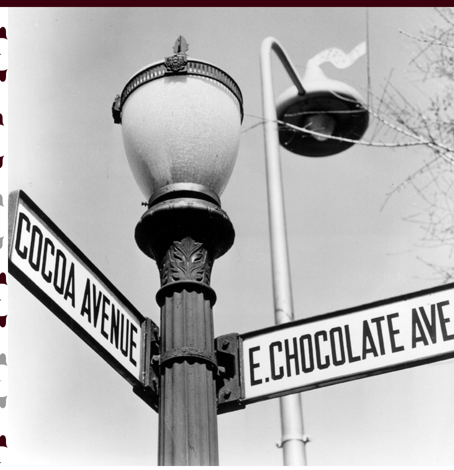

Notice of 2020 Annual Meeting and Proxy Statement

2019 ANNUAL REPORT TO STOCKHOLDERS

May 12, 2020 | 10:00 a.m., Eastern Daylight Time

Virtual Meeting Site: www.virtualshareholdermeeting.com/HSY2020

1894 125 HERSHEY 2019

HERSHEY

Michele Buck
Chairman, President and Chief Executive Officer

April 2, 2020

Dear Fellow Stockholder:

It is my pleasure to invite you to attend the 2020 Annual Meeting of Stockholders of The Hershey Company, which will be held at 10:00 a.m. Eastern Daylight Time on Tuesday, May 12, 2020. The unprecedented spread of the novel coronavirus (COVID-19) around the world, including here in our home state of Pennsylvania, has prompted us to move our Annual Meeting to an online format to ensure the health and safety of you, our stockholders, as well as our employees and the many members of our community who assist with and support the meeting. I am proud of how our leaders and teams around the world have rallied together to make sure we are delivering much-needed moments of goodness to consumers at a time when they need it most.

Following this letter are proxy materials that include detailed instructions regarding how to access the virtual meeting and how to vote your Hershey shares. Your vote is extremely important, so I encourage you to review the materials and submit your vote as soon as possible.

As stockholders who deeply care about the success and future of The Hershey Company, we all have much to appreciate about 2019. Not only was it a milestone year in which we celebrated the company's 125th anniversary, but it was also a year in which we saw our innovative snacking powerhouse vision fully come to life. Three years ago we laid out our snacking vision, and we are delivering against that vision, giving us strength and momentum as we look to 2020 and beyond.

Our focus on understanding what consumers want and translating that to our iconic brands was the foundation of our strong performance in 2019. I am particularly pleased with the momentum in our core U.S. confection portfolio. This gives us the financial fuel to invest in other parts of our business, including our growing snacking portfolio and our International business. I'd like to thank all our employees and business partners for their roles in delivering a great year.

Our 2019 accelerated business performance delivered differentiated financial results for you, our stockholders. Our earnings per share grew almost 8%, and we produced net sales growth of 2.5%, delivering top quartile Total Shareholder Return. I am pleased with the consistency of the results we are now delivering.

We are proud of all our iconic brands, but our *Reese's* brand continues to standout as our No. 1 brand and the first confection brand to go over $2.5 billion in retail sales in any single country in the world as it did in the United States last year. This strength allows us to further invest in the growth of this incredible brand. Last year, we broke ground on a new $104 million *Reese's* facility in Stuarts Draft, Va., which will enable us to continue to meet the rapidly growing consumer demand for these beloved products.

Innovation – especially within our core business – continues to be foundational to our growth strategy. We are excited about our innovation pipeline for 2020. This include our new *Kit Kat® Duos* bars, which launched in late 2019, and the expansion of our "Thins" range of products with *York* Thins and *Reese's* White Thins that launched in March. Finding new ways to satisfy the changing needs of our consumers further builds their trust and loyalty in our brands.

Our snacking strategy was also boosted in 2019 with the solid growth we saw in this expanding part of our portfolio. *Skinny Pop* ready-to-eat popcorn led the way with double-digit growth at the end of the year, and we were pleased to see our most recent acquisition, ONE Brands, grow at high double digits as we finished the year. Our strategy to build a portfolio of products that consumers can turn to for more snacking occasions beyond confection is making Hershey a go-to company for a broad range of snacking needs. We have strong plans in place to build on this momentum in 2020.

Our International business remains an important contributor to our overall company performance while giving us strategic geographic diversification. In 2019, International continued to deliver incremental, profitable growth. The team is now building a strong pipeline of consumer-relevant innovation that should enable balanced top and bottom line growth in the years to come. Last year, our International team introduced "*Hershey's* Ice Cream Shoppe," a line of chocolate bars inspired by consumers' favorite ice cream flavors. The products were launched in an unprecedented 14 markets, showing that we can create great new products that International consumers love and roll them out at scale.

I was honored to be elected as Chairman of the Board last fall. I truly appreciate the confidence that the rest of the board has shown in me. Our board is committed to providing seasoned risk oversight to the company, guiding talent development and advising on strategic investments that advance our business in a competitive environment. I look forward to working with this distinguished group of leaders on these goals in 2020.

Here at Hershey, we continue to focus on developing great teams of remarkable people who are key to unlocking further success and are critical to our great workplace culture. They are at the heart of the purpose we have defined for ourselves, which is to make more moments of goodness for our consumers. We can only realize our vision with great people who live our values and are motivated to take our business to the next level. An example of our success in people development was the promotion late last year of several longtime Hershey veterans into key leadership roles on our Executive Committee – the team that reports directly to me. I'm proud of the strong bench we have built, which allowed us to promote Chuck Raup to President, U.S., Kristen Riggs to Chief Growth Officer and Chris Scalia to Chief Human Resources Officer. Hector de la Barreda, President, Amplify, also joined our Executive Committee and now reports to me.

We are pleased with what we accomplished in 2019. It's a testament to our strong brands, business model, and commitment to balanced top and bottom line growth. And I am optimistic that we will deliver another year of high-quality financial results in 2020 even as we manage through the challenges of the global COVID-19 pandemic.

We remain focused on driving long-term stockholder value through balanced, accelerated growth. At the same time, we recognize we must continue to adapt, move quickly, and invest in our brands, capabilities and people to fuel our advantage.

Thank you for your continued trust in The Hershey Company. We look forward to sharing more details about the past year and why we are excited about where we are heading during the Annual Meeting.

Michele Buck

Michele Buck

Safe Harbor Statement

Please refer to the 2019 Annual Report to Stockholders that accompanies this letter for a discussion of Risk Factors that could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied in this letter to stockholders or elsewhere. This letter to stockholders is not part of our proxy soliciting material.

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2019 ANNUAL REPORT TO STOCKHOLDERS

Notice of 2020 Annual Meeting of Stockholders

Tuesday, May 12, 2020
10:00 a.m., Eastern Daylight Time

The 2020 Annual Meeting of Stockholders (the "Annual Meeting") of The Hershey Company (the "Company") will be held on Tuesday, May 12, 2020, beginning at 10:00 a.m., Eastern Daylight Time. Due to the ongoing public health impact of the novel coronavirus outbreak (COVID-19), this year's Annual Meeting will be a virtual meeting conducted solely via live webcast. You will be able to attend the Annual Meeting, vote your shares electronically and submit questions during the meeting by visiting *www.virtualshareholdermeeting.com/HSY2020*. You may also listen to the meeting by calling 1-877-328-2502. You will not be able to attend the Annual Meeting in person. Additional information regarding attending the Annual Meeting, voting your shares and submitting questions can be found in the Proxy Statement.

The purposes of the meeting are as follows:

1. To elect the 13 nominees named in the Proxy Statement to serve as directors of the Company until the 2021 Annual Meeting of Stockholders;
2. To ratify the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2020;
3. To conduct an advisory vote regarding the compensation of the Company's named executive officers; and
4. To discuss and take action on any other business that is properly brought before the Annual Meeting.

The Proxy Statement accompanying this Notice of 2020 Annual Meeting of Stockholders describes each of these items in detail. The Proxy Statement contains other important information that you should read and consider before you vote.

The Board of Directors of the Company has established the close of business on March 13, 2020 as the record date for determining the stockholders who are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof.

The Company is furnishing proxy materials to its stockholders through the Internet as permitted under the rules of the Securities and Exchange Commission. Under these rules, many of the Company's stockholders will receive a Notice of Internet Availability of Proxy Materials instead of a paper copy of the Notice of 2020 Annual Meeting of Stockholders and Proxy Statement, our proxy card, and our Annual Report on Form 10-K. We believe this process gives us the opportunity to serve you more efficiently by making the proxy materials available quickly online and reducing costs associated with printing and postage. Stockholders who do not receive a Notice of Internet Availability of Proxy Materials will receive a paper copy of the proxy materials by mail.

By order of the Board of Directors,

Damien Atkins
Senior Vice President,
General Counsel and Secretary

April 2, 2020

Your vote is important. Instructions on how to vote are contained in our Proxy Statement and in the Notice of Internet Availability of Proxy Materials. Please cast your vote by telephone or over the Internet as described in those materials. Alternatively, if you requested a copy of the proxy/voting instruction card by mail, you may mark, sign, date and return the proxy/voting instruction card in the envelope provided.

Proxy Statement Summary

2020 ANNUAL MEETING OF STOCKHOLDERS

Date and Time:	Tuesday, May 12, 2020 10:00 a.m., Eastern Daylight Time
Meeting Access:	webcast: *www.virtualshareholdermeeting.com/HSY2020* phone: 1-877-328-2502 (listen only mode)
Record Date:	March 13, 2020

VOTING MATTERS AND BOARD RECOMMENDATIONS

Voting Matter		Board Vote Recommendation	Page Number with More Information
Proposal 1:	**Election of Directors**	**FOR each nominee**	**25**
Proposal 2:	**Ratification of Appointment of Independent Auditors**	**FOR**	**44**
Proposal 3:	**Advise on Named Executive Officer Compensation**	**FOR**	**83**

This Proxy Statement Summary contains highlights of certain information in this Proxy Statement. Because it is only a summary, it does not contain all the information that you should consider prior to voting. Please review the complete Proxy Statement and the Company's 2019 Annual Report on Form 10-K that accompanies the Proxy Statement for additional information.

OUR DIRECTOR NOMINEES

You have the opportunity to vote on the election of the following 13 nominees for director. Additional information regarding each director nominee's experience, skills and qualifications to serve as a member of the Company's Board of Directors (the "Board") can be found in the Proxy Statement under Proposal No. 1 – Election of Directors.

