

### Stock Ownership Guidelines

The Compensation Committee has adopted stock ownership guidelines to foster long-term stock holdings by company leadership. These guidelines create a strong link between stockholders' and management's interests. NEOs are required to own a designated multiple of their respective base salary. The multiples for each NEO are as follow:

Name	Stock Ownership Multiple of Base Salary
Julie A. Schertell	6x
Paul F. DeSantis	3x
Byron J. Racki	2x
Michael W. Rickheim	2x
Noah S. Benz	2x

Each NEO is required to hold at least 50% of vested shares until they reach the ownership guidelines. The following holdings are counted toward fulfilling guidelines, with each being valued using our stock price as of December 31 of each year: (i) stock held in the 401(k) Plan, other deferral plans, outright, or in brokerage accounts, (ii) RSUs earned but not vested or not paid out, and (iii) 'in the money' value of vested or unvested stock options and SARs.

### CEO Pay Ratio

Under Section 953(b) of the Dodd Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, the Company is required to provide the ratio of the annual total compensation of its Chief Executive Officer, Ms. Schertell, to the annual total pay of the median employee of the Company (the "Pay Ratio Disclosure"). In 2019, the Company calculated the median compensation of all employees of the Company and its consolidated subsidiaries, which included employees located in the United States, Germany, The Netherlands, and England to be \$56,116. Ms. Schertell's total compensation in 2020 for purposes of the Pay Ratio Disclosure was \$2,530,027. Based on this information, the ratio of the compensation of the Chief Executive Officer to the median annual total compensation of all other employees for purposes of the 2020 Pay Ratio Disclosure was estimated to be 45 to 1.

The Pay Ratio Disclosure above was calculated in accordance with SEC rules based upon the Company's reasonable judgment

and assumptions using the methodology described below. The SEC rules do not specify a single methodology for identification of the median employee or calculation of the Pay Ratio Disclosure and other companies may use assumptions and methodologies that are different from those used by the Company in calculating their Pay Ratio Disclosure. Accordingly, the pay ratio disclosed by other companies may not be comparable to the Company's Pay Ratio Disclosure above. The Company's methodology for calculating the Pay Ratio Disclosure included the following:

- Reviewed total annual cash earnings of all employees on December 31, 2018 for our 2018 fiscal year. This included both base pay and any overtime/premium pay earned by each employee in 2018.
- Permanent employee hours were annualized if they did not work a full year (i.e. someone working a 20-hour workweek would be annualized at 1,040 hours a year, and someone full time would be annualized at 2,080 hours a year). Temporary and seasonal employees were not annualized if they did not work a full year.
- We identified the median employee based on total 2018 annualized earnings and then captured all 2019 pay components under the summary compensation table for such identified employee to compare to the Chief Executive Officer
- Currency used to convert pay was determined as of December 31, 2019 at 1.1215 USD to 1 EUR.

### Clawback Policy

The Compensation Committee adopted a "clawback policy" for all executives and other employees participating in our STIP program concerning the payment of STIP payments and long-term equity grants under the LTIP program. This policy gives the Board the authority to reclaim certain overstated payments made to Neenah employees due to materially inaccurate results presented in the Company's audited financial statements or if the Board concludes that such employee engaged in improper conduct.

### Compensation Committee Interlocks and Insider Participation

The following directors served on the Compensation Committee during 2020: Ms. Dano, Mr. Lucas, Mr. Thene and Dr. Wood. Dr. Wood will not stand for re-election as a member of the Board of Directors at the 2021 Annual Meeting and will cease to be a member of the Compensation Committee at that time. None of the members of the Compensation Committee was an officer or employee of Neenah during 2020 or any time prior thereto, and none of the members had any relationship with Neenah during 2020 that required disclosure under Item 404 of Regulation S-K. None of our executive officers serves as a member of the board of directors or compensation committee



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of any entity that has one or more of its executive officers serving as a member of our Board of Directors or Compensation Committee.

**Policies against Hedging and Pledging Securities**

Our insider trading policy provides that directors, officers and employees are prohibited from engaging in short sales and

buying or selling puts or calls or other derivative securities of Neenah. Directors and officers are also prohibited from holding Neenah securities in a margin account or pledging Neenah securities as collateral for a loan.

# COMPENSATION COMMITTEE REPORT

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The Compensation Committee oversees Neenah's compensation policies and programs on behalf of the Board. In fulfilling this responsibility, the Compensation Committee has reviewed and discussed with Neenah's management the Compensation Discussion and Analysis included in this Proxy Statement. In reliance on such review and discussions, the Compensation Committee recommended to Neenah's Board of Directors that the Compensation Discussion and Analysis be included in this

Proxy Statement and in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

#### **Compensation Committee:**

- **Stephen M. Wood, Chair**
- **Margaret S. Dano**
- **Timothy S. Lucas**
- **Tony R. Thene**

# ADDITIONAL EXECUTIVE COMPENSATION INFORMATION

## Summary Compensation Table

The following table reflects compensation paid to or earned by our NEOs for services rendered during 2020, 2019, and 2018:

Name	Year	Salary (\$)(1)	Bonus(\$)	Stock Awards \$(2)	Option Awards \$(3)	Non-Equity Incentive Plan \$(4)	Change in Pension Value \$(5)	All Other Compensation \$(6)	Total (\$)
<b>O'Donnell (ret.)</b>	2020	398,669	—	1,725,971	—	89,700	—	108,862	2,323,202
	2019	863,000	—	1,781,928	—	516,506	—	104,260	3,265,694
	2018	830,000	—	1,310,184	498,004	186,750	—	138,182	2,963,120
<b>Schertell</b>	2020	673,333	—	1,369,332	—	415,056	—	72,306	2,530,027
	2019	460,000	—	427,425	—	111,780	—	54,155	1,053,360
	2018	415,000	—	270,736	108,006	67,860	—	53,999	915,601
<b>Lind (ret.)</b>	2020	309,773	20,000	445,207	—	137,539	875,753	13,265	1,801,537
	2019	435,000	—	449,071	—	173,565	332,092	14,650	1,404,378
	2018	410,000	—	291,322	110,696	61,500	121,523	22,080	1,017,121
<b>DeSantis</b>	2020	296,627	—	718,879	—	142,678	—	19,600	1,177,784
<b>Racki</b>	2020	391,667	—	307,067	—	159,408	—	49,139	907,281
	2019	377,000	—	291,903	—	227,143	—	37,289	933,335
	2018	326,750	—	146,878	55,806	68,288	—	41,993	639,715
<b>Rickheim</b>	2020	251,231	100,000	441,101	—	111,547	—	20,074	923,953
<b>Benz</b>	2020	353,479	—	240,166	—	130,787	—	34,314	758,746
	2019	310,000	—	208,026	—	103,075	—	27,461	648,562
	2018	248,438	—	61,629	26,994	26,309	—	26,654	390,024

(1) Amounts shown reflect actual earnings during the applicable year and include mid-year salary adjustments. Please see the "Compensation Discussion & Analysis" section of this Proxy Statement for base salary information for each NEO as of December 31, 2020.

(2) Amounts shown reflect the aggregate grant date fair value with respect to PSUs and RSUs granted pursuant to the 2004 Omnibus Plan and 2018 Omnibus Plan. The amounts represent the grant date fair value of the PSU and RSU awards in accordance with ASC 718. The grant date fair value of the stock awards is equal to the fair

market value of the underlying common stock on the date of grant. See Note 8 of Notes to Consolidated Financial Statements included in our 2020 Annual Report on Form 10-K for the assumptions used in valuing the PSUs and RSUs granted.

(3) Amounts shown reflect the aggregate grant date fair value with respect to SARs granted pursuant to the 2004 Omnibus Plan and 2018 Omnibus Plan. The amounts represent grant date fair value of the SARs in accordance with ASC 718. The grant date fair value of the SAR awards is determined using the Black-Scholes

option valuation model. See Note 8 of Notes to Consolidated Financial Statements included in our 2020 Annual Report on Form 10-K for the assumptions used in valuing the SARs granted.

- (4) Amounts shown reflect annual performance bonuses earned in the fiscal year and paid in the following year. 2020 amounts are described in detail in the portion of our "Compensation Discussion and Analysis" captioned "2020 Annual Performance Bonus Awards."
- (5) Change in Pension Value and Non-qualified Deferred Compensation Earnings. Amounts shown reflect the aggregate change during the year in the actuarial present value of accumulated benefit under our Pension Plan and Supplemental Pension Plan. The large variability in value year-to-year is caused, for the most part, by changes in the discount rates used to calculate the value from year-to-year, and not any increase or change in the pension plan for any individual NEO. Messrs. Racki, Benz, O'Donnell, Rickheim, DeSantis and Ms. Schertell do not participate in either the Pension Plan or Supplemental Pension Plan.
- (6) "All Other Compensation" includes Neenah's contribution to the 401(k) Plan and Supplemental RCP

account of our NEOs as follows (as further disclosed on page 42 of this Proxy Statement):

Name	Year	Amount (\$)
<b>John P. O'Donnell (ret.)</b>	2020	106,562
	2019	98,260
	2018	120,291
<b>Julie A. Schertell</b>	2020	71,256
	2019	49,955
	2018	49,535
<b>Paul F. DeSantis</b>	2020	17,100
<b>Byron J. Racki</b>	2020	47,254
	2019	36,464
	2018	34,788
<b>Michael W. Rickheim</b>	2020	15,074
<b>Noah S. Benz</b>	2020	34,312
	2019	27,460
	2018	24,910

The amounts in the "All Other Compensation" column also include the following categories of perquisites: annual physicals, tax preparation, financial planning and spousal travel to attend the Company's August 2018 Board of Directors meeting.

## 2020 Grants of Plan Based Awards

The following table contains information relating to the plan based awards grants made in 2020 to our NEOs under the 2018 Omnibus Plan and is intended to supplement the "Summary Compensation Table" listed above:

Name	Plan	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards(3)	Grant Date Fair Value of Stock Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	# of Securities Underlying Stock Awards (#)	
<b>John P. O'Donnell (ret.)</b>	STIP	2/4/2020	0	776,700	1,553,400					
	RSU	2/4/2020							24,949	1,725,972(4)
<b>Julie A. Schertell</b>	STIP	2/4/2020	0	800,000	1,600,000					
	PSU	2/4/2020				0	7,285	14,570		523,680
	RSU	2/4/2020							4,857	336,007
	PSU	5/21/2020				0	6,048	12,096		309,658(5)
	RSU	5/21/2020							4,032	199,987(6)
<b>Bonnie C. Lind (ret.)</b>	STIP	2/4/2020	0	261,000	522,000					
	RSU	10/1/2020							4,716	326,253
<b>Paul F. DeSantis</b>	STIP	5/20/2020	0	276,000	632,500					
	PSU	5/20/2020				0	6,707	13,414		318,903(7)
	RSU	5/20/2020							8,942	399,976(8)
<b>Byron J. Racki</b>	STIP	2/4/2020	0	188,500	431,665					
	PSU	2/4/2020				0	2,602	5,204		187,039
	RSU	2/4/2020							1,735	120,027
<b>Michael W. Rickheim</b>	STIP	4/6/2020	0	157,500	315,000					
	PSU	4/6/2020				0	3,407	6,814		150,065(9)
	RSU	4/6/2020							7,265	291,036(10)
<b>Noah S. Benz</b>	STIP	2/4/2020	0	180,500	361,000					
	PSU	2/4/2020				0	2,035	4,070		146,289
	RSU	2/4/2020							1,357	93,877

(1) Reflects the range of potential annual incentive bonus payments that could have been earned by each NEO under Neenah's STIP in 2020. The actual bonuses earned in 2020 are reflected in the "Summary Compensation Table" above under the caption "Non-Equity Incentive Plan Compensation." For more information regarding annual incentive bonus opportunities, see the discussion in the "Compensation Discussion and Analysis" section of this Proxy Statement.

(2) Reflects the range of potential PSUs that may be earned by each NEO based on the Company's level of

achievement of performance goals during the three-year performance period ending December 31, 2022. For more information regarding the PSUs, including how the number of PSUs awarded was determined and the vesting terms applicable to such units, see the discussion in the "Compensation Discussion and Analysis" section of this Proxy Statement.

(3) The RSUs vest in increments of 33.34%, 33.33% and 33.33% over a three-year period, with vesting occurring on the first, second, and third anniversary of the date of grant.

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- (4) Award pro-rated based on retirement date.
- (5) The PSUs vest at the end of the three-year performance period ending on December 31, 2022.
- (6) The RSUs vest in increments of 33.34%, 33.33% and 33.33% over a three-year period, with vesting occurring on the first, second, and third anniversary of the date of grant.
- (7) Includes 6,707 sign-on PSUs granted to Mr. DeSantis in May 2020 which vest at the end of the three-year performance period ending on December 31, 2022.
- (8) Includes 8,942 sign-on RSUs granted to Mr. DeSantis in May 2020 which 4,471 RSUs vest on May 15, 2023 and 4,471 RSUs vest in increments of 33.34%, 33.33% and 33.33% over a three-year period, with vesting occurring on the first, second, and third anniversary of the date of grant.
- (9) Includes 3,407 sign-on PSUs granted to Mr. Rickheim in April 2020 which vest at the end of the three-year performance period ending on December 31, 2022.
- (10) Includes 7,265 sign-on RSUs granted to Mr. Rickheim in April 2020 which 4,993 RSUs vest on April 6, 2023 and 2,272 RSUs vest in increments of 33.34%, 33.33% and 33.33% over a three-year period, with vesting occurring on the first, second, and third anniversary of the date of grant.

## Outstanding Equity Awards at 2020 Fiscal Year-End

The following table sets forth information concerning outstanding equity awards for our NEOs as of December 31, 2020.

Name	Option Awards					Stock Awards				
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units or Stock That Have Not Vested	Market Value of Shares or Units of Stock	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested	Equity Incentive Plan Awards: Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)	
<b>John P. O'Donnell (ret.)</b>	28,312	—	—	57.95(5)	01/25/2026					
	36,753	—	—	82.15(6)	01/29/2027					
	33,134	—	—	93.35(7)	01/29/2028					
						13,139(8)	726,849			
						2,495(10)	138,023			
<b>Julie A. Schertell</b>	3,000	—	—	24.09(1)	01/24/2022					
	4,900	—	—	31.23(2)	01/28/2023					
	4,370	—	—	42.82(3)	01/27/2024					
	4,380	—	—	59.72(4)	01/26/2025					
	5,996	—	—	57.95(5)	01/25/2026					
	7,085	—	—	82.15(6)	01/29/2027					
	4,790	2,396	—	93.35(7)	01/29/2028					
						3,152(8)	174,369			
						13,333(9)	737,582			
						599(10)	33,137			
						5,926(11)	327,826			
<b>Bonnie C. Lind (ret.)</b>	7,262	—	—	82.15(6)	01/29/2027					
	4,910	2,455	—	93.35(7)	01/29/2028					
						3,311(8)	183,165			
						2,830(9)	156,556			
						630(10)	34,852			
<b>Paul F. DeSantis</b>						6,707(9)	371,031			
						8,942(11)	494,671			
<b>Byron J. Racki</b>	1,940	—	—	59.72(4)	01/26/2025					
	2,548	—	—	57.95(5)	01/25/2026					
	3,232	—	—	82.15(6)	01/29/2027					
	2,474	1,239	—	93.35(7)	01/29/2028					
						2,153(8)	119,104			
						2,602(9)	143,943			
						410(10)	22,681			
						1,157(11)	64,005			
<b>Michael W. Rickheim</b>						3,407(9)	188,475			
						7,265(11)	401,900			
<b>Noah S. Benz</b>	1,812	—	—	82.15(6)	01/29/2027					
	1,196	600	—	93.35(7)	01/29/2028					
						1,534(8)	84,861			
						2,035(9)	112,576			
						292(10)	16,153			
						905(11)	50,065			

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- (1) These options were granted on January 25, 2012 and vested as follows: 33.34% on January 25, 2013 and 33.33% on both January 25, 2014 and January 25, 2015. These options were converted to SARs on July 1, 2014.
- (2) These options were granted on January 29, 2013, and vest as follows: 33.34% on January 29, 2014 and 33.33% on both January 29, 2015 and January 29, 2016. These options were converted to SARs on July 1, 2014.
- (3) These options were granted on January 28, 2014, and vest as follows: 33.34% on January 28, 2015 and 33.33% on both January 28, 2016 and January 28, 2017. These options were converted to SARs on July 1, 2014.
- (4) These SARs were granted on January 27, 2015, and vest as follows: 33.34% on January 27, 2016 and 33.33% on both January 27, 2017 and January 27, 2018.
- (5) These SARs were granted on January 26, 2016, and vest as follows: 33.34% on January 26, 2017 and 33.33% on both January 26, 2018 and January 26, 2019.
- (6) These SARs were granted on January 30, 2017, and vest as follows: 33.34% on January 30, 2018 and 33.33% on both January 30, 2019 and January 30, 2020.
- (7) These SARs were granted on January 30, 2018, and vest as follows: 33.34% on January 30, 2019 and 33.33% on both January 30, 2020 and January 30, 2021.
- (8) These PSU target levels were set on January 29, 2019 and 75% of the award was earned on December 31, 2019, based on the Company's achievement of performance goals during the performance period ending December 31, 2019. This component of the awards was granted at 67% of target as disclosed in the "Compensation Discussion and Analysis" section of the 2020 Proxy Statement and the market value disclosed in this table reflects the sizing of these awards. These PSUs are subject to a two-year continued service requirement after the one-year performance period, subject to certain exceptions. The remaining 25% of the grant is subject to a three-year performance period ending December 31, 2021.
- (9) These PSU target levels were set on February 4, 2020 and are subject to a three-year performance period ending December 31, 2022.
- (10) These RSUs were granted on January 29, 2019, and vest on December 31, 2021.
- (11) These RSUs were granted on January 29, 2020, and vest as follows: 33.33% on both December 31, 2021 and December 31, 2022.



### Option Exercises and Stock Vested in 2020

The following table sets forth information regarding stock options or SARs exercised and stock awards vested for our NEOs during 2020:

Name	Option Awards		Stock Awards(1)	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(2)
John P. O'Donnell (ret.)	0	0	20,119(3)	1,132,595
Julie A. Schertell	0	0	4,644	260,690
Bonnie C. Lind (ret.)	0	0	6,454(3)	360,916
Paul F. DeSantis	0	0	0	0
Byron J. Racki	0	0	1,530	86,372
Michael W. Rickheim	0	0	0	0
Noah S. Benz	0	0	1,016	57,175

- (1) These shares represent the vesting of (i) PSUs granted to each of our NEOs in January 2018 and which vested on December 31, 2020 after a one-year performance and two-year holding period, (ii) PSUs granted to each of our NEOs in January 2018 and which vested on December 31, 2020 after a three-year performance period, and (iii) RSUs granted to each of our NEOs in January 2020 and which vested 33.34% on December 31, 2020.
- (2) Reflects the market value of the shares on the vesting date.
- (3) Reflects shares that vested upon retirement.

### Pension Plans

The Neenah Pension Plan is a broad-based, tax-qualified defined benefit pension plan, which provides a benefit upon retirement to eligible employees of the Company. The Neenah Supplemental Pension Plan is a non-qualified defined benefit pension plan which covers pay and benefits above the qualified limits in the Pension Plan. The compensation covered by these defined benefit plans includes the salary and non-equity incentive payments set forth above in the "Summary Compensation Table". Under our Pension Plan, an employee is entitled to receive an annual standard benefit based on years of service and integrated with social security benefits. The Internal Revenue Code generally places limits on the amount of pension benefits that may be paid from the tax-qualified Pension Plan. However, we will pay any participant in our Supplemental Pension Plan the amount of the benefit payable under the Pension Plan that is limited by the Code.

Retirement benefits for participants in the Pension Plan who have at least five years of service may begin on a reduced basis at age 55 or on an unreduced basis at the normal retirement

age of 65. Unreduced benefits also are available (i) for participants with ten years of service at age 62 or as early as age 60 with thirty years of service, and (ii) as described below, for certain involuntary terminations. None of our other NEOs currently is eligible for retirement under our Pension Plan or Supplemental Pension Plan.

The normal form of benefit is a single-life annuity payable monthly and other optional forms of benefit are available including a joint and survivor benefit. Accrued benefits under our Supplemental Pension Plan will, at the participant's option, either be paid as monthly payments in the same form as the retirement payments from the Pension Plan or as an actuarially determined lump sum payment upon retirement after age 55.

For a discussion of how we value these obligations and the assumption we use in that valuation, see Note 9 of Notes to Consolidated Financial Statements included in our 2019 Annual Report on Form 10-K. For purposes of determining the present value of accumulated benefits, we have used the normal retirement age under the plans, which is 65.

### 2020 Pension Benefits

The following table sets forth information as of December 31, 2020 regarding accumulated benefits to our NEOs under our Pension Plan and Supplemental Pension Plan:

Name(1)	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefit \$(2)
Bonnie C. Lind (ret.)	Neenah Pension Plan	38.8(3)	2,554,413
	Neenah Supplemental Pension Plan	38.8(3)	3,680,546

- (1) Messrs. O'Donnell, DeSantis, Racki, Rickheim, Benz and Ms. Schertell do not participate in the Pension Plan or Supplemental Pension Plan.
- (2) For a description of the assumptions applied in determining the present value of accumulated benefits reported above, see Note 7 of Notes to Consolidated Financial Statements included in our 2020 Annual Report on Form 10-K.
- (3) Includes years of service credited for employment with Kimberly-Clark prior to Neenah's spin off.

### 2020 Non-qualified Deferred Compensation

The Supplemental RCP is a non-qualified excess benefit and supplemental retirement plan pursuant to which the Company provides additional retirement benefits to certain highly compensated employees. These Company contributions are intended to provide contributions to those individuals whose benefits under tax-qualified programs are restricted by the limitations permitted by the Internal Revenue Code. Contributions are held for each participant in either an excess benefit or supplemental benefit unfunded separate account. Participant accounts are credited with earnings, gains, and losses based on the rate of return of investment funds selected by the participant, which the participant may elect to change in accordance with the participant's elections under the Supplemental RCP. Payments can be tied to termination of employment, including retirement, and would be paid in lump sum.

If a participant dies before receiving the full value of their account balance, the participant's beneficiary would receive the remainder of the benefit in one lump sum payment. All accounts would be distributed promptly following a change in control, subject to a 10% reduction in a current participant's account and a 5% reduction in an account for a retired participant.

Ms. Lind does not participate in the Supplemental RCP due to her participation in the Pension Plan and Supplemental Pension Plan.

The Deferred Compensation Plan enables our executive officers to defer a portion of annual cash compensation (base salary and non-equity awards under our STIP). This plan is intended to assist our executive officers in maximizing the value of the compensation they receive from the Company and assist in their retention.

NEO participation in the Supplemental RCP and the Deferred Compensation Plan in 2020 was as follows:

Name(1)	Executive Contributions in last Fiscal Year(2)	Company Contributions in last Fiscal Year(3)	Aggregate Earnings in last Fiscal Year	Aggregate Withdrawal/ Distributions	Aggregate Balance at Last Fiscal Year
John P. O'Donnell (ret.)	—	\$75,140	\$98,098	—	\$1,211,448
Julie A. Schertell	—	\$41,259	\$47,387	—	\$ 392,188
Byron J. Racki	—	\$21,532	\$26,916	—	\$ 150,172
Noah S. Benz	—	\$12,867	\$ 9,654	—	\$ 61,615

- (1) Messrs. Rickheim and DeSantis and Ms. Lind did not participate in the Supplemental RCP in 2020.
- (2) None of our NEOs elected to defer compensation in 2020 under the Deferred Compensation Plan.
- (3) Amounts included "All Other Compensation" column of the "Summary Compensation Table" for 2020.

#### Potential Payments Upon Termination

We do not have employment agreements or other individual arrangements with our NEOs that provide for specific benefits upon a termination of employment. In general, upon termination of employment, an executive officer will receive compensation and benefits for which he or she has already vested. This includes accrued but unpaid salary, accrued and unused vacation pay, and payments and benefits accrued under our broad-based benefit programs. The following section describes certain payments and benefits that would be payable to our NEOs in the event of their involuntary termination in connection with a change in control of Neenah or other involuntary termination

The 2017 Executive Severance Plan provides NEOs certain severance benefits both upon termination of employment following a change in control of Neenah and outside of a change in control. The 2017 Executive Severance Plan also categorize the participating executives as either "Tier 1," "Tier 2," or "Tier 3" participants in order to provide varying benefit amounts to the different executives. All NEOs are Tier 1 participants under the 2017 Executive Severance Plan.

Upon termination of an executive's employment by Neenah without "cause" outside of a change in control of Neenah, such terminated NEO will be entitled to an amount equal to one and one-half times his or her base salary. Upon termination of an executive's employment by Neenah without "cause" within the

two-year period following a change in control, or by the executive for "good reason" within the two-year period following a change in control, the 2017 Executive Severance Plan provides that such NEO will be entitled to the sum of (i) two times the sum of his or her annual base salary, (ii) the amount of bonus under Neenah's STIP that he or she has earned through the date of the change in control, plus two times his or her targeted annual bonus, (iii) any profit-sharing contributions or pension plan benefits forfeited as a result of such termination, (iv) the amount of profit-sharing contributions and pension plan benefits such participant would have received under the qualified and supplemental retirement plans but for his or her termination for the two-year period following his or her termination, and (v) the cost of medical and dental COBRA premiums for a period of two years. In addition, such NEO will be fully vested in his or her account under the Deferred Compensation Plan and any awards granted under the 2004 Omnibus Plan or the 2018 Omnibus Plan. Excise tax gross up payments are not included as a part of the 2017 Executive Severance Plan.

In addition, upon termination of an NEO's employment by Neenah at any time without "cause" or by the NEO for "good reason" within the two-year period following a change in control, the NEO will be eligible to receive reimbursement for outplacement service costs for a period of two years for an amount not to exceed \$50,000.

The following table shows the payments that would be made to each of our NEOs under the 2017 Executive Severance Plan in connection with a change in control termination as of December 31, 2020:

Payments(1)	Julie A. Schertell	Paul F. DeSantis	Byron J. Racki	Michael W. Rickheim	Noah S. Benz
Severance(2)	\$3,040,000	\$1,650,000	\$1,280,000	\$1,120,000	\$1,083,000
Prorated Non-Equity Incentive Payment(3)	—	—	—	—	—
Unvested Restricted Stock(4)	\$ 360,963	\$ 494,671	\$ 86,631	\$ 401,900	\$ 66,218
Unvested PSU Component I(5)	\$ 116,449	\$ 0	\$ 79,550	\$ 0	\$ 56,703
Unvested PSU Component II(6)	\$ 818,735	\$ 377,336	\$ 191,019	\$ 193,279	\$ 146,433
Retirement Benefit Payment(7)	\$ 246,669	\$ 68,278	\$ 82,269	\$ 51,438	\$ 77,094
Welfare Benefit Values(8)	\$ 40,396	\$ 0	\$ 52,864	\$ 40,396	\$ 56,342
Outplacement	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000
Aggregate Payments	\$4,673,212	\$2,640,285	\$1,822,333	\$1,857,013	\$1,535,790

- (1) Mr. O'Donnell and Ms. Lind were not employed with the Company as of December 31, 2020.
- (2) Severance payment equal to two times the sum of the executive's annual base salary at the time of the termination, plus two times the target STIP bonus.
- (3) The Target Non-Equity Incentive Payment is prorated for the number of days in the calendar year prior to termination. Since the assumed termination is December 31, 2020, the Non-Equity Incentive Payment for 2020 would have been earned and paid to the executives and would not be payable under the 2017 Executive Severance Plan.
- (4) Total value of unvested Restricted Stock that would become vested upon a change in control assuming a share price of \$55.32 and a change in control date of December 31, 2020.
- (5) All actual and unearned Component I PSUs vest upon a change in control event.
- (6) Amounts are based on target 2019 Component II PSU grants. Amounts include grants under the 2020 LTIP.
- (7) Actuarial value attributable to retirement benefits.
- (8) Estimated value associated with the continuation of medical and dental for two years post-termination.

# AUDIT RELATED MATTERS

## AUDIT COMMITTEE REPORT

The Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities relating to the accuracy and integrity of Neenah's financial reporting, including the performance and the independence of Neenah's independent registered public accounting firm, Deloitte & Touche LLP ("Deloitte"). Our Board of Directors adopted an Audit Committee Charter, which sets forth the responsibilities of the Audit Committee. The charter is available on our website at [www.neenah.com](http://www.neenah.com). The Audit Committee reviewed and discussed with management and Deloitte our audited financial statements for the fiscal year ended December 31, 2020. The Audit Committee also discussed with Deloitte the matters required to be discussed under Public Company Accounting Oversight Board ("PCAOB") Auditing Standards No. 1301, Communications with Audit Committees.

The Audit Committee received the written disclosures and other communications from Deloitte that are required by the applicable requirements of the PCAOB regarding Deloitte's communications with the Audit Committee, which included independence considerations. The Audit Committee reviewed the audit and non-audit services provided by Deloitte for the fiscal year ended December 31, 2020 and determined to engage Deloitte as the independent registered public accounting firm of Neenah for the fiscal year ending December 31, 2021.

The Audit Committee also received and reviewed a report by Deloitte outlining communications required by NYSE listing standards describing: (1) the firm's internal quality control procedures; (2) any material issue raised by a) the most recent internal quality control review of the firm, b) peer review of the firm, or c) any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with issues; and (3) (to assess Deloitte's independence) all relationships between Deloitte and us.

In reliance upon the Audit Committee's review of the audited financial statements, the discussions noted above, and Deloitte's report, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2020 for filing with the SEC.

### Audit Committee:

- **Timothy S. Lucas, Chair**
- **Philip C. Moore**
- **Stephen M. Wood**
- **William M. Cook**
- **Donna M. Costello**

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES AND SERVICES

Aggregate Fees for professional services rendered for us by Deloitte & Touche LLP, the member firms of Deloitte Touche and Tohmatsu and their respective affiliates as of or for the fiscal years ended December 31, 2020 and December 31, 2019 are set forth below. The aggregate fees included in the Audit category are fees billed for the fiscal year for the integrated audit of our annual financial statements and review of statutory and regulatory filings. The aggregate fees included in each of the other categories are fees billed in the fiscal years.

Audit Fees were for professional services rendered for the audit of our annual consolidated financial statements including the audit of our internal control over financial reporting and review of Quarterly Reports on Form 10-Q filed by us with the SEC.

	2019	2020
Audit Fees	\$1,927,000	\$1,998,000
Audit Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
<b>Total</b>	<b>\$1,927,000</b>	<b>\$1,998,000</b>

## POLICY ON AUDIT COMMITTEE PRE-APPROVAL

To avoid potential conflicts of interest in maintaining auditor independence, the law prohibits a publicly traded company from obtaining certain non-audit services from its independent registered public accounting firm. The law also requires the audit committee of a publicly traded company to pre-approve other services provided by the independent registered public accounting firm. Pursuant to its charter, the Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit related services, tax services and other services. In its pre-approval of non-audit services, the Audit Committee considers, among other factors, the possible effect of the performance of such services on the auditor's independence.

The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any Audit Committee member to whom pre-approval authority is delegated shall be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee pre-approved all services performed by the independent registered public accounting firm in fiscal 2020 and fiscal 2019, including those services described in the table above under the captions "Audit Fees".

# ELECTION OF DIRECTORS (ITEM 1)

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## BOARD APPROVED NOMINEES

**The Board unanimously recommends that the stockholders vote “FOR” the proposal to elect Margaret S. Dano and Donna M. Costello as Class II directors for a three-year term expiring at the 2024 Annual Meeting of Stockholders and until their successors have been duly elected and qualified.**

The Board currently consists of eight members divided into one class of two directors (Class III) and two classes of three directors (Classes I and II). The directors in each class serve three-year terms, with the terms of the Class II directors expiring at the 2021 Annual Meeting.

The Board has nominated Margaret S. Dano and Donna M. Costello, each a current Class II director, for re-election at the 2021 Annual Meeting. If re-elected, the nominees will serve a three-year term expiring at the 2024 Annual Meeting of Stockholders and until their successor has been duly elected and qualified. Each of the nominees has consented to serve another term as a director if re-elected.

If any of the nominees should be unavailable to serve for any reason (which is not anticipated), the Board may designate a substitute nominee or nominees (in which event the persons named on the enclosed proxy card will vote the shares represented by all valid proxy cards for the election of such substitute nominee or nominees), allow the vacancies to remain open until a suitable candidate or candidates are located, or by resolution provide for a lesser number of directors.

On February 3, 2021, Stephen M. Wood delivered notice to the Board of his intent to not stand for re-election as Class II director at the Company’s 2021 Annual Meeting. The Board has not made any nominations and does not currently intend to fill this Class II vacancy at this time. Accordingly, immediately

following the 2021 Annual Meeting, the Board will consist of seven members divided into two classes of two directors (Classes II and III) and one class of three directors (Class I).

If any incumbent nominee for director in an uncontested election should fail to receive the required affirmative vote of the holders of a majority of the shares represented and entitled to vote at the Annual Meeting, under Delaware law the director remains in office as a “holdover” director until his or her successor is elected and qualified or until his or her earlier resignation, retirement, disqualification, removal from office or death. In the event of a holdover director, the Board of Directors in its discretion may request the director to resign from the Board. If the director resigns, the Board of Directors may immediately fill the resulting vacancy, allow the vacancy to remain open until a suitable candidate is located and appointed, or adopt a resolution to decrease the authorized number of directors.

This Proxy Statement contains certain information as of March 26, 2021, regarding the nominees and each director continuing in office, including their ages, principal occupations (which have continued for at least the past five years unless otherwise noted), current Board experience and participation, and how the background, experience, and qualification of each nominee and director make them well suited to serve on Neenah’s Board.

# ADVISORY VOTE ON EXECUTIVE COMPENSATION (ITEM 2)



**BOARD  
APPROVED  
COMPENSATION**

**The Board of Directors unanimously recommends that the stockholders vote “FOR” the approval of the Company’s executive compensation.**

Section 14A of the Exchange Act requires that we include in this Proxy Statement a non-binding stockholder vote on our executive compensation as described in this Proxy Statement (commonly referred to as “Say-on-Pay”).

We encourage stockholders to review the “Compensation Discussion and Analysis” (“CD&A”) section of this Proxy Statement. Our executive compensation program has been designed to pay-for-performance and align our compensation programs with business strategies focused on long-term growth and creating value for stockholders while also paying competitively and focusing on total compensation.

The Company’s executive compensation programs are designed to attract, motivate, and retain highly qualified executive officers who are able to achieve corporate objectives and create stockholder value. The Compensation Committee believes the Company’s executive compensation programs reflect a strong pay-for-performance philosophy and are well aligned with the stockholders’ long-term interests without promoting excessive risk. We feel this design is evidenced by the following:

- A majority of our executives’ compensation is directly linked to our performance and the creation of stockholder value. The overall compensation mix is targeted to include at least 50% performance-based compensation for the NEOs with a higher percentage of our CEO’s compensation being performance-based. In 2020, 74% of our CEO’s compensation was performance-based at target levels.
- Our long-term incentive awards are exclusively in the form of PSUs and RSUs and all of our incentive plans have capped payouts
- LTIP grants are split with 60% of the total value of the awards granted as PSUs with a three-year vesting and three-year performance period, and 40% as RSUs with annual vesting equally over a three-year period. For our PSUs, we use objective performance metrics closely tied to financial performance and stockholder value, such as maintaining an attractive return on invested capital, corporate revenue growth, free cash flow as a percentage of net sales, and relative total stockholder return.
- Our short-term incentive plan (STIP) also is based on a pay for performance philosophy, with target bonus opportunities ranging from 50% to 90% of base salary based on improvements in corporate and business unit profits and successful execution of strategic objectives. In 2020, NEOs received a payment 74% of target as a result of

performance in corporate EBITDA, liquidity and the successful execution of strategic objectives.

- We have meaningful stock ownership requirements for our NEOs.
- We do not have employment agreements or other individual arrangements with our NEOs that provide for a specified term of employment, compensation terms, or specific benefits upon a termination of employment.
- Benefits under our 2017 Executive Severance Plan in connection with a change in control are payable only on a double-trigger basis (i.e., following both a change in control and a qualifying termination of employment).
- The Compensation Committee is advised by an independent compensation consultant who keeps the Committee apprised of developments and best practices.
- The Company has a clawback policy which allows the Company to recoup awards if payment or vesting was based on financial criteria that are later deemed to be materially inaccurate or if the Board concludes that such employee engaged in improper conduct.
- In 2017, the Compensation Committee amended the Company’s executive severance plan to remove the excise tax gross up provision.

The Board strongly endorses the Company’s executive compensation program and recommends that stockholders vote in favor of the following resolution:

***RESOLVED, that the stockholders approve the compensation of the Company’s named executive officers as described in this proxy statement under “Executive Compensation”, including the Compensation Discussion and Analysis and the tabular and narrative disclosure contained in this proxy statement.***

Because the vote is advisory, it will not be binding upon the Board of Directors or the Compensation Committee and neither the Board of Directors nor the Compensation Committee will be required to take any action as a result of the outcome of the vote on this proposal.

The Compensation Committee will consider the outcome of the vote when considering future executive compensation arrangements.

# RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (ITEM 3)

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BOARD  
APPROVED  
ACCOUNTING FIRM

The Board of Directors unanimously recommends that the stockholders vote "FOR" the proposal to ratify the appointment of Deloitte & Touche, LLP as our independent registered public accounting firm.

***The Audit Committee and the Board unanimously recommend that the stockholders vote "FOR" the proposal to ratify the appointment of Deloitte & Touche, LLP as our independent registered public accounting firm.***

The Audit Committee of our Board of Directors, in accordance with its charter and authority delegated to it by the Board, has appointed the firm of Deloitte & Touche LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2021. As a matter of good corporate practice, the Board has directed that such appointment be submitted to our stockholders for ratification at the 2021 Annual Meeting. Deloitte & Touche LLP has served as our independent

registered public accounting firm since our spin-off in November 2004 and is considered by our Audit Committee to be well qualified. If the stockholders do not ratify the appointment of Deloitte & Touche LLP, the Audit Committee will reconsider the appointment. Even if the stockholders ratify the appointment, the Audit Committee, in its discretion, may appoint a different independent auditor at any time during the year if the Audit Committee determines that such a change would be in the best interests of Neenah and its stockholders.

Representatives of Deloitte & Touche LLP will be present at the 2021 Annual Meeting. They will be available to respond to appropriate questions from stockholders.



# FAQ: ANNUAL MEETING AND VOTING

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## *When and where is the Annual Meeting?*

**When:** Thursday, May 20, 2021, at 3:00 p.m. EDT

**Where:** [www.virtualshareholdermeeting.com/NP2021](http://www.virtualshareholdermeeting.com/NP2021)

## *Who is entitled to vote at the Annual Meeting?*

You are entitled to vote at the Annual Meeting if you owned our common stock, par value \$0.01 per share, as of the close of business March 26, 2021 (the "Record Date"), with each share entitling its owner to one vote on each matter submitted to the stockholders. On the record date, 16,840,520 shares of common stock were outstanding and eligible to be voted at the Annual Meeting. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of our common stock is necessary to constitute a quorum at the 2021 Annual Meeting.

## *How do I vote at the Annual Meeting?*

You may vote at the Annual Meeting or by proxy. We recommend you vote by proxy even if you plan to attend the 2021 Annual Meeting. You can always change your vote at the meeting.

Giving us your proxy means you authorize us to vote your shares at the 2021 Annual Meeting in the manner you direct.

If your shares are held in your name, you can vote by proxy in three convenient ways:



- **Via the Internet:** Go to <http://www.proxyvote.com> and follow the instructions.



- **By Telephone:** Call toll free 1-800-690-6903 and follow the instructions.



- **By Mail:** Request a printed copy of the proxy materials disclosed in this Proxy Statement and complete, sign, date and return your proxy card in the envelope included with your printed proxy materials.

If your shares are held in street name, the availability of telephone and Internet voting will depend on the voting processes of the applicable bank or brokerage firm; therefore, it

is recommended that you follow the voting instructions on the form you receive from your bank or brokerage firm. All properly executed proxies received by the Company in time to be voted at the 2021 Annual Meeting and not revoked will be voted at the 2021 Annual Meeting in accordance with the directions noted on the proxy card. If any other matters properly come before the 2021 Annual Meeting, the persons named as proxies will vote upon such matters according to their judgment.

We are also sending the Notice and voting materials to participants in various employee benefit plans of the Company. The trustee of each plan, as the stockholder of record of the shares of common stock held in the plan, will vote whole shares of stock attributable to each participant's interest in the plan in accordance with the directions the participant gives or, if no directions are given by the participant, in accordance with the directions received from the applicable plan committees.

## *Can I change my vote?*

Any stockholder of record delivering a proxy has the power to revoke it at any time before it is voted at the 2021 Annual Meeting: (i) by giving written notice to Noah S. Benz, Executive Vice President, General Counsel and Secretary at 3460 Preston Ridge Road, Suite 600, Alpharetta, Georgia 30005; (ii) by submitting a proxy card bearing a later date, including a proxy submitted via the Internet or by telephone; or (iii) by voting at the 2021 Annual Meeting. Please note, however, that any beneficial owner of our common stock whose shares are held in street name may (a) revoke his or her proxy and (b) vote his or her shares at the 2021 Annual Meeting only in accordance with applicable rules and procedures as then may be employed by such beneficial owner's brokerage firm or bank.

## *What Proposals am I being asked to vote on at the 2021 Annual Meeting and what is required to approve each proposal?*

You are being asked to vote on three proposals:

- **Proposal 1** – the election of the two nominees as Class II directors;
- **Proposal 2** – the approval, in a non-binding advisory vote, of Neenah's executive compensation; and
- **Proposal 3** – the ratification of the appointment of our independent public accounting firm.

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In voting with regard to Proposal 1, you may vote in favor of each nominee, against each nominee, or may abstain from voting. A majority of the shares of common stock represented and entitled to vote on Proposal 1 is required for the election of each director, provided a quorum is present. Abstentions will be considered in determining the number of votes required to obtain the necessary majority vote for the proposal, and therefore will have the same legal effect as votes against the proposal.

In voting with regard to Proposals 2 and 3, you may vote in favor of each proposal, against each proposal, or may abstain from voting. The vote required to approve Proposals 2 and 3 is majority of the shares of common stock represented and entitled to vote, provided a quorum is present. Abstentions will be considered in determining the number of votes required to obtain the necessary majority vote for each proposal, and therefore will have the same legal effect as votes against such proposal.

Neenah is not aware, as of the date hereof, of any matters to be voted upon at the 2021 Annual Meeting other than those stated in this Proxy Statement. If any other matters are properly brought before the 2021 Annual Meeting, your proxy gives discretionary authority to the persons named as proxies to vote the shares represented thereby in their discretion.

***What happens if I don't return my proxy card or vote my shares?***

If you hold your shares directly your shares will not be voted if you do not return your proxy card or vote at the 2021 Annual Meeting.

If your shares are held in the name of a bank or brokerage firm (in "street name") and you do not vote your shares, your bank or brokerage firm will only be permitted to exercise discretionary authority to vote your shares for proposals which are considered "discretionary" proposals. We believe that Proposal 3 is a discretionary proposal.

Brokers are prohibited from exercising discretionary authority for beneficial owners who have not provided voting instructions to the broker for proposals which are considered "non-discretionary" (a "broker non-vote"). We believe Proposals 1 and 2 are non-discretionary proposals. As such, broker non-votes will be counted for the purpose of determining if a quorum is present, but will not be considered as shares entitled to vote on Proposals 1 and 2, and therefore will have no effect on the outcome of these proposals.

***What happens if I sign, date and return my proxy card but do not specify how to vote my shares?***

If a signed proxy card is received which does not specify a vote or an abstention, then the shares represented by that proxy card will be voted FOR the election of all Class II director nominees described herein, FOR the approval of the Company's executive compensation, and FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2021.