Name	Age	Years on Board	Position	Independent	Committee Memberships*
Pamela M. Arway	66	10	Former President, Japan/Asia Pacific/ Australia Region, American Express International, Inc.	Yes	Compensation Finance & Risk
James W. Brown	68	3	Director, Hershey Trust Company; Member, Board of Managers, Milton Hershey School	Yes	Audit Governance
Michele G. Buck**	58	3	Chairman of the Board, President and Chief Executive Officer, The Hershey Company	No	Executive+
Victor L. Crawford	58	0	Chief Executive Officer, Pharmaceutical Segment, Cardinal Health, Inc.	Yes	None
Charles A. Davis***	71	13	Chief Executive Officer, Stone Point Capital LLC	Yes	Audit**** Compensation**** Executive Finance & Risk**** Governance
Mary Kay Haben	63	7	Former President, North America, Wm. Wrigley Jr. Company	Yes	Compensation Executive Governance+
James C. Katzman	52	2	Director, Hershey Trust Company; Member, Board of Managers, Milton Hershey School	Yes	Finance & Risk Governance
M. Diane Koken	67	3	Director, Hershey Trust Company; Member, Board of Managers, Milton Hershey School	Yes	Audit Compensation
Robert M. Malcolm	67	9	Former President, Global Marketing, Sales & Innovation, Diageo PLC	Yes	Audit Executive Finance & Risk+
Anthony J. Palmer	60	9	Chief Executive Officer, TropicSport	Yes	Compensation+ Executive Governance
Juan R. Perez	53	1	Chief Information and Engineering Officer, United Parcel Service, Inc.	Yes	Compensation Finance & Risk
Wendy L. Schoppert	53	3	Former Executive Vice President and Chief Financial Officer, Sleep Number Corporation	Yes	Audit Finance & Risk
David L. Shedlarz	71	12	Former Vice Chairman, Pfizer Inc.	Yes	Audit+ Executive Finance & Risk

* Compensation = Compensation and Executive Organization Committee
Finance & Risk = Finance and Risk Management Committee

** Chairman of the Board

*** Lead Independent Director

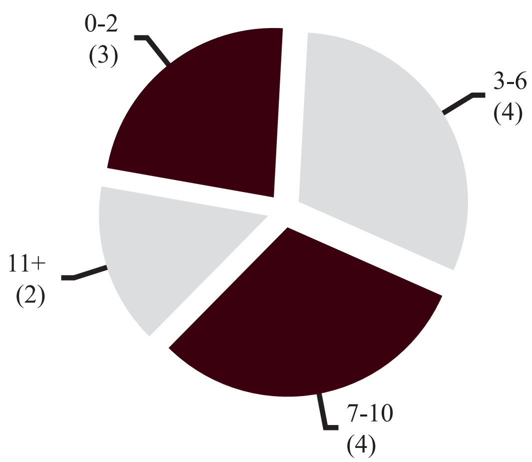
**** Mr. Davis, as our Lead Independent Director, is an ex-officio member of the Audit Committee, the Compensation and Executive Organization Committee and the Finance and Risk Management Committee

\+ Committee Chair

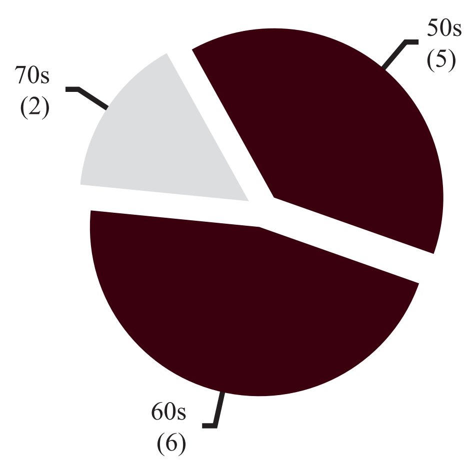
GOVERNANCE HIGHLIGHTS

Composition of Directors and Director Nominees

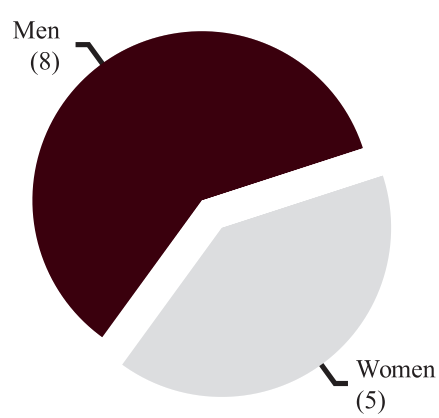
Average Tenure 6 Years



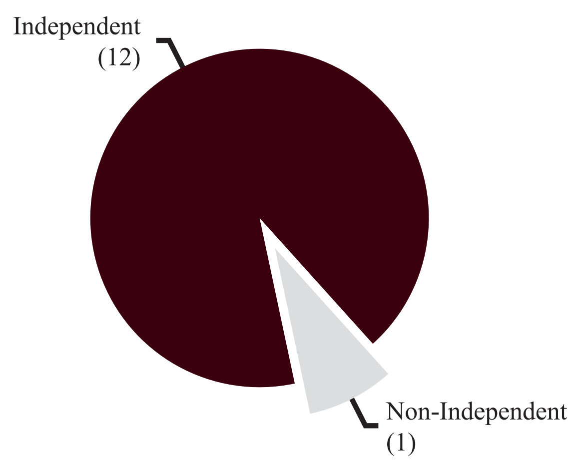
Average Age 62 Years



Gender Diversity

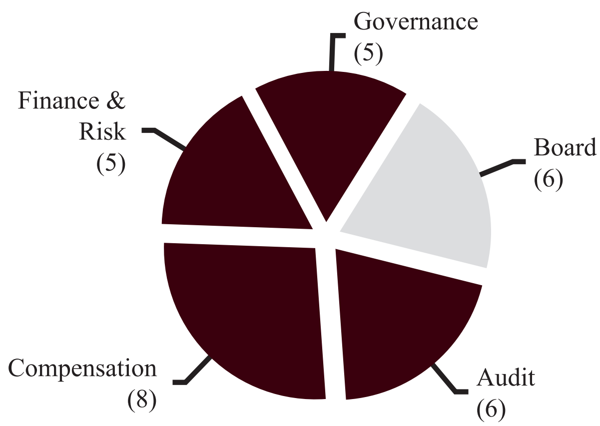


Independent Directors



Board Meetings and Attendance

2019 Board and Committee Meetings



Average Director Attendance

97%

Corporate Governance

Board Structure Ensures Strong Oversight

- 4 standing independent Board committees
- Strong Lead Independent Director position
- Independent directors meet separately at each regularly-scheduled Board meeting
- Frequent Board and committee meetings to ensure awareness and alignment

Policies and Practices Align to High Corporate Governance Standards

- All directors elected annually
- Highly qualified directors reflect broad mix of skills, experiences and attributes
- Active role in risk oversight, including separate risk management committee

Strong Alignment with Stockholders' Interests

- Strong clawback and anti-hedging policies
- Significant stock ownership requirements
- Annual advisory vote on executive compensation
  - Greater than 90% stockholder approval every year

COMPANY STRATEGY AND 2019 BUSINESS HIGHLIGHTS

16,140	$8.0B	80+
EMPLOYEES GLOBALLY	IN ANNUAL REVENUES	BRANDS

Our vision is to be an innovative snacking powerhouse

We are focused on three strategic imperatives to ensure the Company's success now and in the future:

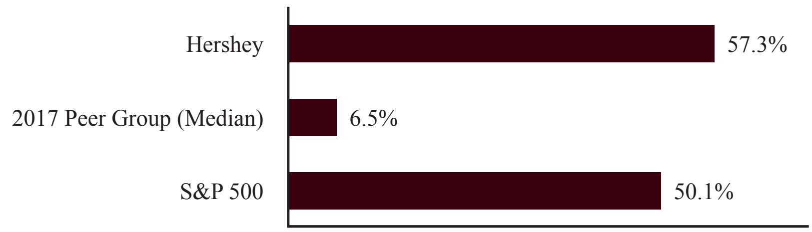
- Drive core confection business and broaden participation in snacking
- Deliver profitable, international growth
- Expand competitive advantage through differentiated capabilities

2019 Performance Highlights

2.5%	7.8%
NET SALES GROWTH	ADJUSTED EARNINGS PER SHARE-DILUTED GROWTH(1)

Over the last three years, we have delivered peer-leading Total Shareholder Return

Total Shareholder Return
December Average 2016 through December Average 2019(2)



(1) While we report our financial results in accordance with U.S. generally accepted accounting principles ("GAAP"), we also use non-GAAP financial measures in order to provide additional information to investors to facilitate the comparison of past and present performance. Some of the financial targets under our short- and long-term incentive programs are also based on non-GAAP financial measures. Non-GAAP financial measures are used by management in evaluating results of operations internally and in assessing the impact of known trends and uncertainties on our business, but they are not intended to replace the presentation of financial results in accordance with GAAP. Adjusted earnings per share-diluted is a non-GAAP financial measure. We define adjusted earnings per share-diluted as diluted earnings per share of the Company's common stock ("Common Stock"), excluding costs associated with business realignment activities, costs relating to the integration of acquisitions, long-lived and intangible asset impairment charges, unallocated gains and losses associated with mark-to-market commodity derivatives, pension settlement charges relating to Company-directed initiatives and the gain realized on the sale of certain assets.

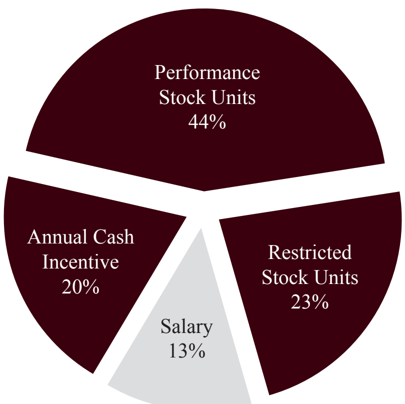
(2) For our 2017-2019 Performance Stock Unit awards, Total Shareholder Return was measured based on the average closing price of the Common Stock in the month of December 2016 as compared to the average closing price of the Common Stock in the month of December 2019.

EXECUTIVE COMPENSATION HIGHLIGHTS

Our strategic plan and the financial metrics we establish to help achieve and measure success against that plan serve as the foundation of our executive compensation program. Our executive compensation program is intended to provide competitive compensation based on performance and contributions to the Company, to incentivize, attract and retain key executives, to align the interests of our executive officers and our stockholders and to drive stockholder value over the long term. To achieve these objectives, our executive compensation program includes the following key features:

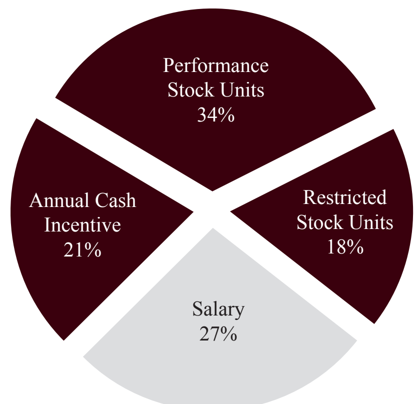
- **We Pay for Performance** by aligning our short- and long-term incentive compensation plans with business strategies to reward executives who achieve or exceed applicable Company and business division goals.
    - The target total direct compensation mix in 2019 for our Chief Executive Officer ("CEO") and our other named executive officers ("NEOs"), excluding Patricia A. Little, our former Senior Vice President, Chief Financial Officer, who retired from the Company on May 31, 2019, reflects this philosophy.

Target Total Direct Compensation CEO



At-Risk Compensation = 87%

Average Target Total Direct Compensation Other NEOs



At-Risk Compensation = 73%

    - Payouts under our annual cash incentive program for 2019 were 100% performance based.
    - 65% of the equity awards granted to our NEOs in 2019 took the form of performance stock units, which will be earned based on achievement of pre-determined performance goals.
- **We Pay Competitively** by targeting total direct compensation for our executive officers, in aggregate, at competitive pay levels using the median of our peer group for reference.
    - We regularly review and, as appropriate, make changes to our peer group to ensure it is representative of our market for talent, our business portfolio, our overall size and our global footprint.
    - We do not provide excessive benefits and perquisites to our executives.
- **We Align Our Compensation Program with Stockholder Interests** by providing a significant amount of each NEO's compensation opportunity in the form of equity and requiring executive stock ownership.
    - Equity grants represented 67% of our CEO's 2019 target total direct compensation and, on average, 52% of the 2019 target total direct compensation for our other NEOs, excluding Ms. Little.
    - Stock ownership requirements for our NEOs range from 6x salary (for our CEO) to 3x salary (for NEOs other than our CEO).