***Why haven't I received a printed copy of the Proxy Statement or annual report?***

We are choosing to follow the SEC rules that allow companies to furnish proxy materials to stockholders via the Internet. If you received a Notice of Internet Availability of Proxy Materials, or "Notice," by mail, you will not receive a printed copy of the proxy materials, unless you specifically request one. The Notice instructs you on how to access and review all of the important information contained in the proxy statement and annual report as well as how to submit your proxy over the Internet. If you received the Notice and would still like to receive a printed copy of our proxy materials, you should follow the instructions for re-requesting these materials included in the Notice. We plan to mail the Notice to stockholders by April 9, 2021.

***Who pays for the cost of this proxy solicitation?***

We will bear the cost of preparing, printing and filing the Proxy Statement and related proxy materials. In addition to soliciting proxies through the mail, we may solicit proxies through our directors, officers, and employees, in person and by telephone or email and facsimile. We expect to retain Okapi Partners LLC to aid in the solicitation at a cost of approximately \$9,500, plus reimbursement of out-of-pocket expenses. Brokerage firms, nominees, custodians, and fiduciaries also may be requested to forward proxy materials to the beneficial owners of shares held of record by them. We will pay all expenses incurred in connection with the solicitation of proxies.

***When will voting results be made available?***

We will announce the final results on our website at [www.neenah.com](http://www.neenah.com) shortly after the 2021 Annual Meeting and on Form 8-K immediately following the meeting.

# BENEFICIAL OWNERSHIP

## Directors and Executive Officers

The following table sets forth information regarding the beneficial ownership of our common stock as of March 26, 2021 with respect to: (i) each of our directors; (ii) each of the NEOs appearing elsewhere herein; and (iii) all executive officers and directors as a group, based in each case on information

furnished to us by such persons. As used in this Proxy Statement, "beneficial ownership" means that a person has, as of March 26, 2021, or may have within 60 days thereafter, the sole or shared power to vote or direct the voting of a security and/or the sole or shared investment power to dispose of or direct the disposition of a security.

Name	Shares Beneficially Owned(1)	Percent of Class (2)
Noah S. Benz	2,635(3)	*
William M. Cook	8,781(4)	*
Donna M. Costello	2,016(5)	*
Margaret S. Dano	4,900(6)	*
Paul F. DeSantis	10,890(7)	*
Timothy S. Lucas	21,840(8)	*
Philip C. Moore	16,084(9)	*
Byron J. Racki	5,990(10)	*
Michael W. Rickheim	757(11)	*
Julie A. Schertell	9,447(12)	*
Tony R. Thene	3,692(13)	*
Stephen M. Wood	26,383(14)	*
<b>All directors and executive officers as a group (15 persons)</b>	<b>134,531(15)</b>	<b>*</b>

(1) Except as otherwise noted, the directors and executive officers, and all directors and executive officers as a group, have sole voting power and sole investment power over the shares listed. Shares of common stock held by the trustee of Neenah's 401(k) Retirement Plan for the benefit of, and which are attributable to our executive officers, are included in the table.

(2) An asterisk indicates that the percentage of common stock beneficially owned by the named individual does not exceed 1% of the total outstanding shares of our common stock.

(3) Includes 2,016 shares of common stock issuable upon conversion of restricted stock units that are vested or will vest within 60 days of March 26, 2021.

(4) Includes 2,016 shares of common stock issuable upon conversion of restricted stock units that are vested or will vest within 60 days of March 26, 2021.

(5) Includes 2,016 shares of common stock issuable upon conversion of restricted stock units that are vested or will vest within 60 days of March 26, 2021.

(6) Mr. DeSantis joined the Company on May 13, 2020.

(7) This total does not include 3,608 Stock Appreciation Rights.

(8) Includes 2,016 shares of common stock issuable upon conversion of restricted stock units that are vested or will vest within 60 days of March 26, 2021. This total does not include 1,430 Stock Appreciation Rights.

- (9) Includes 2,016 shares of common stock issuable upon conversion of restricted stock units that are vested or will vest within 60 days of March 26, 2021.
- (10) This total does not include 11,433 Stock Appreciation Rights.
- (11) This total does not include 36,917 Stock Appreciation Rights.
- (12) Includes 2,016 shares of common stock issuable upon conversion of restricted stock units that are vested or will vest within 60 days of March 26, 2021.
- (13) Includes 2,016 shares of common stock issuable upon conversion of restricted stock units that are vested or will vest within 60 days of March 26, 2021.
- (14) Mr. Rickheim joined the Company on April 6, 2020.
- (15) On July 1, 2014 the Company converted all outstanding Stock Options to Stock Appreciation Rights which are not included in the calculation of beneficial ownership. Stock Appreciation Rights are disclosed in detail under the "Outstanding Equity Awards at 2020 Fiscal Year-End" section of this Proxy Statement.

### Third Parties

The following table sets forth information regarding the beneficial ownership of our common stock as of December 31, 2020 for each person known to us to be the beneficial owner of more than 5% of our outstanding common stock.

Name and Address of Beneficial Owner	Common Stock Beneficially Owned	
	Shares Beneficially Owned	Percent of Class
<b>Blackrock, Inc.</b> 55 East 52nd Street New York, NY 10055	2,640,988(1)	15.7%
<b>Wells Fargo &amp; Company</b> 420 Montgomery St. San Francisco, CA 94163	1,896,136(2)	11.29%
<b>Macquarie Investment Management Holdings, Inc</b> 2005 Market Street Philadelphia, PA 19103(4)	1,297,052(3)	7.72%
<b>The Vanguard Group</b> 100 Vanguard Blvd. Malverne, PA 19355	1,032,375(5)	6.14%
<b>Wellington Management Group LLP</b> 280 Congress Street Boston, MA 02210	1,341,015(6)	7.98%

- (1) The amount shown and the following information is derived from the Schedule 13G filed by Blackrock, Inc. on January 25, 2021, reporting beneficial ownership as of December 31, 2020. Of the 2,640,988 shares reported, Blackrock, Inc. reported sole dispositive power over all 2,640,988 shares and sole voting power over 2,603,285 shares.
- (2) The amount shown and the following information is derived from the Schedule 13G filed by Wells Fargo & Company, on behalf of itself and certain subsidiaries named therein, on February 12, 2021, reporting beneficial ownership as of December 31, 2020. Of the 1,896,136 shares reported by Wells Fargo & Company, the filing reported Wells Fargo & Company has sole dispositive and voting power over 36,054 of the shares, shared voting power with respect to 338,828 shares, and shared dispositive power with respect to 1,860,082 of the shares. Of the 1,835,270 shares reported by Wells Capital Management Incorporated, the filing reported Wells Capital Management Incorporated has shared voting power with respect to 1,759,662 of the shares and has shared dispositive power with respect to all 1,835,270 shares. Of the 1,404,756 shares reported by Wells Fargo Funds Management, LLC, the filing reported Wells Fargo Funds Management, LLC has

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shared voting power with respect to 1,404,661 of the shares and has shared dispositive power with respect to all 1,404,756 shares.

(3) The amount shown and the following information is derived from the Schedule 13G filed by Macquarie Investment Management Holdings, Inc., on behalf of itself and certain subsidiaries named therein, on February 12, 2021, reporting beneficial ownership as of December 31, 2020. The filing reported 1,297,052 shares are deemed beneficially owned by Macquarie Group Limited due to reporting person's ownership of Macquarie Bank Limited, Macquarie Investment Management Holdings, Inc., Macquarie Investment Management Business Trust, and Macquarie Investment Management Global Limited, as further detailed on the Schedule 13G filed by Macquarie Group Limited.

(5) The amount shown and the following information is derived from the Schedule 13G filed by The Vanguard Group on February 10, 2021, reporting beneficial ownership as of December 31, 2020. Of the 1,032,375 shares reported, The Vanguard Group reported sole dispositive power over 1,002,448 of the shares, shared voting power with respect to 17,489 shares, shared dispositive power with respect to 29,927 shares, and no sole voting power over any of the shares.

(6) The amount shown and the following information is derived from the Schedule 13G filed by Wellington Management Group LLP, on behalf of itself and certain subsidiaries named therein, on February 4, 2021, reporting beneficial ownership as of December 31, 2020. Of the 1,341,015 shares reported by Wellington Management Group LLP, the filing reported Wellington Management Group LLP has shared voting power with respect to 1,196,317 shares and shared dispositive power with respect to all 1,341,015 shares. Of the 1,341,015 shares shown reported by Wellington Group Holdings LLP, the filing reported Wellington Group Holdings LLP has shared voting power with respect to 1,196,317 shares and shared dispositive power with respect to all 1,341,015 shares. Of the 1,341,015 shares shown reported by Wellington Investment Advisors Holdings LLP, the filing reported Wellington Investment Advisors Holdings LLP has shared voting power with respect to 1,196,317 shares and shared dispositive power with respect to all 1,341,015 shares. Of the 1,331,531 shares reported by Wellington Management Company LLP, the filing reported Wellington Management Company LLP has shared voting power with respect to 1,186,833 shares and shared dispositive power with respect to all 1,331,531 shares.

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## STOCKHOLDERS' PROPOSALS FOR 2022 ANNUAL MEETING

Proposals of stockholders, excluding nominations for the Board, intended to be presented at the 2022 Annual Meeting should be submitted by certified mail, return receipt requested, and must be received by us at our executive offices in Alpharetta, Georgia, on or before December 9, 2021, the date that is 120 calendar days prior to the first anniversary of the date that this Proxy Statement is released to stockholders, to be eligible for inclusion in our Proxy Statement and form of proxy relating to that meeting and to be introduced for action at the 2022 Annual Meeting. In the event that the date of the 2022 Annual Meeting is changed more than thirty days from the date of this year's meeting, notice by stockholders should be received no later than (i) the close of business on the later of the 150th calendar day prior to the 2022 Annual Meeting, or (ii) the 10th calendar day on which public announcement of the date of such meeting is first made.

Any stockholder proposal must be in writing and must comply with Rule 14a under the Exchange Act and must set forth (i) a description of the business desired to be brought before the meeting and the reasons for conducting the business at the meeting; (ii) the name and address, as they appear on our books, of the stockholder submitting the proposal; (iii) the class and number of shares that are beneficially owned by such stockholder; (iv) the dates on which the stockholder acquired the shares; (v) documentary support for any claim of beneficial ownership as required by Rule 14a-8; (vi) any material interest of the stockholder in the proposal; (vii) a statement in support of the proposal; and (viii) any other information required by the rules and regulations of the SEC. Stockholder nominations for the Board must comply with the procedures set forth above under "Corporate Governance—Nomination of Directors."

The failure of a stockholder to deliver a proposal in accordance with the requirements of the preceding paragraphs may result in it being excluded from our Proxy Statement and ineligible for consideration at the 2022 Annual Meeting. Further, the submission of a proposal in accordance with the requirements of the preceding paragraph does not guarantee that we will include it in our Proxy Statement or that it will be eligible for consideration at the 2022 Annual Meeting. We strongly encourage any stockholder interested in submitting a proposal to contact our Corporate Secretary in advance of the submission deadline to discuss the proposal.

## HOUSEHOLDING OF NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

The SEC's proxy rules permit companies and intermediaries, such as brokers and banks, to satisfy delivery requirements for Notices, and if applicable, the Proxy Statements and Annual Reports, with respect to two or more stockholders sharing the same address by delivering a single Notice to those stockholders. This method of delivery, often referred to as householding, should reduce the amount of duplicate information that stockholders receive and lower printing and mailing costs for companies. Neenah and certain intermediaries are householding Notices, and if applicable, proxy statements and annual reports, for stockholders of record in connection with its 2021 Annual Meeting. This means that:

- Only one Notice, if applicable, Proxy Statement and Annual Report on Form 10-K for the 2021 Annual Meeting, will be delivered to multiple stockholders sharing an address unless you notify your broker or bank to the contrary;
- You can contact Neenah by calling 678-566-6500 or by writing to INVESTOR RELATIONS, Neenah, Inc., at 3460 Preston Ridge Road, Suite 600, Alpharetta, Georgia 30005 to request a separate copy of the Notice, and if applicable, Proxy Statement and Annual Report on Form 10-K for the 2021 Annual Meeting and for future meetings or, if you are currently receiving multiple copies, to receive only a single copy in the future or you can contact your bank or broker to make a similar request; and
- You can request delivery of a single copy of the Notice, and if applicable, Proxy Statement and Annual Report on Form 10-K for the 2021 Annual Meeting, from your bank or broker if you share the same address as another Neenah stockholder and your bank or broker has determined to household proxy materials.

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#### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act and rules and regulations of the SEC thereunder require our directors, officers, and persons who beneficially own more than 10% of our common stock, as well as certain affiliates of such persons, to file initial reports of their ownership of our common stock and subsequent reports of changes in such ownership with the SEC. Directors, officers, and persons owning more than 10% of our common stock are required by SEC rules and regulations to furnish us with copies of all Section 16(a) reports they file. Based solely on our review of the copies of such reports received by us and on information provided by the reporting persons, we believe that during 2020, our directors, officers, and owners of more than 10% of our common stock complied with all applicable filing requirements.

#### **OTHER MATTERS THAT MAY COME BEFORE THE ANNUAL MEETING**

Our Board knows of no matters other than those referred to in the accompanying Notice of Annual Meeting of Stockholders which may properly come before the Annual Meeting.

However, if any other matter should be properly presented for consideration and vote at the Annual Meeting or any adjournment(s) thereof, it is the intention of the persons named as proxies on the enclosed form of proxy card to vote the shares represented by all valid proxy cards in accordance with their judgment of what is in the best interest of Neenah and its stockholders.





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

FORM 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2020

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-32240



(Exact name of registrant as specified in its charter)

Delaware

20-1308307

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

3460 Preston Ridge Road

Alpharetta Georgia

30005

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (678) 566-6500

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock — \$0.01 Par Value	NP	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 USC. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes  No

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

The aggregate market value of the registrant's common stock held by non-affiliates on June 30, 2020 (based on the closing stock price on the New York Stock Exchange) on such date was approximately \$681,041,840.

As of February 17, 2021, there were 16,837,000 shares of the Company's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information contained in the definitive proxy statement for the Company's Annual Meeting of Stockholders to be held on May 20, 2021 is incorporated by reference into Part III hereof.

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## PART I

In this report, unless the context requires otherwise, references to "we," "us," "our," "Neenah" or the "Company" are intended to mean Neenah, Inc., its consolidated subsidiaries and predecessor companies.

### Item 1. Business

#### Overview

Neenah is a specialty materials company organized into two primary businesses: a performance-based technical products business and a premium fine paper and packaging business.

Our technical products business is a leading international producer of transportation, water and other filter media and durable, saturated and coated substrates for a variety of end markets. We focus on categories where we believe we are, or can be, a market leader. These categories include filtration media for transportation, water and other end use applications, backings for specialty tapes and abrasives, performance labels, digital transfer papers, and other custom engineered materials. Our products are typically used in high performance applications where our customers require specific standards and qualifications. Our dedicated technical products manufacturing facilities are located in Weidach and Bruckmühl, Germany, Eerbeek, Netherlands, Bolton, England, Munising, Michigan, Appleton, Wisconsin, and Pittsfield, Massachusetts.

Our fine paper and packaging business is a leading supplier of premium printing, packaging, and other high-end specialty papers predominantly in North America. Our products include some of the most recognized and preferred brands in North America, where we enjoy leading market positions in many of our product categories. Often these papers are characterized by distinctive finishing, colors, textures and coating. We sell our products primarily to authorized paper distributors, as well as through converters, major national retailers and specialty businesses. Our dedicated fine paper and packaging manufacturing facilities are located in Whiting and Neenah, Wisconsin, and Great Barrington, Massachusetts.

In addition, certain products of both businesses are manufactured in shared facilities located in Brownville and Lowville, New York, and Quakertown, Pennsylvania. For a description of our facilities, see Item 2, "Properties."

#### History of the Businesses

Neenah was incorporated in April 2004 in contemplation of the spin-off by Kimberly-Clark Corporation ("Kimberly-Clark") of its technical products and fine paper businesses in the United States and its Canadian pulp business (collectively, the "Pulp and Paper Business"). We had no material assets or activities until Kimberly-Clark's transfer to us of the Pulp and Paper business on November 30, 2004. On that date, Kimberly-Clark completed the distribution of all of the shares of our common stock to the stockholders of Kimberly-Clark.

*Former Pulp Operations.* Our former pulp operations consisted of mills located in Terrace Bay, Ontario and Pictou, Nova Scotia and approximately 975,000 acres of related woodlands. We disposed of these mills and woodlands in a series of transactions from 2006 through 2010.

*Technical Products.* The Munising, Michigan mill was purchased by Kimberly-Clark in 1952. Subsequent to the purchase, the mill was converted to produce durable, saturated and coated papers for sale and use in a variety of industrial applications for our technical products business.

In October 2006, we purchased the outstanding interests of FiberMark Services GmbH & Co. KG and the outstanding interests of FiberMark Beteiligungs GmbH (collectively "Neenah Germany"). At acquisition, the Neenah Germany assets consisted of three mills located in Weidach, Bruckmühl and Lahnstein, Germany. These mills produce a wide range of products, including transportation filter media, nonwoven wall coverings, masking and other tapes, abrasive backings, and specialized printing and coating substrates. In October 2015, we sold the Lahnstein mill to the Kajo Neukirchen Group. The Lahnstein mill had been manufacturing nonwoven wallcoverings and various other specialty papers.

In July 2014, we purchased all of the outstanding equity of Crane Technical Materials, Inc. from Crane & Co., Inc. The acquired business provides performance-oriented wet laid nonwoven media for water filtration end markets as well as environmental, energy and industrial uses. The business has two manufacturing facilities in Pittsfield, Massachusetts.

In November 2017, we purchased all of the outstanding equity of Neenah Coldenhove B.V. ("Neenah Coldenhove"). The acquired business is a specialty materials manufacturer with a leading position in digital transfer media and other technical products. The business has one manufacturing facility in Eerbeek, Netherlands.

*Fine Paper and Packaging.* The fine paper and packaging business was incorporated in 1885 as Neenah Paper Company, which initially operated a single paper mill in Neenah, Wisconsin. Kimberly-Clark acquired the mill in 1956. In 1981, Kimberly-Clark purchased an additional mill located in Whiting, Wisconsin and in the late 1980s and early 1990s, the capacity of the fine paper and packaging business was expanded by building two new paper machines at the Whiting mill and completing a major expansion of the Neenah facility with the installation of a new paper machine, finishing center, customer service center and an expanded distribution center.

In the first of the series of consolidating acquisitions, in March 2007, we acquired the assets and brands of Neenah Paper FR, LLC ("Fox River") (including our mill located in Appleton, Wisconsin). In January 2012, we purchased certain premium fine paper brands and other assets from Wausau Paper Mills, LLC, a subsidiary of Wausau Paper Corp. ("Wausau") and in January 2013, we purchased certain premium business paper brands from the Southworth Company ("Southworth").

In August 2017, we purchased a laminating asset in Great Barrington, Massachusetts to support continued growth in our premium packaging business.

*Shared Facilities.* In August 2015, we purchased all of the outstanding equity of ASP FiberMark, LLC ("FiberMark"). We added specialty coating and finishing capabilities with this acquisition, particularly in luxury packaging and technical products. The results of operations and assets related to FiberMark are reflected in each of our business segments. These mills are located in Brownville and Lowville, New York, Quakertown, Pennsylvania and Bolton, England. On December 31, 2018, the Company completed the sale of certain equipment, inventory, real property and other specified assets relating to the Company's premium fine paper and office products manufacturing facility located in Brattleboro, Vermont. See Note 12 of Notes to Consolidated Financial Statements, "Asset Restructuring and Impairment Costs."

One of the two fine paper machines included in the Fox River acquisition and located in Appleton, Wisconsin (noted above) was converted to produce filtration products. This business, Neenah Filtration Appleton, began operations in 2017 and produces transportation and other filtration media.

## **Business Strategy**

We have a long history, which is rooted in a proud heritage of manufacturing expertise. For over 100 years, we have grown and evolved our technology and methodologies along with the materials we use and what we make. Enabled by our culture and capabilities, we are laser-focused on increasing our organic growth trajectory and leading the markets we serve. Our growth platforms include filtration media, specialty coatings, custom engineered solutions, image products and packaging. We believe that achieving and maintaining a leadership position requires prompt and proactive responses to our customers' needs. We know that prudent capital and cost management coupled with relentless risk-mitigation allow us to manufacture growth, for our customers, end-users, shareholders and employees. We are committed to driving meaningful value for our stakeholders. We will continue to operate with financial discipline, maintain a prudent capital structure and deploy cash flows in ways that can provide value, including direct cash returns to shareholders through a meaningful dividend.

## **Products**

*Technical Products.* Our technical products business is a leading international producer of fiber-formed, durable, coated and/or saturated specialized media that delivers high performance benefits to customers, such as filtration media for transportation, water and other filtration markets, and saturated and coated performance materials used for specialty tapes, abrasives, performance labels, digital transfer papers, and a variety of other end markets. Typically, our technical products are sold to other manufacturers as key components for their finished products. Many of our key market segments served, including filtration and specialty backings for tape and abrasives, are global in scope. JET-PRO®SofStretch™, KIMDURA®, PREVAIL™, NEENAH®, and GESSNER® are some of the brands of our technical products business.

The following is a description of certain key products and markets:

*Filtration media for transportation, including induction air, fuel, oil, cabin air and other applications.* Transportation filtration media are sold to filter manufacturers who in turn supply automotive and other companies with filters used as original equipment on new cars and trucks as well as to the aftermarket, which is a recurring sale and represents the large majority of our sales. In 2020, we introduced high performance face mask media in Europe.

*Filtration media for water and other industrial end markets.* Primary applications include reverse osmosis, catalytic conversion, nanofiltration, ultrafiltration, pervaporation and vapor permeation, as well as other applications for specialty markets.

*Specialty backings.* Products in this market segment include (a) saturated and unsaturated crepe and flat paper tapes sold to manufacturers to produce finished pressure sensitive products for sale in automotive, transportation, manufacturing, building construction, and industrial general purpose applications, including sales in the consumer do-it-yourself retail channel and (b) coated lightweight abrasive paper used in the automotive, construction, metal and woodworking industries for both dry and wet sanding applications.

*Digital transfer media.* Products in this market are used to transfer digital images onto clothing, sportswear, and other materials. A fiber-based sheet undergoes various coatings to impart required performance. Digital transfer papers are also used to digitally print images from paper to clothing, hats, coffee mugs, and other surfaces.

*Label and tag products.* Products in this market are made from both saturated base label stock and synthetic base label stock, with coatings applied to allow for high quality digital printing. Label and tag stock is sold to pressure sensitive coaters, who in turn sell the coated label and tag stock to the label printing community.

*Other latex saturated and coated papers for use by a wide variety of manufacturers.* Premask paper is used as a protective over wrap for products during the manufacturing process and for applying signs, labeling and other finished products. Medical packaging paper is typically a polymer impregnated base sheet providing a breathable sterilization barrier that provides unique properties.

*Publishing and security papers.* Products in this market are used to produce book covers, stationery, and passports. Other specialty products include clean room papers, release papers and furniture backers.

*Fine Paper and Packaging.* Our fine paper and packaging business manufactures and sells world-class branded premium writing, text, cover and specialty papers and envelopes used in high-end commercial printing services, corporate identity packages and advertising collateral. In addition, we produce premium packaging, high end beverage labels and other forms of packaging, as well as wide format applications used for display graphics and indoor/outdoor signage. Often these papers are characterized by finishing, colors, textures and distinctive coating.

The following is a description of certain key products and markets:

*Commercial printing papers, including premium writing, text and cover papers and envelopes.* Uses include advertising collateral, stationery, corporate identity packages and brochures, pocket folders, annual reports, advertising inserts, direct mail, business cards, scrapbooks, and a variety of other uses where colors, texture, coating, unique finishes or heavier weight papers are desired. Our market leading brands in this category include CLASSIC®, CLASSIC CREST®, ENVIRONMENT®, ROYAL SUNDANCE®, SOUTHWORTH®, and TOUCHE® trademarks. Our fine paper and packaging business has an exclusive agreement to market and distribute Gruppo Cordenons SpA's SO...SILK®, PLIKE® and STARDREAM® branded fine papers in the U.S. and Canada. The fine paper and packaging business also sells private watermarked paper and other specialty writing, text, and cover papers. Additionally, the fine paper and packaging business provides leading solutions in the wide format arena, led by its Neenah Wide Format® and CONVERD® brands.

*Bright papers.* Products in this market are used in applications such as direct mail, advertising inserts, scrapbooks and marketing collateral. Our brands in this category include ASTROBRIGHTS®. Additionally, business papers for professionals and small businesses are sold under our Southworth® brand through major retailers.

*Consumer products.* Products such as bright papers, cardstock, stationary paper, envelopes, journals and planners are sold to national retailers like Staples, Office Depot, Walmart and Amazon. Our brands in this category include ASTROBRIGHTS®, SOUTHWORTH®, and Neenah® Bright White.

*Premium packaging.* Products produced for this market are used for wine, spirits and beer labels, folding cartons, box wrap, bags, hang tags, and stored value cards servicing high-end retail, cosmetics, spirits, and electronics end-use markets. Our market leading brands in these categories include NEENAH® Folding Board, ESTATE LABEL®, Neenah® Box Wrap, and IMAGEMAX® Paper Card.

*Other.* The fine paper and packaging business also produces and sells other specialty papers such as translucent papers, art papers, papers for optical scanning and other specialized applications.

There were no significant government contracts to disclose in either segment.

## **Markets and Customers**

*Technical Products.* The technical products business sells its products globally to other manufacturers who convert our product for sale into product categories generally used as base materials in the following applications: filtration, component backing materials for manufactured products such as tape and abrasives, and other specialized product uses such as graphics and identification. Customers typically convert and transform base papers and film into finished rolls and sheets by adding adhesives, coatings, and finishes. These transformed products are then sold to end-users.

Our products are generally used in markets that are directly affected by economic business cycles. Certain market segments such as digital transfer papers used in small/home office and consumer applications are relatively stable. Most products are performance-based and require extended qualification by customers; however, certain categories may also be subject to price competition and the substitution of lower cost substrates for some less demanding applications.

The technical products business relies on a team of direct sales representatives and customer service representatives to market and sell a large majority of its sales volume directly to customers and converters.

The technical products business has more than 1,000 customers worldwide. The distribution of sales in 2020 was approximately 44 percent in North America, 39 percent in Europe, and 17 percent in Asia, Latin America, and Africa.

*Fine Paper and Packaging.* We believe our fine paper and packaging business is a leading supplier of premium printing, packaging, and other high-end specialty papers predominantly in North America. These products are used in high-end commercial printing services, corporate identity packages, and advertising collateral. Our premium packaging business includes products such as food and beverage labels and high-end packaging materials such as folding cartons and box wrap used for luxury retail goods. In addition, we produce wide format applications used for display graphics and indoor/outdoor signage. Bright papers are generally used by consumers for flyers, direct mail and packaging.

The fine paper and packaging business has over 450 customers worldwide. The fine paper and packaging business sells its products in a variety of channels including authorized paper distributors, converters, major national retailers, specialty business converters, and direct to end-users. Sales to distributors account for approximately 50 percent of net sales in the fine paper and packaging business. During 2020, approximately 7 percent of the net sales of our fine paper and packaging business were exported to markets outside North America.

*Concentration.* For the years ended December 31, 2020 and 2019, sales to the technical products business' largest customer represented approximately 9 percent and 8 percent of consolidated net sales, respectively, and approximately 15 percent and 14 percent of net sales for the technical products segment, respectively. For the year ended December 31, 2018, there were no customers to which sales constituted over 10 percent of segment net sales for technical products. For the years ended December 31, 2020 and 2019, sales to the largest customer of fine paper and packaging business represented approximately 6 percent and 8 percent of consolidated net sales, respectively, and approximately 18 percent of net sales of the fine paper and packaging business for each of such years. For the year ended December 31, 2018, sales to the two largest customers of fine paper and packaging business represented approximately 7 percent and 5 percent, respectively, of consolidated net sales and approximately 16 percent and 12 percent, respectively, of net sales of the fine paper and packaging business. We practice limited sales distribution to improve our ability to control the marketing of our products. Although a complete loss of these customers would cause a temporary decline in the respective business' sales volume, we believe the decline could be partially offset by expanding sales to existing customers, and further offset over a several month period with the addition of new customers.



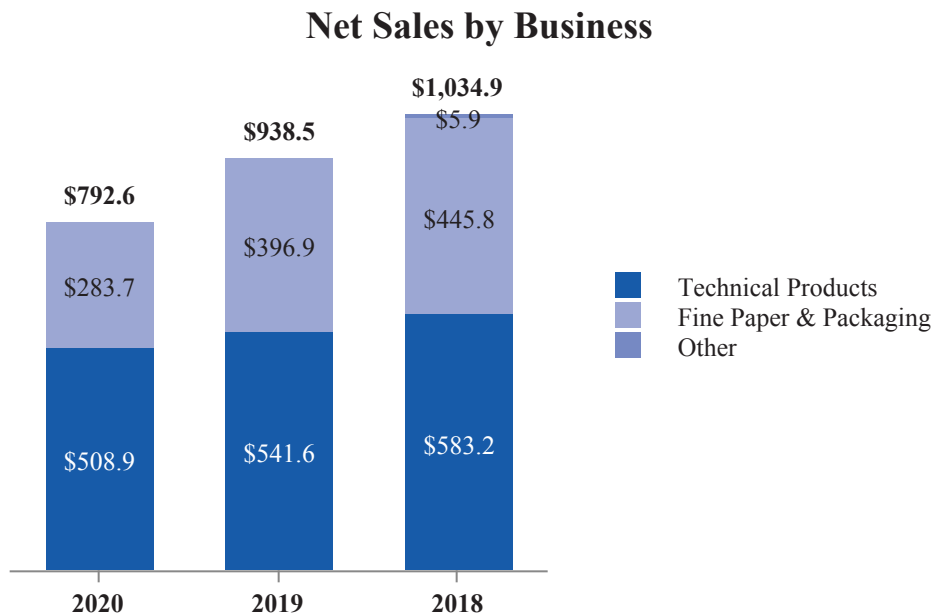
## Competition

*Technical Products.* Our technical products business competes in global markets with a number of large multinational competitors, including Ahlstrom-Munksjö, ArjoWiggins SAS and Hollingsworth & Vose Company. It also competes in some, but not all, of these segments with smaller regional manufacturers, such as Monadnock Paper Mills, Inc. and Potsdam Specialty Paper, Inc. We believe the bases of competition in most of these categories are the ability to design and develop customized product features to meet customer performance specifications while maintaining quality, customer service and a competitive price. We believe our research and development program gives us an advantage in customizing base papers and developing advanced filter media to meet customer needs.

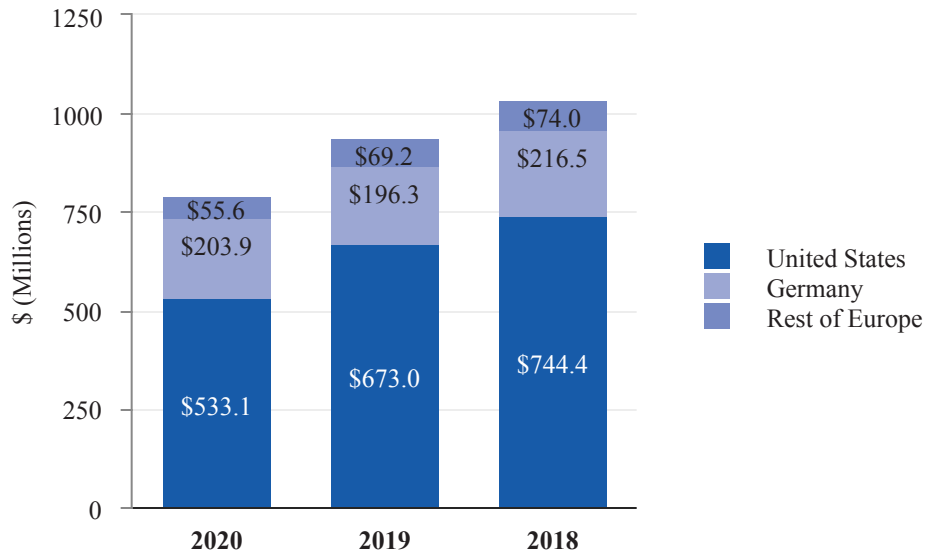
*Fine Paper and Packaging.* Our fine paper and packaging business is a leading supplier of premium printing and other high-end specialty papers in North America. Our fine paper and packaging business also competes in the premium segment of the uncoated free sheet market. The fine paper and packaging business competes directly in North America with Mohawk Fine Paper Inc. We believe the primary bases of competition for premium fine papers are product quality, customer service, product availability, promotional support, color and texture variety, and brand recognition. Price also can be a factor particularly for lower quality printing needs that may compete with opaque and offset papers. We have and will continue to invest in advertising and other programs aimed at graphic designers, printers and corporate end-users in order to maintain a high level of brand awareness and to communicate the advantages of using our products.

Our premium packaging business is focused on high-end packaging needs in end market verticals like beauty products, spirits and retail. Like our premium fine paper business, the primary bases of competition are similarly product quality, customer service, product availability, color and texture variety, and brand recognition. Premium packaging is primarily a North American business, but we also sell to customers in Asia and other markets outside the U.S. We believe the premium packaging market to be highly fragmented, with multiple competitors, many of which produce premium packaging products as a small subset of larger packaging operations.

The following graphs present further information about net sales by business, geographic area and product line (dollars in millions):

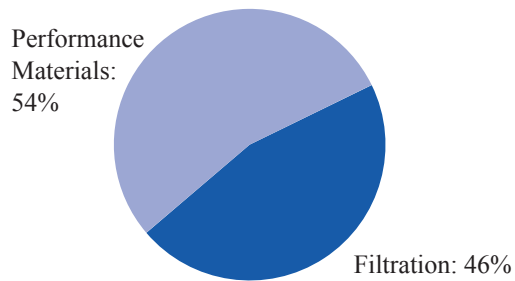


## Net Sales by Geographic Region (in Millions)

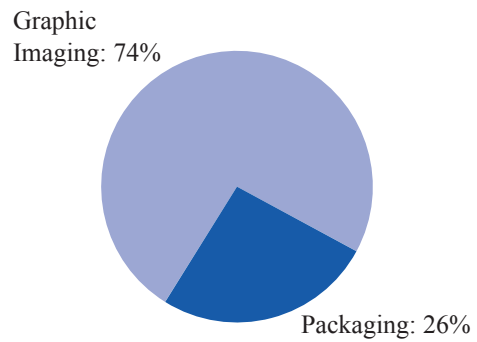


## 2020 Net Sales by Product Line

### Technical Products



### Fine Paper & Packaging



Net sales are attributed to geographic areas based on the physical location of the Neenah selling entity. See Note 13 of Notes to Consolidated Financial Statements, "Business Segment and Geographic Information", for information with respect to net sales, operating income and long-lived assets by business segment and location.



## Seasonality

*Technical Products.* In general, sales and operating income for the technical products business have historically been relatively stronger in the first half of the year with reductions in the third quarter due to reduced customer converting schedules and in the fourth quarter due to a reduction in year-end inventory levels by our customers. The order flow for the technical products business is subject to seasonal peaks for several of its products, such as the larger volume grades of specialty tape, abrasives, premask, and label stock used primarily in the downstream finished goods manufacturing process. To assure timely shipments during these seasonal peaks, the technical products business provides certain customers with finished goods inventory on consignment. The technical products business periodically experiences periods where order entry levels surge, and order backlogs can increase substantially. Raw materials are purchased and manufacturing schedules are planned based on customer forecasts, current market conditions and individual orders for custom products.

*Fine Paper and Packaging.* The fine paper and packaging business has historically not experienced seasonality. Orders for stock products are typically shipped within two days, while custom orders are shipped within two to three weeks of receipt. Raw material purchases and manufacturing schedules are planned based on a combination of historical trends, customer forecasts and current market conditions.

The operating results for both of our businesses are influenced by the timing of our annual maintenance downs, which are generally scheduled in the third quarter.

## Resources

### Raw Materials

*Technical Products.* Softwood pulp, specialty pulps and fibers, and latex are the primary raw materials consumed by our technical products business that are purchased from various external suppliers. We believe that all of the raw materials for our technical products operations, except for certain specialty latex grades and specialty pulps, are readily available from several sources and that the loss of a single supplier would not cause a shutdown of our manufacturing operations.

Our technical products business acquires all of its specialized pulp requirements from two global suppliers and certain critical specialty latex grades from four suppliers. In general, these supply arrangements are covered by formal contracts, and represent multi-year business relationships that have historically been sufficient to meet our needs. We expect these relationships to continue to operate in a satisfactory manner in the future. In the event of an interruption of production at any one supplier, we believe that each of these suppliers individually would be able to satisfy our short-term requirements for specialized pulp or specialty latex. In the event of a long-term disruption in our supply of specialized pulp or specialty latex, we believe we would be able to substitute other pulp grades or other latex grades that would allow us to meet required product performance characteristics and incur only a limited disruption in our production. As a result, we do not believe that the substitution of such alternative pulp or latex grades would have a material effect on our operations.

*Fine Paper and Packaging.* Hardwood pulp is the primary raw material used to produce products of the fine paper and packaging business. Other significant raw material inputs in the production of fine paper and packaging products include softwood pulp, recycled fiber, cotton fiber, dyes and fillers. The fine paper and packaging business purchases all of its raw materials externally. We believe that all of the raw materials for our fine paper and packaging operations are readily available from several sources and that the loss of a single supplier would not cause a shutdown of our manufacturing operations.

### Working Capital

*Technical Products.* The technical products business maintains approximately 25 to 30 days of raw materials and supplies inventories to support its manufacturing operations and approximately 30 to 35 days of finished goods inventory to support customer orders for its products. Sales terms in the technical products business vary depending on the type of product sold and customer category. Extended credit terms of up to 120 days are offered to customers located in certain international markets. In general, sales are collected in approximately 45 to 55 days and supplier invoices are paid within 20 to 25 days.

*Fine Paper and Packaging.* The fine paper and packaging business maintains approximately 15 to 20 days of raw material inventories to support its paper making operations and about 60 to 65 days of finished goods inventory to fill customer orders. Fine paper and packaging sales terms range between 20 and 30 days with discounts of up to 2 percent for customer

payments, with discounts of 1 percent and 20-day terms used most often. Extended credit terms are offered to customers located in certain international markets. Supplier invoices are typically paid within 60 days.

## **Energy and Water**

The equipment used to manufacture the products of our technical products and fine paper and packaging businesses uses significant amounts of energy, primarily electricity, natural gas, oil and coal. We have the ability to generate substantially all of our electrical energy at the Munising mill and approximately 25 percent of the electrical energy at our mills in Appleton, Wisconsin and Bruckmühl, Germany. We also purchase electrical energy from external sources, including electricity generated from renewable sources.

Availability of energy is not expected to be a problem in the foreseeable future, but the purchase price of such energy can and likely will fluctuate significantly based on changes in demand and other factors.

An adequate supply of water is needed to manufacture our products. We believe that there is an adequate supply of water for this purpose at each of our manufacturing locations.

## **Research and Development**

Our technical products business maintains research and development laboratories in Feldkirchen-Westerham, Germany, Eerbeek, Netherlands, Munising, Michigan, and Pittsfield, Massachusetts to support its strategy of developing new products and technologies, and to support growth in its existing product lines and other strategically important markets. We also have a research and development laboratory in East Longmeadow, Massachusetts that supports both our technical products and fine paper and packaging businesses. We have continually invested in product research and development with spending of \$7.6 million in 2020, \$8.7 million in 2019, and \$9.2 million in 2018.

## **Intellectual Property**

We own more than 100 granted patents and have multiple pending patent applications in the United States, Canada, Europe and certain other countries covering digital transfer paper, abrasives and medical packaging, and other paper application and media processing. We also own more than 150 trademarks with registrations in approximately 80 countries. Our digital transfer patents have contributed to establishing the technical products business as a leading global supplier of digital transfer papers through our highly recognized JET-PRO®, JET-OPAQUE®, TECHNI-PRINT®, LASER-1-OPAQUE® and IMAGE CLIP® brands. We add even more depth and strength to our technical products portfolio with the well-recognized dye-sublimation JETCOL® brand, as well as our TEXCOL™ brand, which enables industrial transfer on natural substrates, supported by a pending patent, and our new FACECOL™ face mask media products. The KIMDURA® and MUNISING LP® trademarks have also made a significant contribution to the marketing of synthetic film and clean room papers for our technical products business.

For more than 100 years, Neenah's fine paper and packaging business has built its market leading reputation on creating and manufacturing trademarked brands for premium writing, text, cover, digital, packaging, and specialty needs. The Neenah signature portfolio includes innovative, market leading brands such as CLASSIC® (including CLASSIC CREST®, CLASSIC® Linen, CLASSIC® Laid, CLASSIC COLUMNS®, CLASSIC® Stipple, CLASSIC® Woodgrain, and CLASSIC® Techweave), ASTROBRIGHTS®, ENVIRONMENT®, ROYAL SUNDANCE®, SOUTHWORTH® and many more. Our fine paper and packaging business provides unique and sustainable packaging papers, as well as custom solutions for premium packaging needs. With brands that stand for quality and consistency, such as NEENAH® Folding Board, NEENAH® Box Wrap, ESTATE LABEL®, and NEENAH IMAGEMAX® Paper Card, our fine paper and packaging business enables leading brands to deliver on their promise. The business accordingly maintains a well-rounded and respected portfolio of brands that position Neenah as an industry leader, setting standards for quality, consistency, and dependability.

Neenah also has significant trademarks recognized in both the publishing and packaging markets, including SKIVERTEX® and KIVAR®.

The GESSNER® trademark similarly plays an important role in the marketing of Neenah's filtration product lines.

## Human Capital

Our vision is to be a company known for manufacturing growth, for our customers, end-users, shareholders, and employees. Our talent strategy focuses on accelerating growth for our global employees by fostering a culture of possibility and cultivating the right people in the right roles with the right skills at the right time. We're doing this by continually evolving how we attract, engage, grow and reward our people.

As of December 31, 2020, we had approximately 2,239 regular full-time employees of whom 906 hourly and 476 salaried employees were located in the United States and 509 hourly and 348 salaried employees were located in Europe.

Certain employees of Neenah Germany are eligible to be represented by the Mining, Chemicals and Energy Trade Union, Industriegewerkschaft Bergbau, Chemie and Energie (the "IG BCE"). The IG BCE and a national trade association representing all employers in the industry signed a collective bargaining agreement covering union employees of Neenah Germany that expires in September 2022. Under German law union membership is voluntary and does not need to be disclosed to the Company. As a result, the number of employees covered by a collective bargaining agreement cannot be determined. In Netherlands, most of our employees are eligible to be represented by the Christelijke Nationale Vakbond ("CNV") and the Federatie Nederlandse Vakvereniging ("FNV"). Under Netherlands law, union membership is voluntary and does not need to be disclosed to the Company.

As of December 31, 2020, 85 employees are covered under collective bargaining agreements that expire in the next 12 months, not including the employees covered by the collective bargaining arrangements with the CNV and FNV.

We believe we have satisfactory relations with our employees covered by collective bargaining agreements and do not expect the negotiation of new collective bargaining agreements to have a material effect on our results of operations or cash flows. See Note 11 of Notes to Consolidated Financial Statements, "Commitments, Contingencies, and Legal Matters — Employees and Labor Relations."

### *Safety*

"Safety Above All" is not just one of our company values, it is one of our strategic drivers. Our goal is to create a 100% safe work environment for our employees, and we are working towards this by focusing on three areas. First, we are deploying critical leadership behaviors and holding our leaders accountable to drive safety as a value. Second, we are expanding our risk assessment efforts to reduce injuries. Third, we are establishing global safety standards, by aligning our practices and procedures to ensure we are managing our efforts in a unified and consistent way.