Proxy Statement

The Board of Directors (the "Board") of The Hershey Company (the "Company," "we," or "us") is furnishing this Proxy Statement and the accompanying form of proxy in connection with the solicitation of proxies for the 2020 Annual Meeting of Stockholders of the Company (the "Annual Meeting"). The Annual Meeting will be held on May 12, 2020, beginning at 10:00 a.m., Eastern Daylight Time ("EDT"). Due to the ongoing public health impact of the novel coronavirus outbreak (COVID-19), this year's Annual Meeting will be a virtual meeting conducted solely via live webcast. You will be able to attend the Annual Meeting, vote your shares electronically and submit questions during the meeting by visiting *www.virtualshareholdermeeting.com/HSY2020*. You may also listen to the Annual Meeting by calling 1-877-328-2502. You will not be able to attend the Annual Meeting in person.

Important Notice Regarding the Availability of Proxy Materials for the 2020 Annual Meeting of Stockholders to be held on May 12, 2020

The Notice of 2020 Annual Meeting of Stockholders and Proxy Statement, our proxy card, our Annual Report on Form 10-K and other annual meeting materials are available free of charge on the Internet at *www.proxyvote.com*. We intend to begin mailing our Notice of Internet Availability of Proxy Materials to stockholders on or about April 2, 2020. At that time, we also will begin mailing paper copies of our proxy materials to stockholders who requested them.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q: Why is this year's Annual Meeting being held as a virtual only meeting?

A: This year's Annual Meeting is being held as a virtual only meeting due to the ongoing public health impact of the novel coronavirus outbreak (COVID-19) and to support the health and well-being of our stockholders, employees and community members. Holding the Annual Meeting as a virtual only meeting allows us to reach the broadest number of stockholders while maintaining our commitment to health and safety.

Q: Who is entitled to attend and vote at the Annual Meeting?

A: You can attend and vote at the Annual Meeting if, as of the close of business on March 13, 2020 (the "Record Date"), you were a stockholder of record of the Company's common stock ("Common Stock") or Class B common stock ("Class B Common Stock"). As of the Record Date, there were 147,696,823 shares of our Common Stock and 60,613,777 shares of our Class B Common Stock outstanding.

If you were not a stockholder of record as of the Record Date, you may still attend the Annual Meeting by logging into the webcast as a guest, but you will not be able to vote before or during the meeting.

Q: How do I attend the Annual Meeting?

A: This year's Annual Meeting will be a virtual only meeting conducted solely via live webcast.

To participate in the Annual Meeting, visit *www.virtualshareholdermeeting.com/HSY2020* and enter the sixteen-digit control number included on your Notice of Internet Availability of Proxy Materials or your proxy card. The live webcast will begin at 10:00 a.m. EDT on Tuesday, May 12, 2020. We encourage you to access the virtual meeting platform at least 15 minutes prior to the start time. If you do not have a sixteen-digit control number, you will still be able to access the webcast as a guest, but will not be able to vote your shares or ask a question during the meeting. You may also listen to the Annual Meeting by calling 1-877-328-2502, but you will not be able to vote your shares or ask a question telephonically.

The virtual meeting platform is fully supported across browsers (Internet Explorer, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and mobile phones) running the most updated version of applicable software and plugins. Participants should ensure they have a strong WiFi connection wherever they intend to participate in the meeting. Further instructions on how to attend and participate in the Annual Meeting, including how to demonstrate proof of stock ownership, will be posted on the virtual meeting website.

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting. Technical support will be available on the virtual meeting platform beginning at 9:30 a.m. EDT on the day of the meeting and will remain available until thirty minutes after the meeting has finished.

Q: Can I submit questions before or during the Annual Meeting?

A: Stockholders have multiple opportunities to submit questions for the Annual Meeting. If you wish to submit a question prior to the Annual Meeting, you may log into *www.proxyvote.com* and enter your sixteen-digit control number. Once past the login screen, click on "Question for Management," type in your question, and click "Submit." Alternatively, if you wish to submit a question during the Annual Meeting, visit *www.virtualshareholdermeeting.com/HSY2020*, type your question into the "Ask a Question" field, and click "Submit."

Questions pertinent to meeting matters will be answered during the Annual Meeting, subject to time constraints. Questions regarding personal matters, including those relating to employment, product or service issues or suggestions for product innovations may not be considered pertinent to meeting matters and therefore may not be answered. Any questions pertinent to meeting matters that cannot be answered during the meeting due to time constraints will be posted online and answered on the Investors section of our website at *www.hersheycompany.com*. The questions and answers will be available as soon as practical after the Annual Meeting and will remain available until one week after posting.

Q: What is the difference between a registered stockholder and a stockholder who owns stock in street name?

A: If you hold shares of Common Stock or Class B Common Stock directly in your name on the books of the Company's transfer agent, you are a *registered stockholder*. If you own your Company shares indirectly through a broker, bank or other holder of record, then you are a beneficial owner and those shares are held in *street name*.

Q: What are the voting rights of each class of stock?

A: Stockholders are entitled to cast one vote for each share of Common Stock held as of the Record Date, and 10 votes for each share of Class B Common Stock held as of the Record Date. There are no cumulative voting rights.

Q: Can I vote my shares before the Annual Meeting?

A: Yes. If you are a *registered stockholder*, there are three ways to vote your shares before the Annual Meeting:

By Internet *(www.proxyvote.com)* – Use the Internet to transmit your voting instructions until 11:59 p.m. EDT on May 11, 2020. Have your Notice of Internet Availability of Proxy Materials or proxy card available and follow the instructions on the website to vote your shares.

By telephone (800-690-6903) – Submit your vote by telephone until 11:59 p.m. EDT on May 11, 2020. Have your Notice of Internet Availability of Proxy Materials or proxy card available and follow the instructions provided by the recorded message to vote your shares.

By mail – If you received a paper copy of the proxy materials, you can vote by mail by filling out the proxy card enclosed with those materials and returning it pursuant to the instructions set forth on the card. To be valid, proxy cards must be received before the start of the Annual Meeting.

If your shares are held in street name, your broker, bank or other holder of record may provide you with a Notice of Internet Availability of Proxy Materials that contains instructions on how to access our proxy materials and vote online or to request a paper or email copy of our proxy materials. If you received these materials in paper form, the materials included a voting instruction card so you can instruct your broker, bank or other holder of record how to vote your shares.

Please see the Notice of Internet Availability of Proxy Materials or the information your bank, broker or other holder of record provided you for more information on these voting options.

Q: Can I vote during the Annual Meeting instead of by proxy?

A: If you are a *registered stockholder*, you can vote during the Annual Meeting any shares that were registered in your name as the stockholder of record as of the Record Date.

If your shares are held in *street name*, you can vote those shares during the Annual Meeting only if you have a legal proxy from the holder of record. If you plan to attend and vote your street-name shares during the Annual Meeting, you should request a legal proxy from your broker, bank or other holder of record.

To vote your shares during the Annual Meeting, log into *www.virtualshareholdermeeting.com/HSY2020* and follow the voting instructions. You will need the sixteen-digit control number that is shown on your Notice of Internet Availability of Proxy Materials or on your proxy card. Shares may not be voted after the polls close.

Whether or not you plan to attend the Annual Meeting, we strongly encourage you to vote your shares by proxy prior to the Annual Meeting.

Q: Can I revoke my proxy or change my voting instructions once submitted?

A: If you are a *registered stockholder*, you can revoke your proxy and change your vote prior to the Annual Meeting by:

- Sending a written notice of revocation to our Secretary at 19 East Chocolate Avenue, Hershey, Pennsylvania 17033 (the notification must be received by the close of business on May 11, 2020);
- Voting again by Internet or telephone prior to 11:59 p.m. EDT on May 11, 2020 (only the latest vote you submit will be counted); or
- Submitting a new properly signed and dated paper proxy card with a later date (your proxy card must be received before the start of the Annual Meeting).

If your shares are held in *street name*, you should contact your broker, bank or other holder of record about revoking your voting instructions and changing your vote prior to the Annual Meeting.

If you are eligible to vote during the Annual Meeting, you also can revoke your proxy or voting instructions and change your vote during the Annual Meeting by logging into *www.virtualshareholdermeeting.com/HSY2020* and following the voting instructions.

Q: What will happen if I submit my proxy but do not vote on a proposal?

A: If you submit a valid proxy but fail to provide instructions on how you want your shares to be voted, your proxy will be voted in the manner recommended by the Board on all matters presented in this Proxy Statement, which is as follows:

- "FOR" the election of all director nominees;
- "FOR" the ratification of the appointment of Ernst & Young LLP as our independent auditors; and
- "FOR" the approval of the compensation of the Company's named executive officers ("NEOs").

If any other item is properly presented for a vote at the Annual Meeting, the shares represented by your properly submitted proxy will be voted at the discretion of the proxies.

Q: What will happen if I neither submit my proxy nor vote my shares during the Annual Meeting?

A: If you are a *registered stockholder*, your shares will not be voted.

If your shares are held in *street name*, your broker, bank or other holder of record may vote your shares on certain "routine" matters. The ratification of independent auditors is currently considered to be a routine matter. On this matter, your broker, bank or other holder of record can:

- Vote your street-name shares even though you have not provided voting instructions; or
- Choose not to vote your shares.

The other matters you are being asked to vote on are not routine and cannot be voted by your broker, bank or other holder of record without your instructions. When a broker, bank or other holder of record is unable to vote shares for this reason, it is called a "broker non-vote."

Q: How do I vote my shares in the Company's Automatic Dividend Reinvestment Service Plan?

A: Computershare, our transfer agent, has arranged for any shares that you hold in the Automatic Dividend Reinvestment Service Plan to be included in the total registered shares of Common Stock shown on the Notice of Internet Availability of Proxy Materials or proxy card we have provided you. By voting these shares, you also will be voting your shares in the Automatic Dividend Reinvestment Service Plan.

Q: What does it mean if I received more than one Notice of Internet Availability of Proxy Materials or proxy card?

A: You probably have multiple accounts with us and/or brokers, banks or other holders of record. You should vote all of the shares represented by these Notices/proxy cards. Certain brokers, banks and other holders of record have procedures in place to discontinue duplicate mailings upon a stockholder's request. You should contact your broker, bank or other holder of record for more information. Additionally, Computershare can assist you if you want to consolidate multiple registered accounts existing in your name. To contact Computershare, visit their website at www.computershare.com/investor; or write to P.O. Box 505000, Louisville, KY 40233-5000; or for overnight delivery, to Computershare, 462 South 4th Street, Suite 1600, Louisville, KY 40202; or call:

- (800) 851-4216 Domestic Holders
- (201) 680-6578 Foreign Holders
- (800) 952-9245 Domestic TDD line for hearing impaired
- (312) 588-4110 Foreign TDD line for hearing impaired

Q: How many shares must be present to conduct business during the Annual Meeting?

A: To carry on the business of the Annual Meeting, a minimum number of shares, constituting a quorum, must be present, either in person or by proxy.

On most matters, the votes of the holders of the Common Stock and Class B Common Stock are counted together. However, there are some matters that must be voted on only by the holders of one class of stock. We will have a quorum for all matters to be voted on during the Annual Meeting if the following number of votes is present, in person or by proxy:

- *For any matter requiring the vote of the Common Stock voting separately:* a majority of the votes of the Common Stock outstanding on the Record Date.
- *For any matter requiring the vote of the Class B Common Stock voting separately:* a majority of the votes of the Class B Common Stock outstanding on the Record Date.
- *For any matter requiring the vote of the Common Stock and Class B Common Stock voting together without regard to class:* a majority of the votes of the Common Stock and Class B Common Stock outstanding on the Record Date.

It is possible that we could have a quorum for certain items of business to be voted on during the Annual Meeting and not have a quorum for other matters. If that occurs, we will proceed with a vote only on the matters for which a quorum is present.

Q: What vote is required to approve each proposal?

A: Assuming that a quorum is present:

- *Proposal No. 1: Election of Directors* – the two nominees to be elected by holders of our Common Stock voting separately as a class who receive the greatest number of votes cast "FOR," and the 11 nominees to be elected by holders of our Common Stock and Class B Common Stock voting together who receive the greatest number of votes cast "FOR," will be elected as directors.
- *Proposal No. 2: Ratification of the Appointment of Ernst & Young LLP as Independent Auditors* – the affirmative vote of at least a majority of the votes of the Common Stock and Class B Common Stock (voting together as a class) represented at the Annual Meeting.
- *Proposal No. 3: Advise on Named Executive Officer Compensation* – the affirmative vote of at least a majority of the votes of the Common Stock and Class B Common Stock (voting together as a class) represented at the Annual Meeting.

Q: Are abstentions and broker non-votes counted in the vote totals?

A: Abstentions are counted as being present and entitled to vote in determining whether a quorum is present. Shares as to which broker non-votes exist will be counted as present and entitled to vote in determining whether a quorum is present for any matter requiring the vote of the Common Stock and Class B Common Stock voting together as a class, but they will not be counted as present and entitled to vote in determining whether a quorum is present for any matter requiring the vote of the Common Stock or Class B Common Stock voting separately as a class.

If you mark or vote "abstain" on Proposal Nos. 2 or 3, the abstention will have the effect of being counted as a vote "AGAINST" the proposal. Broker non-votes with respect to Proposal Nos. 1-3 are not included in vote totals and will not affect the outcome of the vote on those proposals.

Q: Who will pay the cost of soliciting votes for the Annual Meeting?

A: We will pay the cost of preparing, assembling and furnishing proxy solicitation and other required Annual Meeting materials. We do not use a third-party solicitor. It is possible that our directors, officers and employees might solicit proxies by mail, telephone, telefax, electronically over the Internet or by personal contact, without receiving additional compensation. We will reimburse brokers, banks and other nominees, fiduciaries and custodians who nominally hold shares of our stock as of the Record Date for the reasonable costs they incur furnishing proxy solicitation and other required Annual Meeting materials to street-name holders who beneficially own those shares on the Record Date.

CORPORATE GOVERNANCE

We have a long-standing commitment to good corporate governance practices. Our corporate governance policies and other documents establish the high standards of professional and personal conduct we expect of our Board, members of senior management and all employees, and promote compliance with various financial, ethical, legal and other obligations and responsibilities.

The business activities of the Company are carried out by our employees under the direction and supervision of our Chairman of the Board, President and Chief Executive Officer ("CEO"). The Board is responsible for overseeing these activities. In doing so, each director is required to use his or her business judgment in the best interests of the Company. The Board's responsibilities include:

- Reviewing the Company's performance, strategies and major decisions;
- Overseeing the Company's compliance with legal and regulatory requirements and the integrity of its financial statements;
- Overseeing the Company's policies and practices for identifying, managing and mitigating key enterprise risks;
- Overseeing management, including reviewing the CEO's performance and succession planning for key management roles; and
- Overseeing executive and director compensation, and our compensation program and policies.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines that, along with the charters of the Board committees, provide the basic framework for the Board's operation and role in the governance of the Company. The guidelines include the Board's policies regarding director independence, qualifications and responsibilities, access to management and outside advisors, compensation, continuing education, oversight of management succession and stockholding requirements. They also provide a process for directors to annually evaluate the performance of the Board.

The Governance Committee is responsible for overseeing and reviewing the Board's Corporate Governance Guidelines at least annually and recommending any proposed changes to the Board for approval. The Corporate Governance Guidelines are available on the Investors section of our website at *www.thehersheycompany.com.*

Code of Conduct

The Board has adopted a Code of Conduct that applies to all of our directors, officers and employees worldwide. Adherence to this Code of Conduct assures that our directors, officers and employees are held to the highest standards of integrity. The Code of Conduct covers areas such as conflicts of interest, insider trading and compliance with laws and regulations. The Audit Committee oversees the Company's communication of, and compliance with, the Code of Conduct. The Code of Conduct, including amendments thereto or waivers granted to a director or officer, if any, can be viewed on the Investors section of our website at *www.thehersheycompany.com.*

Environmental, Social and Governance

As we continue to grow and broaden our brand portfolio, our business faces a variety of challenges. We use our expertise along with external partners to address these challenges so that we can continue to delight consumers and communities around the world.

Meeting changing consumer needs	Combating climate change	Addressing poverty and supporting farmer livelihoods	Stakeholder expectations
Consumers' preferences are changing — from seeking healthier options that satisfy different snacking occasions, to wanting greater transparency across the supply chain and products made with responsibly sourced ingredients.	Our products rely on a global supply chain and agricultural ingredients. Climate change poses a significant and increasing pressure on agricultural commodities and the communities where we live, work and source our ingredients.	Our complex global supply chain spans across communities with high levels of poverty and inequality. The raw ingredients we source come from different countries with unique laws, environmental conditions and concerns, labor standards and pricing models.	A wide variety of stakeholders, including consumers, retailers, investors, governments and non-governmental organizations, are increasingly expecting companies to use their operations as a force for good by making an impact on some of society's most pressing issues.

Sustainability and Social Impact

Our sustainability efforts are brought to life through our strategy, the Shared Goodness Promise, which can be viewed, along with the work we do, in our Shared Goodness Sustainability Report on the Sustainability section of our website at *www.thehersheycompany.com*.

Our Sustainability Priorities

While we focus on sustainability and social impact across our value chain, our key priorities are focused on improving the lives of cocoa farmers and cocoa communities, the environmental priorities of climate change and the role of packaging in our business, responsibly sourcing the inputs to our products and helping kids and teens succeed.

Cocoa Farmers and Cocoa Communities

We support cocoa farmers and their communities through our Cocoa For Good strategy and a commitment to invest $500 million by 2030. This includes sourcing 90% certified cocoa, as part of our commitment to reach 100% certified cocoa by 2020. Our investments are focused on enabling systemic change to improve farmer livelihoods and cocoa communities. We do this through programs that deliver training and financial support to cocoa farmers and their families so they can grow their business, help improve their household income and economically empower women; improve quality education and nutrition at schools for children; work with communities and multiple stakeholders on the ground to eliminate child labor; support youth to become tomorrow's leaders and work closely with farmers and communities to protect forests, spread more environmentally responsible agricultural practices and promote agroforestry and shade-grown cocoa to eliminate deforestation in cocoa communities.

Climate Change

Climate change is a risk not only to our planet and people but also to the sustainability of our business. Hershey has committed to the Science Based Targets initiative to ensure our environmental practices account for our full environmental footprint and are in-line with current global needs of limiting greenhouse gas emissions below the 2-degree limit. This work is underway and we expect to release our new targets and commitment in early 2021.

Packaging

Our current commitment is to decrease our packaging by 25 million pounds by 2025. As of 2019, we have achieved 94% of that goal, saving 23.6 million pounds of packaging. We are currently looking at the impact of the entire packaging cycle. This analysis includes how much recycled material goes into our packaging, best end-of-life options for all our packaging material and continued reductions of total packaging used.

Responsible Sourcing

We are committed to sustainably sourcing our ingredients and helping to ensure human rights protections across our entire value chain. We source 100% Roundtable on Sustainable Palm Oil and will achieve 100% responsible and sustainable sugar by the end of 2020. Additionally, we are strengthening our human rights due diligence across our supply chain, launching a revised Tier 1 Supplier program, enrolling 100% of our high-risk suppliers by 2021.

Supporting Youth

We are committed to helping children succeed and reach their full potential. Our employees regularly mentor students and volunteer with the Milton Hershey School. We have also forged partnerships that support children's education and nutrition, using our expertise as a snacking company to provide nutritious snacks that help children in cocoa communities learn in school. Our ViVi school feeding program reaches more than 50,000 students a day in Ghana and has been proven to reduce anemia by 40%. Our Heartwarming Project builds upon our brands' role of creating connections and works to equip over 697,000 children and teens across the U.S. with the social and emotional skills they need to build meaningful connections with one another and their communities, enhancing youth well-being.

Sustainability Leadership Structure

Managing sustainability at Hershey and operating with integrity is one of our most valuable assets and a key driver for how we build trust with our consumers. We have a sustainability governance model that includes a multi-level operating structure to ensure we are aligned on the most important issues facing the company and allocating the right resources to drive progress within our Shared Goodness Promise. Accountability for managing sustainability across the enterprise sits with the Vice President of Corporate Communications and Sustainability.

- **Global Sustainability Team and cross-functional working teams**. Led by the Senior Director of Global Sustainability and Social Impact, these teams are made up of leaders from across the business who manage the strategy, implementation and reporting of our global sustainability progress. They are in regular communication with external stakeholders who provide valuable perspectives and insights into our program decisions and focus areas.
- **Sustainability Steering Committee**. Led by our Chief Supply Chain Officer and comprised of key business owners who meet monthly throughout the year to review progress, discuss challenges and opportunities and approve key decisions related to our global sustainability progress.
- **Executive Committee**. Includes our CEO and her direct reports, conducts biannual reviews of the Shared Goodness Promise sustainability strategy, data and progress against our commitments and targets and emerging sustainability challenges and opportunities.
- **Board of Directors**. Oversees our Sustainability progress and reviews the most important emerging sustainability trends, risks and opportunities.

Stockholder and Interested Party Communications with Directors

Stockholders and other interested parties may communicate with our directors in several ways. Communications regarding accounting, internal accounting controls or auditing matters may be emailed to the Audit Committee at auditcommittee@hersheys.com or sent to the Audit Committee at the following address:

Audit Committee
c/o Secretary
The Hershey Company
19 East Chocolate Avenue
P.O. Box 819
Hershey, PA 17033-0819

Stockholders and other interested parties also can submit comments, confidentially and anonymously if desired, to the Audit Committee by accessing the Hershey Concern Line website at *www.HersheysConcern.com*.

Stockholders and other interested parties may contact any of the independent directors, including the Lead Independent Director, as well as the independent directors as a group, by writing to the specified party at the address set forth above or by emailing the independent directors (or a specific independent director, including the Lead Independent Director) at independentdirectors@hersheys.com. Stockholders and other interested parties may also contact any of the independent directors using the Hershey Concern Line website noted above.