### *COVID-19*

Our commitment to safety was evident throughout 2020. We developed our protocols and action plans in response to the COVID-19 pandemic to help support our employees around the globe who were deemed essential. Some of the key actions taken included the following:

- Providing all hourly employees with additional paid sick days;
- Encouraging and providing employees with the flexibility to work from home;
- Adjusting attendance and sick leave policies to encourage those who are symptomatic, sick or who have been exposed to others with COVID-19 or COVID-19 symptoms to stay home;
- Increasing sanitization and cleaning protocols across all locations;
- Conducting regular meetings to review the impacts of the COVID-19 pandemic, including ongoing updates to our health and safety protocols and procedures to address actual and suspected COVID-19 cases and potential exposures;
- Implementing temperature screening of employees and visitors at our manufacturing facilities;
- Establishing social distancing procedures for employees who need to be onsite;
- Providing additional cleaning supplies and personal protective equipment;
- Requiring employees to wear masks in all locations deemed necessary in accordance with local laws; and
- Prohibiting all domestic and international non-essential travel for all employees.

All our facilities manufacture products deemed essential to the critical infrastructure. As a result, during 2020 and currently, our production sites continue to operate during the COVID-19 pandemic.

### *Diversity, Equity and Inclusion*

We are committed to building and developing a diverse workforce and are proud to be an Equal Opportunity Employer. We encourage applications from veterans, minorities, women, and individuals with disabilities. We take pride in our policies that provide equal employment opportunities to all qualified applicants, without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, age, protected veteran or disabled status or genetic information. Neenah is also proud to establish Employee Resource Groups ("ERGs") to connect employees through shared identity or affinity. These groups are designed to provide networking opportunities for employees and create direct lines of communication between ERGs and leadership to address concerns, mitigate risks and solve problems.

### *Training and Development*

Growing is at the heart of everything we do. Our company cannot grow if our people are not growing. That is why we recently launched a refreshed, consistent and simplified approach to talent management. The platform is called grow@Neenah. It is a framework that helps us set objectives, create a culture of ongoing feedback, differentiate and reward individual performance and create global learning and development opportunities.

We also believe in recognizing our progress and celebrating success throughout our journey. We look for opportunities to identify our company values in action, reinforcing the behaviors we want people to display. When it comes to financial growth, we have harmonized our pay to be equitable based on each person's role in the organization. We are also migrating to an incentive model that allows for more meaningful reward opportunities based on individual contributions and company performance.

### *Total Rewards*

We aspire to be a different company, one that moves faster, thinks differently, and innovates in new ways. We know that our ideas contribute to a larger purpose. Through our efforts, distinctive user experiences are created across multiple categories and sectors. To create these possibilities and growth opportunities for our customers, end-users, and shareholders, we know that we must care for our employees' growth and well-being. To that end, we offer comprehensive benefits and well-being programs that support our employees' physical, financial, and emotional health and wellness. Our tools and resources include preventative services, fitness activities, counseling and educational resources, financial support as well as comprehensive medical, dental and vision coverage. We are committed to helping each employee feel their best so they can be their best.

## **Environmental, Health and Safety Matters**

Our operations are subject to federal, state and local laws, regulations and ordinances relating to various environmental, health and safety matters. We believe our operations are in compliance with, or we are taking actions designed to ensure compliance with, these laws, regulations and ordinances. However, the nature of our operations exposes us to the risk of claims concerning non-compliance with environmental, health and safety laws or standards, and there can be no assurance that material costs or liabilities will not be incurred in connection with those claims. Except for certain orders issued by environmental, health and safety regulatory agencies with which we believe we are in compliance and which we believe are immaterial to our financial condition, results of operations and liquidity, we are not currently named as a party in any judicial or administrative proceeding relating to environmental, health and safety matters.

Greenhouse gas ("GHG") emissions have increasingly become the subject of political and regulatory focus. Concern over potential climate change, including global warming, has led to legislative and regulatory initiatives directed at limiting GHG emissions. In addition to certain federal proposals in the United States to regulate GHG emissions, Germany, the United Kingdom ("U.K.") and all the states in which we operate are currently considering GHG legislation or regulations, either individually and/or as part of regional initiatives. While not all such proposals will become law, it is likely that additional climate change related mandates will be forthcoming, and it is expected that they may adversely impact our costs by increasing energy costs and raw material prices, requiring operational or equipment modifications to reduce emissions and creating costs to comply with regulations or to mitigate the financial consequences of such compliance.

As a company, we work to minimize the amount of fresh water we use at our manufacturing facilities, and to recycle water within a facility as much as practically possible, all while maintaining stringent quality requirements. Due to the high quality achieved through efficient water treatment systems, our mills have the unique opportunity of being able to recycle and reuse fully treated effluent back into our process to minimize fresh water draws. Furthermore, our processes are designed to return the water used in manufacturing at a quality level that does not negatively impact the receiving environment.

While we have incurred in the past several years, and will continue to incur, capital and operating expenditures in order to comply with environmental, health and safety laws, regulations and ordinances, we believe that our future cost of compliance with environmental, health and safety laws, regulations and ordinances, and our exposure to liability for environmental, health and safety claims will not have a material effect on our financial condition, results of operations or liquidity. However, future events, such as changes in existing laws and regulations, new legislation to limit GHG emissions or contamination of sites owned, operated or used for waste disposal by us (including currently unknown contamination and contamination caused by prior owners and operators of such sites or other waste generators) may give rise to additional costs which could have a material effect on our financial condition, results of operations or liquidity.

Our anticipated capital expenditures for environmental projects are not expected to have a material effect on our financial condition, results of operations or liquidity.

## **Company Structure**

Our corporate structure consists of Neenah, Inc. and the following direct wholly-owned subsidiaries.

Neenah, Inc. is a Delaware corporation that holds our trademarks and patents related to all of our U.S. businesses (except Neenah Paper FVC, LLC), all of our U.S. fine paper and packaging inventory, the real estate, mills and manufacturing assets associated with our fine paper and packaging operations in Neenah and Whiting, Wisconsin and all of the equity in our subsidiaries listed below.

Neenah Paper Michigan, Inc. is a Delaware corporation and a wholly-owned subsidiary of Neenah, Inc. that owns the real estate, mill and manufacturing assets associated with our U.S. technical products business in Munising, Michigan.

Neenah Paper FVC, LLC is a Delaware limited liability company and wholly-owned subsidiary of Neenah, Inc. that owns all of the equity of Neenah Paper FR, LLC ("Neenah Paper FR"). Neenah Paper FR is a Delaware limited liability company that owns the real estate, mill and certain manufacturing assets associated with our filtration operation in Appleton, Wisconsin and leases the real estate and owns the manufacturing assets associated with our fine paper and packaging operations in Great Barrington, Massachusetts.

Neenah Paper International Holding Company, LLC is a Delaware limited liability company and wholly-owned subsidiary of Neenah, Inc. that owns all of the equity of Neenah Paper International, LLC ("NP International"). NP International is a Delaware limited liability company that owns all of the equity of Neenah Germany GmbH and in conjunction with Neenah Germany GmbH all of the equity of Neenah Services GmbH & Co. KG.

NPCC Holding Company LLC is a Delaware limited liability company and wholly-owned subsidiary of Neenah, Inc. that owns all of the equity of Neenah Paper Company of Canada ("Neenah Canada"). Neenah Canada is a Nova Scotia unlimited liability corporation that holds certain post-employment liabilities of our former Canadian operations.

Neenah Filtration, LLC is a Delaware limited liability company and wholly-owned subsidiary of Neenah, Inc. that owns all of the equity of Neenah Technical Materials, Inc. ("NTM") and Neenah Filtration Appleton, LLC ("NFA"). NTM is a Massachusetts corporation that owns all of the real estate, mills and manufacturing assets associated with our technical materials business in Pittsfield, Massachusetts. NFA is a Delaware limited liability company that owns certain assets associated with our filtration business in Appleton, Wisconsin.

Neenah FMK Holdings, LLC is a Delaware limited liability company and a wholly-owned subsidiary of Neenah, Inc. that owns all of the equity of ASP FiberMark, LLC ("ASP FiberMark"). ASP FiberMark is a Delaware limited liability company that owns all of the equity of Neenah Northeast, LLC ("NNE") and Neenah International UK Limited ("Neenah UK"). NNE is a Delaware limited liability company that owns certain real estate, mills and manufacturing assets associated with our fine paper and packaging business and technical products business located in Quakertown, Pennsylvania, and Brownville and Lowville, New York. Neenah UK is a United Kingdom limited company that owns all of the equity of Neenah Red Bridge International Limited ("Neenah Red Bridge"). Neenah Red Bridge is a United Kingdom corporation



that owns all of the real estate, manufacturing assets and inventory associated with our technical products business in Bolton, England.

Neenah Global Holdings B.V. is a private company with limited liability organized under the laws of the Netherlands and a wholly-owned subsidiary of Neenah, Inc. that owns all of the equity of Neenah Coldenhove Holding B.V. ("Coldenhove Holding"). Coldenhove Holding is a private company with limited liability organized under the laws of the Netherlands that owns all of the equity of Neenah Coldenhove B.V. ("Neenah Coldenhove") and Coldenhove Know How B.V. ("Coldenhove Know How"). Neenah Coldenhove is a private company with limited liability organized under the laws of the Netherlands that owns substantially all of the real estate, manufacturing assets and inventory associated with our technical products business in Eerbeek, Netherlands. Coldenhove Know How is a private company with limited liability organized under the laws of the Netherlands that owns substantially all of the intellectual property associated with our technical products business in Eerbeek, Netherlands.

Neenah Hong Kong Limited ("Neenah Hong Kong") is a limited liability company organized under the laws of Hong Kong and a wholly-owned subsidiary of Neenah, Inc. Neenah Hong Kong provides certain sales and marketing services to Neenah, Inc. and its affiliated entities and facilitates the financing of our international operations.

Neenah Paper International Finance Company B.V. ("Finco") is a private company with limited liability organized under the laws of the Netherlands and a wholly-owned subsidiary of Neenah, Inc. Finco does not currently have any operations or own any assets.

#### **AVAILABLE INFORMATION**

We are subject to the reporting requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934. As such, we file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission ("SEC"). Our SEC filings are available to the public on the SEC's web site at [www.sec.gov](http://www.sec.gov). You may also read and copy any document we file at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our common stock is traded on the New York Stock Exchange under the symbol "NP". You may inspect the reports, proxy statements and other information concerning us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

Our web site is [www.neenah.com](http://www.neenah.com). Information on our web site is not incorporated by reference in this document. Our reports on Form 10-K, Form 10-Q and Form 8-K, as well as amendments to those reports, are and will be available free of charge on our web site as soon as reasonably practicable after we file or furnish such reports with the SEC. In addition, you may request a copy of any of these reports (excluding exhibits) at no cost upon written request to us at: Investor Relations, Neenah, Inc., 3460 Preston Ridge Road, Suite 600, Alpharetta, Georgia 30005.

#### **Item 1A. Risk Factors**

*You should carefully consider each of the following risks and all of the other information contained in this Annual Report on Form 10-K. Some of the risks described below relate principally to our business and the industry in which we operate, while others relate principally to our indebtedness. The remaining risks relate principally to the securities markets generally and ownership of our common stock.*

*Our business, financial condition, results of operations or liquidity could be materially affected by any of these risks, and, as a result, the trading price of our common stock could decline. The risks described below are not the only ones we face. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations.*

## Risks Related to Our Business and Industry

***Our financial condition and results of operations have been and are expected to continue to be adversely affected by the recent coronavirus pandemic.***

A novel strain of coronavirus, COVID-19, was first identified in Wuhan, China in December 2019, and subsequently declared a pandemic by the World Health Organization. The pandemic and measures taken to contain or mitigate the pandemic have caused, and are continuing to cause, business slowdown or shutdown in affected areas and significant disruption in the financial markets both globally and in the U.S., which has led to a decline in discretionary spending by consumers, which in turn has adversely impacted our business, sales, financial condition and results of operations beginning in the second quarter of 2020. We cannot predict the degree to, or the time period over, which our sales and operations will continue to be affected by this pandemic and preventive measures.

COVID-19 and measures to prevent its spread, including imposition of quarantines and prolonged closures of manufacturing facilities and retail stores, may impact our business in a number of ways. These impacts are expected to include an adverse effect from significantly reduced global economic activity and resulting demand for our products and our customers' products and, therefore, the products we manufacture. They could also adversely affect our ability to operate our business, including potential disruptions to our supply chain and workforce.

COVID-19 may continue to have a material adverse impact on our business operations and our financial results, including our net sales, earnings and cash flows in the upcoming quarters. We expect the ultimate significance of the impact of these disruptions, including the extent of their adverse impact on our financial results, will be determined by the length of time that such disruptions continue, which will, in turn, depend on the duration of COVID-19 and the impact of governmental regulations or guidelines in response to the pandemic. Although all of our global manufacturing facilities are currently operational and have been designated by governmental authorities as an "essential business", in the future they may be required to curtail or cease production in response to the spread of COVID-19, either in response to changing governmental orders or labor availability. In addition, our customers, distribution partners, service providers or suppliers may experience operational challenges, financial distress, file for bankruptcy protection, go out of business or suffer disruptions in their business due to COVID-19 which would have a material negative impact on our business.

The spread of COVID-19 and the requirements to take action to help limit the spread of the illness, have impacted our ability to carry out our business as usual and materially adversely impacted global economic conditions, our business, results of operations, cash flows and financial condition. Even in those regions where we are beginning to experience business recovery, should those regions fail to fully contain COVID-19 or suffer a COVID-19 relapse, those markets may not recover as quickly or at all, which could have a material adverse effect on our business and results of operations.

To the extent COVID-19 adversely affects our business, results of operations and financial condition, it may also have the effect of heightening many of the other risks described in this section.

***Our business will suffer if we are unable to effectively respond to decreased demand for some of our products due to conditions in the global economy, secular pressures in some markets or consumer preferences.***

We have experienced and may experience in the future decreased demand for some of our products due to slowing or negative global economic growth, uncertainty in credit markets, declining consumer and business confidence or preferences, fluctuating commodity prices, increased unemployment and other challenges affecting the global economy. Parts of our fine paper and packaging business are subject to electronic substitution and, for fine paper products in particular, are in secular decline. Our efforts to offset these declines with new fine paper and packaging products and growth in existing fine paper and office products categories are not certain to fully offset the market declines, and an evaluation of the scope of our manufacturing footprint may be required in the future. In addition, our customers may experience deterioration of their businesses, cash flow shortages, and difficulty obtaining financing. If we are unable to implement business strategies to effectively respond to decreased demand for our products, our financial position, cash flows and results of operations would be adversely affected.

***Changes in international geopolitical and macro economic conditions generally, and particularly in Germany, could adversely affect our business and results of operations. Fluctuations in the prices of and the demand for products could result in reduced profits and sales.***

Our operating results and business prospects could be adversely affected by risks related to the countries outside the United States in which we have manufacturing facilities or sell our products, including Germany, the Eurozone and the U.K. Downturns in economic activity, adverse tax consequences, fluctuations in the value of local currency versus the U.S. dollar, or any change in social, political, macro economic or labor conditions in any of these countries or regions could negatively affect our financial results.

Historically, economic and market shifts, and fluctuations in capacity have created cyclical changes in prices, sales volume and gross profits for products in the paper, packaging and related industries. The length and magnitude of industry cycles have varied over time and by product, but generally reflect changes in macroeconomic conditions and levels of industry capacity. The overall levels of demand for many of our products reflect fluctuations in levels of end-user demand, which depend in large part on general macroeconomic conditions in North America and regional economic conditions in our markets (including Europe, Asia, and Central and South America), as well as foreign currency exchange rates. The foregoing factors could materially and adversely impact our sales, cash flows, profitability and results of operations.

Additionally, changes to the United States' participation in, withdrawal out of, renegotiation of certain international trade agreements or other major trade related issues including the non-renewal of expiring favorable tariffs granted to developing countries, tariff quotas, and retaliatory tariffs (including, but not limited to, the current United States' tariffs on China and China's retaliatory tariffs on certain products from the United States), trade sanctions, new or onerous trade restrictions, embargoes and other stringent government controls could have a material adverse effect on our business, results of operations and financial condition.

***The availability of and prices for raw materials, energy and transportation services will significantly impact our business.***

We purchase a substantial portion of the raw materials, energy, transportation and distribution services (primarily over-the-road freight) and other inputs necessary to produce our products on the open market, and, as a result, the price and other terms of those purchases are subject to change based on factors such as worldwide supply and demand and government regulation. We do not have significant influence over our raw material, energy or transportation prices and our ability to pass increases in those costs along to our customers through selling price increases may be challenged. We have experienced and may experience in the future significant raw material, energy, transportation and other input cost increases and we may not be able to fully recover these incremental costs through selling price increases or our pricing actions may lag behind due to contractual quarterly adjusters or annual renewals. In addition, we may not be able to recoup other cost increases we may experience, such as those resulting from inflation or from increases in wages or salaries, health care, pension or other employee benefits costs, insurance costs and other costs.

Our technical products business acquires certain of its specialized pulp requirements from two global suppliers and certain critical specialty latex grades from a limited number of suppliers. In general, these supply arrangements are covered by formal contracts and represent multi-year business relationships that have historically been sufficient to meet our needs. We expect these relationships to continue to operate in a satisfactory manner in the future. In the event of an interruption of production at any one supplier, we believe that each of these suppliers individually would be able to satisfy our short-term requirements for specialized pulp or specialty latex. In the event of a long-term disruption in our supply of specialized pulp or specialty latex, we believe we would be able to substitute other pulp grades or other latex grades that would allow us to meet required product performance characteristics and incur only a limited disruption in our production.

Our fine paper and packaging business acquires a substantial majority of the cotton fiber used in the production of certain branded bond paper products pursuant to annual agreements with two North American producers. The balance of our cotton fiber requirements are acquired through spot market purchases from a variety of other producers. We believe that a partial or total disruption in the production of cotton fibers at our two primary suppliers would increase our reliance on spot market purchases with a likely corresponding increase in cost.

***Our operating results are likely to fluctuate.***

Our operating results are subject to substantial quarterly and annual fluctuations due to a number of factors, many of which are beyond our control. Operating results could be adversely affected by general economic conditions causing a downturn in the market for paper products. Additional factors that could affect our results include, among others, changes in the market price of pulp, other raw materials and distribution/transportation services, the effects of competitive pricing pressures, production capacity levels and manufacturing yields, availability and cost of products from our suppliers, the gain or loss of significant customers, our ability to develop, introduce and market new products and technologies on a



timely basis, changes in the mix of products produced and sold, seasonal customer demand, the relative strength of the Euro versus the U.S. dollar, increasing interest rates and environmental costs. The timing and effect of the foregoing factors are difficult to predict, and these or other factors could materially adversely affect our quarterly or annual operating results.

***We face many competitors, several of which have greater financial and other resources.***

We face competition in each of our business segments from companies that produce the same type of products that we produce or that produce lower priced alternative products that customers may use instead of our products. Some of our competitors have greater financial, sales and marketing, or research and development resources than we do. Greater financial resources and product development capabilities may also allow our competitors to respond more quickly to new opportunities or changes in customer requirements.

***Our businesses are significantly dependent on sales to their largest customers.***

Sales to the largest customer of the fine paper and packaging business represented approximately 18 percent of its total sales in 2020. Sales to the technical products business's largest customer represented approximately 15 percent of total sales for the segment in 2020. A significant loss of business from any of our major fine paper and packaging or technical products customers could have a material adverse effect on our financial condition, results of operations and liquidity. We are also subject to credit risk associated with our customer concentration. If one or more of our largest fine paper and packaging or technical products customers were to become bankrupt, insolvent or otherwise were unable to pay for services provided, we may incur significant write-offs of accounts receivable.

***We cannot be certain that our tax planning strategies will be effective and that our research and development tax credits and net operating losses will continue to be available.***

As of December 31, 2020, we had \$28.2 million of U.S. federal and \$7.4 million of U.S. state research and development tax credits ("R&D Credits") which, if not used, will expire between 2028 and 2040 for the U.S. federal R&D Credits and between 2021 and 2035 for the state R&D Credits. The availability of state net operating losses (NOLs) and federal or state tax credits to offset taxable income and income tax, respectively, could also be substantially reduced if we were to undergo an "ownership change" as defined within certain federal and state tax codes.

We are continuously undergoing examination by the Internal Revenue Service (the "IRS") as well as taxing authorities in various state and foreign jurisdictions in which we operate. The IRS and other taxing authorities routinely challenge certain deductions and credits reported on our income tax returns. On December 1, 2020, we received notice from the IRS that they will conduct an audit of tax year 2018 in the upcoming year.

In accordance with Accounting Standards Codification ("ASC") Topic 740, *Income Taxes* ("ASC Topic 740"), as of December 31, 2020, we have recorded a liability of \$8.0 million for uncertain tax positions where we believe it is "more likely than not" that the tax benefit reported on our income tax returns will not be realized. There can be no assurance, however, that the actual amount of unrealized deductions will not exceed the amounts we have recognized for uncertain tax positions.

***We have significant obligations for pension and other postretirement benefits.***

We have significant obligations for pension and other postretirement benefits which could require future funding beyond that which we have funded in the past or which we currently anticipate. At December 31, 2020, our projected pension benefit obligations were \$531.5 million and exceeded the fair value of pension plan assets by \$67.1 million. In 2020, we made total contributions to qualified pension trusts of \$4.2 million. In addition, during 2020 we paid pension benefits for unfunded qualified, insurance backed and supplemental retirement plans of \$2.6 million. At December 31, 2020, our projected other postretirement benefit obligations were \$39.8 million. No assets have been set aside to satisfy our other postretirement benefit obligations. In 2020, we made payments for postretirement benefits other than pensions of \$4.7 million. A material increase in funding requirements or benefit payments could have a material effect on our cash flows.

***We may be required to pay material amounts under multiemployer pension plans.***

Historically, we have contributed to the PACE Industry Union-Management Pension Fund (the "PIUMPF"), a multiemployer pension plan. The amount of our annual contributions to the PIUMPF was negotiated with the plan and the bargaining unit representing our employees covered by the plan. The PIUMPF was certified to be in "critical status" for the plan year beginning January 1, 2010, and continued to be in critical status for the plan year beginning January 1, 2018.

Effective July 1, 2018, the Company and representatives of the United Steelworkers Union (the "USW") of the Lowville mill initiated actions to withdraw from the PIUMPF. As a result, the Company recorded an estimated withdrawal liability of \$1.0 million, which assumed payment of \$0.1 million per year over 20 years, discounted at a credit adjusted risk-free rate of 5.7%. In October 2019, the Company received a billing from PIUMPF for the withdrawal liability, which confirmed the \$1.0 million liability, and the Company began making monthly payments. Further withdrawals by other contributing employers could cause a "mass withdrawal" from, or effectively a termination of, the PIUMPF which could increase the Company's withdrawal liability. See Note 7, "Pension and Other Postretirement Benefits" for further discussion.

***Labor interruptions would adversely affect our business.***

Except for our Pittsfield, Massachusetts, Brownville, New York and Quakertown, Pennsylvania manufacturing facilities which are non-union, substantially all of our hourly employees are unionized. In addition, some key customers and suppliers are also unionized. Strikes, lockouts or other work stoppages or slowdowns involving our unionized employees, and/or those of our suppliers and customers, could have a material effect on us.

***If we are unable to continue to implement our business strategies, our financial condition and operating results could be materially affected.***

Our future operating results will depend, in part, on the extent to which we can successfully implement our business strategies, including expansion and growth of our technical products (filtration and performance materials) and packaging businesses in a cost effective manner. Additionally, a slower than anticipated ramp-up of our filtration asset in Appleton, Wisconsin due to the pace of certification of products by our customers could cause our results to be lower than expected in the future. Our strategies are subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. If we are unable to successfully implement our business strategies, our business, financial condition and operating results could be materially adversely affected.

***We may not successfully integrate acquisitions and may be unable to achieve anticipated cost savings or other synergies.***

The integration of the operations of acquired companies involves a number of risks and presents financial, managerial, legal and operational challenges. We may have difficulty, and may incur unanticipated expenses related to, integrating information systems, financial reporting activities, and integrating and retaining management and personnel from acquired companies. We may not be able to achieve anticipated cost savings or commercial or growth synergies, for a number of reasons, including contractual constraints and obligations or an inability to take advantage of expected commercial opportunities, increased operating efficiencies or commercial expansion of key technologies. Failure to successfully integrate acquired companies may have an adverse effect on our business, financial condition, results of operations, and cash flows.

***We may not be able to adequately protect our intellectual property and proprietary rights, which could harm our future success and competitive position.***

Our future success and competitive position also depends, in part, upon our ability to obtain and maintain protection for our intellectual property and proprietary rights. Failure to protect our existing intellectual property rights may result in the loss of valuable technologies or may require us to license other companies' intellectual property rights. It is possible that any of our patents may be invalidated, rendered unenforceable, circumvented, challenged or licensed to others or any of our pending or future patent applications may not be issued within the scope of the claims sought by us, if at all. Further, others may develop technologies that are similar or superior to our technologies, duplicate our technologies or design around our patents, and steps taken by us to protect our technologies may not prevent misappropriation of such technologies.

***Future dividends on our common stock may be restricted or eliminated.***

Dividends are declared at the discretion of our Board of Directors, and future dividends will depend on our future earnings, cash flow, financial requirements and other factors. Our ability to pay cash dividends on our common stock is limited under the terms of our credit agreements. Under the most restrictive terms of our credit agreements, our ability to pay cash dividends on our common stock is limited, as described under "Risks Relating to Our Indebtedness." There can be no assurance that we will continue to pay dividends in the future.

***We may be required to record a charge to our earnings if our goodwill or intangible assets become impaired.***

As of December 31, 2020, we had goodwill of \$87.4 million and other intangible assets of \$62.6 million. Goodwill and other intangible assets are recorded at fair value on the date of acquisition. In accordance with applicable accounting

guidance, we review goodwill and other indefinite-lived intangible assets at least annually for impairment, and long-lived intangible assets when facts and circumstances warrant an impairment review. Impairment may result from, among other things, deterioration in performance, adverse market conditions, acceleration of the secular decline in fine paper and office products or a lack of success in our efforts to offset these declines with new fine paper and packaging products, which could lead to a reduction in the size of our manufacturing footprint, adverse changes in applicable laws or regulations, and a variety of other factors. The amount of any non-cash impairment would be recognized immediately through our consolidated statement of operations. Any future goodwill or other intangible asset impairment could have a material adverse effect on our results of operations and financial position.

***If we have a catastrophic loss or unforeseen or recurring operational problems at any of our facilities, we could suffer significant lost production and/or cost increases.***

Our technical products and fine paper and packaging businesses may suffer catastrophic loss due to fire, flood, terrorism, mechanical failure, or other natural or man-made events. If any of our facilities were to experience a catastrophic loss, it could disrupt our operations, delay production, delay or reduce shipments, reduce revenue, and result in significant expenses to repair or replace the facility. These expenses and losses may not be adequately covered by property or business interruption insurance. Even if covered by insurance, our inability to deliver our products to customers, even on a short-term basis, may cause us to lose market share on a more permanent basis.

***Fluctuations in currency exchange rates could adversely affect our results.***

Our German and Dutch technical products business incurs most of its costs and sells most of its production in Europe and, therefore, its operations and cash flows are not materially affected by changes in the exchange rate of the Euro relative to the U.S. dollar. Changes in the Euro exchange rate relative to the U.S. dollar will, however, have an effect on our balance sheet and reported results of operations. See Item 7A, "Quantitative and Qualitative Disclosures About Market Risk — Foreign Currency Risk."

In addition, because we transact business in other foreign countries, some of our revenues and expenses are denominated in a currency other than the local currency of our operations. As a result, changes in exchange rates between the currency in which the transaction is denominated and the local currency of our operations into which the transaction is being recorded can impact the amount of local currency recorded for such transaction. This can result in more or less local currency revenues or costs related to such transaction, and thus have an effect on our reported sales and income before income taxes.

***Our activities are subject to extensive government regulation, which could increase our costs, cause us to incur liabilities and adversely affect the manufacturing and marketing of our products.***

Our operations are subject to federal, state and local laws, regulations and ordinances in the United States, the U.K., Germany, the Netherlands and elsewhere in the world relating to various environmental, health and safety matters. The nature of our operations requires that we invest capital and incur operating costs to comply with those laws, regulations and ordinances and exposes us to the risk of claims concerning non-compliance with environmental, health and safety laws or standards. There is no assurance that significant additional expenditures will not be required to maintain compliance with, or satisfy potential claims arising from, such laws, regulations and ordinances. Future events, such as changes in existing laws and regulations or contamination of sites owned, operated or used for waste disposal by us (including currently unknown contamination and contamination caused by prior owners and operators of such sites or other waste generators) may give rise to additional costs that could require significantly higher capital expenditures and operating costs, which would reduce the funds otherwise available for operations, capital expenditures, future business opportunities or other purposes.

Additionally, in the U.S., portions of the Moving Ahead for Progress in the 21st Century Act ("MAP-21", primarily, the electronic logging device (ELD) rules under MAP-21) have reduced levels of capacity in the over-the-road freight sector which continue to have an adverse impact on our business. The current operating environment in the over-the-road freight and transportation sector resulting from fluctuating fuel costs, industry-specific regulations (such as hours-of-service and ELD rules), a shortage of qualified drivers, and other economic factors are causing a tightening of capacity and an increase in prices charged to shippers, such as us, in the over-the-road transportation and distribution sector generally, and in our carrier networks specifically, which continue to have an adverse impact on our business.

***We are subject to risks associated with possible climate change legislation and various cost and manufacturing issues associated with such legislation.***

GHG emissions have increasingly become the subject of political and regulatory focus. Concern over potential climate change, including global warming, has led to legislative and regulatory initiatives directed at limiting GHG emissions. In addition to certain proposals to regulate GHG emissions in the United States, Germany, the U.K. and all the states in which we operate are currently considering GHG legislation or regulations, either individually and/or as part of regional initiatives. While not all are likely to become law, additional climate change related mandates will likely be forthcoming, and it is expected that they may adversely impact our costs by increasing energy costs and raw material prices, requiring operational or equipment modifications to reduce emissions and creating costs to comply with regulations or to mitigate the financial consequences of compliance.

Any failure to comply with applicable environmental laws, regulations or permit requirements may result in civil or criminal fines or penalties or enforcement actions. These may include regulatory or judicial orders enjoining or curtailing operations or requiring corrective measures, installing pollution control equipment or remedial actions, any of which could involve significant expenditures. Future development of such laws and regulations may require capital expenditures to ensure compliance. We may discover currently unknown environmental problems or conditions in relation to our past or present operations, or we may face unforeseen environmental liabilities in the future. These conditions and liabilities may require site remediation or other costs to maintain compliance or correct violations of environmental laws and regulations; or result in governmental or private claims for damage to person, property or the environment, any of which could have a material adverse effect on our financial condition and results of operations.

### **Risks Relating to Our Indebtedness**

#### ***We may not be able to fund our future capital requirements internally or obtain third-party financing.***

We may be required or choose to obtain additional debt or equity financing to meet our future working capital requirements, as well as to fund capital expenditures and acquisitions. To the extent we must obtain financing from external sources to fund our capital requirements, we cannot guarantee financing will be available on favorable terms, if at all. For example, during periods of volatile credit markets, there is a risk that lenders, even those with strong balance sheets and sound lending practices, could fail or refuse to honor their credit commitments and obligations, including, but not limited to, extending credit up to the maximum permitted by a credit facility and otherwise accessing capital and/or honoring loan commitments. If our lenders are unable to fund borrowings under their loan commitments or we are unable to borrow, it could be difficult to replace such loan commitments on similar terms or at all. If adequate funds are not available on acceptable terms, we may be unable to meet our future working capital requirements or fund capital expenditures and acquisitions, any of which could negatively affect our business. As of December 31, 2020, we have required debt payments of \$4.9 million during the year ending December 31, 2021.

#### ***We may not be able to generate sufficient cash flow to meet our debt obligations.***

Our ability to make scheduled payments or to refinance our debt and other liabilities will depend on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and to certain financial, business and other factors beyond our control. If our cash flow and capital resources are insufficient to fund our debt obligations and other liabilities, we could face substantial liquidity problems and may be forced to reduce or delay scheduled expansions and capital expenditures, sell material assets or operations, obtain additional capital or restructure our debt. There can be no assurance that our operating performance, cash flow and capital resources will be sufficient to repay our debt in the future. In the event that we are required to dispose of material assets or operations or restructure our debt to meet our debt and other obligations, there can be no assurances as to the terms or timing of any such transaction.

If we cannot make scheduled payments on our debt, we will be in default and, as a result:

- our debt holders could declare all outstanding principal and interest to be due and payable;
- our senior secured lenders could terminate their commitments and commence foreclosure proceedings against our assets; and
- we could be forced into bankruptcy or liquidation.

If our operating performance declines in the future or we breach our covenants under our credit agreements, we may need to obtain waivers from the lenders to avoid being in default. We may not be able to obtain these waivers. If this occurs, we would be in default under our credit agreements.



***We have significant indebtedness which subjects us to restrictive covenants relating to the operation of our business.***

As of December 31, 2020, we had \$199 million of debt under our Term B Facility, no revolving credit borrowings and \$5 million of project financing outstanding. In addition, availability under our Global Revolving Credit Facility was approximately \$139 million. Our leverage could have important consequences. For example, it could:

- make it difficult for us to satisfy our financial obligations, including making scheduled principal and interest payments on the Term Loan B and our other indebtedness;
- place us at a disadvantage to our competitors;
- require us to dedicate a substantial portion of our cash flow from operations to service payments on our indebtedness, thereby reducing funds available for other purposes;
- increase our vulnerability to a downturn in general economic conditions or the industry in which we operate;
- limit our ability to obtain additional financing for working capital, capital expenditures, acquisitions and general corporate and other purposes; and
- limit our ability to plan for and react to changes in our business and the industry in which we operate.

The terms of our indebtedness, contain covenants restricting our ability to, among other things, incur certain additional debt, incur or create certain liens, make specified restricted payments, pay dividends, authorize or issue capital stock, enter into transactions with our affiliates, consolidate or merge with or acquire another business, sell certain of our assets or liquidate, dissolve or wind-up our Company. Under the terms of our Fourth Amended and Restated Credit Agreement, we are permitted to pay cash dividends on or repurchase shares of our common stock, and to make voluntary prepayments or redemptions of certain indebtedness, without limitation, as long as the sum of the aggregate revolving credit availability under our Fourth Amended and Restated Credit Agreement as then in effect, plus (subject to certain limitations) any excess of our aggregate borrowing base over our aggregate revolving credit facility commitment, or our “specified excess availability” (on a pro forma basis after giving effect to such dividend, repurchase or voluntary prepayment/redemption), equals or exceeds the greater of (i) \$20 million and (ii) 12.5 percent of the maximum aggregate commitments under our Global Revolving Credit Facility as then in effect. If our specified excess availability, on a pro forma basis, is less than the applicable threshold, then such cash dividends are limited to no more than \$45 million in any 12 consecutive months, such share repurchases are limited to no more than \$25 million in any fiscal year, and voluntary prepayments or redemptions of such indebtedness are prohibited. Refer to Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources" for the current limitations on our ability to pay dividends on or repurchase shares of our common stock.

In addition, if the specified excess availability under our Global Revolving Credit Facility is less than the greater of (i) \$20 million and (ii) 12.5 percent of the maximum aggregate commitments under our Global Revolving Credit Facility as then in effect, we will be subject to increased reporting obligations and controls until such time as availability is more than the greater of (a) \$25 million and (b) 17.5 percent of the maximum aggregate commitments under our Global Revolving Credit Facility as then in effect for at least 60 consecutive days and no default or event of default has occurred or is continuing during such 60-day period.

If specified excess availability under our Global Revolving Credit Facility is less than the greater of (i) \$15 million and (ii) 10 percent of the maximum aggregate commitments under our Global Revolving Credit Facility as then in effect, we are required to comply with a fixed charge coverage ratio (as defined in our bank credit agreement) of not less than 1.1 to 1.0 for the preceding four-quarter period, tested as of the end of each quarter. Such compliance, once required, would no longer be necessary once (x) specified excess availability under our Global Revolving Credit Facility exceeds the greater of (i) 17.5 percent of the aggregate commitment for our Global Revolving Credit Facility as then in effect and (ii) \$25 million for 60 consecutive days and (y) no default or event of default has occurred and is continuing during such 60-day period. As of December 31, 2020, specified excess availability under our revolving credit facility exceeded the minimum required amount, and we are not required to comply with such fixed charge coverage ratio.

Subject to certain exceptions, our Term Loan Credit Agreement contains provisions requiring mandatory prepayment of the term loan obligations from (a) net cash proceeds from non-ordinary course sales or other dispositions of assets, (b) net cash proceeds from the issuances of debt by the Company and its subsidiaries, and (c) the Excess Cash Flow of the Company and its subsidiaries. Under the terms of the Term Loan Credit Agreement, mandatory prepayments of the Term B Facility may not be reborrowed, thereby reducing funds available for other purposes. For more information on our liquidity, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources."

***Changes in interest rates or the phaseout of LIBOR may significantly increase our borrowing costs.***

Our Global Revolving Credit Facility and Term B Facility accrue interest at variable rates. As of December 31, 2020, we had no borrowings outstanding under our Global Revolving Credit Facility which matures on December 10, 2023 and \$199 million of term loan borrowings which mature on June 30, 2027. We may reduce our exposure to rising interest rates by entering into interest rate hedging arrangements, although those arrangements may result in us incurring higher interest expenses than we would incur without the arrangements. If interest rates increase in the absence of such arrangements, we will need to dedicate more of our cash flow from operations to make payments on our debt. In addition, the variable interest rates on our Global Revolving Credit Facility and Term B Loan are based on LIBOR as a benchmark. LIBOR is the subject of national, international and other regulatory guidance and proposals for reform. In 2017, the United Kingdom's Financial Conduct Authority the "FCA"), which regulates LIBOR, announced that it intends to phase out LIBOR. On November 30, 2020 the administrator of LIBOR, with the support of the United States Federal Reserve and the FCA, announced plans to consult on ceasing publication of LIBOR on December 31, 2021 for only the one week and two month LIBOR tenors, and on June 30, 2023 for all other LIBOR tenors. While this announcement extends the transition period to June 2023, the United States Federal Reserve concurrently issued a statement advising banks to stop new LIBOR issuances by the end of 2021. In light of these recent announcements, the future of LIBOR at this time is uncertain and any changes in the methods by which LIBOR is determined or regulatory activity related to LIBOR's phaseout could cause LIBOR to perform differently than in the past or cease to exist. The consequences of these developments cannot be entirely predicted, but could include an increase in the cost of our variable rate borrowings.

***Our failure to comply with the covenants contained in our Credit Agreements could result in an event of default that could cause acceleration of our indebtedness.***

Our failure to comply with the covenants and other requirements contained in the credit agreements or our other debt instruments could cause an event of default under the relevant debt instrument. The occurrence of an event of default could trigger a default under our other debt instruments, prohibit us from accessing additional borrowings and permit the holders of the defaulted debt to declare amounts outstanding with respect to that debt to be immediately due and payable. Our assets or cash flows may not be sufficient to fully repay borrowings under our outstanding debt instruments, and we may be unable to refinance or restructure the payments on indebtedness on favorable terms, or at all.

***Despite our indebtedness levels, we and our subsidiaries may be able to incur substantially more indebtedness, which may increase the risks created by our substantial indebtedness.***

Because the terms of our credit agreements do not fully prohibit us or our subsidiaries from incurring additional indebtedness, we and our subsidiaries may be able to incur substantial additional indebtedness in the future, some of which may be secured. If we or any of our subsidiaries incur additional indebtedness, the related risks that we and they face may intensify.

***Our credit agreements are secured by a majority of our assets.***

Our principal credit agreements are secured by a majority of our assets. Availability under our Global Revolving Credit Facility will fluctuate over time depending on the value of our inventory, receivables and various capital assets. An extended work stoppage or decline in sales volumes would result in a decrease in the value of the assets securing the Global Revolving Credit Facility. A reduction in availability under the Global Revolving Credit Facility could have a material effect on our liquidity.

***Changes in credit ratings issued by nationally recognized statistical rating organizations could adversely affect our cost of financing and have an adverse effect on the market price of our securities.***

There can be no assurance that any rating assigned by the rating agencies will remain in effect for any given period of time or that a rating will not be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future borrowing costs and reduce our access to capital, which could have a material adverse impact on our financial condition and results of operations.

***We depend on our subsidiaries to generate cash flow to meet our debt service obligations.***

We conduct a substantial portion of our business through our subsidiaries. Consequently, our cash flow and ability to service our debt obligations depend upon the earnings of our subsidiaries and the distribution of those earnings to us, or upon loans, advances or other payments made by these entities to us. The ability of these entities to pay dividends or make

other payments or advances to us will be subject to applicable laws and contractual restrictions contained in the instruments governing their debt, including our credit agreements. These limitations are also subject to important exceptions and qualifications.

The ability of our subsidiaries to generate sufficient cash flow from operations to allow us to make scheduled payments on our debt will depend upon their future financial performance, which will be affected by a range of economic, competitive and business factors, many of which are outside of our control as well as their ability to repatriate cash to us. If our subsidiaries do not generate sufficient cash flow from operations to help us satisfy our debt obligations, or if they are unable to distribute sufficient cash flow to us, we may have to undertake alternative financing plans, such as refinancing or restructuring our debt, selling assets, reducing or delaying capital expenditures or seeking to raise additional capital. Refinancing may not be possible, and any assets may not be saleable, or, if sold, we may not realize sufficient amounts from those sales. Additional financing may not be available on acceptable terms, if at all, or we may be prohibited from incurring it, if available, under the terms of our various debt instruments then in effect. Our inability to generate sufficient cash flow to satisfy our debt obligations or to refinance our obligations on commercially reasonable terms would have an adverse effect on our business, financial condition and results of operations.

### **General Risk Factors**

#### ***The outcome of legal actions and claims may adversely affect us.***

We are involved in legal actions and claims arising in the ordinary course of our business. The outcome of such legal actions and claims against us cannot be predicted with certainty. Legal actions and claims against us could have a material effect on our financial condition, results of operations and liquidity.

#### ***We are subject to cybersecurity risks related to breaches of security pertaining to sensitive company, customer, employee and vendor information as well as breaches in the technology that manages operations and other business processes.***

We use information technologies to securely manage operations and various business functions. We rely on various technologies to process, store and report on our business and interact with customers, vendors and employees. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Despite our security design and controls, and those of our third party providers, our information technology and infrastructure may be vulnerable to cyber attacks by hackers or breaches due to employee error, malfeasance or other disruptions. Any such breach could result in operational disruptions or the misappropriation of sensitive data that could subject us to civil and criminal penalties, litigation or have a negative impact on our reputation. There can be no assurance that such disruptions or misappropriations and the resulting repercussions will not negatively impact our cash flows and materially affect our results of operations or financial condition. The U.S. Congress is considering cybersecurity legislation that, if enacted, could impose additional obligations on us and could expand our potential liability in the event of a cybersecurity incident.

Additionally, we collect, process, store, use and transmit personal data for use in our business, most of which relates to our global employees. Personal data is increasingly subject to legal and regulatory protections around the world, which vary widely in approach and which possibly conflict with one another. As discussed above, in recent years, U.S. legislators and regulatory agencies, such as the Federal Trade Commission, as well as U.S. states, have increased their focus on protecting personal data by law and regulation, and have increased enforcement actions for violations of privacy and data protection requirements. The General Data Protection Regulation ("GDPR"), which became effective in the European Union in May 2018 intended to protect the privacy and security of personal data, including credit card information that is collected, processed and transmitted in or from the relevant jurisdiction. Implementation of and compliance with these laws and regulations may be more costly or take longer than we anticipate, or could otherwise adversely affect our business operations, which could negatively impact our financial position or cash flows. Additionally, media coverage of data breaches has escalated, in part because of the increased number of enforcement actions, investigations and lawsuits. As this focus and attention on privacy and data protection increases, we also risk exposure to potential liabilities and costs resulting from the compliance with, or any failure to comply with applicable legal requirements, conflicts among these legal requirements or differences in approaches to privacy and security of data. Our business could be materially adversely affected by our inability, or the inability of our vendors who receive personal data from us, to comply with legal obligations regarding the use of personal data, new data handling requirements that conflict with or negatively impact our business practices.