Communications to the Audit Committee, any of the independent directors and the Hershey Concern Line are processed by the Office of General Counsel. The Office of General Counsel reviews and summarizes these communications and provides reports to the applicable party on a periodic basis. Communications regarding any accounting, internal control or auditing matter are reported immediately to the Audit Committee, as are allegations about our officers. The Audit Committee will address communications from any interested party in accordance with our Board-approved Procedures for Submission and Handling of Complaints Regarding Compliance Matters, which are available for viewing on the Investors section of our website at *www.thehersheycompany.com*. Solicitations, junk mail and obviously frivolous or inappropriate communications are not forwarded to the Audit Committee or the independent directors, but copies are retained and made available to any director who wishes to review them.

Director Independence

The Board, in consultation with the Governance Committee, determines which of our directors are independent. The Board has adopted categorical standards for independence that the Board uses in determining which directors are independent. The Board bases its determination of independence for each director on the more stringent independence standards applicable to Audit Committee members regardless of whether such director serves on the Audit Committee. These standards are contained in the Board's Corporate Governance Guidelines.

Applying these categorical standards for independence, as well as the independence requirements set forth in the listing standards of the New York Stock Exchange (the "NYSE Rules") and the rules and regulations of the Securities and Exchange Commission ("SEC"), the Board determined that the following directors and director nominees recommended for election at the Annual Meeting are independent: Pamela M. Arway, James W. Brown, Victor L. Crawford, Charles A. Davis, Mary Kay Haben, James C. Katzman, M. Diane Koken, Robert M. Malcolm, Anthony J. Palmer, Juan R. Perez, Wendy L. Schoppert and David L. Shedlarz. The Board determined that Michele G. Buck is not independent because she is an executive officer of the Company.

In making its independence determinations, the Board, in consultation with the Governance Committee, reviewed the direct and indirect relationships between each director and the Company and its subsidiaries, as well as the compensation and other payments each director received from or made to the Company and its subsidiaries.

In making its independence determinations with respect to Ms. Koken and Messrs. Brown and Katzman, the Board considered their roles as current members of the board of directors of Hershey Trust Company and the board of managers (governing body) of Milton Hershey School, as well as certain transactions the Company had or may have with these entities.

Hershey Trust Company, as trustee for the trust established by Milton S. and Catherine S. Hershey that has as its sole beneficiary Milton Hershey School (such trust, the "Milton Hershey School Trust"), is our controlling stockholder. Hershey Trust Company is in turn owned by the Milton Hershey School Trust. As such, Hershey Trust Company, Milton Hershey School, the Milton Hershey School Trust and companies owned by the Milton Hershey School Trust are considered affiliates of the Company under SEC rules. During 2019, we had a number of transactions with Hershey Trust Company, Milton Hershey School and companies owned by the Milton Hershey School Trust involving the purchase and sale of goods and services in the ordinary course of business. We have outlined these transactions in greater detail in the section entitled "Certain Transactions and Relationships." We have provided information about Company stock owned by Hershey Trust Company, as trustee for the Milton Hershey School Trust, and by Hershey Trust Company for its own investment purposes in the section entitled "Information Regarding Our Controlling Stockholder."

Ms. Koken and Messrs. Brown and Katzman do not receive any compensation from The Hershey Company, from Hershey Trust Company or from Milton Hershey School other than compensation they receive or will receive in the ordinary course as members of the board of directors or board of managers of each of those entities, as applicable. In addition, Ms. Koken and Messrs. Brown and Katzman do not vote on Board decisions in connection with the Company's transactions with Hershey Trust Company, Milton Hershey School and companies owned by the Milton Hershey School Trust. The Board therefore concluded that the positions Ms. Koken and Messrs. Brown and Katzman have as members of the board of directors of Hershey Trust Company and the board of managers of Milton Hershey School do not impact their independence.

Director Nominations

The Governance Committee is responsible for identifying and recommending to the Board candidates for Board membership. As our controlling stockholder, Hershey Trust Company, as trustee for the Milton Hershey School Trust, also may from time to time recommend to the Governance Committee, or elect outright, individuals to serve on our Board.

In administering its responsibilities, the Governance Committee has not adopted formal selection procedures, but instead utilizes general guidelines that allow it to adjust the selection process to best satisfy the objectives established for any director search. The Governance Committee considers director candidates recommended by any reasonable source, including current directors, management, stockholders and other sources. The Governance Committee evaluates all director candidates in the same manner, regardless of the source of the recommendation.

From time to time, the Governance Committee engages a paid third-party consultant to assist in identifying and evaluating director candidates. The Governance Committee has sole authority under its charter to retain, compensate and terminate these consultants. Prior to May 2019, the Governance Committee retained Egon Zehnder to assist in identifying potential future director candidates. Beginning in May 2019, the Governance Committee engaged Spencer Stuart and Heidrick & Struggles to assist in that process.

Stockholders desiring to recommend or nominate a director candidate must comply with certain procedures. If you are a stockholder and desire to nominate a director candidate at the 2021 Annual Meeting of Stockholders of the Company, you must comply with the procedures for nomination set forth in the section entitled "Information Regarding the 2021 Annual Meeting of Stockholders." Stockholders who do not intend to nominate a director at an annual meeting may recommend a director candidate to the Governance Committee for consideration at any time. Stockholders desiring to do so must submit their recommendation in writing to The Hershey Company, c/o Secretary, 19 East Chocolate Avenue, Hershey, Pennsylvania 17033, and include in the submission all of the information that would be required if the stockholder nominated the candidate at an annual meeting. The Governance Committee may require the nominating stockholder to submit additional information before considering the candidate.

There were no changes to the procedures relating to stockholder nominations during 2019, and there have been no changes to such procedures to date in 2020. These procedural requirements are intended to ensure the Governance Committee has sufficient time and a basis on which to assess potential director candidates and are not intended to discourage or interfere with appropriate stockholder nominations. The Governance Committee does not believe that these procedural requirements subject any stockholder or proposed nominee to unreasonable burdens. The Governance Committee and the Board reserve the right to change the procedural requirements from time to time and/or to waive some or all of the requirements with respect to certain nominees, but any such waiver shall not preclude the Governance Committee from insisting upon compliance with any and all of the above requirements by any other recommending stockholder or proposed nominees.

THE BOARD OF DIRECTORS

General Oversight

The Board has general oversight responsibility for the Company's affairs. Although the Board does not have responsibility for day-to-day management of the Company, Board members stay informed about the Company's business through regular meetings, site visits and other periodic interactions with management. The Board is deeply involved in the Company's strategic planning process. The Board also plays an important oversight role in the Company's leadership development, succession planning and risk management processes.

Composition

The Board is currently comprised of 12 members, each serving a one-year term that expires at the Annual Meeting. Twelve of the 13 director nominees are considered independent under the NYSE Rules and the Board's Corporate Governance Guidelines.

Leadership Structure

The Company's governance documents provide the Board with flexibility to select the leadership structure that is most appropriate for the Company and its stockholders. The Board regularly evaluates its governance structure and has concluded that the Company and its stockholders are best served by not having a formal policy regarding whether the same individual should serve as both Chairman of the Board and CEO. This approach allows the Board to exercise its business judgment in determining the most appropriate leadership structure in light of the current facts and circumstances facing the Company, including the composition and tenure of the Board, the tenure of the CEO, the strength of the Company's management team, the Company's recent financial performance, the Company's current strategic plan and the current economic environment, among other factors.

At the beginning of 2019, the roles of Chairman of the Board and CEO were held by separate individuals, with Michele G. Buck serving as CEO and Charles A. Davis serving as Chairman of the Board. As part of its regular evaluation of the Board's leadership structure during 2019, the Board determined that the interests of the Company and its stockholders would best be served by combining the roles of Chairman of the Board and CEO in a single individual. Accordingly, effective October 11, 2019, the Board elected Ms. Buck to serve as Chairman of the Board, in addition to her responsibilities as President and CEO.

Several factors led to the Board's decision:

- Ms. Buck has served as the Company's CEO and a member of the Board for more than two years. During that time, she has continued to foster a strong working relationship between the Board and management and has cultivated a high level of trust with the Board. She also has a deep understanding of Board governance and operations through her service as Lead Director of New York Life Insurance Company.
- Having served as an executive in numerous positions with the Company for more than fourteen years, Ms. Buck has an unparalleled knowledge of the Company and its products, which the Board believes puts her in the best position to lead the Board through the strategic business issues facing the Company. During her tenure as CEO, Ms. Buck has proven her ability to drive business strategy and operational excellence. The Board believes that providing Ms. Buck with an opportunity to leverage these skills as Chairman of the Board provides the Company with a significant competitive advantage in the current marketplace.
- The Board believes that combining the roles of Chairman of the Board and CEO promotes decisive, unified leadership, which will enable the Company to make rapid strategic decisions in the face of increasing competition and shifting market opportunities.

In making its decision to combine the roles of Chairman of the Board and CEO, the Board also recognized the importance of strong independent Board leadership. For that reason, effective October 11, 2019, the Board elected Mr. Davis to serve as Lead Independent Director, a role he held from May 2017 until his appointment as Chairman of the Board in May 2018. Mr. Davis's service as Lead Independent Director helps ensure continuity of Board leadership and effective communication between the Chairman of the Board and the independent directors.

Under the terms of the Board's Corporate Governance Guidelines, the Lead Independent Director's responsibilities include the following:

- In the absence of the Chairman of the Board, presiding at all Board and stockholder meetings;
- Calling meetings of the independent directors of the Board, in addition to the executive sessions of independent directors held after each Board meeting;
- Establishing the agenda and presiding at all executive sessions and other meetings of the independent directors of the Board;
- Communicating with the independent directors of the Board between meetings as necessary or appropriate;
- Serving as a liaison between the Chairman of the Board and the independent directors, ensuring independent director consensus is communicated to the Chairman of the Board, and communicating the results of meetings of the independent directors to the Chairman of the Board and other members of management, as appropriate;
- In coordination with the CEO, approving Board meeting agendas and schedules to assure there is sufficient time for discussion of all agenda items;
- Approving Board meeting materials and other information sent to the Board;
- Evaluating the quality and timeliness of information sent to the Board by the CEO and other members of management;
- Assisting the Chairman of the Board in implementing and overseeing the Board succession planning process;
- Assisting the Chairman of the Board with crisis management matters;
- Overseeing the evaluation of the CEO;
- Assisting the chair of the Governance Committee with Board and individual director evaluations; and
- Being available for consultation and direct communication at the request of major stockholders.

The Board has determined that Mr. Davis is an independent member of the Board under the NYSE Rules and the Board's Corporate Governance Guidelines.

The Board has established five standing committees to assist with its oversight responsibilities: (1) Audit Committee; (2) Compensation and Executive Organization Committee ("Compensation Committee"); (3) Finance and Risk Management Committee; (4) Governance Committee; and (5) Executive Committee. Each of the Audit Committee, the Compensation Committee, the Finance and Risk Management Committee, and the Governance Committee is comprised entirely of independent directors. Finally, Ms. Koken and Messrs. Brown and Katzman are direct representatives of the Company's largest stockholder. This composition of our Board helps to ensure that boardroom discussions reflect the views of management, our independent directors and our stockholders.