***Our business may suffer if we do not retain our senior management.***

We depend on our senior management. The loss of services of members of our senior management team could adversely affect our business until suitable replacements can be found. There may be a limited number of candidates with the requisite skills to serve in these positions and we may be unable to locate or employ qualified personnel on acceptable terms. In addition, our future success requires us to continue to attract and retain competent personnel.

### **FORWARD-LOOKING STATEMENTS**

Certain statements in this Annual Report on Form 10-K may constitute "forward-looking" statements as defined under the federal securities laws. Statements contained in this Annual Report on Form 10-K that are not historical facts may be forward-looking statements within the meaning of the federal securities laws. Any such forward-looking statements reflect our beliefs and assumptions and are based on information currently available to us. Forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These cautionary statements are being made with the intention of obtaining the benefits of the "safe harbor" provisions for forward-looking statements under the federal securities laws. We caution investors that any forward-looking statements we make are not guarantees or indicative of future performance. For additional information regarding factors that may cause our results of operations to differ materially from those presented herein, please see "Risk Factors" contained in this Annual Report on Form 10-K and as are detailed from time to time in other reports we file with the SEC.

You can identify forward-looking statements as those that are not historical in nature, particularly those that use terminology such as "may," "will," "should," "expect," "anticipate," "contemplate," "estimate," "believe," "plan," "project," "predict," "potential" or "continue," or the negative of these, or similar terms. In evaluating these forward-looking statements, you should consider the following factors, as well as others contained in our public filings from time to time, which may cause our actual results to differ materially from any forward-looking statement:

- changes in market demand for our products due to global economic and political conditions;
- the impact of competition, both domestic and international, changes in industry production capacity, including the construction of new mills or new machines, the closing of mills and incremental changes due to capital expenditures or productivity increases;
- the loss of current customers or the inability to obtain new customers;
- increases in commodity prices, (particularly for pulp, energy and latex);
- our ability to control costs, including transportation, and implement measures designed to enhance operating efficiencies;
- the availability of raw materials and energy;
- the enactment of adverse state, federal or foreign tax or other legislation or changes in government policy or regulation;
- the impact of increased trade protectionism and tariffs on our business, results of operations and financial condition;
- unanticipated expenditures related to the cost of compliance with environmental and other governmental regulations;
- fluctuations in (i) exchange rates (in particular changes in the U.S. dollar/Euro currency exchange rates) and (ii) interest rates;
- increases in the funding requirements for our pension and postretirement liabilities;
- our ability identify attractive acquisition targets and to successfully integrate acquired businesses into our existing operations;
- changes in asset valuations including write-downs of assets including property, plant and equipment; inventory, accounts receivable, deferred income tax assets or other assets for impairment or other reasons;
- loss of key personnel;
- strikes, labor stoppages and changes in our collective bargaining agreements and relations with our employees and unions;
- capital and credit market volatility and fluctuations in global equity and fixed-income markets;
- our existing and future indebtedness;
- our net operating losses may not be available to offset our tax liability and other tax planning strategies may not be effective;



- other risks that are detailed from time to time in reports we file with the SEC; and
- other factors described under "Risk Factors."

You are cautioned not to unduly rely on such forward-looking statements, which speak only as of the date made, when evaluating the information presented in this Annual Report on Form 10-K. We undertake no duty to update these forward-looking statements after the date of this Annual Report on Form 10-K, even though our situation may change in the future.

#### **Item 1B. Unresolved Staff Comments**

None.

#### **Item 2. Properties**

Our principal executive offices are located in Alpharetta, Georgia, a suburb of Atlanta, Georgia. We have 10 manufacturing facilities in the United States that produce printing and writing, text, cover, durable saturated and coated substrates, premium packaging, filtration and other specialty papers for a variety of end uses. We have two manufacturing facilities in Germany that produce transportation and other filter media, and durable and saturated substrates. We have one manufacturing facility in the Netherlands that produces digital transfer media and other technical products. We have one manufacturing facility in the U.K. that produces durable printing and specialty paper.

We believe that each of these facilities is adequately maintained and is suitable for conducting our operations and business. We manage machine operating schedules at our manufacturing locations to fulfill customer orders in a timely manner and control inventory levels.

As of December 31, 2020, the locations of our principal facilities and operating equipment and the products produced at each location are listed below:

<b>Location</b>	<b>Equipment/Resources</b>	<b>Owned or Leased</b>	<b>Products</b>
<b>Fine Paper and Packaging Segment</b>			
Neenah Mill Neenah, Wisconsin	Two paper machines; paper finishing equipment	Owned	Printing and writing, text, cover, packaging and other specialty papers
Whiting Mill Whiting, Wisconsin	Four paper machines; paper finishing equipment	Owned	Printing and writing, text, cover, packaging and other specialty papers
Converting Center Neenah, Wisconsin	Paper finishing equipment	Owned	Printing and writing, text, cover, packaging and other specialty papers
Great Barrington Mill Great Barrington, Massachusetts	Paper finishing equipment	Owned; leased facility	Laminated specialty papers and toll converting services
<b>Technical Products Segment</b>			
Munising Mill Munising, Michigan	Two paper machines; two off line saturators; two off line coaters; specialty finishing equipment	Owned	Tapes, abrasives, premask, medical packaging and other durable, saturated and coated substrates
Appleton Mill Appleton, Wisconsin	Two paper machines; saturating equipment; paper finishing equipment	Owned	Transportation filtration, printing and writing, text, cover, packaging, and other specialty papers
Pittsfield Mill Pittsfield, Massachusetts	Three paper machines; paper finishing equipment	Owned	Reverse osmosis filtration and glass applications
Bruckmühl Mill Bruckmühl, Germany	One paper machine; two saturator/coaters; finishing equipment	Owned	Masking tape backings and abrasive backings
Weidach Mill Feldkirchen-Westerham, Germany	Two paper machines; three saturators; one laminator; three meltblown machines; specialty finishing equipment	Owned	Transportation filtration and other filter media
Bolton Mill Bolton, England	Saturating, coating, and finishing equipment	Owned	Durable printing, specialty paper, and coated substrates
Eerbeek Mill Eerbeek, Netherlands	Two paper machines; paper finishing equipment	Owned	Digital dye sublimation and digital transfer printing paper
<b>Shared Facilities</b>			
Brownville Mill Brownville, New York	One paper machine; one off-line coater	Owned	Durable printing, packaging, and specialty paper
Lowville Mill Lowville, New York	Saturating, coating, embossing and finishing equipment	Owned	Durable printing, packaging, and specialty paper
Quakertown Mill Quakertown, Pennsylvania	Saturating, coating, embossing and finishing equipment	Owned	Durable printing, packaging, and specialty paper

See Note 6 of Notes to Consolidated Financial Statements, "Debt", for a description of the material encumbrances attached to the properties described in the table above.

As of December 31, 2020, the locations of our owned and leased office and laboratory space and the functions performed at each location are listed below.

<b>Administrative Location</b>	<b>Office/Other Space</b>	<b>Function</b>
Alpharetta, Georgia	Leased Office Space	Corporate Headquarters, Administration and Design Center
Neenah, Wisconsin	Owned Office Space	Administration
Munising, Michigan	Owned Office and Laboratory Space	Administration and Research and Development for our technical products businesses
Pittsfield, Massachusetts	Owned Office and Laboratory Space	Administration and Research and Development for our technical products businesses
East Longmeadow, Massachusetts	Leased Office and Laboratory Space	Administration and Research and Development for our technical products and fine paper and packaging businesses
Feldkirchen-Westerham, Germany	Owned Office and Laboratory Space	Administration and Research and Development for our technical product businesses
Eerbeek, Netherlands	Owned Office and Laboratory Space	Administration and Research and Development for our technical product businesses

### Capacity Utilization

Paper machines in our manufacturing facilities generally operate on a combination of three-shift five- or seven-day schedules to meet demand. We are not constrained by input factors and the maximum operating capacity of our manufacturing facilities is calculated based on operating days to account for variations in mix and different units of measure between assets. Due to required maintenance downtime and contract holidays, the maximum number of operating days is defined as 350 days per year. We generally expect to utilize approximately 80 to 90 percent of our maximum operating capacity. The following table presents our percentage utilization of maximum operating capacity by segment:

	<b>Year Ended December 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
Technical Products	66 %	66 %	74 %
Fine Paper and Packaging	79 %	86 %	78 %

### Item 3. Legal Proceedings

#### *Litigation*

We are involved in certain legal actions and claims arising in the ordinary course of business. While the outcome of these legal actions and claims cannot be predicted with certainty, it is the opinion of management that the outcome of any such claim which is pending or threatened, either individually or on a combined basis, will not have a material effect on our consolidated financial condition, results of operations or liquidity.

#### *Income Taxes*

We periodically undergo examination by the IRS as well as the taxing authorities of various state and foreign jurisdictions. The IRS and other taxing authorities routinely challenge certain deductions and credits we report on our income tax returns.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Neenah common stock is listed on the New York Stock Exchange and is traded under the ticker symbol "NP".

For the year ended December 31, 2020 we paid quarterly cash dividends of \$0.47 per common share or \$31.9 million annually. For the year ended December 31, 2019, we paid quarterly cash dividends of \$0.45 per common share or \$30.5 million annually.

Dividends are declared at the discretion of the Board of Directors, and future dividends will depend on our future earnings, cash flow, financial requirements and other factors. Our ability to pay cash dividends on our common stock is limited under the terms of our credit agreements. Under the terms of the Fourth Amended and Restated Credit Agreement, we are permitted to pay cash dividends on, and repurchase shares of our common stock without limitation as long as our specified excess availability under the Fourth Amended and Restated Credit Agreement exceeds the greater of (i) \$20 million and (ii) 12.5 percent of the maximum aggregate commitments under our revolving credit facility as then in effect (approximately \$22 million as of December 31, 2020), on a pro forma basis after giving effect to such dividend or stock repurchase (as the case may be). If our specified excess availability, on a pro forma basis, is below that amount, we are subject to certain restrictions on the amount of cash dividends we are permitted to declare and the amount of share repurchases we are permitted to execute. As of December 31, 2020, our availability exceeded the applicable threshold, so this restriction did not apply.

Under the most restrictive terms of the Term Loan Credit Agreement, we are permitted to pay cash dividends and repurchase shares of our common stock in an aggregate amount not to exceed \$8.75 million per fiscal quarter. However, as long as the total leverage ratio calculated in accordance with the Term Loan Credit Agreement does not exceed 2.5 to 1.0, we can pay dividends or repurchase shares without limitation. In the event the total leverage ratio exceeds 2.5 to 1.0 but is less than or equal to 3.5 to 1.0, we may still pay dividends or repurchase shares of our common stock in an aggregate amount in excess of \$8.75 million per fiscal quarter by utilizing certain "restricted payment baskets" described in the Term Loan Credit Agreement. In addition, we would be permitted to pay cash dividends and repurchase shares of, our common stock in excess of \$8.75 million per fiscal quarter if the aggregate amount of such payments, together with the amount of redemptions or prepayments of certain indebtedness, is less than or equal to the greater of (i) \$65 million and (ii) 9% of our consolidated tangible assets. As of December 31, 2020, since our total leverage ratio was less than 2.5 to 1.0, none of these covenants restricted our ability to pay dividends on or repurchase shares of our common stock.

As of February 17, 2021, Neenah had approximately 1,029 holders of record of its common stock. The closing price of Neenah's common stock on February 17, 2021 was \$56.97.

### Purchases of Equity Securities:

The following table sets forth certain information regarding purchases of our common stock during the fourth quarter of 2020.

Period	Total Number of Shares Purchased (a)	Shares Purchased as Part of Publicly Announced Plans or Programs in 2020 (b)		
		Average Price Paid Per Share	Total Number of Shares Purchased	Approximate Dollar Value of Shares that May Yet Be Purchased
October 2020	89	\$ —	—	\$ 21,400,573
November 2020	—	\$ —	—	\$ 21,400,573
December 2020	18,174	\$ —	—	\$ 21,400,573

- (a) Transactions include the purchase of vested restricted shares from employees to satisfy minimum tax withholding requirements upon vesting of stock-based awards. See Note 8 of Notes to Consolidated Financial Statements, "Stock Compensation Plans."
- (b) In November 2019, our Board of Directors authorized a program for the purchase of up to \$25 million of outstanding common stock which was in effect till December 31, 2019. In November 2020, our Board of Directors authorized a program for the purchase of up to \$25 million of outstanding common stock effective January 1, 2021. The program does not require the Company to purchase any specific number of shares and may be suspended or discontinued at any time.

### Equity Compensation Plan Information

The following table summarizes information about outstanding options (in this report, unless the context requires otherwise, references to "options" are intended to include stock appreciation rights) and restricted stock units and shares reserved for future issuance under our existing equity compensation plans as of December 31, 2020.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants, and rights	(b) Weighted-average exercise price of outstanding options, warrants, and rights (1)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	157,391 (2)(3)	\$ 70.99	879,000
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>157,391</b>	<b>\$ 70.99</b>	<b>879,000</b>

- (1) The weighted-average exercise price of outstanding options, warrants and rights does not take into account restricted stock units since they do not have an exercise price.
- (2) Includes (i) 21,139 shares issuable upon the exercise of outstanding options and stock appreciation rights ("SARs") for which the exercise price of outstanding options and SARs exceeds closing price of our common stock of \$55.32, (ii) 54,048 shares issuable following the vesting and conversion of outstanding performance share unit awards, and (iii) 82,204 shares issuable upon the vesting and conversion of outstanding restricted stock units, all as of December 31, 2020. As of December 31, 2020, we had an aggregate of 380,844 stock options and SARs outstanding. The weighted average exercise price of the stock options and SARs was \$70.99 per share and the remaining contractual life of such awards was 5.4 years.
- (3) Includes 20,280 shares that would be issued upon the assumed exercise of 53,610 SARs at the \$55.32 per share closing price of our common stock on December 31, 2020.

**Item 6. Selected Financial Data**

We have voluntarily elected early compliance with the SEC's recent amendments to Form 10-K eliminating the requirement to present selected financial data. The consolidated financial statements and the report of Deloitte & Touche LLP, Independent Registered Public Accounting Firm, on such financial statements are filed as part of this report beginning on page F-1.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis presents the factors that had a material effect on our results of operations during the year ended December 31, 2020. Also discussed is our financial position as of the end of this year. You should read this discussion in conjunction with our consolidated financial statements and the notes to those consolidated financial statements included elsewhere in this Annual Report on Form 10-K. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. See "Forward-Looking Statements" for a discussion of the uncertainties, risks and assumptions associated with these statements. A detailed discussion of year ended December 31, 2019 can be found in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K filed on February 21, 2020.*

### **Introduction**

This Management's Discussion and Analysis of Financial Condition is intended to provide investors with an understanding of the historical performance of our business, its financial condition and its prospects. We will discuss and provide our analysis of the following:

- Overview of Business;
- Business Segments;
- Results of Operations and Related Information;
- Liquidity and Capital Resources;
- Adoption of New Accounting Pronouncements; and
- Critical Accounting Policies and Use of Estimates.

### **Overview of Business**

We are a leading global producer of specialty materials for niche markets. We have two primary operations: our technical products business and our fine paper and packaging business.

Our mission is to create critical components that create possibilities for our customers and end-users. We expect to create value by growing in markets where product performance or image is valued and where we have competitive advantages. In managing our businesses, we believe that achieving and maintaining a leadership position in our markets, responding effectively to customer needs and competitive challenges, employing capital optimally, controlling costs and managing risks are important to long-term success. Changes in general economic conditions and timing of changes in input costs and selling prices can also impact our results. In this discussion and analysis, we will refer to these factors.

### **Business Segments**

Our reportable operating segments consist of Technical Products and Fine Paper and Packaging.

Our technical products business is a leading international producer of transportation, water and other filter media and durable, saturated and coated substrates for a variety of end markets. We focus on categories where we believe we are, or can be, a market leader. These categories include filtration media for transportation, water and other end use applications, backings for specialty tapes and abrasives, performance labels, digital transfer papers, and other custom engineered materials. Our products are typically used in high performance applications where our customers require specific standards and qualifications. Our dedicated technical products manufacturing facilities are located in Weidach and Bruckmühl, Germany, Eerbeek, Netherlands, Bolton, England, Munising, Michigan, Appleton, Wisconsin, and Pittsfield, Massachusetts.

Our fine paper and packaging business is a leading supplier of premium printing, packaging, and other high-end specialty papers predominantly in North America. Our products include some of the most recognized and preferred brands in North America, where we enjoy leading market positions in many of our product categories. Often these papers are characterized by distinctive finishing, colors, textures and coating. We sell our products primarily to authorized paper distributors, as well as through converters, major national retailers and specialty businesses. Our dedicated fine paper and packaging



manufacturing facilities are located in Whiting and Neenah, Wisconsin, and Great Barrington, Massachusetts. In addition, certain products of both segments are manufactured in shared facilities located in Brownville and Lowville, New York, and Quakertown, Pennsylvania.

## **Results of Operations and Related Information**

In this section, we discuss and analyze our net sales, income before interest and income taxes (which we refer to as "operating income") and other information relevant to an understanding of our results of operations.

### ***Impact of COVID-19 on Our Business***

In 2020, we faced adverse impacts of the outbreak of COVID-19 which resulted in the decline in global economic activity and significantly reduced demand for our products and our customers' products. While we experienced varying degrees of recovery in our markets, the pandemic had a material negative impact on our business operations and financial results, including net sales and earnings. Both of our business segments have continued to operate during the pandemic as essential suppliers of goods and services and we continue to take steps to ensure the safety of our employees, including frequent cleaning and disinfection of workspaces, property and equipment, instituting social distancing measures and providing remote working environments for administrative employees. We experienced a limited number of confirmed COVID-19 cases in our operations and quarantined those individuals and first level exposed employees in accordance with the U.S. Centers for Disease Control and Prevention (the "CDC") guidelines. Such cases did not cause any significant disruption to operations, nor have we experienced material disruptions to our supply chain.

Management implemented a number of actions to preserve the safety of our employees (as discussed in Human Capital section of Item 1. "Business"), carefully control and reduce spending, and preserve liquidity by actively managing working capital. These actions included the following:

- reducing discretionary spending;
- minimizing capital expenditures and discretionary contributions to pension plans;
- suspending stock repurchases under our 2020 Stock Purchase Plan;
- utilizing government initiatives and subsidies such as deferring payroll taxes under the CARES Act, government employee retention subsidies in the U.S., Europe and the U.K., and net operating loss carrybacks;
- consolidating our manufacturing footprint; and
- reducing payroll costs through a freeze on wage increases and hiring, furloughs for all U.S. employees, and reductions in our salaried and hourly headcount.

### ***Executive Summary***

For the year ended December 31, 2020, consolidated net sales of \$792.6 million decreased \$145.9 million, or 16 percent, from \$938.5 million in 2019. The decline in revenues resulted primarily from significant adverse volume impacts from COVID-19. Net sales declined 6% in Technical Products and 29% in Fine Paper and Packaging. In addition, net selling prices were modestly lower in 2020 due both to selling price and mix. The decline in net sales was more pronounced in the Fine Paper and Packaging segment due to reductions in end-use demand for commercial print papers used in advertising and marketing. While down versus prior year, third and fourth quarter 2020 consolidated net sales increased 18% and 8%, respectively, from each of the preceding quarters, as the global markets continued to recover.

Consolidated operating income decreased \$84.4 million from the prior year to a loss of \$6.1 million for the year ended December 31, 2020. Excluding adjusting items noted below, operating income decreased \$18.7 million due primarily to lower sales and manufacturing cost inefficiencies related to COVID-19. The impact of lower volumes was only partly offset by spending reductions and lower input costs net of selling price reductions. As presented on the reconciliation table on page 35, we recorded \$70.5 million of adjusting items in 2020 including non-cash asset restructuring and impairment costs for long-lived assets, other restructuring and non-routine costs, incremental costs of responding to COVID-19, loss on debt extinguishment, pension and SERP settlements and acquisition due diligence costs. Adjusting items of \$4.8 million in 2019 included accelerated depreciation due to idling of a fine paper machine, restructuring and other non-routine costs and pension related gain.

Cash provided by operating activities of \$93.4 million for the year ended December 31, 2020 was \$4.2 million lower than cash provided by operating activities of \$97.6 million in the prior year. Actions to improve working capital and to reduce spending largely offset the impact from lower earnings.

Capital expenditures for the year ended December 31, 2020 were \$18.9 million compared to \$21.4 million in the prior year. Lower capital spending in 2020 of \$2.5 million was due to actions to minimize capital spending.

### *Analysis of Net Sales — Years Ended December 31, 2020 and 2019*

The following table presents net sales by segment and net sales expressed as a percentage of total net sales:

Net sales	Year Ended December 31,			
	2020	2020	2019	2019
Technical Products	\$ 508.9	64 %	\$ 541.6	58 %
Fine Paper and Packaging	283.7	36 %	396.9	42 %
Consolidated	\$ 792.6	100 %	\$ 938.5	100 %

### *Commentary:*

*Year 2020 versus 2019*

	For the Year Ended December 31,		Change in Net Sales Compared to the Prior Year			
	2020	2019	Total Change	Change Due To		
				Volume	Net Price	Currency
Technical Products	\$ 508.9	\$ 541.6	\$ (32.7)	\$ (13.4)	\$ (24.5)	\$ 5.2
Fine Paper and Packaging	283.7	396.9	(113.2)	(102.0)	(11.2)	—
Consolidated	\$ 792.6	\$ 938.5	\$ (145.9)	\$ (115.4)	\$ (35.7)	\$ 5.2

Consolidated net sales for the year ended December 31, 2020 were \$145.9 million (16%) lower than the prior year. The decline in revenues resulted primarily from significant adverse volume impacts from COVID-19. Net sales declined 6% in Technical Products and 29% in Fine Paper and Packaging. In addition, net selling prices were modestly lower in 2020 due both to selling price and mix. The decline in net sales was more pronounced in the Fine Paper and Packaging segment due to reductions in end-use demand for commercial print papers used in advertising and marketing. While down versus prior year, third and fourth quarter 2020 consolidated net sales increased 18% and 8%, respectively, from each of the preceding quarters, as the global markets continued to recover.

- Net sales in our technical products business decreased \$32.7 million (6%) from the prior year. The revenue decrease resulted primarily from lower net selling prices partly as a result of declines in input costs as well as a lower value mix of products sold, and lower volumes reflecting adverse impacts of COVID-19. These factors were only partly offset by increased sales of filtration products, including media for face masks in Europe launched in 2020.
- Net sales in our fine paper and packaging business decreased \$113.2 million (29%) from the prior year. The decline was primarily due to lower volumes, reflecting adverse impacts of COVID-19. Volume declines were more pronounced in commercial print as compared to premium packaging and consumer channel sales. Net selling prices were lower partly as a result of declines in input costs as well as a lower value mix of products sold.

## Analysis of Operating Income — Years Ended December 31, 2020 and 2019

The following table sets forth line items from our consolidated statements of operations as a percentage of net sales for the periods indicated and is intended to provide a perspective of trends in our historical results:

	Year Ended December 31,	
	2020	2019
Net sales	100.0 %	100.0 %
Cost of products sold	80.7 %	80.5 %
Gross profit	19.3 %	19.5 %
Selling, general and administrative expenses	11.2 %	10.5 %
Asset restructuring and impairment costs	7.3 %	0.4 %
Other restructuring and non-routine costs	0.5 %	0.2 %
COVID-19 costs	0.4 %	— %
Loss on debt extinguishment	0.2 %	— %
Pension and SERP adjustments	0.2 %	(0.1)%
Acquisition due diligence costs	0.2 %	— %
Other expense, net	0.1 %	0.2 %
Operating income (loss)	(0.8)%	8.3 %
Interest expense, net	1.6 %	1.2 %
Income (loss) from continuing operations before income taxes	(2.4)%	7.1 %
Provision (benefit) for income taxes	(0.4)%	1.2 %
Income (loss) from continuing operations	(2.0)%	5.9 %

### Commentary:

Year 2020 versus 2019

	Change in Operating Income (Loss) Compared to the Prior Year							
	For the Years Ended December 31,		Total Change	Change Due To				
	2020	2019		Volume	Net Price (a)	Input Costs (b)	Currency	Other (c)
Technical Products	\$ (4.8)	\$ 44.6	\$ (49.4)	\$ (2.9)	\$ (10.2)	\$ 19.8	\$ 1.0	\$ (57.1)
Fine Paper and Packaging	23.3	53.2	(29.9)	(29.0)	(7.6)	11.4	—	(4.7)
Unallocated corporate costs	(24.6)	(19.5)	(5.1)	—	—	—	—	(5.1)
Consolidated	\$ (6.1)	\$ 78.3	\$ (84.4)	\$ (31.9)	\$ (17.8)	\$ 31.2	\$ 1.0	\$ (66.9)

- Includes price changes, net of changes in product mix.
- Includes price changes for raw materials and energy.
- Includes other manufacturing costs, over (under) absorption of fixed costs, distribution and selling, general and administrative ("SG&A") expenses. In addition, in 2020, it included \$57.1 million, \$7.8 million, and \$5.6 million of unfavorable adjustments in Technical Products, Fine Paper and Packaging, and Unallocated corporate costs, respectively. In 2019, it included non-routine costs of \$6.2 million primarily related to the accelerated depreciation and other costs related to the consolidation of the fine paper manufacturing footprint with the idling of a paper machine, and \$1.4 million of favorable adjustments primarily related to the curtailment gain for the Neenah Coldenhove pension plan. See the breakdown by segment and the reconciliation table on page 35 for further detail.

Consolidated operating income decreased \$84.4 million from prior year to a loss of \$6.1 million for the year ended December 31, 2020. Excluding adjusting items noted below, operating income decreased \$18.7 million due primarily to lower sales and manufacturing cost inefficiencies related to COVID-19. The impact of lower volumes was only partly offset by spending reductions and lower input costs net of selling price reductions. As presented on the reconciliation table on page 35, we recorded \$70.5 million of adjusting items in 2020 including non-cash asset restructuring and impairment costs for long-lived assets, other restructuring and non-routine costs, incremental costs of responding to COVID-19, loss on debt extinguishment, pension and SERP settlements and acquisition due diligence costs. Adjusting items of \$4.8 million in 2019 included accelerated depreciation due to idling of a fine paper machine, restructuring and other non-routine costs and pension related gain.

- Operating income for our technical products business decreased \$49.4 million from prior year to a loss of 4.8 million. Excluding unfavorable adjusting items discussed above and shown on the reconciliation table on page 35, adjusted operating income increased \$8.9 million (21%), primarily as a result of lower input costs net of selling price reductions, a more profitable mix of filtration products (including media for face masks) and reductions in SG&A and other spending. These were partly offset by lower sales and production volumes and related manufacturing cost inefficiencies.
- Operating income for our fine paper and packaging business decreased \$29.9 million (56%) from the prior year period. Excluding unfavorable adjusting items discussed above and shown on the reconciliation table on page 35, adjusted operating income decreased \$27.8 million (47%) from the prior year primarily as a result of lower sales and production volumes and related manufacturing cost inefficiencies. The impact of lower volumes was only partly offset by spending reductions and lower input costs net of selling price reductions.
- Unallocated corporate costs for the year ended December 31, 2020 were \$24.6 million, or \$5.1 million higher than the prior year. Excluding unfavorable adjusting items discussed above and shown on the reconciliation table on page 35, the unallocated corporate costs decreased \$0.2 million from prior year.

The following table sets forth our operating income by segment, adjusted for the effects of certain costs, for the periods indicated:

	YTD	
	2020	2019
<b>Technical Products</b>		
GAAP Operating Income (Loss)	\$ (4.8)	\$ 44.6
Asset restructuring and impairment costs	54.1	—
Other restructuring and non-routine costs	0.7	0.3
COVID-19 costs	1.4	—
Loss on debt extinguishment	0.1	—
Pension and SERP adjustments	0.8	(1.5)
Adjusted operating income	<u>\$ 52.3</u>	<u>\$ 43.4</u>
<b>Fine Paper and Packaging</b>		
GAAP operating income	\$ 23.3	\$ 53.2
Asset restructuring and impairment costs	3.7	4.7
Other restructuring and non-routine costs	2.2	1.0
COVID-19 costs	1.5	—
Pension and SERP adjustments	0.4	—
Adjusted operating income	<u>\$ 31.1</u>	<u>\$ 58.9</u>
<b>Other/Unallocated Corporate Costs</b>		
GAAP Operating Loss	\$ (24.6)	\$ (19.5)
Other restructuring and non-routine costs	1.3	0.2
COVID-19 costs	0.6	—
Loss on debt extinguishment	1.8	—
Pension and SERP adjustments	0.4	0.1
Acquisition due diligence costs	1.5	—
Adjusted operating loss	<u>\$ (19.0)</u>	<u>\$ (19.2)</u>
<b>Consolidated</b>		
GAAP Operating Income (Loss)	\$ (6.1)	\$ 78.3
Asset restructuring and impairment costs	57.8	4.7
Other restructuring and non-routine costs	4.2	1.5
COVID-19 costs	3.5	—
Loss on debt extinguishment	1.9	—
Pension and SERP adjustments	1.6	(1.4)
Acquisition due diligence costs	1.5	—
Adjusted operating income	<u>\$ 64.4</u>	<u>\$ 83.1</u>

In accordance with generally accepted accounting principles in the United States ("GAAP"), consolidated operating income includes the pre-tax effects of asset restructuring and impairment costs, other restructuring and non-routine costs, COVID-19 costs, loss on debt extinguishment, pension and SERP adjustments, and acquisition due diligence costs. We believe that by adjusting reported operating income to exclude the effects of such items, the resulting adjusted operating income is on a basis that reflects the results of our ongoing operations. In assessing COVID-19 impacts, we excluded only costs which were unusual, incremental and directly attributable to mitigating the effects COVID-19 on our operations. We believe that providing adjusted operating results will help investors gain an additional perspective of underlying business trends and results. Adjusted operating income is not a recognized term under GAAP and should not be considered in

isolation or as a substitute for operating income derived in accordance with GAAP. Other companies may use different methodologies for calculating their non-GAAP financial measures and, accordingly, our non-GAAP financial measures may not be comparable to their measures.

***Additional Statement of Operations Commentary:***

- SG&A expense of \$88.0 million for the year ended December 31, 2020 was \$10.6 million lower than 2019. Costs in 2020 were lower due to actions taken to reduce costs in areas including marketing, travel, and payroll-related spending, including impacts of furloughs, headcount reductions and wage and hiring freezes. SG&A expense as a percentage of net sales for the year ended December 31, 2020 of 11.2 percent remained comparable to 10.5 percent in 2019 despite lower sales.
- For the years ended December 31, 2020 and 2019, we incurred \$12.6 million and \$11.8 million of interest expense, respectively. In addition to higher debt in the second half of 2020, 2020 interest expense included an incremental \$0.4 million due to an overlap in interest incurred in July on both our Senior Notes and Term Loan B, prior to the redemption of the 2021 Senior Notes on July 16, 2020.
- Income tax expense (benefit) represented (16) percent and 17 percent of income (loss) from continuing operations before income taxes for the years ended December 31, 2020 and 2019, respectively. In general, our effective tax rate differs from the U.S. statutory tax rate primarily due to impacts of changes in the mix of earnings in taxing jurisdictions with differing statutory rates, the impact of R&D and other tax credits, changes in tax laws and changes in corporate structure as a result of business acquisitions and dispositions.
- For the year ended December 31, 2020, our effective income tax (benefit) rate related to continuing operations of (16) percent was significantly impacted by the effects of the pre-tax loss in the U.S. resulting from the \$52.3 million asset impairment loss of the U.S. transportation filtration asset (see Note 12, "Asset Restructuring and Impairment Costs" of Notes to Condensed Consolidated Financial Statements) recorded during the three months ended June 30, 2020. Also, as a result of the impacts of COVID-19 and other factors, we evaluated our ability to utilize our deferred tax assets, including research and development and other tax credits and NOLs, before they expire. During 2020, the effective income tax (benefit) rate was negatively impacted by a \$4.6 million increase to the valuation allowance against our state tax credits and NOLs.

For the year ended December 31, 2019, our effective income tax rate related to continuing operations was 17 percent, primarily due to the tax benefit of R&D tax credits generated during the year.

- On March 27, 2020, the U.S. government enacted the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"). The CARES Act included various income and payroll tax provisions designed to stimulate the economy and provide relief to businesses. Among its benefits was the ability to enhance the value of NOLs by allowing the carryback of NOLs to tax years in which the U.S. federal statutory income tax rate was 35%. During the three months ended December 31, 2020, we recorded an income tax benefit of \$0.9 million and a corresponding tax receivable of \$8.0 million for this tax refund to be received during 2021. In addition, we generated cash tax savings from the option to delay payment of \$4.4 million of 2020 U.S. payroll taxes until December 31, 2021 and 2022. We also utilized the payroll tax provisions of the Employee Retention Credit of the CARES Act to partially offset qualified wages and benefits of employees impacted by COVID-19 travel and other work restrictions. We utilized similar COVID-19 relief measures in Germany, the Netherlands and the U.K. aimed at providing subsidies for employee retention and deferral of tax payments.

## Liquidity and Capital Resources

We believe that we have a strong financial position and the liquidity to withstand economic uncertainty during this volatile period, in consideration of the following:

- \$37.1 million of cash and cash equivalents was on hand at December 31, 2020.
- we had no outstanding borrowings as of December 31, 2020 under our Global Revolving Credit Facility; with a significant remaining availability of \$138.6 million;
- we have no near-term debt maturities, as the Global Revolving Credit Facility matures in December 2023 and the Term Loan B facility matures in June 2027;

	Year Ended December 31,	
	2020	2019
Net cash flow provided by (used in):		
Operating activities	\$ 93.4	\$ 97.6
Investing activities:		
Capital expenditures	(18.9)	(21.4)
Proceeds from sale of property, plant and equipment	0.5	—
Other investing activities	(1.1)	(1.9)
Total investing activities	(19.5)	(23.3)
Financing activities	(47.0)	(75.2)
Effect of exchange rate changes on cash and cash equivalents	1.2	—
Net increase (decrease) in cash and cash equivalents	\$ 28.1	\$ (0.9)

### Operating Cash Flow Commentary

- Cash provided by operating activities of \$93.4 million for the year ended December 31, 2020 was \$4.2 million lower than cash provided by operating activities of \$97.6 million in the prior year. Actions to improve working capital and to reduce spending largely offset the impact from lower earnings.

### Investing Cash Flow Commentary:

- For the years ended December 31, 2020 and 2019, cash used by investing activities was \$19.5 million and \$23.3 million, respectively. Capital spending was reduced in 2020 by \$2.5 million to preserve liquidity.
- Going forward, we expect aggregate annual capital expenditures to return to a range of approximately 2 to 4 percent of net sales. We believe that this level of capital spending can be funded from cash provided from operating activities and allows us to maintain the efficiency and cost effectiveness of our assets while also investing in expanded capabilities to successfully pursue strategic initiatives and deliver attractive returns.

### Financing Cash Flow Commentary:

Our liquidity requirements are provided by cash generated from operations and short- and long-term borrowings.

- On July 16, 2020, we completed the redemption in full of the \$175 million of 2021 Senior Notes using the \$200 million of proceeds from the Term Loan B which we entered into on June 30, 2020.
- For the year ended December 31, 2020, cash used by financing activities was \$47.0 million compared to cash used by financing activities of \$75.2 million for the prior year. The change was due to lower net debt repayments of \$4.3 million in 2020 compared to \$38.1 million in the prior year.
- For the year ended December 31, 2020, cash and cash equivalents increased \$28.1 million to \$37.1 million at December 31, 2020 from \$9.0 million at December 31, 2019. Total debt decreased \$6.4 million to \$194.4 million at December 31, 2020 from \$200.8 million at December 31, 2019. The decrease in total debt reflects repayment of all



amounts outstanding under the Global Revolving Credit Facility and scheduled repayments of the Term Loan B and other debt (described below), which exceeded the net incremental borrowing from the Term Loan B (compared to the extinguished 2021 Senior Notes). Net debt (total debt minus cash and cash equivalents) decreased by \$34.5 million.

- We have the following credit facilities:

#### Global Revolving Credit Facility

On June 30, 2020, we amended our principal credit agreement (Fourth Amended and Restated Credit Agreement) to among other things, (a) remove the applicable components of the Term Loan B Priority Collateral (as defined in Note 6 to our consolidated financial statement included herein) from the borrowing base calculation under the Global Revolving Credit Facility, (b) permit the pledging of the Collateral under the Term B Facility and subordinate liens of the Fourth Amended and Restated Credit Agreement lenders on Term Loan B Priority Collateral to the first position liens on Term Loan B Priority Collateral under the Term B Facility, (c) reduce the U.S. revolving credit facility amount from \$150 million to \$125 million, (d) reduce the German revolving credit facility amount from \$75 million to \$50 million, and (e) adjust certain reporting and financial covenant activation and deactivation thresholds. The variable interest rates on our revolving credit facility are based on LIBOR as a benchmark, exposing us to possible changes in interest in the event that the method for determining LIBOR changes, LIBOR is replaced by an alternative reference rate or LIBOR is phased out altogether. The impact related to any changes cannot be predicted at this time. As of December 31, 2020, we had no borrowings outstanding under our Global Revolving Credit Facility. See Note 6 of Notes to Consolidated Financial Statements, "Debt."

#### Term Loan B Facility

On July 16, 2020, we completed the redemption in full of the \$175 million of 2021 Senior Notes using the \$200 million of proceeds from the Term Loan B which we entered into on June 30, 2020. Under the terms of the Term Loan Credit Agreement, and subject to certain conditions and adjustments, the Company may from time to time solicit the Term Loan B Lenders or new lenders to provide incremental term loan financings under the Term B Facility up to \$125 million in the aggregate (each an "Incremental Term Facility"). Under the terms of the Term Loan Credit Agreement, borrowings under the Term B Facility will bear interest, as selected by the Company, at a per annum rate equal to either (a) the reserve-adjusted LIBOR rate for interest periods of one, two or three months, plus an applicable rate of 4.00% per annum, or (b) the Alternate Base Rate, plus an applicable rate of 2.00% per annum. "Alternate Base Rate" will be equal to the greatest of (1) the prime rate as quoted from time to time in The Wall Street Journal or published by the Federal Reserve Board, (2) the overnight bank funding rate established by the Federal Reserve Bank of New York, plus 50 basis points, and (3) one-month reserve-adjusted LIBOR plus 100 basis points. The Alternate Base Rate is subject to a "floor" of 2.0%, and the adjusted LIBOR rate is subject to a "floor" of 1.0%. As of December 31, 2020, the weighted-average interest rate on outstanding Term Loan borrowings was 5.0% per annum. The Term Loan B is repayable in equal quarterly installments commencing on September 30, 2020 in an aggregate annual amount equal to 1% of the original principal amount of the Term B Facility (subject to certain reductions in connection with debt prepayments and debt buybacks). The entire unpaid principal balance of the Term Loan B, together with all accrued and unpaid interest thereon, will be due and payable at maturity on June 30, 2027. See Note 6 of Notes to Consolidated Financial Statements, "Debt."

#### Other Debt

In January 2013, Neenah Germany entered into a project financing agreement for the construction of a melt blown machine (the "Second German Loan Agreement"). The Second German Loan Agreement provides for €9.0 million of construction financing which is secured by the melt blown machine. The loan matures in September 2022 and principal is repaid in equal quarterly installments. At December 31, 2020, €2.0 million (\$2.4 million, based on exchange rates at December 31, 2020) was outstanding under the Second German Loan Agreement.

In May 2018, Neenah Germany entered into a project financing agreement for construction of a regenerative thermal oxidizer (the "Third German Loan Agreement") to increase the capacity of the existing saturators and ensure compliance with new European air emission standards. The agreement provides for €5.0 million of financing and is secured by the asset. The loan matures in September 2022 and principal is repaid in 13 equal quarterly installments beginning in June 2019. The interest rate on amounts outstanding is 1.45 percent based on actual days elapsed in a 360-day year and is payable quarterly. In the fourth quarter 2018, we received a subsidy from the German government of \$0.9 million due to completion of the regenerative thermal oxidizer project. At December 31, 2020, €2.1 million (\$2.6 million, based on exchange rates at December 31, 2020) was outstanding under the Third German Loan Agreement.



- Availability under our Global Revolving Credit Facility varies over time depending on the value of our inventory, receivables and (in the case of the German Revolving Credit Facility) various capital assets. As of December 31, 2020, we had no borrowings, and \$0.3 million of outstanding letters of credit, outstanding under our Global Revolving Credit Facility and \$138.6 million of available credit (based on exchange rates at December 31, 2020).
- We have required debt payments through December 31, 2021 of \$4.9 million on the Term Loan B and the Second and Third German Loan Agreements
- As of December 31, 2020, our cash balance of \$37.1 million consists of \$16.6 million in the U.S. and \$20.5 million held at entities outside of the U.S. As of December 31, 2020, there were no restrictions regarding the repatriation of our non-U.S. cash.

### Transactions with Shareholders

- For the years ended December 31, 2020 and 2019, we paid quarterly cash dividends of \$0.47 per common share or \$31.9 million and \$0.45 per common share or \$30.5 million, respectively.
- In November 2020, our Board of Directors authorized a program for the purchase of up to \$25 million of outstanding common stock effective January 1, 2021 ("Stock Purchase Plan"). The program does not require the Company to purchase any specific number of shares and may be suspended or discontinued at any time. Purchases under the Stock Purchase Plan will be made from time to time in the open market or in privately negotiated transactions in accordance with the requirements of applicable law. The timing and amount of any purchases will depend on share price, market conditions and other factors. For the year ended December 31, 2020, we acquired approximately 59,577 shares of Common Stock at a cost of \$3.6 million. For further details on our Stock Purchase Plans refer to Note 9 of Notes to Consolidated Financial Statements, "Stockholders' Equity."
- For the years ended December 31, 2020 and 2019, we acquired approximately 22,064 and 17,774 shares of Common Stock, respectively, at a cost of \$1.2 million and \$1.3 million, respectively, for shares surrendered by employees to pay taxes due on vested restricted stock awards and stock appreciation rights exercised.
- Under the terms of the Fourth Amended and Restated Credit Agreement, we are permitted to pay cash dividends on, and repurchase shares of, our common stock without limitation, as long as our specified excess availability under the Fourth Amended and Restated Credit Agreement exceeds the greater of (i) \$20 million and (ii) 12.5% of our aggregate commitments under the Global Revolving Credit Facility (approximately \$22 million as of December 31, 2020), on a pro forma basis after giving effect to such dividend or stock repurchase (as the case may be). If our specified excess availability, on a pro forma basis, is less than the applicable threshold, we are subject to certain restrictions on the amount of cash dividends we are permitted to declare and the amount of share repurchases we are permitted to execute. As of December 31, 2020, our availability was \$138.6 million, so this restriction did not apply. See our availability under the Fourth Amended and Restated Credit Agreement in Note 6 of Notes to Consolidated Financial Statements, "Debt."
- Under the most restrictive terms of the Term Loan Credit Agreement, we are permitted to pay cash dividends and repurchase shares of our common stock in an aggregate amount not to exceed \$8.75 million per fiscal quarter. However, as long as the total leverage ratio calculated in accordance with the Term Loan Credit Agreement does not exceed 2.5 to 1.0, we can pay dividends or repurchase shares without limitation. In the event the total leverage ratio exceeds 2.5 to 1.0, but is less than or equal to 3.5 to 1.0, we may still pay dividends or repurchase shares of our common stock in an aggregate amount in excess of \$8.75 million per fiscal quarter by utilizing certain "restricted payment baskets" described in the Term Loan Credit Agreement. In addition, we would be permitted to pay cash dividends and repurchase shares of our common stock in excess of \$8.75 million per fiscal quarter if the aggregate amount of such payments, together with the amount of redemptions or prepayments of certain indebtedness, is less than or equal to the greater of (i) \$65 million and (ii) 9% of our consolidated tangible assets. As of December 31, 2020, since our total leverage ratio was less than 2.5 to 1.0, none of these covenants were restrictive to our ability to pay dividends on or repurchase shares of our common stock.

## Contractual Obligations

The following table presents the total contractual obligations for which cash flows are fixed or determinable as of December 31, 2020:

(In millions)	2021	2022	2023	2024	2025	Beyond 2025	Total
Long-term debt payments	\$ 4.9	\$ 4.1	\$ 2.0	\$ 2.0	\$ 2.0	\$ 189.0	\$ 204.0
Interest payments on long-term debt (a)	10.0	9.8	9.7	9.6	9.5	14.1	62.7
Open purchase orders (b)	83.0	—	—	—	—	—	83.0
Other post-employment benefits (c)	6.0	4.8	4.5	4.1	3.7	12.3	35.4
Contributions to pension trusts and other benefit obligations (d)	5.8	0.1	0.1	0.1	0.1	1.1	7.3
Minimum purchase commitments (e)	1.5	0.8	0.2	0.2	—	—	2.7
Operating leases (f)	4.1	3.8	3.4	2.9	2.5	9.4	26.1
Total contractual obligations	<u>\$ 115.3</u>	<u>\$ 23.4</u>	<u>\$ 19.9</u>	<u>\$ 18.9</u>	<u>\$ 17.8</u>	<u>\$ 225.9</u>	<u>\$ 421.2</u>

- (a) Interest payments on long-term debt includes interest on variable rate debt at December 31, 2020 weighted average interest rates.
- (b) The open purchase orders displayed in the table represent amounts we anticipate will become payable within the next 12 months for goods and services that we have negotiated for delivery.
- (c) The above table includes future payments that we will make for postretirement benefits other than pensions. Those amounts are estimated using actuarial assumptions, including expected future service, to project the future obligations.
- (d) We expect to make aggregate contributions to qualified and nonqualified defined benefit pension trusts and to pay pension benefits for unfunded pension of \$5.8 million in 2021. The amount also includes estimated payments of \$0.1 million per year over 20 years for the withdrawal liability from PIUMPF. See Note 7 of Notes to Consolidated Financial Statements, "Pension and Other Postretirement Benefits."
- (e) The minimum purchase commitments in 2020 are primarily for utilities and information technology contracts. Although we are primarily liable for payments on the above minimum purchase commitments, based on historic operating performance and forecasted future cash flows, we believe our exposure to losses, if any, under these arrangements is not material.
- (f) We adopted the ASU 2016-02, *Leases (Topic 842)* accounting standard in 2019 by recognizing the present value of the lease payments above as right-of-use assets and corresponding lease liabilities on our consolidated balance sheet. See Note 10 of Notes to Consolidated Financial Statements, "Leases."

## Other Items

- As of December 31, 2020, we had \$28.2 million of U.S. federal and \$7.4 million of U.S. state R&D Credits which, if not used, will expire between 2028 and 2040 for the U.S. federal R&D Credits and between 2021 and 2035 for the state R&D Credits. As of December 31, 2020, we had \$71.8 million of state net operating losses (NOLs) which may be used to offset state taxable income. The NOLs are reflected in the consolidated financial statements as a deferred income tax asset of \$4.4 million. If not used, substantially all of the NOLs will expire in various amounts between 2021 and 2040.
- Management believes that our ability to generate cash from operations and our borrowing capacity are adequate to fund working capital, capital spending and other cash needs for the next 12 months. Our ability to generate adequate cash from operations beyond 2020 will depend on, among other things, our ability to successfully implement our business strategies, control costs in line with market conditions and manage the impact of changes in input prices and currencies. We can give no assurance we will be able to successfully implement these items.

## **Adoption of New Accounting Pronouncements**

See Note 2 of Notes to Consolidated Financial Statements, "Summary of Significant Accounting Policies — Recently Adopted Accounting Standards" for a description of accounting standards adopted in the year ended December 31, 2020.

## **Critical Accounting Policies and Use of Estimates**

The preparation of financial statements in conformity with GAAP in the United States requires estimates and assumptions that affect the reported amounts and related disclosures of assets and liabilities at the date of the financial statements and net sales and expenses during the reporting period. Actual results could differ from these estimates, and changes in these estimates are recorded when known. The critical accounting policies used in the preparation of the consolidated financial statements are those that are important both to the presentation of financial condition and results of operations and require significant judgments with regard to estimates used. These critical judgments relate to the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of expenses.

The following summary provides further information about the critical accounting policies and should be read in conjunction with the notes to the consolidated financial statements. We believe that the consistent application of our policies provides readers of our financial statements with useful and reliable information about our operating results and financial condition.

We have discussed the application of these critical accounting policies with the Audit Committee of our Board of Directors.

### ***Inventories***

We value U.S. inventories at the lower of cost, using the last-in, first-out ("LIFO") method, or market. German and Dutch inventories are valued at the lower of cost, using a weighted-average cost method, or net realizable value. The first-in, first-out ("FIFO") value of U.S. inventories valued on the LIFO method was \$88.5 million and \$102.2 million at December 31, 2020 and 2019, respectively and exceeded such LIFO value by \$6.4 million and \$8.9 million, respectively. Cost includes labor, materials and production overhead. Under the LIFO inventory valuation method, changes in the cost of raw materials and production activities are recognized in cost of sales in the current period even though these materials and other costs may have been incurred at significantly different values due to the length of time of our production cycle. Since we value most of our inventory utilizing the LIFO inventory costing methodology, rapid changes in raw material costs have an immediate impact on our operating results.

### ***Income Taxes***

Significant judgment is required in determining our global provision for income taxes and recording the related tax assets and liabilities. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is less than certain. Our effective income tax rates include the tax effects of certain special items, such as R&D Credits, foreign tax rate differences, tax effects of foreign financing structures, changes in statutory tax rates and excess tax benefits from stock compensation. While we believe that these judgments and estimates are appropriate and reasonable under the circumstances, actual resolution of these matters may differ from recorded estimated amounts.

As of December 31, 2020 and 2019, our liability for uncertain income taxes positions was \$8.0 million and \$7.8 million, respectively. The determination of our provision for income taxes requires considerable judgment, the use of estimates, and the interpretation and application of complex tax laws. Significant judgment is also required in assessing the timing and amounts of deductible and taxable items and the probability of sustaining uncertain tax positions. Uncertain tax positions occur, and a resulting income tax liability is recorded when management concludes that an income tax position fails to achieve a more likely than not recognition threshold. When this occurs, the amount of tax benefits recognized may differ from the amount taken or expected to be taken on a tax return. These differences represent unrecognized tax benefits and

are reviewed at each reporting period based on facts, circumstances, available evidence and applicable laws. We recognize interest and penalties, if any, related to uncertain tax positions as a component of the provision for income taxes.

As of December 31, 2020 and 2019, the Company had \$5.3 million and \$5.2 million of foreign tax credits, all of which the Company believes will expire unutilized. Therefore, as of December 31, 2020 and 2019, the Company recorded a valuation allowance which was equal to the balance of the deferred income tax asset. As of December 31, 2020 and 2019, the Company also had a valuation allowance of \$6.4 million and \$0.7 million, respectively, against the gross value of its state tax credits and NOLs. Including the federal benefit of state taxes, the net valuation allowance reflected on the consolidated balance sheets was \$5.1 million and \$0.5 million as of December 31, 2020 and 2019, respectively. In determining the need for a valuation allowance, the Company considers many factors, including specific taxing jurisdictions, sources of taxable income, income tax strategies and forecasted earnings for the entities in each jurisdiction. A valuation allowance is recognized if, based on the weight of available evidence, the Company concludes that it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

### ***Pension and Other Postretirement Benefits***

Consolidated pension expense related to continuing operations for defined benefit pension plans was \$4.0 million, \$3.7 million and \$7.7 million for the years ended December 31, 2020, 2019 and 2018, respectively. See Note 7, "Pension and Other Postretirement Benefits" for components of net periodic benefit cost. Accounting for defined benefit pension plans requires various assumptions, including, but not limited to, discount rates, expected long-term rates of return on plan assets, future compensation growth rates and mortality rates. Accounting for our postretirement benefit plans also requires various assumptions, which include, but are not limited to, discount rates and annual rates of increase in the per capita costs of health care benefits.

The following chart summarizes the more significant assumptions used in the actuarial valuation of our defined benefit plans for each of the past three years:

	2020	2019	2018
<b>Pension plans</b>			
Weighted average discount rate for benefit expense	2.98 %	3.78 %	3.65 %
Weighted average discount rate for benefit obligation	2.28 %	2.98 %	3.94 %
Expected long-term rate on plan assets	5.42 %	5.91 %	5.78 %
Rate of compensation increase for benefit expense	2.05 %	2.33 %	2.44 %
<b>Postretirement benefit plans</b>			
Weighted average discount rate for benefit expense	2.68 %	3.84 %	3.42 %
Weighted average discount rate for benefit obligation	1.67 %	2.68 %	3.84 %
Health care cost trend rate assumed for next year	5.25 %	6.10 %	6.80 %
Ultimate cost trend rate	4.50 %	4.50 %	4.50 %
Year that the ultimate cost trend rate is reached	2037	2037	2037

The discount (or settlement) rate that is utilized for determining the present value of future pension obligations in the U.S. is generally based on the yield for a theoretical basket of AA-rated corporate bonds currently available in the market place, whose duration matches the timing of expected pension benefit payments. The discount (or settlement) rate that is utilized for determining the present value of future pension obligations in Germany is generally based on the IBOXX index of AA-rated corporate bonds adjusted to match the timing of expected pension benefit payments.

The expected long-term rate of return on pension fund assets held by our pension trusts was determined based on several factors, including input from pension investment consultants and projected long-term returns of broad equity and bond indices. We also considered the plans' historical 10-year and 15-year compounded annual returns. We evaluate our investment strategy and long-term rate of return on pension asset assumptions at least annually.

For the years ended December 31, 2020, 2019 and 2018, consolidated postretirement health care and life insurance plan benefit expense was \$2.9 million, \$3.6 million and \$3.1 million, respectively. The discount (or settlement) rate that is utilized for determining the present value of future postretirement health care and life insurance plan benefit obligations in the U.S. is generally based on the yield for a theoretical basket of AA-rated corporate bonds currently available in the market place, whose duration matches the timing of expected postretirement health care and life insurance benefit payments. The discount (or settlement) rate that is utilized for determining the present value of future postretirement health

care and life insurance obligations for our foreign benefit plans is generally based on an index of AA-rated corporate bonds adjusted to match the timing of expected benefit payments.

We evaluate these assumptions at least once each year or as facts and circumstances dictate and we make changes as conditions warrant. Changes to these assumptions will increase or decrease our reported net periodic benefit expense, which will result in changes to the recorded benefit plan assets and liabilities.

### ***Useful Life and Impairment of Long-Lived Assets***

#### **Property, Plant and Equipment**

For financial reporting purposes, depreciation is principally computed on the straight-line method over estimated useful asset lives. The weighted average remaining useful lives for buildings, land improvements and machinery and equipment are approximately 17 years, 20 years and 9 years respectively. We also use units-of-production method of depreciation for the U.S. transportation filtration production assets with a gross book value of \$29.4 million, which reflects the nature of the assets' utilization.

Property, plant and equipment are tested for impairment in accordance with ASC Topic 360, *Property, Plant, and Equipment* ("ASC Topic 360"), whenever events or changes in circumstances indicate that the carrying amounts of such long-lived assets may not be recoverable from future net pre-tax cash flows. Impairment testing requires significant management judgment including estimating the future success of product lines, future sales volumes, growth rates for selling prices and costs, alternative uses for the assets and estimated proceeds from disposal of the assets. Impairment testing is conducted at the lowest level where cash flows can be measured and are independent of cash flows of other assets. An asset impairment would be indicated if the sum of the expected future net pre-tax cash flows from the use of the asset (undiscounted and without interest charges) is less than the carrying amount of the asset. An impairment loss would be measured based on the difference between the fair value of the asset and its carrying amount. We estimate fair value based on an expected present value technique using multiple cash flow scenarios that reflect a range of possible outcomes and a risk free rate.

The estimates and assumptions used in the impairment analysis are consistent with the business plans and estimates we use to manage our business operations. The use of different assumptions would increase or decrease the estimated fair value of the asset and would increase or decrease the impairment charge. Actual outcomes may differ from the estimates.

During the year ended December 31, 2020, due to the adverse impacts of COVID-19, the Company recorded asset restructuring and impairment costs of \$55.3 million, of which \$52.3 million related to a non-cash impairment loss for long-lived assets used primarily in the Technical Products segment. The other charge of \$3.0 million arose from accelerated depreciation due to the idling of assets and related employee termination benefits for a workforce reduction in the Fine Paper and Packaging segment. See Note 12 of Notes to Consolidated Financial Statements, "Asset Restructuring and Impairment Costs" for further discussion.

#### **Goodwill and Other Intangible Assets with Indefinite Lives**

We test goodwill for impairment at least annually in conjunction with preparation of Neenah's annual business plan, or more frequently if events or circumstances indicate it might be impaired.

We tested goodwill for impairment as of November 30, 2020 under ASC Topic 350, *Intangibles — Goodwill and Other*. In this quantitative assessment, the Company estimated the fair value of the reporting units using a market approach in combination with a discounted operating cash flow approach. Significant assumptions used in developing the discounted operating cash flow approach were revenue growth rates and pricing, costs for manufacturing inputs, levels of capital investment and estimated cost of capital for high, medium and low growth environments. Based on these assessments, the Company determined that the likelihood that a current fair value determination would be less than the current carrying amount of the reporting unit is not more likely than not. As of November 30, 2020, no impairment was indicated.

#### **Other Intangible Assets**

Certain trade names are estimated to have indefinite useful lives and as such are not amortized. Intangible assets with indefinite lives are annually reviewed for impairment in accordance with ASC Topic 350.



Acquired intangible assets with finite useful lives are amortized on a straight-line basis over their respective estimated useful lives, and reviewed for impairment in accordance with ASC Topic 360. Intangible assets consist primarily of customer relationships, trade names and acquired intellectual property. Such intangible assets are amortized using the straight-line method over estimated useful lives of between 10 and 15 years.

During the second quarter of 2020, we recorded an impairment loss for its indefinite-lived intangible assets (brand names) of \$0.9 million and \$0.4 million in the Fine Paper and Packaging and Technical Products segments, respectively, due to the adverse impacts of the pandemic. See Note 12, "Asset Restructuring and Impairment Costs." Our annual test of other intangible assets for impairment at November 30, 2020, 2019, and 2018 indicated that the carrying amount of such assets was recoverable.

### ***Acquisition Accounting***

We account for acquisitions under ASC Topic 805, which requires companies to record assets acquired and liabilities assumed at their respective fair market values at the date of acquisition. The accounting for acquisitions involves a considerable amount of judgment and estimates, including the fair value of certain forms of consideration; fair value of acquired intangible assets involving projections of future revenues and cash flows that are then either discounted at an estimated discount rate or measured at an estimated royalty rate; fair value of other acquired assets and assumed liabilities, including potential contingencies; and the useful lives of the acquired assets. The assumptions used are determined at the time of the acquisition in accordance with accepted valuation models. Projections are developed using internal forecasts, available industry and market data and estimates of long-term rates of growth for our business. The impact of prior or future acquisitions on our financial position or results of operations may be materially impacted by the change in or initial selection of assumptions and estimates.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

As a multinational enterprise, we are exposed to market risks such as changes in commodity prices, foreign currency exchange rates, and interest rates. A variety of practices are employed to manage these risks, including operating and financing activities.

Presented below is a description of our most significant market risks.

### **Commodity Risk**

#### *Pulp*

We purchase the wood pulp used to produce our products on the open market, and, as a result, the price and other terms of those purchases are subject to change based on factors such as worldwide supply and demand and government regulation. We do not have significant influence over the price paid for our wood pulp purchases. Therefore, an increase in wood pulp prices could adversely affect earnings if prices for our products are not increased or if such increases significantly trail the increases in wood pulp prices.

Based on our current quantity of pulp purchases, a \$100 per ton increase in the average market price for pulp would have increased our annual costs for pulp by approximately \$22 million.

#### *Other Manufacturing Inputs*

We purchase a substantial portion of the other manufacturing inputs necessary to produce our products on the open market, and, as a result, the price and other terms of those purchases are subject to change based on factors such as worldwide supply and demand and government regulation. We do not have significant influence over our costs for such manufacturing inputs. Therefore, an increase in manufacturing inputs could adversely affect earnings if prices for our products are not increased or if such increases significantly trail the increases in manufacturing inputs.

Our technical products business acquires certain of its specialized pulp requirements from two global suppliers and certain critical specialty latex grades from a limited number of suppliers. In general, these supply arrangements are covered by formal contracts and represent multi-year business relationships that have historically been sufficient to meet our needs.

We expect these relationships to continue to operate in a satisfactory manner in the future. In the event of an interruption of production at any one supplier, we believe that each of these suppliers individually would be able to satisfy our short-term requirements for specialized pulp or specialty latex. In the event of a long-term disruption in our supply of specialized pulp or specialty latex, we believe we would be able to substitute other pulp grades or other latex grades that would allow us to meet required product performance characteristics and incur only a limited disruption in our production. As a result, we do not believe that the substitution of such alternative pulp or latex grades would have a material effect on our operations.

We have the ability to generate substantially all of the electrical energy used by our Munising mill and approximately 25 percent of the electrical energy at our Appleton and Bruckmühl mills. Availability of energy is not expected to be a problem in the foreseeable future, but the purchase price of such energy can and likely will fluctuate significantly based on fluctuations in demand and other factors. There is no assurance that that we will be able to obtain electricity or natural gas purchases on favorable terms in the future.

Except for certain specialty latex grades and specialty pulps used by our technical products business, we are not aware of any significant concentration of business transacted with a particular supplier.

Our transportation costs are affected by various market factors as previously discussed under Item 1A, "Risk Factors." We do not have significant influence over our transportation prices. Therefore, an increase in transportation costs could adversely affect earnings if prices for our products are not increased or if such increases significantly trail the increases in transportation costs.

### **Foreign Currency Risk**

Our reported operating results are affected by changes in the exchange rates of the local currencies of our non-U.S. operations relative to the U.S. dollar. A hypothetical 10 percent strengthening of the U.S. dollar relative to the local currencies of our non-U.S. operations would change our income before income taxes by approximately \$3.9 million. We do not hedge our exposure to exchange risk on reported operating results.

The translation of the balance sheets of our non-U.S. operations from their local currencies into U.S. dollars is also sensitive to changes in the exchange rate of the U.S. dollar. Consequently, we perform a sensitivity test to determine if changes in the exchange rate would have a significant effect on the translation of the balance sheets of our non-U.S. operations into U.S. dollars. These translation gains or losses are recorded as unrealized translation adjustments, a component of accumulated other comprehensive income (loss) within stockholders' equity. The hypothetical change in unrealized translation adjustment is calculated by multiplying the net assets of our non-U.S. operations by a 10 percent change in the exchange rate of their local currencies compared to the U.S. dollar. As of December 31, 2020, the net assets of our non-U.S. operations exceeded their net liabilities by approximately \$246 million. As of December 31, 2020, a 10 percent strengthening of the U.S. dollar relative to the local currencies of our non-U.S. operations would have changed our stockholders' equity by approximately \$25 million.

### **Interest Rate Risk**

We are exposed to interest rate risk on our variable rate bank debt. At December 31, 2020, we had \$199.0 million of variable rate borrowings outstanding. A 100 basis point increase in interest rates would increase our annual interest expense on outstanding variable rate borrowings by approximately \$2 million.

We believe these risks can be managed and will not have a material effect on our business or our consolidated financial position, results of operations or cash flows.



## **Item 8. Financial Statements and Supplementary Data**

The information required in Item 8 is contained in and incorporated herein by reference from pages F-1 through F-55 of this Annual Report on Form 10-K.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

#### ***Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures***

Our management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act and are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

#### ***Management's Annual Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rules 13a-15(f) or 15a-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2020. The scope of management's assessment of the effectiveness of internal control over financial reporting includes all of the Company's businesses for the year ended December 31, 2020. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework (2013). Based upon its assessment, management believes that as of December 31, 2020, the Company's internal controls over financial reporting were effective.

The effectiveness of internal control over financial reporting as of December 31, 2020, has been audited by Deloitte & Touche LLP, the independent registered public accounting firm who also audited our consolidated financial statements. Deloitte & Touche's attestation report on the Company's internal control over financial reporting is included herein. See Item 15, "Exhibits and Financial Statement Schedule."

Neenah, Inc.

February 19, 2021

***Changes in Internal Control Over Financial Reporting***

There has been no significant change in the Company's internal control over financial reporting during the three months ended December 31, 2020 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Item 9B. Other Information**

None.

## PART III

### Item 10. Directors and Executive Officers of the Registrant

The information required to be set forth herein, except for the information included under Executive Officers of the Company below, relating to nominees for director of Neenah and compliance with Section 16(a) of the Securities Exchange Act of 1934 is set forth under the captions "Election of Directors", "Meetings and Committees of the Board of Directors", "Corporate Governance" and "Section 16(a) Beneficial Ownership Reporting Compliance", respectively, in the Proxy Statement for the Annual Meeting of Stockholders ("Annual Meeting") to be held on May 20, 2021. Such information is incorporated herein by reference. The definitive Proxy Statement will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2020.

#### *Executive Officers of the Company*

Set forth below is information concerning our executive officers.

<u>Name</u>	<u>Position</u>
Julie A. Schertell	President, Chief Executive Officer and Director
Paul F. DeSantis	Executive Vice President, Chief Financial Officer and Treasurer
Byron J. Racki	Executive Vice President, Segment President, Technical Products
Kingsley E. Shannon	Executive Vice President, Segment President, Fine Paper and Packaging
Jason T. Free	Executive Vice President, Global Operations
Noah S. Benz	Executive Vice President, General Counsel and Secretary
Michael W. Rickheim	Executive Vice President, Chief Human Resources Officer and Chief Administrative Officer
Larry N. Brownlee	Vice President, Controller and Principal Accounting Officer

*Julie A. Schertell*, born in 1969, is President and Chief Executive Officer and serves as a Director. She has been in that role since May 2020. Prior to becoming President and Chief Executive Officer, Ms. Schertell served as our Senior Vice President, Chief Operating Officer since January 2020. Ms. Schertell joined Neenah in 2008 and served as Vice President of Sales and Marketing for the Fine Paper division through December 2010, as a Senior Vice President and President, Fine Paper and Packaging through September 2018, and as a Senior Vice President and President, Technical Products through December 2019. Ms. Schertell was employed by Georgia-Pacific Corporation in the Consumer Products Retail division, where she served as Vice President of Sales Strategy from 2007-2008, and as Vice President of Customer Solutions from 2003 through 2007.

*Paul F. DeSantis*, born in 1964, is Executive Vice President, Chief Financial Officer and Treasurer and has been in that role since May 2020. Prior to joining Neenah, Mr. DeSantis served as Chief Financial Officer & Treasurer of OMNOVA Solutions Inc., a global producer of emulsion polymers, specialty chemicals, and decorative and functional surfaces. Mr. DeSantis has also served as Chief Financial Officer, Treasurer & Assistant Corporate Secretary of Bob Evans Farms, Inc. and as CFO of the A. Schulman Company. Mr. DeSantis also held a number of executive leadership roles with the Scotts-Miracle-Gro Company, culminating in his role as Vice President & Corporate Treasurer.

*Byron J. Racki*, born in 1977, is Executive Vice President, Segment President, Technical Products, and has been in that role since July 2020. Prior to this role, Mr. Racki served as our Senior Vice President of Sales and Marketing since January 2020. Mr. Racki joined the Company in 2006 and has served in areas of increasing responsibility including Vice President of Sales and Marketing for Fine Paper in 2012 and 2013, Vice President of Sales and Marketing, Performance Materials (Specialty Products) from 2014 through 2016, Senior Vice President and President, Performance Materials in 2017 and 2018 and Senior Vice President and President, Fine Paper and Packaging through December 2019. Prior to joining Neenah, Mr. Racki was employed by Kimberly-Clark in the Family Care division in various finance positions.

*Kingsley E. Shannon*, born in 1974, is Executive Vice President, Segment President, Fine Paper and Packaging and has been in this role since July 2020. Prior to this role, Ms. Shannon served as our Vice President, Consumer Sales and Marketing & Global Marketing Services since December of 2017. Ms. Shannon joined Neenah in February 2014 and has held various roles of increasing responsibility, including Vice President of Marketing & Global Marketing Services in 2015 through 2017 and Director of Marketing in 2014 and 2015. Prior to joining Neenah, Ms. Shannon was employed by Newell Brands in various Marketing Leadership positions and Maytag Corporation (now Whirlpool Corporation) in various Sales and Marketing positions.

*Jason T. Free*, born in 1969, is Executive Vice President of Global Operations and has been in this role since January 2021. Prior to this role, Mr. Free was the Vice President of Global Operations from August 2020 to December 2020, Vice President of North American Operations from February 2020 to August 2020, and Vice President Fine Paper & Packaging Supply Chain from January 2018 to February 2020. Mr. Free joined Neenah in 2006 and served in various operations leadership roles across multiple facilities in the Fine Paper & Packaging division through December 2017. Prior to joining Neenah, Mr. Free was employed by Stora Enso as a Global Customer Solutions Engineer and Wausau Paper as a Manufacturing Manager. Mr. Free earned his Bachelor of Science degree in Paper Science and Engineering from the University of Wisconsin-Stevens Point.

*Noah S. Benz*, born in 1973, is Executive Vice President, General Counsel and Secretary and has been in that role since August 2018. Mr. Benz served as Neenah's Vice President, Deputy General Counsel and Assistant Secretary from 2010 through 2018 and Associate General Counsel from 2005 through 2010. Prior to his employment with Neenah, Mr. Benz served as Associate General Counsel for Mariner Health Care, Inc., a nursing home and long-term acute care hospital company. Mr. Benz engaged in the private practice of law with Nelson, Mullins, Riley & Scarborough and Chamberlain Hrdlicka from 1998 through 2003. Mr. Benz received his JD, with honors, from the Emory University School of Law in 1998.

*Michael W. Rickheim*, born in 1974, is Executive Vice President, Chief Human Resources Officer & Chief Administrative Officer and has been in that role since April 2020. Prior to joining Neenah, Mr. Rickheim served as the Chief Human Resources Officer for Newell Brands, where he held various roles of increasing responsibility related to HR business partnership, talent acquisition, talent development, employee engagement, inclusion & diversity and communications.

*Larry N. Brownlee*, born in 1956, is Vice President, Controller and Principal Accounting Officer and has been in that role since July 2004. From 1990 to 2004, Mr. Brownlee served as Controller of several public companies in the electric utility, telephone and healthcare industries. From 1979 to 1990, Mr. Brownlee was with Arthur Andersen & Co. and provided audit services to clients primarily in the manufacturing, utility and healthcare industries. Mr. Brownlee is a Certified Public Accountant and received his Masters of Accountancy from the University of Georgia in 1979.

There are no family relationships among our directors or executive officers.

### **Code of Ethics**

The Neenah, Inc. Code of Business Conduct and Ethics, applies to all directors, officers and employees of Neenah. The Code of Business Conduct and Ethics meets the requirements of a "code of ethics" as defined by Item 406 of Regulation S-K, and applies to our Chief Executive Officer, Chief Financial Officer (our principal financial officer) and Vice President, Controller (our principal accounting officer), as well as all other employees, as indicated above. The Code of Business Conduct and Ethics also meets the requirements of a code of conduct under New York Stock Exchange listing standards. The Code of Business Conduct and Ethics is posted on our web site at [www.neenah.com](http://www.neenah.com) under the links "Investor Relations — Corporate Governance — Code of Ethics" and print copies are available upon request without charge. You can request print copies by contacting our General Counsel in writing at Neenah, Inc., 3460 Preston Ridge Road, Suite 600, Alpharetta, Georgia 30005 or by telephone at 678-566-6500. We intend to disclose any amendments to the Code of Business Conduct and Ethics, as well as any waivers for executive officers or directors, on our web site at [www.neenah.com](http://www.neenah.com). Information on our web site is not incorporated by reference in this document.

### **Item 11. Executive Compensation**

Information relating to executive compensation and other matters is set forth under the captions "Compensation, Discussion and Analysis", "Additional Executive Compensation", "Director Compensation", and "Compensation

Committee Report" in the Proxy Statement referred to in Item 10 above. Such information is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

Information relating to ownership of common stock of Neenah by certain persons is set forth under the caption "Security Ownership of Certain Beneficial Owners and Management" in the Proxy Statement referred to in Item 10 above. Such information is incorporated herein by reference. Information regarding securities authorized for issuance under equity compensation plans of Neenah is set forth under the caption "Equity Compensation Plan Information" in the Proxy Statement referred to in Item 10 above. Such information is incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

Information relating to existing or proposed relationships or transactions between Neenah and any affiliate of Neenah is set forth under the caption "Certain Relationships and Related Transactions" in the Proxy Statement referred to in Item 10 above. Such information is incorporated herein by reference.

**Item 14. Principal Accountant Fees and Services**

Information relating to Neenah's principal accounting fees and services is set forth under the caption "Independent Registered Public Accounting Firm Fees and Services" in the Proxy Statement referred to in Item 10 above. Such information is incorporated herein by reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedule

(a) Documents filed as part of this report:

1. Consolidated Financial Statements

The following reports and financial statements are filed herewith on the pages indicated:

	Page
Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting	F-2
Report of Independent Registered Public Accounting Firm	F-3
Consolidated Statements of Operations	F-6
Consolidated Statements of Comprehensive Income	F-7
Consolidated Balance Sheets	F-8
Consolidated Statements of Changes in Stockholders' Equity	F-9
Consolidated Statements of Cash Flows	F-10
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2. Financial Statement schedule

The following schedule is filed herewith:

Schedule II — Valuation and Qualifying Accounts	F-55
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All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and, therefore, have been omitted.

3. Exhibits

See (b) below

(b) Exhibits

The following exhibits are filed with or incorporated by reference in this report. Where such filing is made by incorporation by reference to a previously filed registration statement or report, such registration statement or report is identified in parentheses. We will furnish any exhibit at no cost upon written request to us at: Investor Relations, Neenah, Inc., 3460 Preston Ridge Road, Suite 600, Alpharetta, Georgia 30005.

Exhibit Number	Exhibit
2.1	Interest Purchase Agreement by and among ASP FiberMark Holdings, LLC, ASP FiberMark, LLC, Neenah FMK Holdings, LLC and Neenah Paper, Inc. dated as of July 16, 2015 (filed as Exhibit 2.1 to the Neenah Paper, Inc. Quarterly Report on Form 10-Q for the three months ended September 30, 2015, filed November 9, 2015 and incorporated herein by reference).
2.2	Asset Purchase Agreement, by and among Neenah Paper, Inc., Wausau Paper Corp. and Wausau Paper Mills, LLC, dated as of December 7, 2011 (filed as Exhibit 2.1 to the Neenah Paper, Inc. Current Report on Form 8-K filed January 31, 2012 and incorporated herein by reference).

Exhibit Number	Exhibit
2.3 +	Securities Purchase Agreement by and among Crane Technical Materials, Inc., Crane & Co., Inc., Neenah Paper, Inc. and Neenah Filtration, LLC dated as of June 2, 2014 (filed as Exhibit 2.1 to the Neenah Paper, Inc. Quarterly Report on Form 10-Q for the three months ended June 30, 2014, filed August 7, 2014) (confidential treatment has been granted for certain portions of this exhibit pursuant to a Confidential Treatment Request filed with the Securities Exchange Commission).
3.1	Amended and Restated Certificate of Incorporation of Neenah Paper, Inc. (filed as Exhibit 3.1 to the Neenah Paper, Inc. Current Report on Form 8-K filed November 30, 2004 and incorporated herein by reference).
3.2	Second Amended and Restated Bylaws of Neenah, Inc. (filed as Exhibit 3.2 to the Neenah, Inc. Current Report on Form 8-K filed January 3, 2018 and incorporated herein by reference).
4.1	Form of Notation of Subsidiary Guarantee (included as Exhibit E to Exhibit 4.1).
4.2	Description of the Company's Securities (filed as Exhibit 4.3 to the Neenah, Inc. Annual Report on Form 10-K for the year ended December 31, 2019, filed February 21, 2020 and incorporated herein by reference).
10.1	Tax Sharing Agreement dated as of November 30, 2004 by and between Kimberly-Clark Corporation and Neenah Paper, Inc. (filed as Exhibit 10.2 to the Neenah Paper, Inc. Current Report on Form 8-K filed November 30, 2004 and incorporated herein by reference).
10.3*	Neenah Paper Supplemental Pension Plan (filed as Exhibit 10.5 to the Neenah Paper, Inc. Annual Report on Form 10-K for the year ended December 31, 2012, filed March 7, 2013 and incorporated herein by reference).
10.4*	First Amendment to Neenah Paper Supplemental Pension Plan (filed as Exhibit 10.31 to the Neenah Paper, Inc. Annual Report on Form 10-K for the year ended December 31, 2013, filed on March 4, 2014 and incorporated herein by reference).
10.5*	Neenah Paper Amended and Restated Supplemental Retirement Contribution Plan, effective as of January 1, 2016 (filed as Exhibit 10.5 to the Neenah Paper, Inc. Annual Report on Form 10-K for the year ended December 31, 2016, filed on February 24, 2017 and incorporated herein by reference).
10.6*	Neenah Paper Executive Severance Plan (filed as Exhibit 10.7 to the Neenah Paper, Inc. Annual Report on Form 10-K for the year ended December 31, 2012, filed March 7, 2013 and incorporated herein by reference).
10.7*	First Amendment to Neenah Paper Executive Severance Plan (filed as Exhibit 10.33 to the Neenah Paper, Inc. Annual Report on Form 10-K for the year ended December 31, 2013, filed on March 4, 2014 and incorporated herein by reference).
10.8*	Neenah Paper, Inc. Amended and Restated 2004 Omnibus Stock and Incentive Compensation Plan (filed as Annex A to the Neenah Paper, Inc. Definitive Proxy Statement on Schedule 14A filed April 12, 2013 and incorporated herein by reference).
10.9*	Neenah Paper Deferred Compensation Plan approved on December 11, 2006 (filed as Exhibit 10.21 to the Neenah Paper, Inc. Annual Report on Form 10-K for the year ended December 31, 2012, filed March 7, 2013 and incorporated herein by reference).
10.10*	Neenah Paper Directors' Deferred Compensation Plan approved on December 11, 2006. (filed as Exhibit 10.22 to the Neenah Paper, Inc. Annual Report on Form 10-K for the year ended December 31, 2012, filed March 7, 2013 and incorporated herein by reference).
10.11*	Amended and Restated Neenah Executive Severance Plan (filed as Exhibit 10.1 to the Neenah, Inc. Current Report on Form 8-K filed on April 25, 2017 and incorporated herein by reference)
10.12*	Neenah, Inc. 2018 Omnibus Stock and Incentive Compensation Plan (filed as Appendix A to the Neenah, Inc. Definitive Proxy Statement on Schedule 14A filed on April 13, 2018 and incorporated herein by reference)
10.13	Fourth Amended and Restated Credit Agreement dated December 10, 2018 by and among Neenah, Inc., certain of its subsidiaries, the lenders listed therein and JPMorgan Chase Bank, N.A., as agent for the Lenders (filed as Exhibit 10.19 to the Neenah, Inc. Annual Report on Form 10-K filed on February 22, 2019 and incorporated herein by reference)
10.14	First Amendment, dated as of February 28, 2019, to the Fourth Amended and Restated Credit Agreement dated December 10, 2018 by and among Neenah, Inc., certain of its subsidiaries, the lenders listed therein and JPMorgan Chase Bank, N.A., as agent for the Lenders (filed as Exhibit 10.1 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed May 3, 2019 and incorporated herein by reference)
10.15*	Form of Restricted Stock Unit Award Agreement (retirement) (filed as Exhibit 99.3 to the Neenah, Inc. Current Report on Form 8-K, filed February 1, 2019 and incorporated herein by reference)
10.16*	Form of Performance Share Unit Award Agreement (filed as Exhibit 10.1 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed August 7, 2019 and incorporated herein by reference)
10.17*	Form of Restricted Stock Unit Award Agreement (A - standard award) (filed as Exhibit 10.2 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed August 7, 2019 and incorporated herein by reference)



Exhibit Number	Exhibit
10.18*	Form of Restricted Stock Unit Award Agreement (B - standard award) (filed as Exhibit 10.3 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed August 7, 2019 and incorporated herein by reference)
10.19*	Form of Performance Share Unit Award Agreement (filed as Exhibit 10.2 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed May 11, 2020 and incorporated herein by reference)
10.20*	Form of Restricted Stock Unit Award Agreement (filed as Exhibit 10.3 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed May 11, 2020 and incorporated herein by reference)
10.21*	Form of Restricted Stock Unit Award Agreement (filed as Exhibit 10.4 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed May 11, 2020 and incorporated herein by reference)
10.22	Second Amendment, dated as of March 12, 2020, to the Fourth Amended and Restated Credit Agreement dated December 10, 2018 by and among Neenah, Inc., certain of its subsidiaries, the lenders listed therein and JPMorgan Chase Bank, N.A., as agent for the Lenders (filed as Exhibit 10.1 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed May 11, 2020 and incorporated herein by reference)
10.23	Term Loan Credit Agreement, dated as of June 30, 2020, by and among Neenah, Inc., certain of its subsidiaries, the lenders listed therein and JPMorgan Chase Bank, N.A., as agent for the Lenders (filed as Exhibit 10.1 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed August 5, 2020 and incorporated herein by reference)
10.24	Third Amendment, dated as of June 30, 2020, to the Fourth Amended and Restated Credit Agreement dated December 10, 2018 by and among Neenah, Inc., certain of its subsidiaries, the lenders listed therein and JPMorgan Chase Bank, N.A., as agent for the Lenders (filed as Exhibit 10.2 to the Neenah, Inc. Quarterly Report on Form 10-Q, filed August 5, 2020 and incorporated herein by reference)
21	List of Subsidiaries of Neenah, Inc. (filed herewith).
23	Consent of Deloitte & Touche LLP (filed herewith)
24	Power of Attorney (filed herewith)
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (filed herewith).
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act (filed herewith).
32.1	Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code (furnished herewith).
32.2	Certification of Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code (furnished herewith).
101.INS	XBRL Instance Document (filed herewith).
101.SCH	XBRL Taxonomy Extension Schema Document (filed herewith).
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith).
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (filed herewith).
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (filed herewith).
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101)

\* Indicates management contract or compensatory plan or arrangement.

+ Pursuant to a confidential treatment request portions of this exhibit have been furnished separately to the Securities and Exchange Commission.

(c) Financial Statement Schedule

See Item 15(a) (2) above

**Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Neenah, Inc.

By: /s/ JULIE A. SCHERTELL

Name:	Julie A. Schertell
Title:	President, Chief Executive Officer and Director (in her capacity as a duly authorized officer of the Registrant and in her capacity as Chief Executive Officer)
Date:	February 19, 2021

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/ JULIE A. SCHERTELL</u> Julie A. Schertell	President, Chief Executive Officer and Director (Principal Executive Officer)	February 19, 2021
<u>/s/ PAUL F. DESANTIS</u> Paul F. DeSantis	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	February 19, 2021
<u>/s/ LARRY N. BROWNLEE</u> Larry N. Brownlee	Vice President, Controller (Principal Accounting Officer)	February 19, 2021
<u>/s/ WILLIAM M. COOK*</u> William M. Cook	Chairman of the Board and Director	February 19, 2021
<u>/s/ DONNA M. COSTELLO*</u> Donna M. Costello	Director	February 19, 2021
<u>/s/ MARGARET S. DANO*</u> Margaret S. Dano	Director	February 19, 2021
<u>/s/ TIMOTHY S. LUCAS*</u> Timothy S. Lucas	Director	February 19, 2021
<u>/s/ PHILIP C. MOORE*</u> Philip C. Moore	Director	February 19, 2021
<u>/s/ TONY R. THENE*</u> Tony R. Thene	Director	February 19, 2021
<u>/s/ STEPHEN M. WOOD*</u> Stephen M. Wood	Director	February 19, 2021

\*By /s/ NOAH S. BENZ  
Noah S. Benz  
Executive Vice President,  
General Counsel and Secretary  
Attorney-in-fact

Form 10-K

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Neenah, Inc.

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Neenah, Inc. and subsidiaries (the “Company”) as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2020, of the Company and our report dated February 19, 2021, expressed an unqualified opinion on those consolidated financial statements and financial statement schedule.

### Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Atlanta, Georgia  
February 19, 2021

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Neenah, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Neenah, Inc. and subsidiaries (the "Company") as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2020, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 19, 2021, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

### Income Taxes — Realizability of Deferred Tax Assets — Refer to Notes 2 and 5 to the financial statements

#### *Critical Audit Matter Description*

As discussed in Note 5 to the consolidated financial statements, at December 31, 2020 the Company had deferred tax assets on deductible temporary differences, tax credits, and tax loss carryforwards of \$18.3 million (net of a \$10.4 million valuation allowance). Deferred tax assets are reduced by a valuation allowance if, based upon the weight of all available evidence, it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. Auditing management's determination that all or some portion of certain deferred income tax assets will not be realized, and that it is more likely than not that sufficient taxable income will be generated in the future to realize the remaining deferred tax assets, is a critical audit matter because of the significant judgments management makes related to taxable income. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our income tax specialists, when performing audit procedures to evaluate the reasonableness of management's forecasts of taxable income and the application and interpretations of accounting principles generally accepted in the United States of America.



### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the determination that it is more likely than not that sufficient taxable income will be generated in the future to realize deferred tax assets included the following, among others:

- We tested the effectiveness of controls over deferred tax assets, including management’s controls over the estimates of taxable income and the determination of whether it is more likely than not that the deferred tax assets will be realized.
- We evaluated the reasonableness of the methods, assumptions, and judgments used by management to determine whether a valuation allowance was necessary.
- With the assistance of our income tax specialists, we evaluated whether the sources of management’s estimated taxable income were of the appropriate character and sufficient to utilize the deferred tax assets under the relevant tax law.
- We tested the reasonableness of management’s estimates of taxable income by comparing the estimates to:
  - Internal budgets.
  - Historical taxable income, as adjusted for nonrecurring items.
  - Internal communications to management and the Board of Directors.
  - Forecasted information included in Company press releases as well as in analyst and industry reports for the Company and certain of its peer companies.
- We evaluated whether the estimates of future taxable income were consistent with evidence obtained in other areas of the audit.
- We evaluated whether the taxable income in prior carryback years was of the appropriate character and available under the tax law.

### **U.S. Transportation Filtration Asset Impairment — Refer to Notes 2 and 12 to the financial statements**

#### *Critical Audit Matter Description*

The Company tests property, plant and equipment for impairment in accordance with Accounting Standards Codification Topic 360, *Property, Plant, and Equipment* whenever events or changes in circumstances indicate that the carrying amounts of such long-lived assets may not be recoverable. As discussed in Note 12, during the three months ended June 30, 2020, adverse impacts from the COVID-19 pandemic triggered the evaluation of the recoverability of carrying values of long-lived assets in the Technical Products segment, with the largest impact resulting from changes in the duration of the ramp-up of net sales of the Company’s U.S. transportation filtration asset group. The Company determined that the carrying value of the U.S. transportation filtration long-lived asset group was not recoverable, and as a result recorded a \$51 million impairment charge, which is the amount by which the carrying value exceeded the estimated fair value of the asset group. Management determined the fair value of the long-lived assets principally on a probability-weighting of the discounted cash flows expected under multiple operating scenarios.

The Company’s fair value calculations are highly subjective and require management to make assumptions and apply judgments to estimates regarding the timing and amount of future cash flows, probabilities related to various cash flow scenarios, an appropriate discount rate based on the perceived risks, and current and future evaluation of economic conditions and operating plans under these assessed conditions. Changes in these assumptions could have a significant effect on both the fair value of the asset group and the related impairment expense.