Board Role in Risk Oversight

Our Board takes an active role in risk oversight. While management is responsible for identifying, evaluating, managing and mitigating the Company's exposure to risk, it is the Board's responsibility to oversee the Company's risk management process and to ensure that management is taking appropriate action to identify, manage and mitigate key risks and keeping the Board appropriately informed. The Board administers its risk oversight responsibilities both through active review and discussion of key risks facing the Company and by delegating certain risk oversight responsibilities to committees for further consideration and evaluation.

Board of Directors

- Review and evaluate strategic plans and associated risks
- Oversee enterprise risk management ("ERM") framework and the overall ERM process
- Conduct annual succession plan reviews
- Oversee Environmental Social Governance programs and policies

Audit Committee	Compensation and Executive Organization Committee	Finance and Risk Management Committee	Governance Committee	Executive Committee
• Oversee legal and regulatory compliance and the Code of Conduct • Oversee risks relating to key accounting policies • Review internal controls with management and internal auditors	• Oversee risks relating to compensation program and policies • Employ independent compensation consultants to assist in reviewing compensation program, including potential risks • Oversee succession planning and talent processes and programs	• Review key enterprise risks identified through the ERM process as well as risk mitigation plans • Oversee key financial risks • Oversee and approve merger and acquisition activities and related risks	• Oversee governance-related risks • Oversee compliance with key corporate governance documents	• Approve related party transactions between the Company and entities affiliated with the Company and certain of its directors

The decision to administer the Board's oversight responsibilities in this manner has an important effect on the Board's leadership and committee structure, described in more detail above. The Board believes that its structure – including a strong Lead Independent Director, 12 of 13 independent directors and key committees comprised entirely of independent directors – helps to ensure that key strategic decisions made by senior management, up to and including the CEO, are reviewed and overseen by independent directors of the Board.

Experiences, Skills and Qualifications

The Governance Committee works with the Board to determine the appropriate skills, experiences and attributes that should be possessed by the Board as a whole as well as its individual members. While the Governance Committee has not established minimum criteria for director candidates, in general, the Board seeks individuals with skills and backgrounds that will complement those of other directors and maximize the diversity and effectiveness of the Board as a whole. The Board also seeks individuals who bring unique and varied perspectives and life experiences to the Board. As such, the Governance Committee assists the Board by recommending prospective director candidates who will enhance the overall diversity of the Board. The Board views diversity broadly, taking into consideration the age, professional experience, race, education, gender and other attributes of its members. In addition, the Board's Corporate Governance Guidelines describe the general experiences, qualifications, attributes and skills sought by the Board of any director nominee, including:

Qualifications, Attributes and Skills	Knowledge and Experience
✓ Integrity	✓ Finance
✓ Judgment	✓ Emerging Markets
✓ Skill	✓ Marketing
✓ Diversity	✓ Retail
✓ Ability to express informed, useful and constructive views	✓ Mergers and acquisitions
✓ Experience with businesses and other organizations of comparable size	✓ Risk management
✓ Ability to commit the time necessary to learn our business and to prepare for and participate actively in committee meetings and in Board meetings	✓ Innovation
✓ Interplay of skills, experiences and attributes with those of the other Board members	✓ Digital technology
	✓ Supply chain
	✓ Information technology
	✓ Consumer products
	✓ Government relations

In addition to evaluating new director candidates, the Governance Committee regularly assesses the composition of the Board in order to ensure it reflects an appropriate balance of knowledge, skills, expertise, diversity and independence. As part of this assessment, each director is asked to identify and assess the particular experiences, skills and other attributes that qualify him or her to serve as a member of the Board. Based on the most recent assessment of the Board's composition completed in February 2020, the Governance Committee and the Board have determined that, in light of the Company's current business structure and strategies, the Board has an appropriate mix of director experiences, skills, qualifications and backgrounds.

A description of the most relevant experiences, skills and attributes that qualify each director nominee to serve as a member of the Board is included in his or her biography.

MEETINGS AND COMMITTEES OF THE BOARD

Meetings of the Board of Directors and Director Attendance at Annual Meeting

The Board held 6 meetings in 2019. Each incumbent director attended at least 89% of all of the meetings of the Board and committees of the Board on which he or she served in 2019. Average director attendance for all meetings equaled 97%.

In addition, the independent directors meet regularly in executive session at every Board meeting and at other times as the independent directors deem necessary. These meetings allow the independent directors to discuss important issues, including the business and affairs of the Company as well as matters concerning management, without any member of management present. Each executive session is chaired by the Lead Independent Director. In the absence of the Lead Independent Director, executive sessions are chaired by an independent director assigned on a rotating basis. Members of the Audit Committee, Compensation Committee, Finance and Risk Management Committee, and Governance Committee also meet regularly in executive session.

Directors are expected to attend our annual meetings of stockholders. All of the directors standing for election at the 2019 Annual Meeting of Stockholders of the Company attended that meeting.

Committees of the Board

The Board has established five standing committees. Membership on each of these committees, as of March 13, 2020, is shown in the following chart:

Name	Audit	Compensation and Executive Organization	Finance and Risk Management	Governance	Executive
Pamela M. Arway		●	●		
James W. Brown	●			●	
Michele G. Buck					Chair
Charles A. Davis	●*	●*	●*	●	●
Mary Kay Haben		●		Chair	●
James C. Katzman			●	●	
M. Diane Koken	●	●			
Robert M. Malcolm	●		Chair		●
Anthony J. Palmer		Chair		●	●
Juan R. Perez		●	●		
Wendy L. Schoppert	●		●		
David L. Shedlarz	Chair		●		●

● Committee Member

●* Ex-Officio

The Board's Corporate Governance Guidelines require that every member of the Audit Committee, Compensation Committee, Finance and Risk Management Committee, and Governance Committee be independent.

The Board may also from time to time establish committees of limited duration for a special purpose. No such committees were established in 2019.

The table below identifies the number of meetings held by each standing committee in 2019, provides a brief description of the duties and responsibilities of each committee, and provides general information regarding the location of each committee's charter:

Audit Committee	**Meetings in 2019: 6**
Duties and Responsibilities	• Oversee financial reporting processes and integrity of the financial statements. • Oversee compliance with legal and regulatory requirements. • Oversee independent auditors and the internal audit function. • Approve audit and non-audit services and fees. • Oversee (in consultation with the Finance and Risk Management Committee) risk management processes and policies. • Review adequacy of internal controls. • Review Quarterly and Annual Reports. • Review earnings releases.
General Information	• All Audit Committee members are financially literate. Ms. Schoppert and Mr. Shedlarz qualify as "audit committee financial experts." • Charter can be viewed on the Investors section of our website at *www.thehersheycompany.com.* • Charter prohibits any member of the Audit Committee from serving on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of the director to effectively serve on the Committee.

Compensation and Executive Organization Committee	**Meetings in 2019: 8**
Duties and Responsibilities	• Establish executive officer compensation (other than CEO compensation) and oversee compensation program and policies. • Evaluate CEO performance and make recommendations regarding CEO compensation. • Review director compensation. • Make equity grants under and administer the Equity and Incentive Compensation Plan (the "EICP"). • Establish target award levels and make awards under the annual cash incentive component of the EICP. • Review the Company's executive organization.
General Information	• Charter can be viewed on the Investors section of our website at *www.thehersheycompany.com*.

Finance and Risk Management Committee	**Meetings in 2019: 5**
Duties and Responsibilities	• Oversee management of the Company's assets, liabilities and risks. • Review capital projects, acquisitions and dispositions of assets and changes in capital structure. • Review the annual budget and monitor performance against operational plans. • Review principal banking relationships, credit facilities and commercial paper programs. • Oversee (in consultation with the Audit Committee) risk management processes and policies.
General Information	• Charter can be viewed on the Investors section of our website at *www.thehersheycompany.com*.

Governance Committee	**Meetings in 2019: 5**
Duties and Responsibilities	• Review the composition of the Board and its committees. • Identify, evaluate and recommend candidates for election to the Board. • Review corporate governance matters and policies, including the Board's Corporate Governance Guidelines. • Administer the Company's Related Person Transaction Policy. • Evaluate the performance of the Board, its independent committees and each director.
General Information	• Charter can be viewed on the Investors section of our website at *www.thehersheycompany.com.*

Executive Committee	Meetings in 2019: 0
Duties and Responsibilities	• Manage the business and affairs of the Company, to the extent permitted by the Delaware General Corporation Law, when the Board is not in session. • Review and approve related-party transactions between the Company and Hershey Trust Company, Hershey Entertainment & Resorts Company and/or Milton Hershey School, or any of their affiliates.
General Information	• Charter can be viewed on the Investors section of our website at *www.thehersheycompany.com.* • For more information regarding the review, approval or ratification of related-party transactions, please refer to the section entitled "Certain Transactions and Relationships."

PROPOSAL NO. 1 – ELECTION OF DIRECTORS

✓ The Board of Directors unanimously recommends that stockholders vote **FOR** each of the nominees for director at the 2020 Annual Meeting

The first proposal to be voted on at the Annual Meeting is the election of 13 directors. If elected, the directors will hold office until the 2021 Annual Meeting of Stockholders of the Company or until their successors are elected and qualified.

Election Procedures

We have two classes of common stock outstanding: Common Stock and Class B Common Stock. Under our certificate of incorporation and by-laws:

- One-sixth of the total number of our directors (which equates presently to two directors) will be elected by the holders of our Common Stock voting separately as a class. For the 2020 Annual Meeting, the Board has nominated Victor L. Crawford and Juan R. Perez for election by the holders of our Common Stock voting separately as a class.
- The remaining 11 directors will be elected by the holders of our Common Stock and Class B Common Stock voting together without regard to class.

With respect to the nominees to be elected by the holders of the Common Stock and the Class B Common Stock voting together, the 11 nominees receiving the greatest number of votes of the Common Stock and Class B Common Stock will be elected as directors. With respect to the nominees to be elected by the holders of the Common Stock voting separately as a class, the two nominees receiving the greatest number of votes of the Common Stock will be elected as directors.

The Board's Corporate Governance Guidelines provide that directors will generally not be nominated for re-election after their 72nd birthday. All of the directors standing for election at the 2020 Annual Meeting, with the exception of Mr. Shedlarz, satisfied the applicable age guideline. In the case of Mr. Shedlarz, the Board elected to waive the guideline and nominated him to stand for election at the 2020 Annual Meeting.

All nominees for election as director have indicated their willingness to serve if elected. If a nominee becomes unavailable for election for any reason, the proxies will have discretionary authority to vote for a substitute.

Nominees for Director

The Board unanimously recommends the following nominees for election at the 2020 Annual Meeting. These nominees were recommended to the Board by the Governance Committee. In making its recommendation, the Governance Committee considered the experience, qualifications, attributes and skills of each nominee, as well as each director's past performance on our Board, as reflected in the Governance Committee's annual evaluation of Board and committee performance. This evaluation considers, among other things, each director's individual contributions to the Board, the director's ability to work collaboratively with other directors and the effectiveness of the Board as a whole.

On the following pages, we provide certain biographical information about each nominee for director, as well as information regarding the nominee's specific experience, qualifications, attributes and skills that qualify him or her to serve as a director and as a member of the committee(s) of the Board on which the nominee serves.