Auditing the Company’s impairment measurement involved a high degree of subjectivity, as estimates underlying the determination of fair value of the U.S. transportation filtration asset group were based on assumptions requiring significant judgment, including management’s estimate of the timing and duration of the ramp-up of net sales and future sales volumes, the future success of product lines, growth rates for selling prices and costs, and future market and economic conditions. These assumptions required a high degree of auditor judgment and an increased extent of effort when performing audit procedures to evaluate the reasonableness of management’s forecasted cash flows.

#### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the evaluation of the timing and duration of net-sales ramp-up and other significant assumptions used to estimate fair value included the following, among others:

- We tested the design and operating effectiveness of management’s controls over the forecasts, including future revenues.

- We evaluated management's ability to accurately forecast future cash flows by comparing actual results to management's historical forecasts.
- We tested actual sales through the impairment date.
- We performed inquiries throughout the organization, interviewing a cross-section of company personnel to compare expectations with forecasts and possible scenarios, including the estimated timeline to full capacity.
- We inspected internal and external evidence (e.g. correspondence, contracts, meetings minutes, customer commitments, industry reports) and evaluated evidence against the forecasted volumes.
- We compared management forecasts to information included in industry reports.
- We evaluated projected revenues and operating margins against historical results and management's rationale and support for expected improvements over time.

*/s/ Deloitte & Touche LLP*

Atlanta, Georgia  
February 19, 2021

We have served as the Company's auditor since 2003.

**NEENAH, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(In millions, except share and per share data)

	Year Ended December 31,		
	2020	2019	2018
<b>Net Sales</b>	\$ 792.6	\$ 938.5	\$ 1,034.9
Cost of products sold	639.4	755.1	851.5
<b>Gross Profit</b>	153.2	183.4	183.4
Selling, general and administrative expenses	88.0	98.6	95.9
Asset restructuring and impairment costs (Note 12)	57.8	4.7	31.1
Other restructuring and non-routine costs	4.2	1.5	2.1
COVID-19 costs	3.5	—	—
Loss on debt extinguishment (Note 6)	1.9	—	—
Pension and SERP adjustments (Note 7)	1.6	(1.4)	1.8
Acquisition-related costs and adjustments (Note 2)	1.5	—	(3.9)
Insurance settlement	—	—	(0.4)
Other expense, net	0.8	1.7	2.7
<b>Operating Income (Loss)</b>	(6.1)	78.3	54.1
Interest expense	12.6	11.8	13.0
<b>Income (Loss) From Continuing Operations Before Income taxes</b>	(18.7)	66.5	41.1
Provision (benefit) for income taxes	(2.9)	11.1	3.9
<b>Income (Loss) From Continuing Operations</b>	(15.8)	55.4	37.2
Loss from discontinued operations, net of income taxes (Note 2)	—	—	(0.8)
<b>Net Income (Loss)</b>	<u>\$ (15.8)</u>	<u>\$ 55.4</u>	<u>\$ 36.4</u>
<b>Earnings (Loss) Per Common Share</b>			
Basic			
Continuing operations	\$ (0.96)	\$ 3.27	\$ 2.20
Discontinued operations	—	—	(0.05)
	<u>\$ (0.96)</u>	<u>\$ 3.27</u>	<u>\$ 2.15</u>
Diluted			
Continuing operations	\$ (0.96)	\$ 3.26	\$ 2.17
Discontinued operations	—	—	(0.05)
	<u>\$ (0.96)</u>	<u>\$ 3.26</u>	<u>\$ 2.12</u>
<b>Weighted Average Common Shares Outstanding (in thousands)</b>			
Basic	<u>16,813</u>	<u>16,848</u>	<u>16,850</u>
Diluted	<u>16,813</u>	<u>16,906</u>	<u>16,968</u>

See Notes to Consolidated Financial Statements

**NEENAH, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

(In millions)

	Year Ended December 31,		
	2020	2019	2018
<b>Net Income (Loss)</b>	\$ (15.8)	\$ 55.4	\$ 36.4
Reclassification of amounts recognized in the consolidated statement of operations:			
Amortization of adjustments to pension and other postretirement benefit liabilities	6.6	6.0	6.0
Pension plan settlement/curtailment losses	0.3	1.3	0.8
Amounts recognized in the consolidated statement of operations	6.9	7.3	6.8
Unrealized foreign currency translation gain (loss)	18.0	(3.5)	(7.9)
Net loss from pension and other postretirement benefit plans	(17.2)	(13.7)	(11.2)
<b>Income (Loss) From Other Comprehensive Income Items Before Income Taxes</b>	7.7	(9.9)	(12.3)
Benefit for income taxes	(1.9)	(1.7)	(1.0)
<b>Other Comprehensive Income (Loss)</b>	9.6	(8.2)	(11.3)
<b>Comprehensive Income (Loss)</b>	\$ (6.2)	\$ 47.2	\$ 25.1

See Notes to Consolidated Financial Statements

**NEENAH, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

(In millions, except share data)

	December 31,	
	2020	2019
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 37.1	\$ 9.0
Accounts receivable, net	100.2	102.6
Inventories	108.9	122.8
Prepaid and other current assets	25.1	18.3
Total Current Assets	271.3	252.7
<b>Property, Plant and Equipment, net</b>	329.4	380.6
<b>Lease Right-of-Use Assets</b>	20.2	13.9
<b>Deferred Income Taxes</b>	18.3	13.4
<b>Goodwill (Note 4)</b>	87.4	83.1
<b>Intangible Assets, net (Note 4)</b>	62.6	66.7
<b>Other Assets</b>	17.4	17.4
<b>TOTAL ASSETS</b>	<u>\$ 806.6</u>	<u>\$ 827.8</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Debt payable within one year	\$ 4.9	\$ 2.6
Lease liabilities payable within one year	3.2	1.9
Accounts payable	46.0	48.9
Accrued expenses	61.9	47.0
Total Current Liabilities	116.0	100.4
<b>Long-Term Debt</b>	189.5	198.2
<b>Noncurrent Lease Liabilities</b>	18.4	13.0
<b>Noncurrent Employee Benefits</b>	96.8	93.1
<b>Deferred Income Taxes</b>	12.3	12.9
<b>Other Noncurrent Obligations</b>	6.0	3.9
<b>TOTAL LIABILITIES</b>	439.0	421.5
<b>Commitments and Contingencies (Note 11)</b>		
<b>Stockholders' Equity</b>		
Common stock, par value \$0.01, authorized: 100,000,000 shares; issued and outstanding: 16,829,000 shares and 16,843,000 shares	0.2	0.2
Treasury stock, at cost: 1,917,000 shares and 1,835,000 shares	(87.6)	(82.8)
Additional paid-in capital	338.3	334.1
Retained earnings	220.4	268.1
Accumulated other comprehensive loss	(103.7)	(113.3)
Total Stockholders' Equity	367.6	406.3
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 806.6</u>	<u>\$ 827.8</u>

See Notes to Consolidated Financial Statements

NEENAH, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(In millions, shares in thousands)

	Common Stock			Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss
	Shares	Amount	Treasury Stock			
<b>Balance, December 31, 2017</b>	18,458	\$ 0.2	\$ (65.8)	\$ 323.9	\$ 235.7	\$ (94.1)
Net income	—	—	—	—	36.4	—
Other comprehensive loss, after income tax benefit	—	—	—	—	—	(11.3)
Reclassification of the unrealized loss on "available-for-sale" securities	—	—	—	—	(0.3)	0.3
Reclassification of deferred income taxes on intra-entity asset transfers	—	—	—	—	(0.8)	—
Dividends declared	—	—	—	—	(27.8)	—
Shares purchased (Note 9)	—	—	(9.3)	—	—	—
Stock options exercised	67	—	—	0.7	—	—
Restricted stock vesting (Note 9)	72	—	(1.5)	—	—	—
Stock-based compensation	—	—	—	4.0	—	—
Other/Currency	—	—	—	(0.1)	—	—
<b>Balance, December 31, 2018</b>	18,597	0.2	(76.6)	328.5	243.2	(105.1)
Net income	—	—	—	—	55.4	—
Other comprehensive loss, after income tax benefit	—	—	—	—	—	(8.2)
Dividends declared	—	—	—	—	(30.5)	—
Shares purchased (Note 9)	—	—	(4.9)	—	—	—
Stock options exercised	17	—	—	—	—	—
Restricted stock vesting (Note 9)	64	—	(1.3)	—	—	—
Stock-based compensation	—	—	—	5.6	—	—
<b>Balance, December 31, 2019</b>	18,678	0.2	(82.8)	334.1	268.1	(113.3)
Net loss	—	—	—	—	(15.8)	—
Other comprehensive income, net of income tax	—	—	—	—	—	9.6
Dividends declared	—	—	—	—	(31.9)	—
Shares purchased (Note 9)	—	—	(3.6)	—	—	—
Stock options exercised	6	—	—	—	—	—
Restricted stock vesting (Note 9)	62	—	(1.2)	—	—	—
Stock-based compensation	—	—	—	4.2	—	—
<b>Balance, December 31, 2020</b>	<u>18,746</u>	<u>\$ 0.2</u>	<u>\$ (87.6)</u>	<u>\$ 338.3</u>	<u>\$ 220.4</u>	<u>\$ (103.7)</u>

See Notes to Consolidated Financial Statements

**NEENAH, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In millions)

	Year Ended December 31,		
	2020	2019	2018
<b>OPERATING ACTIVITIES</b>			
Net income (loss)	\$ (15.8)	\$ 55.4	\$ 36.4
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	36.7	38.9	36.1
Stock-based compensation	4.2	5.6	4.0
Deferred income tax provision (benefit)	(4.9)	3.4	(1.9)
Asset impairment costs (Note 12)	54.8	—	31.1
Loss on debt extinguishment (Note 6)	1.9	—	—
Pension curtailment (gain)/settlement charge, net of plan payments (Note 7)	1.6	(1.4)	1.8
Loss on asset dispositions	—	0.1	0.3
Non-cash effects of changes in liabilities for uncertain income tax positions	(0.2)	(0.7)	0.1
Net cash provided by (used in) changes in operating working capital, net of effect of acquisitions (Note 14)	18.2	(0.6)	(1.0)
Pension and other post-employment benefits	(5.8)	(3.7)	(12.3)
Noncurrent payroll taxes	2.2	—	—
Other	0.5	0.6	(1.9)
<b>Net Cash Provided By Operating Activities</b>	<b>93.4</b>	<b>97.6</b>	<b>92.7</b>
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(18.9)	(21.4)	(38.1)
Proceeds from sale of property, plant and equipment (Note 12)	0.5	—	5.0
Sales (purchases) of marketable securities	(0.1)	(0.4)	0.1
Other	(1.0)	(1.5)	(1.3)
<b>Net Cash Used In Investing Activities</b>	<b>(19.5)</b>	<b>(23.3)</b>	<b>(34.3)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds from issuance of long-term debt (Note 6)	291.6	163.5	272.8
Debt issuance costs (Note 6)	(6.0)	(0.4)	(1.8)
Repayments of long-term debt (Note 6)	(295.9)	(201.6)	(285.6)
Cash dividends paid	(31.9)	(30.5)	(27.8)
Shares purchased (Note 9)	(4.8)	(6.2)	(10.8)
Proceeds from exercise of stock options	—	—	0.6
<b>Net Cash Used In Financing Activities</b>	<b>(47.0)</b>	<b>(75.2)</b>	<b>(52.6)</b>
<b>Effect of Exchange Rate Changes on Cash and Cash Equivalents</b>	<b>1.2</b>	<b>—</b>	<b>(0.4)</b>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>28.1</b>	<b>(0.9)</b>	<b>5.4</b>
<b>Cash and Cash Equivalents, Beginning of Year</b>	<b>9.0</b>	<b>9.9</b>	<b>4.5</b>
<b>Cash and Cash Equivalents, End of Year</b>	<b>\$ 37.1</b>	<b>\$ 9.0</b>	<b>\$ 9.9</b>

See Notes to Consolidated Financial Statements



**NEENAH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Dollars in millions, except as noted)**

**Note 1. Background and Basis of Presentation**

***Background***

Neenah, Inc. ("Neenah" or the "Company"), is a Delaware corporation incorporated in April 2004. The Company has two primary operations: its technical products business and its fine paper and packaging business.

The technical products business is an international producer of fiber-formed, coated and/or saturated specialized media that delivers high performance benefits to customers. Included in this segment are filtration media, tape and abrasives backings products, digital transfer papers, durable label and other specialty substrate products. The fine paper and packaging business is a supplier of branded premium printing, packaging and other high-end specialty papers primarily in North America. The Company's premium writing, text and cover papers, and specialty papers are used in commercial printing and imaging applications for corporate identity packages, invitations, personal stationery and high-end advertising, as well as premium labels and luxury packaging.

***Basis of Presentation***

The consolidated financial statements include the financial statements of the Company and its wholly owned and majority owned subsidiaries. All inter-company balances and transactions have been eliminated in consolidation.

***Impacts of COVID-19***

The Company continues to assess the impacts of the novel coronavirus pandemic ("COVID-19" or the "pandemic") on its various accounting estimates and significant judgments, including those that require consideration of forecasted financial information in the context of the unknown future impacts of COVID-19, using information that is reasonably available at this time. The accounting estimates and other matters assessed included, but were not limited to, goodwill, indefinite-lived intangibles and other long-lived assets, allowance for uncollectible accounts receivable, valuation allowances for tax assets and revenue recognition. Based on the Company's assessment of these estimates and due to the adverse impacts of COVID-19, during the year ended December 31, 2020, the Company recorded non-cash impairment losses of \$54.8 million to write-down certain long-lived assets and investments, \$2.6 million of restructuring charges due to the idling of a fine paper machine and other smaller assets and \$0.4 million of related severance costs. See Note 12, "Asset Restructuring and Impairment Costs" for further discussion. As of November 30, 2020, the Company quantitatively assessed the carrying values of its intangible assets, including goodwill and indefinite-lived intangibles, and determined no additional assets were impaired. In addition, as a result of the impacts of COVID-19 and other factors, the Company recorded a \$4.6 million increase to the valuation allowance against our state tax credits and NOLs. See Note 5, "Income Taxes" for further discussion.

The Company also incurred incremental and direct costs of responding to COVID-19, including costs of personal protective equipment, additional cleaning and sanitation supplies, and labor costs of quarantined workers of \$3.5 million for the year ended December 31, 2020.

**NEENAH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

**Note 2. Summary of Significant Accounting Policies**

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting periods. Actual results could differ from these estimates, and changes in these estimates are recorded when known. Significant management judgment is required in determining the accounting for, among other things, reserves for uncertain tax positions, pension and postretirement benefit obligations, retained insurable risks, reserves for sales discounts and allowances, purchase price allocations, useful lives for depreciation and amortization, asset retirement obligations ("AROs"), future cash flows associated with impairment testing for tangible and intangible long-lived assets, goodwill, valuation allowance for deferred tax assets, contingencies, inventory obsolescence and market reserves and the valuation of stock-based compensation.

***Revenue Recognition***

The Company recognizes sales revenue at a point in time following the transfer of control of the product to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying contractual arrangements. Sales are reported net of allowable discounts and estimated returns. Reserves for cash discounts, trade allowances and sales returns are estimated using historical experience. The Company accounts for shipping and handling activities related to contracts with customers as costs to fulfill our promise to transfer the associated products. Accordingly, the Company records customer payments of shipping and handling costs as a component of net sales and classifies such costs as a component of cost of sales. The Company excludes tax amounts assessed by governmental authorities that are both (i) imposed on and concurrent with a specific revenue-producing transaction and (ii) collected from customers from our measurement of transaction prices. Accordingly, such tax amounts are not included as a component of net sales or cost of sales. The Company considers each transaction/shipment as a separate performance obligation. Neenah recognizes revenue when the title transfers to the customer. As such, the remaining performance obligations at period end are not considered material. Sales terms in the technical products business vary depending on the type of product sold and customer category. In general, sales are collected in approximately 45 to 55 days. Extended credit terms of up to 120 days are offered to customers located in certain international markets. Fine paper and packaging sales terms range between 20 and 30 days with discounts of 0 to 2 percent for early customer payments, with discounts of 1 percent and 20-day terms used most often. Extended credit terms are offered to customers located in certain international markets. Refer to Note 13, "Business Segment and Geographic Information", for further disaggregation of revenue.

***Cash and Cash Equivalents***

Cash and cash equivalents include all cash balances and highly liquid investments with an initial maturity of three months or less. The Company places its temporary cash investments with high credit quality financial institutions. As of December 31, 2020 and 2019, \$0.3 million and \$0.1 million, respectively, of the Company's cash and cash equivalents is restricted to the payment of postretirement benefits for certain former Fox River executives.

***Inventories***

U.S. inventories are valued at the lower of cost, using the last-in, first-out ("LIFO") method for financial reporting purposes, or market. European inventories are valued at the lower of cost, using a weighted-average cost method, or net realizable value. Cost includes labor, materials and production overhead.

## NEENAH, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

#### ***Foreign Currency***

Balance sheet accounts of the Company's operations in Germany and the Netherlands, the United Kingdom (the "U.K."), and Canada are translated from Euros, British Pounds, and Canadian dollars, respectively, into U.S. dollars at period-end exchange rates, and income and expense accounts are translated at average exchange rates during the period. Translation gains or losses related to net assets located in Germany, the Netherlands, the U.K., and Canada are recorded as unrealized foreign currency translation adjustments within accumulated other comprehensive income (loss) ("AOCI") in stockholders' equity. Gains and losses resulting from foreign currency transactions (transactions denominated in a currency other than the entity's functional currency) are included in Other expense, net in the consolidated statements of operations.

#### ***Property and Depreciation***

Property, plant and equipment are stated at cost, less accumulated depreciation. Certain costs of software developed or obtained for internal use are capitalized. When property, plant and equipment is sold or retired, the costs and the related accumulated depreciation are removed from the accounts, and the gains or losses are recorded in Other (income) expense, net. For financial reporting purposes, depreciation is principally computed on the straight-line method over estimated useful asset lives. The weighted average remaining useful lives for buildings, land improvements and machinery and equipment are approximately 17 years, 20 years and 9 years, respectively. The units-of-production method of depreciation is used for the U.S. transportation filtration production assets with a gross book value of \$29.4 million, which reflects the nature of the assets' utilization. For income tax purposes, accelerated methods of depreciation are used.

The costs of major rebuilds and replacements of plant and equipment are capitalized, and the cost of maintenance performed on manufacturing facilities, composed of labor, materials and other incremental costs, is expensed as incurred. Start-up costs for new or expanded facilities, including costs related to trial production, are expensed as incurred.

The Company accounts for AROs in accordance with Accounting Standards Codification ("ASC") Topic 410, *Asset Retirements and Environmental Obligations*, which requires companies to make estimates regarding future events in order to record a liability for AROs in the period in which a legal obligation is created. Such liabilities are recorded at fair value, with an offsetting increase to the carrying value of the related long-lived asset. As of December 31, 2020, the Company is unable to estimate its AROs for environmental liabilities at its manufacturing facilities, but does not believe the liabilities related to AROs, if any, are material.

#### ***Stock-Based Compensation***

The Company accounts for stock-based compensation in accordance with the fair value recognition provisions of ASC Topic 718, *Compensation — Stock Compensation* ("ASC Topic 718"). The amount of stock-based compensation cost recognized is based on the fair value of grants that are ultimately expected to vest and is recognized pro-rata over the requisite service period for the entire award.

#### ***Research and Development Expense***

Research and development costs are charged to expense as incurred and are recorded in "Selling, general and administrative expenses" on the consolidated statement of operations. See Note 14, "Supplemental Data — Supplemental Statement of Operations Data."

#### ***Fair Value Measurements***

The Company measures fair value in accordance with ASC Topic 820, *Fair Value Measurements and Disclosures* ("ASC Topic 820") which establishes a framework for measuring fair value. ASC Topic 820 provides a fair value hierarchy that

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

***Fair Value of Financial Instruments***

As of December 31, 2020 and 2019, the carrying values of the Company's debt approximated fair value. The fair value for all debt instruments was estimated from Level 2 measurements using rates currently available to the Company for debt of the same remaining maturities.

The Company's investments in marketable securities are accounted for as "available-for-sale securities" in accordance with ASC Topic 320, *Investments — Debt and Equity Securities* ("ASC Topic 320"). Pursuant to ASC Topic 320, marketable securities are reported at fair value on the consolidated balance sheet and holding gains and losses are reported in "Other Income (Expense), net" on the Company's consolidated statements of operations. At December 31, 2020, the Company had \$4.3 million in marketable securities classified as Other assets on the consolidated balance sheet. The cost of such marketable securities was \$4.7 million. Fair value for the Company's marketable securities was estimated from Level 1 inputs. The Company's marketable securities are designated for the payment of benefits under its supplemental employee retirement plan ("SERP").

***Fair Value of Pension Plan Assets***

With the exception of cash and cash equivalents which are considered Level 1, and certain annuity contracts which are considered Level 3, pension plan assets are measured at Net Asset Value ("NAV") (or its equivalent) as an alternative to fair market value due to the absence of readily available market prices, and as such are not subject to the fair value hierarchy. Following is the fair value of each investment category:

- Cash and cash equivalents (\$3.8 million and \$0.8 million at December 31, 2020 and 2019, respectively).
- U.S and non-U.S. Equities (\$144.1 million and \$122.5 million at December 31, 2020 and 2019, respectively) — These proprietary collective funds have observable NAVs (based on the fair value of the underlying investments of the funds) that are provided to investors and provide for liquidity either immediately or within a few days.
- U.S and non-U.S. Fixed Income Securities (\$224.8 million and \$219.4 million at December 31, 2020 and 2019, respectively) — These proprietary collective funds have observable NAVs (based on the fair value of the underlying investments of the funds) that are provided to investors and provide for liquidity either immediately or within a few days.
- Hedge Fund/Other (\$31.6 million and \$29.9 million at December 31, 2020 and 2019, respectively) — This fund is valued using NAVs calculated by the underlying investment managers and allow for quarterly or more frequent redemptions.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

The following table summarizes the changes in Level 3 defined benefit pension plan assets (Neenah Coldenhove insurance contract for which fair value is determined based on actuarial assumptions) measured at fair value on a recurring basis for the year ended December 31, 2020 and 2019:

		Return on plan assets					
	Fair Value at January 1	Attributable to Assets Held at December 31	Attributable to Assets Sold	Net Purchases/ (Settlements)	Transfers into/ (out of) Level 3	Foreign currency effects	Fair Value at December 31
For the year ended December 31, 2018	\$ 48.4	(0.9)	—	(0.3)	—	(2.1)	\$ 45.1
For the year ended December 31, 2019	\$ 45.1	7.5	—	(0.2)	—	(0.9)	\$ 51.5
For the year ended December 31, 2020	\$ 51.5	5.0	—	(1.5)	—	5.1	\$ 60.1

**Acquisition-related costs and adjustments**

During the year ended December 31, 2020, the Company incurred \$1.5 million of due diligence and transaction costs of acquisition attempts that were not consummated. No such costs were incurred during the year ended December 31, 2019. During the year ended December 31, 2018, the Company recognized \$3.9 million of acquisition-related adjustments as income related to the acquisition of Coldenhove.

**Discontinued Operations**

During the three months ended September 30, 2018, the Company recorded an additional loss on sale of \$0.8 million arising from the final adjustment to the transaction price on the sale of the Lahnstein Mill in 2015.

**Accounting Standards Changes**

In August 2018, the Financial Accounting Standards Board (the "FASB") issued the Accounting Standards Update ("ASU") 2018-14, *Compensation—Retirement Benefits—Defined Benefit Plans—General (Topic 715-20): Disclosure Framework—Changes to the Disclosure Requirements For Defined Benefit Plans*. The ASU modified the annual disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. The guidance requires disclosure changes to be presented on a retrospective basis. The Company adopted the guidance as of year-ended December 31, 2020. As this standard relates only to financial disclosures, its adoption did not have an impact on results of operations, financial position or cash flows.

In January 2020, the Company adopted ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which amends the FASB's guidance on the impairment of financial instruments. The ASU adds to U.S. GAAP an impairment model (known as the "current expected credit loss model" or "CECL") that is based on expected losses rather than incurred losses. The adoption of this standard did not have a material impact on the Company's financial position, results of operations and cash flows.

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848)-Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. This ASU addresses accounting implications of the replacement of LIBOR (London Inter-Bank Offered Rate) with SOFR (Secured Overnight Financing Rate) or other alternatives by the end of 2021. The FASB allows immediate relief from application of contract modification accounting triggered by reference rate reform that otherwise would be costly to implement and result in burdensome financial reporting. The Company intends to elect the expedients and exceptions offered in the ASU.

Form 10-K

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

As of December 31, 2020, no amendments to the ASC had been issued and not adopted by the Company that will have or are reasonably likely to have a material effect on its financial position, results of operations or cash flows.

**Note 3. Earnings per Share ("EPS")**

The Company's restricted stock units ("RSUs") are paid non-forfeitable common stock dividends and thus meet the criteria of participating securities. Accordingly, basic EPS has been calculated using the two-class method, under which earnings are allocated to both common stock and participating securities. Basic EPS has been computed by dividing net income allocated to common stock by the weighted average common shares outstanding. For the computation of basic EPS, weighted average RSUs outstanding are excluded from the calculation of weighted average shares outstanding.

ASC Topic 260, *Earnings per Share* ("ASC Topic 260") requires companies with participating securities to calculate diluted earnings per share using the "two class" method. The "two class" method requires first calculating diluted earnings per share using a denominator that includes the weighted average share equivalents from the assumed conversion of dilutive securities. Diluted earnings per share is then calculated using net income reduced by the amount of distributed and undistributed earnings allocated to participating securities calculated using the "Treasury Stock" method and a denominator that includes the weighted average share equivalents from the assumed conversion of dilutive securities excluding participating securities. Companies are required to report the lower of the diluted earnings per share amounts under the two calculations subject to the anti-dilution provisions of ASC Topic 260.

Diluted EPS has been computed by dividing net income allocated to common stock by the weighted average number of common shares used in computing basic EPS, further adjusted to include the dilutive impact of the exercise or conversion of common stock equivalents, such as stock options, stock appreciation rights ("SARs") and target awards of RSUs with performance conditions ("Performance Share Units" or "PSUs"), into shares of common stock as if those securities were exercised or converted. For the years ended December 31, 2020, 2019 and 2018, approximately 332,000, 231,000 and 143,000 potentially dilutive options, respectively, were excluded from the computation of dilutive common shares because the exercise price of such options exceeded the average market price of the Company's common stock for the respective 12-month periods during which the options were outstanding. In addition, as a result of the loss from continuing operations for the year ended December 31, 2020, incremental shares of 20,576, resulting from the dilutive options and performance share units, were excluded from the diluted earnings per share calculation as the effect would have been anti-dilutive.

The following table presents the computation of basic and diluted shares of common stock used in the calculation of EPS (amounts in millions, except share and per share amounts):

**Earnings (loss) per basic common share**

	Year Ended December 31,		
	2020	2019	2018
Income (loss) from continuing operations	\$ (15.8)	\$ 55.4	\$ 37.2
Amounts attributable to participating securities	(0.2)	(0.3)	(0.2)
Income (loss) from continuing operations available to common stockholders	(16.0)	55.1	37.0
Loss from discontinued operations, net of income taxes	—	—	(0.8)
Net income (loss) available to common stockholders	\$ (16.0)	\$ 55.1	\$ 36.2
Weighted-average basic shares outstanding	16,813	16,848	16,850
Basic earnings (loss) per share			
Continuing operations	\$ (0.96)	\$ 3.27	\$ 2.20
Discontinued operations	—	—	(0.05)
	\$ (0.96)	\$ 3.27	\$ 2.15



NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

Earnings (loss) per diluted common share

	Year Ended December 31,		
	2020	2019	2018
Income (loss) from continuing operations	\$ (15.8)	\$ 55.4	\$ 37.2
Amounts attributable to participating securities	(0.2)	(0.3)	(0.4)
Income (loss) from continuing operations available to common stockholders	(16.0)	55.1	36.8
Loss from discontinued operations, net of income taxes	—	—	(0.8)
Net income (loss) available to common stockholders	\$ (16.0)	\$ 55.1	\$ 36.0
Weighted-average basic shares outstanding	16,813	16,848	16,850
Add: Assumed incremental shares under stock-based compensation plans	—	58	118
Weighted average diluted shares	16,813	16,906	16,968
Diluted earnings (loss) per share			
Continuing operations	\$ (0.96)	\$ 3.26	\$ 2.17
Discontinued operations	—	—	(0.05)
	\$ (0.96)	\$ 3.26	\$ 2.12

Note 4. Goodwill and Other Intangible Assets

The Company follows the guidance of ASC Topic 805, *Business Combinations* ("ASC Topic 805"), in recording goodwill arising from a business combination as the excess of purchase price over the fair value of identifiable assets acquired and liabilities assumed.

The Company tests goodwill for impairment at least annually on November 30 in conjunction with preparation of its annual business plan, or more frequently if events or circumstances indicate it might be impaired.

The Company tested goodwill for impairment as of November 30, 2020 under ASC Topic 350, *Intangibles — Goodwill and Other*. In this quantitative assessment, the Company estimated the fair value of the reporting units principally using a discounted operating cash flow approach. Significant assumptions used in developing the discounted operating cash flow approach were revenue growth rates and pricing, costs for manufacturing inputs, levels of capital investment and estimated cost of capital for high, medium and low growth environments. Based on these assessments, the Company determined that the current fair value determinations were higher than the current carrying amount of the reporting units. There was no impairment in the carrying value of goodwill for the years ended December 31, 2020, 2019 and 2018, with the exception of \$0.1 million of goodwill impairment related to the sale of the Brattleboro mill in 2018. See Note 12, "Asset Restructuring and Impairment Costs."

Intangible assets with finite useful lives are amortized on a straight-line basis over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with ASC Topic 360, *Property, Plant, and Equipment*. Intangible assets consist primarily of customer relationships, trade names and acquired intellectual property. Such intangible assets are amortized using the straight-line method over estimated useful lives of between 10 and 15 years. Certain trade names are estimated to have indefinite useful lives and as such are not amortized. Intangible assets with indefinite lives are reviewed for impairment at least annually. During the second quarter of 2020, the Company recorded an impairment loss for its indefinite-lived intangible assets (brand names) of \$0.9 million and \$0.4 million in the Fine Paper and Packaging and Technical Products segments, respectively, due to the adverse impacts of the pandemic. See Note 12, "Asset Restructuring and Impairment Costs." There was no impairment in the carrying value of intangible assets with indefinite lives for the years ended December 31, 2019 and 2018.



NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

The following table presents the carrying value of goodwill by business segment and changes in the carrying value of goodwill.

	Technical Products			Fine Paper and Packaging			Other			
	Gross Amount	Accumulated Impairment Losses	Net	Gross Amount	Accumulated Impairment Losses	Net	Gross Amount	Accumulated Impairment Losses	Net	Net
Balance at December 31, 2018	\$ 124.9	\$ (47.4)	\$ 77.5	\$ 6.2	\$ —	\$ 6.2	\$ 0.4	\$ (0.1)	\$ 0.3	\$ 84.0
Realignment of Other segment (a)	0.4	(0.1)	0.3	—	—	—	(0.4)	0.1	(0.3)	—
Foreign currency translation	(1.9)	1.0	(0.9)	—	—	—	—	—	—	(0.9)
Balance at December 31, 2019	123.4	(46.5)	76.9	6.2	—	6.2	—	—	—	83.1
Foreign currency translation	8.6	(4.3)	4.3	—	—	—	—	—	—	4.3
Balance at December 31, 2020	<u>\$ 132.0</u>	<u>\$ (50.8)</u>	<u>\$ 81.2</u>	<u>\$ 6.2</u>	<u>\$ —</u>	<u>\$ 6.2</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 87.4</u>

- (a) In January 2019, the Company realigned the remaining products manufactured in the Other business segment to be managed as part of the Technical Products business segment. See Note 13, "Business Segment and Geographic Information."

**Other Intangible Assets**

As of December 31, 2020, the Company had net identifiable intangible assets of \$62.6 million. All such intangible assets were acquired in the acquisitions of Neenah Germany, Fox River, FiberMark, Neenah Coldenhove and the Crane technical materials business, and the acquisition of the Wausau and Southworth brands. The following table details amounts related to those assets.

	12/31/2020		12/31/2019	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Amortizable intangible assets				
Customer based intangibles	\$ 39.6	\$ (24.0)	\$ 38.2	\$ (20.4)
Trade names and trademarks	5.2	(3.1)	5.1	(2.7)
Acquired technology	17.3	(9.3)	16.9	(8.0)
Total amortizable intangible assets	62.1	(36.4)	60.2	(31.1)
Indefinite life trade names, net of impairment losses of \$1.3 million as of 12/31/20	36.9	—	37.6	—
Total	<u>\$ 99.0</u>	<u>\$ (36.4)</u>	<u>\$ 97.8</u>	<u>\$ (31.1)</u>

As of December 31, 2020, \$40.5 million and \$22.1 million of such intangible assets are reported within the Technical Products and Fine Paper and Packaging, respectively. See Note 13, "Business Segment and Geographic Information." Aggregate amortization expense of acquired intangible assets for the years ended December 31, 2020, 2019 and 2018 was \$3.7 million, \$3.9 million and \$4.3 million, respectively and was reported in selling, general and administrative expenses on the consolidated statement of operations. Estimated amortization expense for the years ended December 31, 2021, 2022, 2023, 2024 and 2025 is \$3.6 million, \$2.9 million, \$2.8 million, \$2.8 million and \$2.8 million, respectively.

## NEENAH, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

#### Note 5. Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740, *Income Taxes*. Income tax expense (benefit) represented (15.5) percent, 16.7 percent and 9.5 percent of income (loss) from continuing operations before income taxes for the years ended December 31, 2020, 2019 and 2018, respectively. The Company's effective income tax rate can be affected by many factors, including but not limited to, changes in the mix of earnings in taxing jurisdictions with differing statutory rates, the impact of research and development tax credits ("R&D Credits"), changes in tax laws and changes in corporate structure as a result of business acquisitions and dispositions. The 2020 effective income tax rate was significantly impacted by the \$57.8 million of restructuring and impairment losses and the 2018 effective income tax rate was also reduced by the effects of the \$31.1 million impairment loss of the Brattleboro mill and associated research and office facilities (see Note 12). In these two years, similar sized reconciling items had a significantly larger percentage impact on reduced pre-tax book income.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation in the Tax Cuts and Jobs Act of 2017 (the "TCJA"). The TCJA significantly revised the U.S. corporate income tax by, among other things, reducing the statutory corporate tax rate from 35% to 21% effective January 1, 2018, eliminating certain deductions, imposing a mandatory one-time tax on accumulated earnings of foreign subsidiaries, introducing new tax regimes and changing how foreign earnings are subject to U.S. tax. The TCJA also enhanced and extended through 2026 the option to claim accelerated depreciation deductions on qualified property.

During 2018, the Company completed its analysis of the TCJA and interpreted additional guidance issued by the U.S. Treasury Department. In addition, legislative actions by the various U.S. states related to application of the TCJA provisions on state tax returns were considered. The Company recorded adjustments throughout 2018 to reflect a tax benefit of \$0.9 million related to the effects of the statutory corporate tax rate reduction and a tax expense of \$0.8 million from U.S. federal and state taxes on accumulated earnings and profits ("E&P") of its foreign subsidiaries. As of December 31, 2018, a cumulative net tax benefit of \$6.6 million related to the TCJA was reflected, comprised of a \$11.2 million tax benefit from the remeasurement of federal net deferred income tax liabilities resulting from the reduction in the U.S. statutory corporate tax rate, less \$4.6 million of tax expense from the mandatory one-time U.S. federal tax on certain previously untaxed accumulated E&P of its foreign subsidiaries and related state income tax impacts. As of December 31, 2018, the measurement period for purposes of SAB 118 ended and the Company completed the accounting for all of the impacts of the TCJA.

The TCJA also required a U.S. shareholder of a foreign corporation to include in taxable income its global intangible low-taxed income ("GILTI"). In general, GILTI is described as the excess of a U.S. shareholder's total net foreign income over a deemed return on tangible assets, which is defined as 10% of its foreign qualified business asset investment reduced by certain interest expense amounts. The TCJA allows a deduction of 50% of GILTI, but this deduction is limited by the taxpayer's taxable income. An entity also is allowed a deemed paid foreign tax credit of up to 80% of foreign taxes attributable to the underlying foreign corporation. Unused foreign tax credits associated with GILTI cannot be carried forward or back or used against other foreign source income. A U.S. shareholder would increase its tax basis in the foreign corporation for the GILTI inclusion. The Company elected an accounting policy to record GILTI tax expense as a period cost, if and when incurred each year, in its annual effective tax rate.

**NEENAH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

On March 27, 2020, the U.S. government enacted the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"). The CARES Act included various income and payroll tax provisions designed to stimulate the economy and provide relief to businesses. Among its benefits was the ability to enhance the value of NOLs by allowing the carryback of NOLs to tax years in which the U.S. federal statutory income tax rate was 35%. During the three months ended December 31, 2020, the Company recorded an income tax benefit of \$0.9 million and a corresponding tax receivable for \$8.0 million for the tax refund to be received during 2021. The Company also elected the option to delay payment of \$4.4 million of 2020 payroll taxes until December 31, 2021 and 2022. Also, the Company utilized the payroll tax provisions of the Employee Retention Credit of the CARES Act to partially offset qualified wages and benefits of employees impacted by COVID-19 travel and other restrictions. Similar COVID-19 relief legislation was also enacted in Germany, the Netherlands and the U.K. aimed at providing subsidies for employee retention and deferral of tax payments.

The following table presents the principal reasons for the difference between the Company's effective income tax rate and the U.S. federal statutory income tax rate:

	Year Ended December 31,					
	2020	2020	2019	2019	2018	2018
U.S. federal statutory income tax rate	(21.0)%	\$ (3.9)	21.0 %	\$ 14.0	21.0 %	\$ 8.6
U.S. state income taxes, net of federal income tax benefit	(10.2)%	(1.9)	1.4 %	0.9	(1.0)%	(0.4)
Foreign tax rate differences (a)	15.0 %	2.8	3.6 %	2.4	6.8 %	2.8
Foreign financing structure (b)	(11.2)%	(2.1)	(3.0)%	(2.0)	(5.1)%	(2.1)
U.S. tax on foreign earnings (c)	4.3 %	0.8	0.9 %	0.6	3.6 %	1.5
Research and development and other tax credits	(15.5)%	(2.9)	(6.2)%	(4.1)	(10.5)%	(4.3)
Benefit of CARES Act NOL carryback (d)	(4.8)%	(0.9)	— %	—	— %	—
Change in valuation allowances (e)	25.2 %	4.7	0.2 %	0.1	— %	—
Change in reserves for uncertain tax positions	(3.7)%	(0.7)	(1.9)%	(1.3)	2.0 %	0.8
Change in statutory tax rates (f)	— %	—	— %	—	(3.9)%	(1.6)
Excess tax benefits from stock compensation	1.1 %	0.2	(0.2)%	(0.1)	(2.9)%	(1.2)
Other differences, net	5.3 %	1.0	0.9 %	0.6	(0.5)%	(0.2)
Effective income tax rate	<u>(15.5)%</u>	<u>\$ (2.9)</u>	<u>16.7 %</u>	<u>\$ 11.1</u>	<u>9.5 %</u>	<u>\$ 3.9</u>

- (a) Represents the impact on the Company's effective tax rate due to the mix of earnings among taxing jurisdictions with differing statutory rates. In each year, the U.S. federal tax rate is lower than the tax rate in Germany and the Netherlands.
- (b) Represents the impact on the Company's effective tax rate of the Company's financing strategies.
- (c) For 2018, the amount includes an adjustment of \$0.8 million due to the mandatory one-time tax on the accumulated E&P of foreign subsidiaries and in all years includes federal GILTI impacts and state taxation of foreign E&P.
- (d) Represents the net benefit of the CARES Act provision to allow for the carryback of the NOL generated in 2020 to the 2015 tax year. The net tax benefit of \$0.9 million included a \$5.0 million benefit from the tax rate differential and other factors, offset by a \$3.0 million impact from provisions of GILTI and a \$1.1 million increase in the reserve for uncertain income tax positions for restored R&D Credits.
- (e) For 2020, as a result of the impacts of COVID-19 and other factors, we evaluated our ability to utilize our deferred tax assets, including research and development and other tax credits and NOLs, before they expire. We recorded a \$4.6 million increase to the valuation allowance against our state tax credits and NOLs, the majority of which related to adjustments to the beginning of year valuation allowance for changes in judgment about the realizability of these deferred tax assets in future years.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

- (f) Represents the net benefit from remeasurement of the net deferred income tax liabilities from tax rate changes. For 2018, the amount reflects a tax benefit adjustment of \$0.9 million from the TCJA, plus \$0.7 million of tax benefit from a federal tax rate change in the Netherlands.

The following table presents the U.S. and foreign components of income from continuing operations before income taxes:

	Year Ended December 31,		
	2020	2019	2018
Income (loss) from continuing operations before income taxes:			
U.S.	\$ (55.6)	\$ 30.1	\$ (1.7)
Foreign	36.9	36.4	42.8
Total	<u>\$ (18.7)</u>	<u>\$ 66.5</u>	<u>\$ 41.1</u>

The following table presents the components of the provision (benefit) for income taxes:

	Year Ended December 31,		
	2020	2019	2018
Provision (benefit) for income taxes:			
Current:			
Federal	\$ (8.1)	\$ 0.3	\$ (3.0)
State	0.3	(0.2)	0.1
Foreign	9.8	7.6	8.7
Total current income tax provision	<u>2.0</u>	<u>7.7</u>	<u>5.8</u>
Deferred:			
Federal	(6.5)	3.0	(0.6)
State	2.5	0.8	(0.2)
Foreign	(0.9)	(0.4)	(1.1)
Total deferred income tax provision	<u>(4.9)</u>	<u>3.4</u>	<u>(1.9)</u>
Total provision (benefit) for income taxes	<u>\$ (2.9)</u>	<u>\$ 11.1</u>	<u>\$ 3.9</u>

The Company has elected to treat its Canadian subsidiary as a branch for U.S. income tax purpose. Therefore, its pre-tax loss, arising primarily from employee benefit plan costs, is included in determining U.S. federal and state income taxes.

**NEENAH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

The asset and liability approach is used to recognize deferred income tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. The components of deferred income tax assets and liabilities, net of reserves for uncertain tax positions and valuation allowances, are as follows:

	December 31,	
	2020	2019
Deferred income tax assets (liabilities)		
Research and development tax credits	\$ 27.5	\$ 21.5
Employee benefits	15.6	15.9
Net operating losses and other tax credits	3.7	6.4
Lease liabilities	4.6	3.1
Accrued liabilities	1.4	2.1
Inventories (a)	—	(0.6)
Lease right-of-use assets	(4.3)	(2.8)
Intangibles	(4.7)	(4.7)
Property, plant and equipment (a)	(26.7)	(28.0)
Other	1.2	0.5
Net deferred income tax assets	<u>\$ 18.3</u>	<u>\$ 13.4</u>
Deferred income tax assets (liabilities)		
Property, plant and equipment	\$ (16.8)	\$ (16.7)
Intangibles	(3.0)	(3.0)
Inventories	(0.8)	(0.9)
Lease right-of-use assets	(0.9)	(0.7)
Net operating losses	0.2	0.2
Lease liabilities	0.9	0.7
Employee benefits	9.5	7.5
Other	(1.4)	—
Net deferred income tax liabilities	<u>\$ (12.3)</u>	<u>\$ (12.9)</u>

(a) As of December 31, 2020, included within property, plant and equipment and inventories was a deferred tax liability resulting from tax accounting method changes of \$(3.5) million and \$(0.6) million, respectively.

The presentation above reflects net deferred income tax assets of U.S. federal and state jurisdictions and the net deferred income tax liabilities related to operations of Germany, the Netherlands and the U.K.