Pamela M. Arway

Director since 2010

Age 66

Board Committees
- Compensation
- Finance and Risk Management

Former President, Japan/Asia Pacific/Australia Region, American Express International, Inc., a global payments, network and travel company, and its subsidiaries (October 2005 to January 2008)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

Throughout her 21-year career with American Express Company, Inc., Ms. Arway gained experience in the areas of finance, marketing, international business, government affairs, consumer products and human resources. She is a significant contributor to the Board in each of these areas.

PREVIOUS BUSINESS EXPERIENCE

- Spent 21 years in positions of increasing responsibility at American Express Company, Inc. and its subsidiaries

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

- Carlson Inc. (May 2019 to present)
- Iron Mountain Incorporated (May 2014 to present)
- DaVita Inc. (July 2009 to present)

EDUCATION

- Bachelor's degree in languages from Memorial University of Newfoundland
- Masters of Business Administration degree from Queen's University, Kingston, Ontario, Canada

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James W. Brown

Director since 2017

Age 68

Board Committees
- Audit
- Governance

Director, Hershey Trust Company; Member, Board of Managers, Milton Hershey School (February 2016 to present)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

One of three representatives of Hershey Trust Company and Milton Hershey School currently serving on the Board, Mr. Brown provides valuable perspectives not only as a representative of our largest stockholder, but also of the school that is its sole beneficiary. In addition, Mr. Brown has significant experience in government relations, finance and private equity/venture capital. His familiarity with policy and operations of both Pennsylvania State and U.S. Federal Government and his experience as an investor in and director of both public and private companies make him an important addition to the Board on matters of strategy and risk management.

PREVIOUS BUSINESS EXPERIENCE

- Chief of Staff, United States Senator Robert P. Casey, Jr. (January 2007 to February 2016)
- Partner, SCP Private Equity Partners (January 1996 to December 2006)
- Chief of Staff, Pennsylvania Governor Robert P. Casey, Sr. (January 1989 to December 1994)

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

- FS Multi-Strategy Alternatives Fund/FS Series Trust (August 2017 to present)

PAST PUBLIC COMPANY BOARDS

- FS Investment Corporation III (February 2016 to December 2018)

EDUCATION

- Bachelor's degree, *magna cum laude*, from Villanova University
- Juris Doctor degree from the University of Virginia Law School

Michele G. Buck

Director since 2017

Age 58

Board Committees
• Executive (Chair)

Chairman of the Board, President and Chief Executive Officer, The Hershey Company (October 2019 to present)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

As Chairman of the Board, President and Chief Executive Officer, Ms. Buck is responsible for all day-to-day global operations and commercial activities of the Company. Having served at the Company for more than 14 years and as an executive in the consumer packaged goods industry for more than 30 years, Ms. Buck is a valuable contributor to the Board in the areas of marketing, consumer products, strategy, supply chain management and mergers and acquisitions. Her presence in the boardroom also ensures efficient communication between the Board and Company management.

PREVIOUS BUSINESS EXPERIENCE

• President and Chief Executive Officer (March 2017 to October 2019)
• Executive Vice President, Chief Operating Officer (June 2016 to March 2017)
• President, North America (May 2013 to June 2016)
• Senior Vice President, Chief Growth Officer (September 2011 to May 2013)
• Senior Vice President, Global Chief Marketing Officer (December 2007 to September 2011)

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

• New York Life Insurance Company (November 2013 to present)

EDUCATION

• Bachelor's degree from Shippensburg University of Pennsylvania
• Masters of Business Administration degree from the University of North Carolina

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Victor L. Crawford

Director Nominee

Age 58

Board Committees
• None

Chief Executive Officer, Pharmaceutical Segment, Cardinal Health, Inc., a global healthcare services and products company (November 2018 to present)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

Having held senior management positions at several companies across the food and beverage, hospitality and healthcare services industries, Mr. Crawford has a broad range of experience in digital transformation, fast moving consumer goods, logistics and supply chain management. He will also bring valuable insights in the areas of emerging markets, consumer retail and finance to the Board. Mr. Crawford was identified as a potential director nominee by Heidrick & Struggles as part of the Governance Committee's director succession planning process.

PREVIOUS BUSINESS EXPERIENCE

• President and Chief Operating Officer, Healthcare, Education and Business Dining, Aramark Corporation (September 2012 to October 2018)
• President, North America, Pepsi Beverage Company, PepsiCo, Inc. (September 2010 to January 2012)
• Executive Vice President, Supply Chain and Transformation, The Pepsi Bottling Group, Inc. (August 2009 to September 2010)

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

• Dave & Buster's Entertainment, Inc. (August 2016 to present)
• Board of Trustees, National Urban League (October 2010 to present)

EDUCATION

• Bachelor of Science in accounting from Boston College

One of two directors nominated for election by the holders of the Common Stock voting separately as a class.

Charles A. Davis

Director since 2007

Age 71

Board Committees
- Audit (ex-officio)
- Compensation (ex-officio)
- Executive
- Finance and Risk Management (ex-officio)
- Governance

Chief Executive Officer, Stone Point Capital LLC, a global private equity firm (June 2005 to present)
Lead Independent Director, The Hershey Company (October 2019 to present; May 2017 to May 2018)
Chairman of the Board, The Hershey Company (May 2018 to October 2019)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

Having served in the fields of investment banking and private equity for more than 40 years, Mr. Davis brings extensive experience in finance, investment banking and real estate to the Board. His experience as a leader in international business allows him to bring important insights to the Board as the Company continues to focus on its international footprint.

PREVIOUS BUSINESS EXPERIENCE

- MMC Capital, Inc., the private equity business of Marsh & McLennan Companies, Inc.:
  - Chairman (January 2002 to May 2005)
  - Chief Executive Officer (January 1999 to May 2005)
  - President (April 1998 to December 2002)

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

- AXIS Capital Holdings Limited (November 2001 to present)
- The Progressive Corporation (October 1996 to present)

EDUCATION

- Bachelor's degree from the University of Vermont
- Masters of Business Administration degree from Columbia University Graduate School of Business

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Mary Kay Haben

Director since 2013

Age 63

Board Committees
- Governance (Chair)
- Compensation
- Executive

Former President, North America, Wm. Wrigley Jr. Company, a leading confectionery company (October 2008 to February 2011)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

Throughout Ms. Haben's 33-year career, she gained extensive experience managing businesses in the consumer packaged goods industry and developed a track record of growing brands and developing new products. Her knowledge of and ability to analyze the overall consumer packaged goods industry, evolving market dynamics and consumers' relationships with brands make her a valuable contributor to the Board and the Company.

PREVIOUS BUSINESS EXPERIENCE

- Group Vice President and Managing Director, North America, Wm. Wrigley Jr. Company (April 2007 to October 2008)
- Held several key positions during 27-year career with Kraft Foods, Inc., a grocery manufacturing and processing conglomerate

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

- Grocery Outlet Holding Corp. (November 2019 to present)
- Trustee of Equity Residential (July 2011 to present); currently serves as Chair of the Compensation Committee

EDUCATION

- Bachelor's degree, *magna cum laude*, in business administration from the University of Illinois
- Masters of Business Administration degree in marketing from the University of Michigan, Ross School of Business

James C. Katzman

Director since 2018

Age 52

Board Committees
- Finance and Risk Management
- Governance

Director, Hershey Trust Company; Member, Board of Managers, Milton Hershey School (April 2017 to present)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

One of three representatives of Hershey Trust Company and Milton Hershey School currently serving on the Board, Mr. Katzman provides the Board with valuable perspectives of our largest stockholder and the school that is its sole beneficiary. In addition, he has extensive experience in corporate financial matters and merger transactions, developed throughout his career in investment banking, which further adds to the Board as it oversees the Company's financial stewardship and transformation into an innovative snacking powerhouse.

PREVIOUS BUSINESS EXPERIENCE

- Partner, Goldman Sachs Group, Inc. (December 2004 to March 2015)

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

- Brinker International, Inc. (January 2018 to present)

EDUCATION

- Bachelor's degree, *cum laude*, from Dartmouth College
- Masters of Business Administration degree from Columbia University Graduate School of Business

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M. Diane Koken

Director since 2017

Age 67

Board Committees
- Audit
- Compensation

Director, Hershey Trust Company; Member, Board of Managers, Milton Hershey School (December 2015 to present)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

One of three representatives of Hershey Trust Company and Milton Hershey School currently serving on the Board, Ms. Koken brings to the Board valuable insights from our largest stockholder. Having served as Insurance Commissioner of Pennsylvania for three governors and as President of the National Association of Insurance Commissioners, Ms. Koken has considerable expertise in the areas of insurance, risk management and regulatory affairs. Her experience in the areas of legal operations and corporate governance, developed throughout her 22-year career at a national life insurer that culminated in her serving as Vice President, General Counsel and Corporate Secretary, further adds to the Board.

PREVIOUS BUSINESS EXPERIENCE

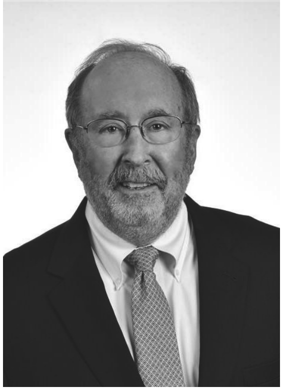
- Commissioner of Insurance in Pennsylvania (August 1997 to February 2007)
- Provident Mutual Life Insurance Company (October 1975 to July 1997)

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

- Nationwide Mutual Funds (April 2019 to present)
- Capital BlueCross (December 2011 to present)
- NORCAL Mutual (January 2009 to present)
- Nationwide Corporation; Nationwide Mutual Insurance Company; Nationwide Mutual Fire Insurance Company (April 2007 to present)

EDUCATION

- Bachelor's degree, *magna cum laude*, in education from Millersville University
- Juris Doctor degree from Villanova University School of Law



Robert M. Malcolm

Director since 2011

Age 67

Board Committees
- Finance and Risk Management (Chair)
- Audit
- Executive

Former President, Global Marketing, Sales & Innovation, Diageo PLC, a leading premium drinks company (June 2002 to December 2008)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

Mr. Malcolm is a globally recognized expert in strategic marketing and is currently Executive in Residence, Center for Customer Insight and Marketing Solutions, McCombs School of Business, University of Texas. He brings to the Board significant experience in emerging markets and in the marketing and sales of consumer products, including consumer packaged goods and fast-moving consumer goods.

PREVIOUS BUSINESS EXPERIENCE

- Spent 24 years at The Procter & Gamble Company in positions of increasing responsibility

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

- Boston Consulting Group (senior advisor)

EDUCATION

- Bachelor's degree in marketing from the University of Southern California
- Masters of Business Administration degree in marketing from the University of Southern California

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Anthony J. Palmer

Director since 2011

Age 60

Board Committees
- Compensation (Chair)
- Executive
- Governance

Chief Executive Officer, TropicSport, a natural suncare and skincare products company (April 2019 to present)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

Having spent most of his professional career in the consumer packaged goods industry, Mr. Palmer brings to the Board substantial experience and insight in several key strategic areas for the Company, including fast-moving consumer packaged goods, emerging markets, marketing and human resources.