As of December 31, 2020, the Company had \$28.2 million of U.S. federal and \$7.4 million of U.S. state R&D Credits which, if not used, will expire between 2028 and 2040 for the U.S. federal R&D Credits and between 2021 and 2035 for the state R&D Credits. As of December 31, 2020, the Company had \$71.8 million of state NOLs which may be used to offset state taxable income. The NOLs are reflected in the consolidated financial statements as a deferred income tax asset of \$4.4 million. If not used, substantially all of the NOLs will expire in various amounts between 2021 and 2040. The Company had pre-acquisition and recognized built-in loss carryovers of \$7.6 million, reflected as a deferred income tax asset of \$1.6 million.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

As of December 31, 2020 and 2019, the Company had \$66.5 million and \$48.8 million, respectively, of undistributed earnings (net of foreign taxes) of foreign subsidiaries. Except for immaterial foreign currency exchange considerations, the Company will be able to repatriate these foreign earnings without U.S. federal taxation due to previously taxed income under the GILTI provisions.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, various U.S. state jurisdictions and foreign jurisdictions. The Company is no longer subject to U.S. federal examination for years before 2017, to state and local examinations for years before 2016 and to non-U.S. income tax examinations for years before 2014. The following is a tabular reconciliation of the total amounts of uncertain tax positions as of and for the years ended December 31, 2020, 2019 and 2018:

	For the Years Ended December 31,		
	2020	2019	2018
Balance at January 1,	\$ 7.8	\$ 10.1	\$ 10.0
Increases in prior period tax positions	1.1	0.7	0.1
Decreases in prior period tax positions	(0.2)	(1.2)	—
Increases in current period tax positions	0.6	0.6	0.8
Decreases due to lapse of statutes of limitations	(1.3)	(1.5)	(0.6)
Increases due to change in tax rates	—	—	0.1
Decreases due to settlements with tax authorities	—	(0.9)	(0.2)
Increases (decreases) from foreign exchange rate changes	—	—	(0.1)
Balance at December 31,	\$ 8.0	\$ 7.8	\$ 10.1

The \$8.0 million of reserves for uncertain tax positions as of December 31, 2020 were reflected on the consolidated balance sheets as follows: \$7.7 million netted against deferred income tax assets and \$0.3 million in other noncurrent obligations. The \$7.8 million of reserves for uncertain tax positions as of December 31, 2019 were reflected on the consolidated balance sheets as follows: \$7.3 million netted against deferred income tax assets and \$0.5 million in other noncurrent obligations. The \$10.1 million of reserves for uncertain tax positions as of December 31, 2018 were reflected on the consolidated balances as follows: \$7.9 million netted against deferred income tax assets and \$2.2 million in other noncurrent obligations.

If recognized, \$6.1 million of the benefit for uncertain tax positions at December 31, 2020 would favorably affect the Company's effective tax rate in future periods. The Company files income tax returns and is subject to examination by various taxing jurisdictions. The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) it is determined whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position, and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

The Company does not expect that facts and circumstances such as the expiration of statutes of limitations or the settlement of audits in the next 12 months will result in liabilities for uncertain income tax positions that are materially different than the amounts that were accrued as of December 31, 2020.

The Company recognizes accrued interest and penalties related to uncertain income tax positions in the Provision for income taxes on the consolidated statements of operations. As of December 31, 2020 and 2019, the Company had less than \$0.1 million and \$0.1 million, respectively, accrued for interest and penalties related to uncertain income tax positions.

As of December 31, 2020 and 2019, the Company had \$5.3 million and \$5.2 million of foreign tax credits, all of which the Company believes will expire unutilized. Therefore, as of December 31, 2020 and 2019, the Company recorded a full valuation allowance equal to the amount of this deferred income tax asset. As of December 31, 2020 and 2019, the Company also had a valuation allowance of \$6.4 million and \$0.7 million, respectively, against the gross value of its state

**NEENAH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

tax credits and NOLs. Including the federal benefit of state taxes, the net valuation allowance reflected on the consolidated balance sheets was \$5.1 million and \$0.5 million as of December 31, 2020 and 2019, respectively. In determining the need for a valuation allowance, the Company considers many factors, including specific taxing jurisdictions, sources of taxable income, income tax strategies and forecasted earnings for the entities in each jurisdiction. A valuation allowance is recognized if, based on the weight of available evidence, the Company concludes that it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

**Note 6. Debt**

Long-term debt consisted of the following:

	<b>December 31,</b>	
	<b>2020</b>	<b>2019</b>
Term Loan B Credit Facility (variable rates) due June 2027	\$ 199.0	\$ —
2021 Senior Notes (5.25% fixed rate) due May 2021	—	175.0
Global Revolving Credit Facility (variable rates) due December 2023	—	21.6
Second German Loan Agreement (2.45% fixed rate) due in quarterly installments ending September 2022	2.4	3.5
Third German Loan Agreement (1.45% fixed rate) due in quarterly installments ending September 2022	2.6	3.7
Deferred financing costs	(9.6)	(3.0)
<b>Total Debt</b>	<b>194.4</b>	<b>200.8</b>
Less: Debt payable within one year	4.9	2.6
<b>Long-term debt</b>	<b>\$ 189.5</b>	<b>\$ 198.2</b>

***Unsecured 2021 Senior Notes***

In May 2013, the Company completed an underwritten offering of eight-year senior unsecured notes (the "2021 Senior Notes") at a face amount of \$175 million. The 2021 Senior Notes bore interest at a rate of 5.25%, payable in arrears on May 15 and November 15 of each year, and were scheduled to mature on May 15, 2021. On June 30, 2020, the Company initiated the calling of the 2021 Senior Notes for redemption in full and recorded a debt extinguishment charge of \$1.9 million related to the write-off of the remaining deferred financing costs associated with the 2021 Senior Notes. The redemption and satisfaction of the 2021 Senior Notes was completed on July 16, 2020.

***Term Loan B Credit Facility***

On June 30, 2020, the Company entered into a Term Loan Credit Agreement (the "Term Loan Credit Agreement") by and among the Company, as borrower, certain of its domestic subsidiaries, as guarantors (the "Guarantors", and together with the Company, the "Term Loan Parties"), a syndicate of banks, financial institutions and other entities as lenders (the "TLB Lenders"), and JPMorgan Chase Bank, N.A., as administrative agent for the Term Loan B Lenders. The Term Loan Credit Agreement provides a seven-year Term Loan B credit facility (the "Term B Facility") in the initial principal amount of \$200 million (the "Term Loan B".) The Term Loan B was executed in a single \$200 million draw on the closing date. Proceeds under the Term B Facility were used to redeem in full the 2021 Senior Notes, repay borrowings under the Company's senior secured revolving credit facility, pay fees and expenses of the transaction and for general corporate purposes. Under the terms of the Term Loan Credit Agreement, and subject to certain conditions and adjustments, the Company may from time to time solicit the Term Loan B Lenders or new lenders to provide incremental term loan financings under the Term B Facility up to \$125 million in the aggregate (each an "Incremental Term Facility"). The



**NEENAH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

proceeds of an Incremental Term Facility may be used for general corporate purposes of the Company and its subsidiaries, including permitted acquisitions, investments and other uses not prohibited by the Term Loan Credit Agreement.

The obligations under the Term Loan Credit Agreement are jointly and severally guaranteed by the Guarantors and are secured by all or substantially all of the assets of the Term Loan Parties, including (i) a first- priority security interest in substantially all of the tangible and intangible non-current assets of the Term Loan Parties (collectively, the “TLB Priority Collateral”), and (ii) a second-priority security interest in substantially all of the current assets of the Term Loan Parties comprising priority collateral of the lenders under the Company’s secured revolving credit facility (together with the TLB Priority Collateral, the “Collateral”). Under the terms of the Term Loan Credit Agreement, borrowings under the Term B Facility will bear interest, as selected by the Company, at a per annum rate equal to either (a) the reserve-adjusted LIBOR rate for interest periods of one, two or three months, plus an applicable rate of 4.00% per annum, or (b) the Alternate Base Rate, plus an applicable rate of 2.00% per annum. “Alternate Base Rate” will be equal to the greatest of (1) the prime rate as quoted from time to time in The Wall Street Journal or published by the Federal Reserve Board, (2) the overnight bank funding rate established by the Federal Reserve Bank of New York, plus 50 basis points, and (3) one-month reserve-adjusted LIBOR plus 100 basis points. The Alternate Base Rate is subject to a “floor” of 2.0%, and the adjusted LIBOR rate is subject to a “floor” of 1.0%. As of December 31, 2020, the weighted-average interest rate on outstanding Term Loan borrowings was 5.0% per annum. The Term Loan B is repayable in equal quarterly installments commencing on September 30, 2020 in an aggregate annual amount equal to 1% of the original principal amount of the Term B Facility (subject to certain reductions in connection with debt prepayments and debt buybacks). The entire unpaid principal balance of the Term Loan B, together with all accrued and unpaid interest thereon, will be due and payable at maturity on June 30, 2027.

The Company is required to make mandatory prepayments of the Term Loan B, commencing with the fiscal year ending December 31, 2021, based on certain secured leverage ratios levels, among other requirements, as per below:

<b>Secured leverage ratio levels</b>	<b>Mandatory prepayments</b>
< 1.50	No prepayments required
1.50 - 2.50	25% of Excess Cash Flow
> 2.50	50% of Excess Cash Flow

“Secured Leverage Ratio” means the ratio, for the four most recent fiscal quarters, of the net secured indebtedness of the Company as of the last day of such period to EBITDA for such period. “Excess Cash Flow” means consolidated net income, plus or minus adjustments for specified items including, among others: (i) increases or decreases in working capital, (ii) certain capital expenditures, (iii) scheduled principal payments and voluntary prepayments of certain funded indebtedness, (iv) to the extent not deducted in calculating consolidated net income, interest expense and any premium, make-whole or penalty payments in respect of indebtedness, (v) taxes, to the extent not deducted in calculating consolidated net income, (vi) permitted acquisitions and certain other permitted investments, and (vii) up to \$8.75 million per fiscal quarter of regularly scheduled quarterly cash dividends paid by the Company. The Term Loan Credit Agreement contains covenants and events of default which the Company believes are customary for agreements of this nature.

Under the most restrictive terms of the Term Loan Credit Agreement, we are permitted to pay cash dividends and repurchase shares of our common stock in an aggregate amount not to exceed \$8,750,000 per fiscal quarter. However, as long as the total leverage ratio calculated in accordance with the Term Loan Credit Agreement does not exceed 2.5 to 1.0, we can pay dividends or repurchase shares without limitation. In the event the total leverage ratio exceeds 2.5 to 1.0 but is less than or equal to 3.5 to 1.0, we may still pay dividends or repurchase shares of our common stock in an aggregate amount in excess of \$8,750,000 per fiscal quarter by utilizing certain "restricted payment baskets" described in the Term Loan Credit Agreement. In addition, we would be permitted to pay cash dividends and repurchase shares of, our common stock in excess of \$8,750,000 per fiscal quarter if the aggregate amount of such payments, together with the amount of redemptions or prepayments of certain indebtedness, is less than or equal to the greater of (i) \$65 million and (ii) 9% of our consolidated tangible assets. As of December 31, 2020, since our total leverage ratio was less than 2.5 to 1.0, none of these covenants were restrictive to our ability to pay dividends on or repurchase shares of our common stock.

## NEENAH, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

#### *Amended and Restated Secured Global Revolving Credit Facility*

In December 2018, the Company amended and restated its existing credit facility by entering into the Fourth Amended and Restated Credit Agreement (the "Fourth Amended Credit Agreement") by and among the Company and certain of its domestic subsidiaries (the "Domestic Borrowers"), Neenah Services GmbH & Co. KG and certain of its German subsidiaries (the "German Borrowers"), certain other subsidiaries as the "German Guarantors", the financial institutions signatory to the Fourth Amended Credit Agreement as lenders (the "Lenders"), and JPMorgan Chase Bank, N.A., as agent for the Lenders (the "Administrative Agent").

The Fourth Amended Credit Agreement, among other things: (1) increased the maximum principal amount of the existing credit facility for the Domestic Borrowers to \$150 million (the "U.S. Revolving Credit Facility"); (2) maintains the secured, multicurrency, revolving credit facility for the German Borrowers in the maximum principal amount of \$75 million (the "German Revolving Credit Facility," and together with the U.S. Revolving Credit Facility, the "Global Revolving Credit Facility"); (3) caused the Company and the other Domestic Borrowers to guarantee, among other things, the obligations of the German Borrowers arising under the German Revolving Credit Facility; (4) provides for the Global Revolving Credit Facility to mature on December 10, 2023; and (5) modifies the accordion feature permitting one or more increases in the Global Revolving Credit Facility in an aggregate principal amount not exceeding \$125 million, such that the aggregate commitments under the Global Revolving Credit Facility do not exceed \$350 million. In addition, the Domestic Borrowers may request letters of credit under the U.S. Revolving Credit Facility in an aggregate face amount not to exceed \$20 million outstanding at any time, and the German Borrowers may request letters of credit under the German Revolving Credit Facility in an aggregate face amount not to exceed \$5 million outstanding at any time.

On June 30, 2020, the Company amended the Fourth Amended Credit Agreement by entering into a Third Amendment (the "Third Amendment") to among other things, (a) remove the applicable components of the TLB Priority Collateral from the borrowing base calculation under the U.S. Revolving Credit Facility, (b) permit the pledging of the Collateral under the Term B Facility and subordinate liens of the Fourth Amended and Restated Credit Agreement lenders on TLB Priority Collateral to the first position liens on TLB Priority Collateral under the Term B Facility, (c) reduce the U.S. Revolving Credit Facility amount from \$150 million to \$125 million, (d) reduce the German Revolving Credit Facility amount from \$75 million to \$50 million, and (e) adjust certain reporting and financial covenant activation and deactivation thresholds.

Proceeds of borrowings under the Global Revolving Credit Facility may be used to finance working capital needs, permitted acquisitions, permitted investments (including certain inter-company loans), certain dividends, distributions and other restricted payments, and for other general corporate purposes.

The consolidated statements of cash flows present borrowings and repayments under the Global Revolving Credit Facility and the predecessor revolving bank credit facility using a gross approach. This approach presents not only discrete borrowings for transactions such as a business acquisition, but also reflects all borrowings and repayments that occur as part of daily management of cash receipts and disbursements. For the years ended December 31, 2020, 2019, and 2018 all of the borrowings related to the daily cash management.

The right of the Domestic Borrowers to borrow and obtain letters of credit under the U.S. Revolving Credit Facility is subject to, among other things, the borrowing base of the Domestic Borrowers on a consolidated basis (the "Domestic Borrowing Base"). The right of the German Borrowers to borrow and obtain letters of credit under the German Revolving Credit Facility is similarly subject to a borrowing base requirement (the "German Borrowing Base"). The German Borrowing Base is initially determined on a combined basis for all German Borrowers. Under certain circumstances (including the occurrence of an event of default resulting from an act or omission of any German Borrower or German Guarantor), the Administrative Agent may require the German Borrowing Base to be determined separately for each of the German Borrowers. At its option the Company may, from time to time, allocate a portion of the Domestic Borrowing Base to the German Borrowing Base (resulting in a corresponding reduction of the Domestic Borrowing Base); however, the principal amount of borrowings and the outstanding letter of credit exposure under the German Revolving Credit Facility may not at any time exceed the German Revolving Credit Facility commitment amount then in effect.

The guarantees of the German Guarantors are limited solely to the German Revolving Credit Facility obligations. Under the terms of the Fourth Amended Credit Agreement and related loan documentation, neither the German Borrowers nor the

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

German Guarantors (collectively, the "German Loan Parties") will be liable for any obligations relating to the U.S. Revolving Credit Facility. The Global Revolving Credit Facility is secured by liens on all or substantially all of the assets of the Domestic Borrowers. The German Revolving Credit Facility is secured by liens on all or substantially all of the assets of the German Borrowers and certain assets of the German Guarantors. Any liens granted by the German Loan Parties secure only the German Revolving Credit Facility obligations.

*Terms, Covenants and Events of Default.* In general, borrowings under the Global Revolving Credit Facility will bear interest at LIBOR (which cannot be less than zero) plus an applicable margin ranging from 1.25% to 1.75%, depending on the amount of availability under the Fourth Amended Credit Agreement. In addition, the Company may elect an alternate borrowing rate ("ABR") for borrowings under the Global Revolving Credit Facility. ABR borrowings under the Global Revolving Credit Facility will bear interest at the highest interest rate shown in the following table:

	Applicable Margin	
	U.S. Revolving Credit Facility	German Revolving Credit Facility
Prime rate	—%-0.25%	Not applicable
Federal funds rate +0.50%	—%-0.25%	Not applicable
Monthly LIBOR (which cannot be less than zero) +1.00%	—%-0.25%	Not applicable
Overnight LIBOR (which cannot be less than zero)	Not applicable	1.25%-1.75%

The Company is also required to pay a monthly commitment fee on the unused amounts available under the Global Revolving Credit Facility at a per annum rate of 0.25%.

If specified excess availability (i.e., aggregate availability, plus any excess of the aggregate borrowing base over the aggregate commitments under the Global Revolving Credit Facility as then in effect, subject to certain limitations) under the Global Revolving Credit Facility is less than the greater of (i) \$15 million and (ii) 10% of the aggregate commitments under the Global Revolving Credit Facility as then in effect, the Company is required to comply with a fixed charge coverage ratio (as defined in the Fourth Amended Credit Agreement) of not less than 1.1 to 1.0 for the preceding four-quarter period, tested as of the end of each quarter. Such compliance, once required, would no longer be necessary once (x) specified excess availability under the Global Revolving Credit Facility exceeds the greater of (i) 17.5% of the aggregate commitment for the Global Revolving Credit Facility and (ii) \$25 million for 60 consecutive days and (y) no default or event of default has occurred and is continuing during such 60-day period. As of December 31, 2020, specified excess availability under the Global Revolving Credit Facility exceeded the minimum required amount, and the Company is not required to comply with such fixed charge coverage ratio.

The Fourth Amended Credit Agreement contains affirmative, reporting and negative covenants, events of default and other terms which the Company believes are ordinary and standard for agreements of this nature, with which the Company and its subsidiaries must comply during the term of the agreement. Among other things, such covenants restrict the ability of the Company and its subsidiaries to incur certain debt, incur or create certain liens, make specified restricted payments, authorize or issue capital stock, enter into transactions with their affiliates, consolidate, merge with or acquire another business, sell certain of their assets, or dissolve or wind up.

In addition, if the specified excess availability under the Global Revolving Credit Facility is less than the greater of (i) \$20 million and (ii) 12.5% of the aggregate commitments under the Global Revolving Credit Facility as then in effect, the Company will be subject to increased reporting obligations and controls until such time as availability is more than the greater of (a) \$25 million and (b) 17.5% of the aggregate commitments under the Global Revolving Credit Facility as then in effect.

Under the terms of the Fourth Amended and Restated Credit Agreement, we are permitted to pay cash dividends on, and repurchase shares of, our common stock without limitation, as long as our specified excess availability under the Fourth Amended and Restated Credit Agreement exceeds the greater of (i) \$20 million and (ii) 12.5% of our aggregate

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

commitments under the Global Revolving Credit Facility (approximately \$22 million as of December 31, 2020), on a pro forma basis after giving effect to such dividend or stock repurchase (as the case may be). If our specified excess availability, on a pro forma basis, is less than the applicable threshold, we are subject to certain restrictions on the amount of cash dividends we are permitted to declare and the amount of share repurchases we are permitted to execute. As of December 31, 2020, the Company's availability exceeded the applicable threshold, so this restriction did not apply.

The Fourth Amended Credit Agreement also contains events of default customary for financings of this type, including failure to pay principal or interest, materially false representations or warranties, failure to observe covenants and certain other terms of the Fourth Amended Credit Agreement, cross-defaults to certain other indebtedness, bankruptcy, insolvency, various ERISA and foreign pension violations, the occurrence of material judgments and changes in control.

Availability under the Global Revolving Credit Facility varies over time depending on the value of the Company's inventory, receivables and (in the case of the German Revolving Credit Facility) various capital assets. As of December 31, 2020, the Company had no borrowings and \$0.3 million in letters of credit outstanding under the Global Revolving Credit Facility and \$138.6 million of available credit (based on exchange rates at December 31, 2020). As of December 31, 2020 and 2019, the weighted-average interest rate on outstanding Revolver borrowings was 1.3 percent per annum.

**Other Debt**

In January 2013, Neenah Germany entered into a project financing agreement for the construction of a melt blown machine (the "Second German Loan Agreement"). The Second German Loan Agreement provided €9.0 million of construction financing which is secured by the melt blown machine. The loan matures in September 2022 and principal is repaid in equal quarterly installments. The interest rate on amounts outstanding is 2.45% and is payable quarterly. At December 31, 2020, €2.0 million (\$2.4 million, based on exchange rates at December 31, 2020) was outstanding under the Second German Loan Agreement.

In May 2018, Neenah Germany entered into a project financing agreement for the construction of a regenerative thermal oxidizer ("RTO") (the "Third German Loan Agreement"). The purposes of the project were to increase the capacity of the existing saturators and ensure compliance with new European air emission standards. The Third German Loan Agreement provided €5.0 million of financing and is secured by the asset. The loan matures in September 2022 and principal is repaid in equal quarterly installments. The interest rate on amounts outstanding is 1.45% and is payable quarterly. In the fourth quarter 2018, the Company received a subsidy from the German government of \$0.9 million due to completion of the RTO project in the form of a principal reduction. At December 31, 2020, €2.1 million (\$2.6 million, based on exchange rates at December 31, 2020) was outstanding under the Third German Loan Agreement.

**Principal Payments**

The following table presents the Company's required debt payments:

	2021	2022	2023	2024	2025	Thereafter	Total
Debt payments	\$ 4.9	\$ 4.1	\$ 2.0	\$ 2.0	\$ 2.0	\$ 189.0	\$ 204.0

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

**Note 7. Pension and Other Postretirement Benefits*****Pension Plans***

Substantially all active employees of the Company's U.S. operations participate in defined benefit pension plans and/or defined contribution retirement plans. The Company also has defined benefit plans and/or alternative retirement plans for substantially all its employees in Germany, the U.K, and the Netherlands. In addition, the Company maintains a SERP which is a non-qualified defined benefit plan. The Company provides benefits under the SERP to the extent necessary to fulfill the intent of its defined benefit retirement plans without regard to the limitations set by the Internal Revenue Code on qualified defined benefit plans.

The Company's policy is to recognize settlement losses for deferred vested pension benefit payments regardless of whether the amount exceeded the sum of expected service cost and interest costs of the pension plan for the respective calendar year. During 2020, 2019, and 2018, the Company recorded a \$0.3 million, \$0.1 million, and a \$0.8 million settlement losses in the SERP, for total payments of \$1.2 million, \$0.5 million, \$2.2 million, respectively.

The Company's funding policy for its U.S. qualified defined benefit plans and its U.K. defined benefit plan is to contribute assets in compliance with regulatory requirements to fund the projected benefit obligation. There is no legal or governmental obligation to fund Neenah Germany's benefit plans and as such the Neenah Germany defined benefit plans are currently unfunded. As of December 31, 2020, Neenah Germany had investments of \$2.5 million that were restricted to the payment of certain post-retirement employee benefits. As of December 31, 2020, \$0.7 million and \$1.8 million of such investments are classified as Prepaid and other current assets and Other assets, respectively, on the consolidated balance sheet. The Neenah Coldenhove retirement benefit obligations are administered by a third-party insurance company, and funding for these benefits comes from premiums paid. Nonqualified plans providing pension benefits in excess of limitations imposed by taxing authorities are not funded; however, the Company holds \$4.3 million of marketable securities that are designated for the payment of benefits under the SERP as of December 31, 2020, classified as Other Assets on the consolidated balance sheet.

During the year ended December 31, 2020 and 2019, the Company's funded status of its pension benefits decreased \$8.8 million and \$2.8 million, respectively, from the prior year, due primarily to lower discount rates partly offset by higher than expected investment returns.

During October 2019, the Company reached an agreement with the union members of the Christelijke Nationale Vakbond ("CNV") and the Federatie Nederlandse Vakvereniging ("FNV") that affected employees in the Netherlands. In accordance with the new agreements, effective December 31, 2019, the Neenah Coldenhove defined benefit pension plan is closed to new entrants, and the defined benefit pension plan was replaced by a new defined contribution plan. All new employees will participate in the new defined contribution plan, and current employees will have their benefit frozen at current levels under the defined benefit plan and will begin participation in the new defined contribution plan. The Company recognized a curtailment gain of \$1.6 million in the fourth quarter of 2019 due to these changes.

During November 2019, the Company ratified a new collective bargaining agreement with the USW that affected hourly employees at the Appleton Mill. In accordance with the new agreement, effective February 2020, the current defined benefit pension plan at this location will be closed to new entrants, and the defined benefit pension plan will be replaced by a new defined contribution plan. All new hourly employees will participate in the new defined contribution plan, and certain hourly employees (30 of 115 employees at this location) with less than 25 years of service will have their benefit frozen at current levels under the defined benefit plan and will begin participation in the new defined contribution plan. Hourly employees with over 25 years of service will continue to participate in the respective defined benefit plan. There were no curtailment or amendment charges recognized due to this change.

During December 2018, the Company signed new collective bargaining agreements with the USW that affected hourly employees at the Munising Mill, Whiting Mill, Neenah Mill, and Neenah Finishing Center. In accordance with the new agreements, effective March 2019, the current defined benefit pension plans at these locations will be closed to new entrants, and the defined benefit pension plans will be replaced by a new defined contribution plan. All new hourly employees will participate in the new defined contribution plan, and certain hourly employees (375 of 690 employees at these locations) with less than 25 years of service will have their benefit frozen at current levels under the defined benefit plan and will begin participation in the new defined contribution plan. Hourly employees with over 25 years of service and



## NEENAH, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

certain other hourly employees will continue to participate in their respective defined benefit plans. There were no curtailment or amendment charges recognized due to these changes.

The Company uses the fair value of pension plan assets to determine pension expense, rather than averaging gains and losses over a period of years. Investment gains or losses represent the difference between the expected return calculated using the fair value of the assets and the actual return based on the fair value of assets. The Company's pension obligations are measured annually as of December 31.

#### *Multi-Employer Plan*

Historically, the Company has contributed to the PACE Industry Union-Management Pension Fund (the "PIUMPF"), a multiemployer pension plan. The amount of our annual contributions to the PIUMPF was negotiated with the plan and the bargaining unit representing our employees covered by the plan.

Effective July 1, 2018, the Company and representatives of the United Steelworkers Union (the "USW") of the Lowville mill withdrew from the PIUMPF and recorded an estimated withdrawal liability of \$1.0 million, which assumed payment of \$0.1 million per year over 20 years, discounted at a credit adjusted risk-free rate of 5.7%. For the year ended December 31, 2018, the Company's contributions to the plan were less than \$0.1 million and less than 5% of total plan contributions. On July 1, 2018, when the Company withdrew, the plan was in the red zone. Among other factors, plans in the red zone are generally less than 65% funded.

In October 2019, the Company received a billing from PIUMPF for the withdrawal liability, which confirmed the \$1.0 million liability, and the Company began making monthly payments. In addition to the withdrawal liability, PIUMPF also demanded immediate payment of \$1.3 million for the Company's pro-rata share of the fund's accumulated funding deficiency, which the Company challenged. During the fourth quarter of 2020, the Company reached a settlement with PIUMPF and paid \$1.2 million related to the accumulated funding deficiency.

#### *Other Postretirement Benefit Plans*

The Company maintains postretirement health care and life insurance benefit plans for certain active employees of the Company and former employees of the Canadian pulp operations. The Canadian plans are generally noncontributory for employees who were eligible to retire on or before December 31, 1992 and contributory for most employees who became eligible to retire on or after January 1, 1993. The Company does not provide a subsidized benefit to non-union U.S. employees hired after 2003 or collectively bargained employees after 2005. The Company's obligations for postretirement benefits other than pensions are measured annually as of December 31.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

The following table reconciles the benefit obligations, plan assets, funded status and net liability information of the Company's pension and other postretirement benefit plans.

	Pension Benefits		Postretirement Benefits Other than Pensions	
	Year Ended December 31,			
	2020	2019	2020	2019
<b>Change in Benefit Obligation:</b>				
Benefit obligation at beginning of year	\$ 482.4	\$ 430.7	\$ 39.7	\$ 42.4
Service cost	4.6	5.0	1.0	1.2
Interest cost	14.1	16.2	1.0	1.5
Currency	9.7	(1.2)	0.3	0.1
Actuarial (gain) loss	44.6	55.0	2.5	(0.7)
Benefit payments from plans	(22.3)	(21.1)	(4.7)	(4.8)
Plan curtailment (a)	—	(2.8)	—	—
Settlement payments	(1.6)	(0.5)	—	—
Other	—	1.1	—	—
Benefit obligation at end of year	<u>\$ 531.5</u>	<u>\$ 482.4</u>	<u>\$ 39.8</u>	<u>\$ 39.7</u>
<b>Change in Plan Assets:</b>				
Fair value of plan assets at beginning of year	\$ 424.1	\$ 375.2	\$ —	\$ —
Actual gain (loss) on plan assets	51.9	62.1	—	—
Employer contributions	6.8	8.3	—	—
Currency	5.5	(0.5)	—	—
Benefit payments	(22.3)	(21.1)	—	—
Settlement payments	(1.6)	(0.5)	—	—
Other	—	0.6	—	—
Fair value of plan assets at end of year	<u>\$ 464.4</u>	<u>\$ 424.1</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Reconciliation of Funded Status</b>				
Fair value of plan assets	\$ 464.4	\$ 424.1	\$ —	\$ —
Projected benefit obligation	531.5	482.4	39.8	39.7
Net liability recognized in statement of financial position	<u>\$ (67.1)</u>	<u>\$ (58.3)</u>	<u>\$ (39.8)</u>	<u>\$ (39.7)</u>
<b>Amounts recognized in statement of financial position consist of:</b>				
Current liabilities	\$ (5.1)	\$ (1.2)	\$ (6.0)	\$ (5.6)
Noncurrent liabilities	(62.0)	(57.1)	(33.8)	(34.1)
Net amount recognized	<u>\$ (67.1)</u>	<u>\$ (58.3)</u>	<u>\$ (39.8)</u>	<u>\$ (39.7)</u>

(a) For the year ended December 31, 2019, the Company recognized a curtailment gain of \$1.6 million related to the Neenah Coldenhove pension plan. See discussion earlier in this Note.



**NEENAH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except as noted)

Amounts recognized in accumulated other comprehensive income (loss) consist of:

	Pension Benefits		Postretirement Benefits Other than Pensions	
	December 31,			
	2020	2019	2020	2019
Accumulated actuarial loss	\$ 126.8	\$ 117.8	\$ 8.8	\$ 7.2
Prior service cost	0.6	0.9	—	—
Total recognized in AOCI	<u>\$ 127.4</u>	<u>\$ 118.7</u>	<u>\$ 8.8</u>	<u>\$ 7.2</u>

Summary disaggregated information about the pension plans follows:

	December 31,					
	Assets Exceed ABO		ABO Exceed Assets		Total	
	2020	2019	2020	2019	2020	2019
Projected benefit obligation	\$ —	\$ —	\$ 531.5	\$ 482.4	\$ 531.5	\$ 482.4
Accumulated benefit obligation	—	—	527.9	478.3	527.9	478.3
Fair value of plan assets	—	—	464.4	424.1	464.4	424.1

**Components of Net Periodic Benefit Cost**

	Pension Benefits			Postretirement Benefits Other than Pensions		
	Year Ended December 31,					
	2020	2019	2018	2020	2019	2018
Service cost	\$ 4.6	\$ 5.0	\$ 6.7	\$ 1.0	\$ 1.2	\$ 1.1
Interest cost	14.1	16.2	15.8	1.0	1.5	1.4
Expected return on plan assets (a)	(20.7)	(21.1)	(21.0)	—	—	—
Recognized net actuarial loss	5.4	4.9	5.2	0.9	0.9	0.8
Amortization of prior service cost (credit)	0.3	0.2	0.2	—	—	(0.2)
Curtailement gain	—	(1.6)	—	—	—	—
Amount of settlement loss recognized	0.3	0.1	0.8	—	—	—
Net periodic benefit cost	<u>\$ 4.0</u>	<u>\$ 3.7</u>	<u>\$ 7.7</u>	<u>\$ 2.9</u>	<u>\$ 3.6</u>	<u>\$ 3.1</u>

- (a) The expected return on plan assets, excluding the Neenah Coldenhove plan assets, is determined by multiplying the fair value of plan assets at the prior year-end (adjusted for estimated current year cash benefit payments and contributions) by the expected long-term rate of return. The Neenah Coldenhove pension plan is funded through an insurance contract, and the expected return on plan assets is calculated based on the discount rate of the insured obligations.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

*Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income (Loss)*

	Pension Benefits			Postretirement Benefits Other than Pensions		
	Year Ended December 31,					
	2020	2019	2018	2020	2019	2018
Net periodic benefit expense	\$ 4.0	\$ 3.7	\$ 7.7	\$ 2.9	\$ 3.6	\$ 3.1
Accumulated actuarial gain (loss)	9.0	7.7	4.2	1.6	(1.5)	0.1
Prior service cost (credit)	(0.3)	0.2	(0.1)	—	—	0.2
Total recognized in other comprehensive income (loss)	8.7	7.9	4.1	1.6	(1.5)	0.3
Total recognized in net periodic benefit cost and other comprehensive income (loss)	<u>\$12.7</u>	<u>\$ 11.6</u>	<u>\$11.8</u>	<u>\$ 4.5</u>	<u>\$ 2.1</u>	<u>\$ 3.4</u>

*Weighted-Average Assumptions Used to Determine Benefit Obligations at December 31*

	Pension Benefits		Postretirement Benefits Other than Pensions	
	2020	2019	2020	2019
	Discount rate	2.28 %	2.98 %	1.67 %
Rate of compensation increase	1.54 %	2.05 %	— %	— %
Initial healthcare cost trend rate	— %	— %	5.25 %	6.10 %
Ultimate healthcare cost trend rate	— %	— %	4.00 %	4.50 %
Ultimate year	—	—	2045	2037

*Weighted-Average Assumptions Used to Determine Net Periodic Benefit Cost for Years Ended December 31*

	Pension Benefits			Postretirement Benefits Other than Pensions		
	Year Ended December 31,					
	2020	2019	2018	2020	2019	2018
Discount rate	2.98 %	3.78 %	3.65 %	2.68 %	3.84 %	3.42 %
Expected long-term return on plan assets (a)	5.42 %	5.91 %	5.78 %	— %	— %	— %
Rate of compensation increase	2.05 %	2.33 %	2.44 %	2.50 %	2.50 %	2.50 %
Initial healthcare cost trend rate	— %	— %	— %	6.10 %	6.50 %	6.80 %
Ultimate healthcare cost trend rate	— %	— %	— %	4.50 %	4.50 %	4.50 %
Ultimate year	—	—	—	2037	2037	2037

- (a) The expected long-term return on plan assets does not include the Neenah Coldenhove plan assets. The Neenah Coldenhove pension plan is funded through an insurance contract, and the expected return on plan assets is calculated based on the discount rate of the insured obligations.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

*Expected Long-Term Rate of Return and Investment Strategies*

The expected long-term rate of return on pension fund assets held by the Company's pension trusts was determined based on several factors, including input from pension investment consultants and projected long-term returns of broad equity and bond indices. Also considered were the plans' historical compounded annual returns. It is anticipated that, on average, the managed pension plan assets will generate a return of 5 to 6 percent. The expected long-term rate of return on the assets in the plans was based on an asset allocation assumption of approximately 33 percent with equity managers, with expected long-term rates of return of approximately 8 to 10 percent, 8 percent with hedge funds/other, with expected long-term rates of return of approximately 5 to 7 percent, and 59 percent with fixed income managers, with an expected long-term rate of return of about 3 to 5 percent. The actual asset allocation is regularly reviewed and periodically rebalanced to the targeted allocation when considered appropriate.

*Plan Assets*

Pension plan asset allocations are as follows:

Asset Category (a)	Percentage of Plan Assets At December 31,	
	2020	2019
Equity securities	36 %	33 %
Hedge fund / Other	8 %	8 %
Debt securities / Fixed Income	56 %	59 %
Cash and money-market funds	— %	— %
Total	<u>100 %</u>	<u>100 %</u>

(a) The asset categories do not include the insurance contract related to the Neenah Coldenhove pension plan.

The Company's investment objective for pension plan assets is to ensure, over the long-term life of the pension plans, an adequate pool of assets to support the benefit obligations to participants, retirees, and beneficiaries. Specifically, these objectives include the desire to: (a) invest assets in a manner such that future assets are available to fund liabilities, (b) maintain liquidity sufficient to pay current benefits when due and (c) diversify, over time, among asset classes so assets earn a reasonable return with acceptable risk to capital.

The weighted average target investment allocation and permissible allocation range for plan assets by category are as follows:

Asset Category	Strategic Target	Permitted Range
Equity securities	33 %	28%-38%
Hedge fund / Other	8 %	3%-13%
Debt securities / Fixed Income	59 %	54%-64%

As of December 31, 2020, no company or group of companies in a single industry represented more than 5 percent of plan assets.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

The Company's investment assumptions are established by an investment committee composed of members of senior management and are validated periodically against actual investment returns. As of December 31, 2020, the Company's investment assumptions are as follows:

- (1) The plan should be substantially fully invested in debt and equity securities at all times because substantial cash holdings will reduce long-term rates of return;
- (2) Equity investments will provide greater long-term returns than fixed income investments, although with greater short-term volatility;
- (3) It is prudent to diversify plan investments across major asset classes;
- (4) Allocating a portion of plan assets to foreign equities will increase portfolio diversification, decrease portfolio risk and provide the potential for long-term returns;
- (5) Investment managers with active mandates can reduce portfolio risk below market risk and potentially add value through security selection strategies, and a portion of plan assets should be allocated to such active mandates;
- (6) A component of passive, indexed management can benefit the plans through greater diversification and lower cost, and a portion of the plan assets should be allocated to such passive mandates, and
- (7) It is appropriate to retain more than one investment manager, given the size of the plans, provided that such managers offer asset class or style diversification.

For the years ended December 31, 2020, 2019 and 2018, no plan assets were invested in the Company's securities.

**Cash Flows**

At December 31, 2020, the Company expects to make aggregate contributions to qualified and nonqualified defined benefit pension trusts and to pay pension benefits for unfunded pension and other postretirement benefit plans in 2021 of approximately \$12 million (based on exchange rates at December 31, 2020).

**Future Benefit Payments**

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

	Pension Plans	Postretirement Benefits Other than Pensions
2021	\$ 26.8	\$ 6.0
2022	23.8	4.8
2023	24.6	4.5
2024	25.5	4.1
2025	25.7	3.7
Years 2026-2030	131.7	12.3

**Defined Contribution Retirement Plans**

Company contributions to defined contribution retirement plans are based on various factors for covered employees. Contributions to these plans, all of which were charged to expense, were \$1.8 million in 2020, \$2.0 million in 2019 and \$2.3 million in 2018. In addition, the Company maintains a supplemental retirement contribution plan (the "SRCP") which is a non-qualified, unfunded defined contribution plan. The Company provides benefits under the SRCP to the extent necessary to fulfill the intent of its defined contribution retirement plans without regard to the limitations set by the Internal Revenue Code on qualified defined contribution plans. For the years ended December 31, 2020, 2019 and 2018, the Company recognized expense related to the SRCP of \$0.4 million, \$0.4 million and \$0.0 million, respectively. At

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NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

December 31, 2020 and December 31, 2019, the unfunded obligation of the SRCP was \$2.0 million and \$1.7 million, respectively.

**Investment Plans**

The Company provides voluntary contribution investment plans to substantially all North American employees. Under the plans, the Company matches a portion of employee contributions. For the years ended December 31, 2020, 2019 and 2018, costs charged to expense for Company matching contributions under these plans were \$4.6 million, \$4.7 million and \$4.0 million, respectively.

**Note 8. Stock Compensation Plans**

The Company established the 2004 Omnibus Stock and Incentive Plan (the "2004 Omnibus Plan") in December 2004 and reserved 3,500,000 shares of \$0.01 par value common stock ("Common Stock") for issuance under the Omnibus Plan. Pursuant to the terms of the 2004 Omnibus Plan, the compensation committee of the Company's Board of Directors may grant various types of equity-based compensation awards, including incentive and nonqualified stock options, SARs, restricted stock, RSUs, Performance Units, in addition to certain cash-based awards. All grants under the Omnibus Plan will be made at fair market value and no grant may be repriced. In general, the options expire 10 years from the date of grant and vest over a 3-year service period.

At the 2018 Annual Meeting of Stockholders, the Company's stockholders approved an amendment and restatement of the 2004 Omnibus Plan (as amended and restated the "2018 Omnibus Plan"). The amendment and restatement authorized the Company to reserve an additional 800,000 shares of Common Stock for future issuance. As of December 31, 2020, the Company had 879,000 shares of Common Stock reserved for future issuance under the 2018 Omnibus Plan. As of December 31, 2020, the number of shares available for future issuance was reduced by approximately 53,610 shares for outstanding SARs where the closing market price for the Company's common stock was greater than the exercise price of the SAR. The Company accounts for stock-based compensation pursuant to the fair value recognition provisions of ASC Topic 718, *Compensation — Stock Compensation* ("ASC Topic 718").

**Valuation and Expense Information Under ASC Topic 718**

Substantially all stock-based compensation expense has been recorded in Selling, general and administrative expenses on the consolidated statements of operations. The following table summarizes stock-based compensation costs and related income tax benefits.

	Year Ended December 31,		
	2020	2019	2018
Stock-based compensation expense	\$ 4.2	\$ 5.6	\$ 4.0
Income tax benefit	(1.1)	(1.4)	(1.0)
Stock-based compensation, net of income tax benefit	<u>\$ 3.1</u>	<u>\$ 4.2</u>	<u>\$ 3.0</u>

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

The following table summarizes total compensation costs related to the Company's equity awards and amounts recognized in the year ended December 31, 2020.

	Stock Options	Performance Shares and RSUs
Unrecognized compensation cost — December 31, 2019	\$ 0.2	\$ 2.4
Grant date fair value current year grants	—	7.4
Shares forfeited	—	(1.8)
Compensation expense recognized	(0.2)	(4.1)
Unrecognized compensation cost — December 31, 2020	\$ —	\$ 3.9
Expected amortization period (in years)	0.6	1.8

**Stock Options/SARs**

The Company grants nonqualified stock options to certain non-U.S. employees and Stock Appreciation Rights (SARs, and collectively 'stock options') to certain U.S. employees. Upon exercise, the holder of a SAR receives common shares equal to the number of SARs exercised multiplied by a fraction where the numerator is equal to the market price at the time of exercise minus the exercise price of the SAR and the denominator is equal to the market price at the time of exercise. The SARs can only be settled for shares of Common Stock and the Company does not receive any cash proceeds upon exercise.

The following tables present information regarding stock options awarded during the years ended December 31, 2019 and 2018. There were no stock options awarded during the year ended December 31, 2020.

	2019	2018
Stock options granted	1,272	108,420
Per share weighted-average exercise price	\$ 66.59	\$ 93.22
Per share weighted-average grant date fair value	\$ 10.32	\$ 15.00

The weighted-average grant date fair value for stock options granted for the years ended December 31, 2019 and 2018 was estimated using the Black-Scholes option valuation model with the following assumptions:

	2019	2018
Expected term in years	5.0	5.7
Risk free interest rate	1.8 %	2.5 %
Volatility	23.1 %	21.5 %
Dividend yield	3.0 %	3.0 %

Expected volatility and the expected term were estimated by reference to the historical stock price performance of the Company and historical data for the Company's stock option awards, respectively. The risk-free interest rate was based on the yield on U.S. Treasury bonds with a remaining term approximately equal to the expected term of the stock option awards. Forfeitures were estimated at the date of grant.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

The following table summarizes stock option activity under the Omnibus Plan for the year ended December 31, 2020:

	Number of Stock Options	Weighted-Average Exercise Price
Options outstanding — December 31, 2019	416,548	\$ 70.08
Add: Options granted	—	\$ —
Less: Options exercised	13,434	\$ 32.89
Less: Options forfeited/cancelled	22,270	\$ 80.49
Options outstanding — December 31, 2020	<u>380,844</u>	<u>\$ 70.99</u>

The status of outstanding and exercisable stock options as of December 31, 2020, summarized by exercise price follows:

Exercise Price	Options Vested or Expected to Vest			Options Exercisable			
	Number of Options	Weighted- Average Remaining Contractual Life (Years)	Weighted- Average Exercise Price	Aggregate Intrinsic Value (a)	Number of Options	Weighted- Average Exercise Price	Aggregate Intrinsic Value (a)
\$19.25 — \$31.23	31,884	1.6	\$ 27.86	\$ 0.9	31,884	\$ 27.86	\$ 0.9
\$42.82 — \$64.23	132,516	4.4	\$ 55.70	0.3	131,386	\$ 55.81	0.3
\$66.59 — \$93.35	216,444	6.5	\$ 86.70	—	199,381	\$ 86.29	—
	<u>380,844</u>	5.4	\$ 70.99	<u>\$ 1.2</u>	<u>362,651</u>	\$ 70.11	<u>\$ 1.2</u>

- (a) Represents the total pre-tax intrinsic value as of December 31, 2020 that option holders would have received had they exercised their options as of such date. The pre-tax intrinsic value is based on the closing market price for the Company's common stock of \$55.32 on December 31, 2020.

The aggregate pre-tax intrinsic value of stock options exercised for the years ended December 31, 2020, 2019 and 2018 was \$0.3 million, \$1.2 million and \$5.2 million, respectively.

The following table summarizes the status of the Company's unvested stock options as of December 31, 2020 and activity for the year then ended:

	Number of Stock Options	Weighted-Average Grant Date Fair Value
Outstanding — December 31, 2019	98,519	\$ 14.41
Add: Options granted	—	\$ —
Less: Options vested	77,961	\$ 14.30
Less: Options forfeited	2,365	\$ 15.03
Outstanding — December 31, 2020	<u>18,193</u>	<u>\$ 14.48</u>

As of December 31, 2020, certain participants met age and service requirements that allowed their options to qualify for accelerated vesting upon retirement. As of December 31, 2020, there were approximately 8,439 stock options subject to accelerated vesting that such participants would have been eligible to exercise if they had retired as of such date. The



NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

aggregate grant date fair value of options subject to accelerated vesting was \$0.1 million. For the year ended December 31, 2020, stock-based compensation expense for such options was less than \$0.1 million. For the year ended December 31, 2020, the aggregate grant date fair value of options vested, including options subject to accelerated vesting, was \$1.1 million. Stock options that reflect accelerated vesting for expense recognition become exercisable according to the contract terms of the stock option grant.

*PSUs/RSUs*

For the year ended December 31, 2020, the Company granted target awards of 44,206 PSUs. The measurement period for the PSUs is January 1, 2020 through December 31, 2022. Common Stock equal to not more than 200 percent of the PSUs target will be awarded based on the Company's return on invested capital, consolidated revenue growth, free cash flow and total return to shareholders relative to the companies in the Russell 2000® Value small cap index. The Company's return on invested capital, consolidated revenue growth and free cash flow are adjusted for certain items as further described in the Performance Share Unit Award Agreement.

As of December 31, 2020, the Company expects that Common Stock equal to approximately 100 percent of the PSU targets will be earned. The market price on the date of grant for the PSUs was \$63.07 per share. At the end of the measurement period, the PSUs convert into shares of Common Stock, at the determined rate mentioned above. The Company is recognizing stock-based compensation expense pro-rata over the vesting term of the PSUs/RSUs. For further discussion on participating securities refer to Note 3, "Earnings Per Share".

For the year ended December 31, 2020, the Company awarded 14,184 RSUs to non-employee members of the Board of Directors and 86,234 RSUs to employees. The weighted-average grant date fair value of such awards was \$56.39 per share and the awards vest one year from the date of grant for the Board of Directors grants and in equal amounts at December 31, 2020, 2021 and 2022 for the employee grants. During the vesting period, the holders of the RSUs are entitled to dividends, but the RSUs do not have voting rights and are forfeited in the event the holder is no longer an employee or member of the Board of Directors on the vesting date as further described in the Restricted Stock Unit Award Agreement.

**NEENAH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

The following table summarizes the activity of the Company's unvested stock-based awards (other than stock options) for the years ended December 31, 2020, 2019 and 2018:

	RSUs	Weighted-Average Grant Date Fair Value	PSUs	Weighted-Average Grant Date Fair Value
Outstanding — December 31, 2017	88,799	\$ 53.33	41,377	\$ 81.85
Shares granted (a)	10,618	\$ 82.29	40,747	\$ 93.21
Shares vested	(72,190)	\$ 60.24	—	\$ —
Performance Shares vested	33,928	\$ 88.40	(31,421)	\$ 81.85
Shares expired or cancelled	(7,695)	\$ 84.45	(3,482)	\$ 84.45
Outstanding — December 31, 2018	53,460	\$ 67.53	47,221	\$ 93.21
Shares granted (a)	46,556	\$ 67.04	49,730	\$ 69.05
Shares vested	(63,595)	\$ 72.91	—	\$ —
Performance Shares vested	10,354	\$ 93.21	(25,833)	\$ 93.21
Shares expired or cancelled	(2,113)	\$ 69.35	(4,927)	\$ 85.67
Outstanding — December 31, 2019	44,662	\$ 65.23	66,191	\$ 75.62
Shares granted (a)	100,418	\$ 56.39	44,206	\$ 63.07
Shares vested	(61,767)	\$ 68.28	—	\$ —
Performance Shares vested	21,101	\$ 69.22	(37,804)	\$ 75.60
Shares expired or cancelled	(22,210)	\$ 64.16	(18,545)	\$ 83.30
Outstanding — December 31, 2020 (b)	<u>82,204</u>	\$ 53.45	<u>54,048</u>	\$ 62.73

(a) For the years ended December 31, 2020, 2019 and 2018, includes 72 RSUs, 43 RSUs and 132 RSUs, respectively, that were granted in lieu of cash dividends. Such dividends-in-kind vest concurrently with the underlying RSUs.

(b) The aggregate pre-tax intrinsic value of outstanding RSUs as of December 31, 2020 was \$4.5 million.

The aggregate pre-tax intrinsic value of restricted stock and RSUs that vested for the years ended December 31, 2020, 2019 and 2018 was \$3.4 million, \$4.2 million and \$4.4 million, respectively.

***Excess Tax Benefits***

Excess tax benefits represent the difference between the tax deduction the Company will receive on its tax return for compensation recognized by employees upon the vesting or exercise of stock-based awards and the tax benefit recognized for the grant date fair value of such awards. For the years ended December 31, 2020, 2019 and 2018, the Company recognized excess tax benefits (deficit) related to the exercise or vesting of stock-based awards of \$(0.4) million, \$0.1 million and \$1.2 million, respectively.

**Note 9. Stockholders' Equity**

***Common Stock***

The Company has authorized 100 million shares of Common Stock. Holders of the Company's Common Stock are entitled to one vote per share.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

In November 2020, the Company's Board of Directors authorized a program, effective January 1, 2021, that would allow the Company to repurchase up to \$25 million of its outstanding Common Stock over the next 12 months (the "Stock Purchase Plan"). Purchases by the Company under the Stock Purchase Plan would be made from time to time in the open market or in privately negotiated transactions in accordance with the requirements of applicable law. The timing and amount of any purchases will depend on share price, market conditions and other factors. The Stock Purchase Plan does not require the Company to purchase any specific number of shares and may be suspended or discontinued at any time. The Stock Purchase Plan is expected to be funded using cash on hand or borrowings under the Company's bank credit facility. The Company also had \$25 million repurchase programs in place during the preceding two years that expired in December 2020 (the "2020 Stock Purchase Plan") and December 2019 (the "2019 Stock Purchase Plan"), respectively.

The following table shows shares purchased under the respective stock purchase plans:

	Year Ended December 31,					
	2020		2019		2018	
	Shares	\$	Shares	\$	Shares	\$
2020 Stock Purchase Plan	59,577	\$ 3.6				
2019 Stock Purchase Plan			79,676	\$ 4.9		
2018 Stock Purchase Plan					124,434	\$ 9.3

As of December 31, 2020, under the terms of the Fourth Amended and Restated Credit Agreement and the 2021 Senior Notes, the Company has limitations on its ability to repurchase shares of its Common Stock, as further discussed in Note 6, "Debt."

For the years ended December 31, 2020, 2019 and 2018, the Company acquired 22,064 shares, 17,774 shares and 25,890 shares of Common Stock, respectively, at a cost of \$1.2 million, \$1.3 million and \$1.5 million, respectively, for shares surrendered by employees to pay taxes due on vested restricted stock awards and SARs exercised.

**Preferred Stock**

The Company has authorized 20 million shares of \$0.01 par value preferred stock. The preferred stock may be issued in one or more series and with such designations and preferences for each series as shall be stated in the resolutions providing for the designation and issue of each such series adopted by the Board of Directors of the Company. The Board of Directors is authorized by the Company's articles of incorporation to determine the voting, dividend, redemption and liquidation preferences pertaining to each such series. No shares of preferred stock have been issued by the Company.

**Other Comprehensive Income (Loss)**

Comprehensive income (loss) includes, in addition to net income (loss), gains and losses recorded directly into stockholders' equity on the consolidated balance sheet. These gains and losses are referred to as other comprehensive income (loss) ("OCI") items. AOCI consists of foreign currency translation gains and (losses), adjustments related to pensions and other post-retirement benefits, and, prior to 2018, deferred gains and (losses) on "available-for-sale" securities. The Company does not provide income taxes for foreign currency translation adjustments related to indefinite investments in foreign subsidiaries.

**NEENAH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

The components of accumulated other comprehensive income (loss), net of applicable income taxes are as follows:

	December 31,	
	2020	2019
Net loss from pension and other postretirement benefit liabilities, net of income tax benefits of \$34.2 million and \$31.6 million, respectively	\$ (102.0)	\$ (94.3)
Unrealized foreign currency translation losses, net of income tax benefit (expense) of \$(0.4) million and \$0.3 million, respectively	(1.7)	(19.0)
<b>AOCI</b>	<b><u>\$ (103.7)</u></b>	<b><u>\$ (113.3)</u></b>

The following table presents changes in accumulated other comprehensive income (loss):

	Year Ended December 31,								
	2020			2019			2018		
	Pretax Amount	Tax Effect	Net Amount	Pretax Amount	Tax Effect	Net Amount	Pretax Amount	Tax Effect	Net Amount
Unrealized foreign currency translation gains (losses)	\$ 18.0	\$ (0.7)	\$ 17.3	\$ (3.5)	\$ —	\$ (3.5)	\$ (7.9)	\$ (0.1)	\$ (8.0)
Adjustment to pension and other benefit liabilities (a)	(10.3)	2.6	(7.7)	(6.4)	1.7	(4.7)	(4.4)	1.1	(3.3)
<b>Other comprehensive income (loss)</b>	<b><u>\$ 7.7</u></b>	<b><u>\$ 1.9</u></b>	<b><u>\$ 9.6</u></b>	<b><u>\$ (9.9)</u></b>	<b><u>\$ 1.7</u></b>	<b><u>\$ (8.2)</u></b>	<b><u>\$ (12.3)</u></b>	<b><u>\$ 1.0</u></b>	<b><u>\$ (11.3)</u></b>

For the years ended December 31, 2020, 2019 and 2018, the Company reclassified \$6.6 million, \$6.0 million and \$6.0 million, respectively, of costs from AOCI to Other expense, net on the consolidated statements of operations. For the years ended December 31, 2020, 2019 and 2018, the Company recognized an income tax benefit of \$1.7 million, \$1.5 million and \$1.5 million, respectively, related to such reclassifications classified as Provision for income taxes on the consolidated statements of operations.

For the year ended December 31, 2020, 2019 and 2018, the Company reclassified costs of \$0.3 million, \$1.3 million, and \$0.8 million, respectively, from AOCI to the pension and SERP plan related adjustments on the Consolidated Statements of Operations. For the years ended December 31, 2020, 2019 and 2018, the Company recognized an income tax benefit of \$0.1 million, \$0.3 million, and \$0.2 million, respectively, related to such reclassifications classified as provision for income taxes on the Consolidated Statements of Operations.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

**Note 10. Leases**

Effective January 1, 2019, the Company adopted ASU 2016-02, *Leases (Topic 842)* using the modified retrospective transition option. The Company also elected the package of transition provisions available for expired or existing contracts, which allowed us to carry forward our historical assessments of (1) whether contracts are or contain leases, (2) lease classification and (3) initial direct costs. The most significant impact was recognition of right-of-use ("ROU") assets of \$16 million and lease liabilities of \$17 million as of January 1, 2019. The adoption of this standard did not have a significant effect related to existing leases and, as a result, no cumulative-effect adjustment was needed. The Company also completed the implementation of new processes to assist in the ongoing lease data collection and analysis, and updated its accounting policies and internal controls in connection with the adoption of the new standard.

The Company has operating leases for corporate offices, warehouses and certain equipment, with remaining lease terms of up to ten years, some of which include options to extend the leases for up to five years. The Company determines if an arrangement is a lease at inception. Operating leases with terms greater than 12 months are included in "Lease Right-of-Use Assets", "Lease liabilities payable within one year" and "Noncurrent Lease Liabilities" on the Consolidated Balance Sheets. As of December 31, 2020 and 2019, the Company did not have any material finance leases.

Operating lease ROU assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

The Company's lease agreements contain lease and non-lease components, which are accounted for as a single lease component. Additionally, for certain equipment leases, the Company applies a portfolio approach to effectively account for the operating lease ROU assets and liabilities.

The components of lease expense were as follows:

	Year Ended December 31,			
	2020		2019	
Operating lease cost	\$	4.0	\$	3.1
Short-term lease cost	\$	1.3	\$	1.5
Variable lease cost (a)	\$	1.2	\$	2.1

- (a) The variable lease costs consist mainly of a warehouse lease where the cost is determined based on the square footage used each month.

For the years ended December 31, 2020 and 2019, the Company paid \$4.0 million and \$3.1 million, respectively, for amounts included in the measurement of operating lease liabilities. For the years ended December 31, 2020 and 2019, new ROU assets of \$9.3 million and \$0.4 million, respectively, were obtained in exchange for operating lease liabilities.

**NEENAH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

As of December 31, 2020, the weighted average remaining lease term and weighted average discount rate for operating leases were 7.6 years and 4.5%, respectively.

Maturities of lease liabilities were as follows:

<b>Year Ending December 31,</b>	<u>Operating Leases</u>
2021	\$ 4.1
2022	3.8
2023	3.4
2024	2.9
2025	2.5
Thereafter	9.4
Total lease payments	26.1
Less: Imputed interest	4.5
Total lease liabilities	<u>\$ 21.6</u>

Under the previous accounting standard, ASC Topic 840, *Leases*, the rent expense under operating leases for the year ended December 31, 2018 rent was \$7.2 million.

**NEENAH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

**Note 11. Commitments, Contingencies, and Legal Matters**

***Litigation***

The Company is involved in certain legal actions and claims arising in the ordinary course of business. While the outcome of these legal actions and claims cannot be predicted with certainty, it is the opinion of management that the outcome of any such claim which is pending or threatened, either individually or on a combined basis, will not have a material effect on the consolidated financial condition, results of operations or liquidity of the Company.

***Income Taxes***

The Company periodically undergoes examination by the Internal Revenue Service (the "IRS") as well as various state and foreign jurisdictions. These tax authorities routinely challenge certain deductions and credits reported by the Company on its income tax returns. No significant tax audit findings are being contested at this time with either the IRS or any state or foreign tax authority.

***Environmental, Health and Safety Matters***

The Company is subject to federal, state and local laws, regulations and ordinances relating to various environmental, health and safety matters. The Company is in compliance with, or is taking actions designed to ensure compliance with, these laws, regulations and ordinances. However, the nature of the Company's business exposes it to the risk of claims with respect to environmental, health and safety matters, and there can be no assurance that material costs or liabilities will not be incurred in connection with such claims. Except for certain orders issued by environmental, health and safety regulatory agencies, with which management believes the Company is in compliance and which management believes are immaterial to the results of operations of the Company's business, Neenah is not currently named as a party in any judicial or administrative proceeding relating to environmental, health and safety matters.

While the Company has incurred in the past several years, and will continue to incur, capital and operating expenditures in order to comply with environmental, health and safety laws, regulations and ordinances, management believes that the Company's future cost of compliance with environmental, health and safety laws, regulations and ordinances, and its exposure to liability for environmental, health and safety claims will not have a material effect on its financial condition, results of operations or liquidity. However, future events, such as changes in existing laws and regulations or contamination of sites owned, operated or used for waste disposal by the Company (including currently unknown contamination and contamination caused by prior owners and operators of such sites or other waste generators) may give rise to additional costs which could have a material effect on the Company's financial condition, results of operations or liquidity.

The Company incurs capital expenditures necessary to meet legal requirements and otherwise relating to the protection of the environment at its facilities in the United States and internationally. The Company's anticipated capital expenditures for environmental projects are not expected to have a material effect on the Company's financial condition, results of operations or liquidity.

***Employees and Labor Relations***

As of December 31, 2020, the Company had approximately 2,239 regular full-time employees of whom 906 hourly and 476 salaried employees were located in the United States and 509 hourly and 348 salaried employees were located in Europe. All of the Company's U.S. hourly union employees are represented by the United Steelworkers Union (the "USW"). Certain employees of Neenah Germany are eligible to be represented by the Mining, Chemicals and Energy Trade Union, Industriegewerkschaft Bergbau, Chemie und Energie (the "IG BCE"). Under German law union membership is voluntary and does not need to be disclosed to the Company. As a result, the number of employees covered by the collective bargaining agreement with the IG BCE cannot be determined. In Netherlands, most of our employees are eligible



**NEENAH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except as noted)**

to be represented by the Christelijke Nationale Vakbond ("CNV") and the Federatie Nederlandse Vakvereniging ("FNV"). Under Netherlands law, union membership is voluntary and does not need to be disclosed to the Company. The collective bargaining arrangement with CNV and FNV will expire in April 2021. Hourly union employees at the Company's Bolton, England manufacturing facility are represented by Unite the Union ("UNITE"). As of December 31, 2020, 85 employees are covered under collective bargaining agreements that will expire in the next 12 months, not including the employees covered by the collective bargaining arrangements with the CNV and FNV.

The following table shows the status of the Company's bargaining agreements as of December 31, 2020.

<b>Contract Expiration Date</b>	<b>Location</b>	<b>Union</b>	<b>Number of Employees</b>
April 2021	Eerbeek, Netherlands	CNV, FNV	(a)
November 2021	Lowville, NY	USW	85
January 2022	Whiting, WI	USW	197
May 2022	Appleton, WI	USW	82
June 2022	Neenah, WI	USW	183
July 2022	Munising, MI	USW	173
September 2022	Weidach and Bruckmühl, Germany	IG BCE	(a)

- (a) Under Germany and Netherlands laws, union membership is voluntary and does not need to be disclosed to the Company. As a result, the number of employees covered by the collective bargaining agreement with the IG BCE, and the CNV and FNV cannot be determined.

***Purchase Commitments***

The Company has certain minimum purchase commitments that extend beyond December 31, 2020. Commitments under these contracts are approximately \$1.5 million, \$0.8 million, \$0.2 million, and \$0.2 million for the years ended December 31, 2021, 2022, 2023, and 2024 respectively. Such purchase commitments for the year ended December 31, 2021 are primarily for utilities and information technology contracts. Although the Company is primarily liable for payments on the above-mentioned purchase commitments, management believes exposure to losses, if any, under these arrangements is not material.

**Note 12. Asset Restructuring and Impairment Costs**

In 2020, the Company recorded non-cash asset restructuring and impairment losses, and associated severance costs, totaling \$57.8 million. During the three months ended June 30, 2020, due to the adverse impacts of COVID-19, the Company recorded restructuring and impairment costs of \$55.3 million, of which \$52.3 million related to a non-cash impairment loss for long-lived assets used primarily in the Technical Products segment. The other charge of \$3.0 million arose from accelerated depreciation due to the idling of assets and related employee termination benefits for a workforce reduction in the Fine Paper and Packaging segment.

The pandemic triggered the evaluation of the carrying values of long-lived assets in the Technical Products segment, with the largest impact resulting from changes in the duration of the ramp-up of net sales of the Company's U.S. transportation filtration asset. As a result of the change in forecast of net sales and profitability, the Company determined that indicators of impairment in the carrying value of the property, plant and equipment were present at June 30, 2020. Accordingly, based on the applicable accounting guidance, the Company tested the recoverability of those long-lived assets using undiscounted estimates of the future cash flows from the use of those assets. The recoverability tests indicated that the long-lived assets

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

were impaired at June 30, 2020. As a result, the Company determined the fair value of the long-lived assets principally on a probability-weighting of the discounted cash flows expected under multiple operating scenarios, based in part on the Company's current and future evaluation of economic conditions, as well as current and future plans. The Company used a credit-adjusted risk-free rate of 9.5% based on the expected rate of return from the highest and best use of similar assets by a market participant. An impairment charge of \$51.0 million was recorded in the Technical Products segment to reduce the carrying value of the assets to their indicated fair values. These fair value calculations are highly subjective and require management to make assumptions and apply judgments to estimates regarding the timing and amount of future cash flows, probabilities related to various cash flow scenarios, and appropriate discount rates based on the perceived risks, among others. While the Company believes its assumptions and judgments about future cash flows are reasonable, future impairment charges may be required if the expected cash flow estimates do not occur or if events change requiring the Company to significantly revise its estimates. Long-lived assets are measured at fair value on a nonrecurring basis using Level 3 inputs.

The Company also tested its indefinite-lived intangible assets (brand names) for impairment using the applicable accounting guidance and as a result recorded an impairment loss of \$0.9 million and \$0.4 million in the Fine Paper and Packaging and Technical Products segments, respectively. The Company performed a quantitative analyses of goodwill and other indefinite-lived intangibles, noting that there was no impairment as of November 30, 2020.

During the three months ended June 30, 2020, the adverse impacts of COVID-19 led to additional actions taken to consolidate the Company's operational footprint with the idling of a fine paper machine and other smaller assets and reallocating their volume, optimizing and eliminating certain product brands and SKUs and restructuring parts of its workforce. During the three months ended June 30, 2020, the Company recorded accelerated depreciation of \$2.6 million related to the idling of the manufacturing assets and \$0.4 million of employee termination benefit costs.

During the three months ended December 31, 2020, the Company fully impaired its \$2.5 million joint venture investment in India with AIM Filtertech and is in the process of exiting this investment.

In 2019, the Company recorded \$4.7 million of accelerated depreciation and spare parts inventory reserves related to an idled paper machine in the Fine Paper and Packaging segment.

In 2018, as a result of a broad scope review of various initiatives to improve margins and optimize the portfolio of products and manufacturing footprint in the Fine Paper and Packaging segment, the Company determined that the Brattleboro mill was not a strategic part of the Fine Paper and Packaging manufacturing footprint. Following the review, the Company initiated a process to sell the Brattleboro mill, its business operations and associated research and office facilities. On December 31, 2018, the Company completed the sale of the Brattleboro mill to Long Falls Paperboard, LLC for a purchase price of \$5.0 million. In conjunction with the sale, the Company recorded an impairment loss of \$31.1 million, of which \$24.4 million, \$1.1 million and \$5.6 million was reported within the Fine Paper and Packaging, Technical Products and Other business segments, respectively.

A summary of the asset restructuring and impairment costs incurred during the years ended December 31, 2020, 2019, and 2018 is as follows:

	For the Year Ended December 31,		
	2020	2019	2018
Impairment losses	\$ 54.8	\$ —	\$ 31.1
Restructuring charges from idled assets	2.6	4.7	—
Severance costs	0.4	—	—
Total	\$ 57.8	\$ 4.7	\$ 31.1

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

**Note 13. Business Segment and Geographic Information**

The Company's reportable operating segments consist of Technical Products, Fine Paper and Packaging and, in 2018 only, Other.

The Technical Products segment is an aggregation of the Company's performance materials and filtration businesses which are similar in terms of economic characteristics, nature of products, processes, customer class and product distribution methods. The segment is an international producer of fiber-formed, coated and/or saturated specialized media that deliver high performance benefits to customers. Included in this segment are tape and abrasives backings products, digital transfer papers, durable label and other specialty substrate products ("Performance Materials"), and filtration media for transportation, water and other end use applications ("Filtration"). During the three months ended March 31, 2020, the Company aggregated the backings and specialties revenues into Performance Materials and recast the prior year period disclosure based on the economic similarity of the products per ASC Topic 280, *Segment Reporting*, and changes in the internal management of these products.

The following table presents sales by product category for the technical products business:

	Year Ended December 31,		
	2020	2019	2018
Filtration	46 %	42 %	40 %
Performance Materials	54 %	58 %	60 %
Total	100 %	100 %	100 %

Following the disposition of the Brattleboro mill which eliminated a significant portion of the products of the Other business segment, in January 2019 the Company realigned the remaining products manufactured in the Other business segment to be managed as part of the Technical Products business segment. As a result, the Company recast the comparable 2018 information and presented the \$15.6 million of net sales for the year ended December 31, 2018, of this remaining portion of the Other business segment within the Technical Products business segment. The 2018 operating income (loss) of the Other business segment was immaterial and was not recast. The Company also recast the 2018 depreciation and amortization and capital expenditures by segment and presented \$0.7 million of depreciation and amortization, and \$0.0 million of capital expenditures of this remaining portion of the Other business segment within the Technical Products business segment. The Company presented the net sales for the years ended December 31, 2018 of the remaining portion of the Other business segment into Performance Materials products category in the table above.

The fine paper and packaging business is a leading supplier of premium printing and other high-end specialty papers ("Graphic Imaging") and premium packaging ("Packaging") and specialty office papers ("Filing/Office") primarily in North America. The following table presents sales by product category for the fine paper and packaging business:

	Year Ended December 31,		
	2020	2019	2018
Graphic Imaging	74 %	79 %	78 %
Packaging	26 %	21 %	18 %
Filing/Office	— %	— %	4 %
Total	100 %	100 %	100 %

Each segment employs different technologies and marketing strategies. Disclosure of segment information is on the same basis that management uses internally for evaluating segment performance and allocating resources. Transactions between segments are eliminated in consolidation. The costs of shared services, and other administrative functions managed on a common basis, are allocated to the segments based on usage, where possible, or other factors based on the nature of the

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

activity. General corporate expenses that do not directly support the operations of the business segments are shown as Unallocated corporate costs. The accounting policies of the reportable operating segments are the same as those described in Note 2, "Summary of Significant Accounting Policies."

**Business Segments**

	Year Ended December 31,		
	2020	2019	2018
<b>Net sales</b>			
Technical Products	\$ 508.9	\$ 541.6	\$ 583.2
Fine Paper and Packaging	283.7	396.9	445.8
Other	—	—	5.9
Consolidated	<u>\$ 792.6</u>	<u>\$ 938.5</u>	<u>\$ 1,034.9</u>

	Year Ended December 31,		
	2020	2019	2018
<b>Operating income (loss)</b>			
Technical Products (a)	\$ (4.8)	\$ 44.6	\$ 50.9
Fine Paper and Packaging (b)	23.3	53.2	29.4
Other (c)	—	—	(6.4)
Unallocated corporate costs (d)	(24.6)	(19.5)	(19.8)
Consolidated	<u>\$ (6.1)</u>	<u>\$ 78.3</u>	<u>\$ 54.1</u>

- (a) Operating income for the year ended December 31, 2020 included impairment costs of \$54.1 million, other restructuring and non-routine costs of \$0.7 million, COVID-19 costs of \$1.4 million, and pension settlements of \$0.8 million. Operating income for the year ended December 31, 2019 included restructuring and other non-routine costs of \$0.3 million and a curtailment gain of \$1.5 million related to the Neenah Coldenhove pension plan. Operating income for the year ended December 31, 2018 included non-cash impairment loss, restructuring and integration costs, and pension settlement charges of \$2.5 million, offset by favorable acquisition adjustments of \$3.9 million.
- (b) Operating income for the year ended December 31, 2020 included asset restructuring costs of \$3.7 million, other restructuring and non-routine costs of \$2.2 million, COVID-19 costs of \$1.5 million, and pension settlements of \$0.4 million. Operating income for the year ended December 31, 2019 included \$5.7 million of non-routine costs, primarily related to idled paper machine costs due to the consolidation of the fine paper manufacturing footprint. Operating income for the year ended December 31, 2018 included non-cash impairment loss, restructuring costs, and pension settlement charges of \$24.6 million, offset by favorable insurance settlement of \$0.3 million.
- (c) Operating income for the year ended December 31, 2018 included non-cash impairment loss, restructuring costs, and a pension settlement charge of \$6.0 million, offset by favorable insurance settlement of \$0.1 million.
- (d) Unallocated corporate costs for the year ended December 31, 2020 included \$5.6 million of one-time costs related to restructuring, loss on debt extinguishment, acquisition, SERP settlements and other non-routine charges. Unallocated corporate costs for the year ended December 31, 2019 included costs of \$0.3 million, consisting of restructuring and other non-routine costs and a SERP settlement charge. Unallocated corporate costs for the year ended December 31, 2018 included restructuring costs and pension settlement charge of \$1.9 million.

**NEENAH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except as noted)

	Year Ended December 31,		
	2020	2019	2018
<b>Depreciation and amortization</b>			
Technical Products	\$ 23.7	\$ 24.1	\$ 24.4
Fine Paper and Packaging	10.8	13.2	9.9
Other	—	—	0.2
Corporate	2.2	1.6	1.6
Consolidated	<u>\$ 36.7</u>	<u>\$ 38.9</u>	<u>\$ 36.1</u>

	Year Ended December 31,		
	2020	2019	2018
<b>Capital expenditures</b>			
Technical Products	\$ 13.4	\$ 13.1	\$ 28.0
Fine Paper and Packaging	4.6	7.7	8.7
Corporate	0.8	0.6	1.4
Consolidated	<u>\$ 18.8</u>	<u>\$ 21.4</u>	<u>\$ 38.1</u>

	December 31,	
	2020	2019
<b>Total Assets (a)</b>		
Technical Products	\$ 552.0	\$ 573.8
Fine Paper and Packaging	192.4	217.7
Corporate and other (b)	62.2	36.3
Total	<u>\$ 806.6</u>	<u>\$ 827.8</u>

- (a) Segment identifiable assets are those that are directly used in the segments operations.  
(b) Corporate assets are primarily deferred income taxes, lease ROU assets, and cash.

**Geographic Information**

	Year Ended December 31,		
	2020	2019	2018
<b>Net sales</b>			
United States	\$ 533.1	\$ 673.0	\$ 744.4
Germany	203.9	196.3	216.5
Rest of Europe	55.6	69.2	74.0
Consolidated	<u>\$ 792.6</u>	<u>\$ 938.5</u>	<u>\$ 1,034.9</u>

Net sales are attributed to geographic areas based on the physical location of the selling entities.

NEENAH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in millions, except as noted)

	December 31,	
	2020	2019
<b>Long-Lived Assets</b>		
United States	\$ 314.4	\$ 364.2
Germany	160.8	153.3
Rest of Europe	60.1	57.6
Total	<u>\$ 535.3</u>	<u>\$ 575.1</u>

Long-lived assets consist of property and equipment, lease ROU assets, deferred income taxes, goodwill, intangibles and other assets.

**Concentrations**

For the years ended December 31, 2020 and 2019, sales to the technical products business' largest customer represented approximately 9 percent and 8 percent of consolidated net sales, respectively, and approximately 15 percent and 14 percent of net sales for the technical products segment, respectively. For the year ended December 31, 2018, there were no customers sales to which constituted over 10 percent of segment net sales for technical products. For the years ended December 31, 2020 and 2019, sales to the largest customer of fine paper and packaging business represented approximately 6 percent and 8 percent of consolidated net sales, respectively, and approximately 18 percent of net sales of the fine paper and packaging business for each of the years. For the year ended December 31, 2018, sales to the two largest customers of fine paper and packaging business represented approximately 7 percent and 5 percent, respectively, of consolidated net sales and approximately 16 percent and 12 percent, respectively, of net sales of the fine paper and packaging business. Except for certain specialty latex grades and specialty softwood pulp used by Technical Products, management is not aware of any significant concentration of business transacted with a particular supplier that could, if suddenly eliminated, have a material effect on its operations.

**Note 14. Supplemental Data**

**Supplemental Statement of Operations Data**

**Summary of Advertising and Research and Development Expenses**

	Year Ended December 31,		
	2020	2019	2018
Advertising expense (a)	\$ 3.0	\$ 4.9	\$ 4.7
Research and development expense (a)	7.6	8.7	9.2

(a) Advertising expense and research and development expense are recorded in Selling, general and administrative expenses on the consolidated statements of operations.

**NEENAH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except as noted)

**Supplemental Balance Sheet Data**

**Summary of Accounts Receivable, net**

	December 31,	
	2020	2019
From customers	\$ 101.7	\$ 104.1
Less allowance for doubtful accounts and sales discounts	(1.5)	(1.5)
Total	<u>\$ 100.2</u>	<u>\$ 102.6</u>

**Summary of Inventories**

	December 31,	
	2020	2019
Inventories by Major Class:		
Raw materials	\$ 28.9	\$ 32.8
Work in progress	20.1	26.4
Finished goods	61.0	67.3
Supplies and other	5.3	5.2
	115.3	131.7
Excess of FIFO over LIFO cost	(6.4)	(8.9)
Total	<u>\$ 108.9</u>	<u>\$ 122.8</u>

The first-in, first-out ("FIFO") value of inventories valued on the LIFO method was \$88.5 million and \$102.2 million at December 31, 2020 and 2019, respectively. For the years ended December 31, 2020 and 2019, income from continuing operations before income taxes was reduced by less than \$0.1 million, due to a decrease in certain LIFO inventory quantities.

**Summary of Prepaid and Other Current Assets**

	December 31,	
	2020	2019
Prepaid and other current assets	\$ 10.6	\$ 9.9
Spare parts	6.4	6.4
Receivable for income taxes	8.1	2.0
Total	<u>\$ 25.1</u>	<u>\$ 18.3</u>



**NEENAH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except as noted)

**Summary of Property, Plant and Equipment, net**

	December 31,	
	2020	2019
Land and land improvements	\$ 20.5	\$ 19.4
Buildings	160.0	165.4
Machinery and equipment	614.9	651.0
Construction in progress	17.4	14.8
	<u>812.8</u>	<u>850.6</u>
Less accumulated depreciation	483.4	470.0
Net Property, Plant and Equipment	<u>\$ 329.4</u>	<u>\$ 380.6</u>

Depreciation expense for the years ended December 31, 2020, 2019 and 2018 was \$31.5 million, \$33.9 million and \$32.6 million, respectively. Interest expense capitalized as part of the costs of capital projects was \$0.3 million, \$0.2 million and \$0.2 million, respectively, for the years ended December 31, 2020, 2019 and 2018.

**Summary of Accrued Expenses**

	December 31,	
	2020	2019
Accrued salaries and employee benefits	\$ 34.0	\$ 26.2
Amounts due to customers	8.4	8.9
Accrued income taxes	5.5	0.5
Accrued utilities	3.4	3.0
Other	10.6	8.4
Total	<u>\$ 61.9</u>	<u>\$ 47.0</u>

**Summary of Noncurrent Employee Benefits**

	December 31,	
	2020	2019
Pension benefits	\$ 62.0	\$ 57.1
Post-employment benefits other than pensions (a)	34.8	36.0
Total	<u>\$ 96.8</u>	<u>\$ 93.1</u>

- (a) Post-employment benefits other than pensions included \$0.8 million of SRCP benefits and \$0.2 million of other long-term benefits as of December 31, 2020. As of December 31, 2019, \$1.7 million of SRCP benefits and \$0.2 million of other long-term benefits were included.

**NEENAH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except as noted)

*Supplemental Cash Flow Data*

**Supplemental Disclosure of Cash Flow Information**

	Year Ended December 31,		
	2020	2019	2018
Cash paid during the year for interest, net of interest expense capitalized	\$ 12.3	\$ 10.9	\$ 11.9
Cash paid during the year for income taxes, net of refunds	3.6	13.3	7.6
Non-cash investing activities:			
Liability for equipment acquired	3.3	3.2	3.4

**Net Cash Provided by (Used in) Changes in Operating Working Capital, Net of Effect of Acquisitions**

	Year Ended December 31,		
	2020	2019	2018
Accounts receivable	\$ 4.5	\$ 11.6	\$ (0.9)
Inventories	15.7	8.2	3.8
Income taxes receivable/payable	(1.4)	(5.4)	(1.8)
Prepaid and other current assets	(0.2)	2.4	(1.8)
Accounts payable	(3.6)	(14.0)	0.3
Accrued expenses	3.2	(3.4)	(0.6)
Total	<u>\$ 18.2</u>	<u>\$ (0.6)</u>	<u>\$ (1.0)</u>

**SCHEDULE II**

**NEENAH, INC. AND SUBSIDIARIES**  
**SCHEDULE OF VALUATION AND QUALIFYING ACCOUNTS**  
**(Dollars in millions)**

Description	<u>Balance at Beginning of Period</u>	<u>Charged to Costs and Expenses</u>	<u>Charged to Other Accounts</u>	<u>Write-offs and Reclassifications</u>	<u>Balance at End of Period</u>
December 31, 2020					
Allowances deducted from assets to which they apply					
Allowance for doubtful accounts receivable	\$ 1.0	\$ 0.5	\$ —	\$ (0.4)	\$ 1.1
Allowance for sales discounts	0.4	(0.1)	—	—	0.3
Valuation allowance for deferred income tax assets	5.8	4.6	—	—	10.4
December 31, 2019					
Allowances deducted from assets to which they apply					
Allowance for doubtful accounts receivable	\$ 0.8	\$ 0.5	\$ —	\$ (0.3)	\$ 1.0
Allowance for sales discounts	0.5	—	(0.1)	—	0.4
Valuation allowance for deferred income tax assets	2.7	—	3.1	—	5.8
December 31, 2018					
Allowances deducted from assets to which they apply					
Allowance for doubtful accounts receivable	\$ 0.8	\$ 0.1	\$ —	\$ (0.1)	\$ 0.8
Allowance for sales discounts	0.5	—	—	—	0.5
Valuation allowance for deferred income tax assets	0.4	0.1	2.2	—	2.7

**Neenah, Inc. 2020 Annual Report**

# STOCKHOLDER INFORMATION

## CORPORATE HEADQUARTERS

Neenah, Inc.  
3460 Preston Ridge Road  
Suite 600  
Alpharetta, GA 30005  
678.566.6500  
www.neenah.com

## ANNUAL MEETING OF STOCKHOLDERS

The 2021 annual meeting of the stockholders of Neenah, Inc. will be held Thursday, May 20, 2021 at 3:00 p.m., Eastern Daylight Time.

The 2021 Annual Meeting will be held virtually via live webcast. Additional information regarding the 2021 Annual Meeting may be found in the company's Proxy Statement.

As of March 26, 2021, Neenah had approximately 1,020 holders of record of its common stock.

## REGISTRAR AND TRANSFER AGENT

Computershare  
P.O. Box 505000  
Louisville, KY 40233  
www.computershare.com/investor

Contact Center:  
Toll-Free: 877-498-8847  
TDD for Hearing Impaired: 800-231-5469  
Foreign Stockholders: 201-680-6578  
TDD for Foreign Stockholders: 201-680-6610

## FINANCIAL AND OTHER COMPANY INFORMATION

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 is available on our website at www.neenah.com along with financial reports, recent filings with the Securities and Exchange Commission (SEC), news releases and other information.

For a printed copy of our Form 10-K and Annual Report materials, without charge, please contact:

Neenah, Inc.  
Attn: Stockholder Services  
3460 Preston Ridge Road  
Suite 600  
Alpharetta, GA 30005  
866-548-6569  
or via email to investors@neenah.com

## CERTIFICATIONS

Certifications of Neenah's Chief Executive Officer and Chief Financial Officer regarding the quality of our public disclosure have been included as exhibits to its Annual Report on Form 10-K for the fiscal year ended December 31, 2020 filed with the SEC.

## TRADEMARKS

Brand names mentioned in this report are trademarks of Neenah, Inc.

## STOCK EXCHANGE

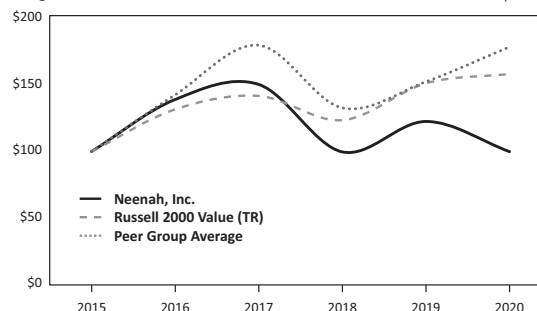
**NP**  
**LISTED**  
**NYSE** Neenah's common stock is traded on the New York Stock Exchange under the symbol NP.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Deloitte & Touche LLP  
191 Peachtree Street NE  
Suite 2000  
Atlanta, GA 30303

## COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN\*

Among Neenah, Inc., the Russell 2000 Value Index and our Peer Group



Peer Group: Clearwater Paper Corp., Ferro Corp., P.H. Glatfelter Co., Innophos Holdings, Inc., Innospec, Inc., Kraton Corp., Lydall, Inc., Multi-Color Corp., Myers Industries, Inc., OMNOVA Solutions, Inc., Quaker Chemical Corp., Rayonier Advanced Materials, Inc., Rogers Corp., Schweitzer-Mauduit International, Inc., Stepan Co.

\* \$100 invested on December 31, 2015 in stock or index, including reinvestment of dividends.

## STOCK PRICE PERFORMANCE

	Russell 2000 Value	Year-on-Year % Change	Neenah, Inc.	Year-on-Year % Change
2020	1,972.38	2%	\$55.32	-21%
2019	1,926.49	20%	\$70.43	20%
2018	1,608.84	-15%	\$58.92	-35%
2017	1,883.34	6%	\$90.65	6%
2016	1,779.87	29%	\$85.20	36%

Reflects stock or index price as of December 31 of the year indicated

# LEADERSHIP

## EXECUTIVE TEAM



**Julie A. Schertell**  
President and Chief Executive Officer



**Paul F. DeSantis**  
Executive Vice President, Chief Financial Officer & Treasurer



**Byron J. Racki**  
Executive Vice President, Segment President, Technical Products



**Kingsley E. Shannon**  
Executive Vice President, Segment President, Fine Paper & Packaging



**Michael W. Rickheim**  
Executive Vice President, Chief Human Resources Officer & Chief Administrative Officer



**Noah S. Benz**  
Executive Vice President, General Counsel and Secretary



**Jason T. Free**  
Executive Vice President, Operations

## BOARD OF DIRECTORS



**William M. Cook**  
Former Chairman and Chief Executive Officer, Donaldson Company, Inc.



**Donna M. Costello**  
Former Chief Financial Officer, C&D Technologies, Inc.



**Margaret S. Dano**  
Former Vice President, Honeywell International Inc.



**Timothy S. Lucas**  
Retired Independent Consultant, Lucas Financial Reporting and Former Director of Research, FASB



**Philip C. Moore**  
Retired Senior Vice President, Deputy General Counsel and Corporate Secretary, TD Bank Group



**Julie A. Schertell**  
President and Chief Executive Officer, Neenah, Inc.



**Tony R. Thene**  
President and Chief Executive Officer, Carpenter Technology Corporation



**Stephen M. Wood\***  
Former President and Chief Executive Officer, FiberVisions Corporation

\*retiring effective as of the 2021 Annual Meeting of Stockholders

**Neenah, Inc. 2020 Annual Report**



**Neenah, Inc. 2020 Annual Report**





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