PREVIOUS BUSINESS EXPERIENCE

- Kimberly-Clark Corporation
  - President, Global Brands and Innovation (April 2012 to April 2019)
  - Senior Vice President and Chief Marketing Officer (October 2006 to March 2012)

EDUCATION

- Bachelor's degree in business marketing from Monash University in Melbourne, Australia
- Masters of Business Administration degree, with distinction, from the International Management Institute, Geneva, Switzerland

Juan R. Perez

Director since 2019

Age 53

Board Committees

- Compensation
- Finance and Risk Management

Chief Information and Engineering Officer, United Parcel Service, Inc., a multinational package delivery and supply chain management company (April 2017 to present)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

During his 30-year career at United Parcel Service, Inc., Mr. Perez has developed a broad range of commercial, operational and technological expertise. In addition to his overall leadership experience, Mr. Perez brings significant strength in the areas of supply chain management and logistics, digital technology, innovation and data analytics to the Board.

PREVIOUS BUSINESS EXPERIENCE

- United Parcel Service
  - Chief Information Officer (March 2016 to April 2017)
  - Vice President, Technology (July 2010 to March 2016)
  - Vice President, Engineering (January 2005 to July 2010)

EDUCATION

- Bachelor of Science in industrial and systems engineering from the University of Southern California
- Masters of Science in computer and manufacturing engineering from the University of Southern California

One of two directors nominated for election by the holders of the Common Stock voting separately as a class.

Wendy L. Schoppert

Director since 2017

Age 53

Board Committees

- Audit
- Finance and Risk Management

Former Executive Vice President and Chief Financial Officer, Sleep Number Corporation, a bedding manufacturer, marketer and retailer (June 2011 to February 2014)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

As Chief Financial Officer for Sleep Number Corporation, Ms. Schoppert gained extensive experience leading all finance functions including financial planning and analysis, accounting, tax, treasury, investor relations, decision support and IT. She began her career in the airline industry, serving in various financial, strategic and general management leadership positions at American Airlines, Northwest Airlines and America West Airlines.

PREVIOUS BUSINESS EXPERIENCE

- Sleep Number Corporation
  - Senior Vice President and Chief Information Officer (March 2008 to June 2011)
  - Senior Vice President, International and New Channel Development (April 2005 to March 2008)

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

- Bremer Financial Corporation (May 2017 to present)
- Big Lots, Inc. (May 2015 to present)

PAST PUBLIC COMPANY BOARDS

- Gaia, Inc. (October 2013 to December 2018)

EDUCATION

- Bachelor of Arts in mathematics and operations research from Cornell University
- Masters of Business Administration in finance and general management from Cornell University

David L. Shedlarz

Director since 2008

Age 71

Board Committees
- Audit (Chair)
- Executive
- Finance and Risk Management

Former Vice Chairman, Pfizer Inc., a pharmaceutical, consumer and animal products health company (July 2005 to December 2007)

QUALIFICATIONS, ATTRIBUTES AND SKILLS

Mr. Shedlarz spent the majority of his professional career with Pfizer. At the time of his retirement in 2007, Mr. Shedlarz was responsible for operations including the animal health business, finance, accounting, strategic planning, business development, global sourcing, manufacturing, information systems and human resources, skills that are particularly valuable to the Board given his role as chair of the Audit Committee and a member of the Finance and Risk Management Committee. Mr. Shedlarz also brings to the Board considerable international business and leadership experience he gained while at Pfizer.

PREVIOUS BUSINESS EXPERIENCE

- Executive Vice President and Chief Financial Officer, Pfizer Inc. (January 1999 to July 2005)

CURRENT PUBLIC AND OTHER KEY DIRECTORSHIPS

- Teladoc Health, Inc. (September 2016 to present)
- Pitney Bowes, Inc. (May 2001 to present)
- Teachers Insurance and Annuity Association Board of Trustees (March 2007 to present)

EDUCATION

- Bachelor's degree in economics and mathematics from Oakland/Michigan State University
- Masters of Business Administration degree in finance and accounting from the New York University, Leonard N. Stern School of Business

NON-EMPLOYEE DIRECTOR COMPENSATION

The Hershey Company Directors' Compensation Plan

We maintain a Directors' Compensation Plan that is designed to:

- Attract and retain highly qualified, non-employee directors; and
- Align the interests of non-employee directors with those of our stockholders by paying a portion of non-employee compensation in units representing shares of our Common Stock.

Directors who are employees of the Company receive no additional compensation for their service on our Board. Ms. Buck is the only employee of the Company who also served as a director during 2019 and thus received no additional compensation for her Board service.

The Board targets non-employee director compensation at the 50th percentile of compensation paid to directors at a peer group of companies we call the 2019 Compensation Peer Group. Information about the 2019 Compensation Peer Group is included in the section entitled "Setting Compensation" in the Compensation Discussion & Analysis. Each year, with the assistance of the Compensation Committee and the Compensation Committee's compensation consultant, the Board reviews the compensation paid to directors at companies in the current peer group to determine whether any changes to non-employee director compensation are warranted.

As a result of its review in December 2018, the Board determined that no changes to any of the compensation elements were warranted for 2019.

Accordingly, compensation paid to non-employee directors in 2019 was as follows:

Form of Compensation	Payment ($)
Annual retainer for Chairman of the Board[(1) (2)]	150,000
Annual retainer for other non-employee directors	100,000
Annual RSU award	155,000
Annual fee for Lead Independent Director[(2) (3)]	25,000
Annual fee for chair of Audit Committee[(2)]	20,000
Annual fees for chairs of Compensation, Finance and Risk Management, and Governance Committees[(2)]	15,000

(1) Applies only when Chairman of the Board is a non-employee director.

(2) Paid in addition to $100,000 annual retainer for non-employee directors.

(3) A Lead Independent Director is appointed if the Chairman of the Board is not independent.

The Board completed its annual review of non-employee director compensation in October 2019 and determined that the following changes were warranted for 2020 to ensure that the program remains aligned to the 50th percentile of compensation paid to directors from our 2019 Compensation Peer Group. The Board elected to increase the annual retainer from $100,000 to $105,000, to increase the annual RSU award from $155,000 to $160,000 and to increase the annual Compensation Committee Chair retainer from $15,000 to $20,000. Except for these changes, all other elements of the non-employee director compensation program described above remain unchanged for 2020.

Payment of Annual Retainer, Lead Independent Director Fee and Committee Chair Fees

The annual retainer (including the annual retainer for the Chairman of the Board, when applicable) and any applicable Lead Independent Director or committee chair fees for all non-employee directors are paid in quarterly installments on the 15th day of March, June, September and December, or the prior business day if the 15th is not a business day. Non-employee directors may elect to receive all or a portion of the annual retainer (including the annual retainer for the Chairman of the Board, when applicable) in cash or in Common Stock. Non-employee directors may also elect to defer receipt of all or a portion of the retainer (including the annual retainer for the Chairman of the Board, when applicable) any applicable Lead Independent Director fee or committee chair fees until the date their membership on the Board ends. Lead Independent Director and committee chair fees that are not deferred are paid only in cash.

Non-employee directors choosing to defer all or a portion of their retainer, any applicable Lead Independent Director fee or committee chair fees may invest the deferred amounts in two ways:

- In a cash account that values the performance of the investment based upon the performance of one or more third-party investment funds selected by the director from among the mutual funds or other investment options available to all employees participating in our 401(k) Plan. Amounts invested in the cash account are paid only in cash.
- In a deferred common stock unit account that we value according to the performance of our Common Stock, including reinvested dividends. Amounts invested in the deferred common stock unit account are paid in shares of Common Stock.

Restricted Stock Units

RSUs are granted quarterly to non-employee directors on the first day of January, April, July and October. In 2019, the number of RSUs granted in each quarter was determined by dividing $38,750 by the average closing price of a share of our Common Stock on the New York Stock Exchange ("NYSE") on the last three trading days preceding the grant date. RSUs awarded to non-employee directors vest one year after the date of grant, or earlier upon termination of the director's membership on the Board by reason of retirement (termination of service from the Board after the director's 60th birthday), death or disability, for any reason after a Change in Control as defined in our Executive Benefits Protection Plan (Group 3A) ("EBPP 3A"), or under such other circumstances as the Board may determine. Vested RSUs are payable to directors in shares of Common Stock or, at the option of the director, can be deferred as common stock units under the Directors' Compensation Plan until the director's membership on the Board ends. Dividend equivalent units are credited at regular rates on the RSUs during the restriction period and, upon vesting of the RSUs, are payable in shares of Common Stock or deferred as common stock units together with any RSUs the director has deferred.

As of March 13, 2020, Messrs. Brown, Davis, Malcolm, Palmer and Shedlarz and Mmes. Arway, Haben and Koken had attained retirement age for purposes of the vesting of RSUs.

Other Compensation, Reimbursements and Programs

The Board occasionally establishes committees of limited duration for special purposes. When a special committee is established, the Board will determine whether to provide non-employee directors with additional compensation for service on such committee based on the expected duties of the committee, the anticipated number and length of any committee meetings, and other factors the Board, in its discretion, may deem relevant. No such committees were established in 2019.

We reimburse our directors for travel and other out-of-pocket expenses they incur when attending Board and committee meetings and for minor incidental expenses they incur when performing directors' services. We also provide reimbursement for at least one director continuing education program each year. Directors receive travel accident insurance while traveling on the Company's business and receive discounts on the purchase of our products to the same extent and on the same terms as our employees. Directors also are eligible to participate in the Company's Gift Matching Program. Under the Gift Matching Program, the Company will match, upon a director's request, contributions made by the director to one or more charitable organizations, on a dollar-for-dollar basis up to a maximum aggregate contribution of $5,000 annually.

Stock Ownership Guidelines

Pursuant to the Board's Corporate Governance Guidelines, non-employee directors are expected to own shares of Common Stock having a value equal to at least five times the annual retainer. Each non-employee director has until January 1 of the year following his or her fifth anniversary of becoming a director to satisfy the guideline. The Compensation Committee reviews the stock ownership guidelines annually to ensure they are aligned with external market comparisons.

2019 Director Compensation

The following table and explanatory footnotes provide information with respect to the compensation paid or provided to non-employee directors during 2019:

Name[(1)]	Fees Earned or Paid in Cash[(2)] ($)	Stock Awards[(3)] ($)	All Other Compensation[(4)] ($)	Total ($)
Pamela M. Arway	100,000	155,000	5,000	260,000
James W. Brown	100,000	155,000	5,000	260,000
Charles A. Davis	223,506	155,000	5,000	383,506
Mary Kay Haben	115,000	155,000	5,000	275,000
James C. Katzman	100,000	155,000	5,000	260,000
M. Diane Koken	100,000	155,000	5,000	260,000
Robert M. Malcolm	115,000	155,000	5,000	275,000
Anthony J. Palmer	115,000	155,000	1,500	271,500
Juan R. Perez	61,264	94,959	—	156,223
Wendy L. Schoppert	100,000	155,000	5,000	260,000
David L. Shedlarz	120,000	155,000	—	275,000

(1) During 2019, Mr. Davis served as Chairman of the Board until October 11, 2019, when he was appointed Lead Independent Director. Mr. Perez joined the Board on May 21, 2019.

(2) Includes amounts earned or paid in cash or shares of Common Stock at the election of the director or deferred by the director under the Directors' Compensation Plan. Amounts credited as earnings on amounts deferred under the Directors' Compensation Plan are based on investment options available to all participants in our 401(k) Plan or our Common Stock and, accordingly, the earnings credited during 2019 were not considered "above market" or "preferential" earnings.

The following table sets forth the portion of fees earned or paid in cash or Common Stock, and the portion deferred with respect to retainers and fees earned during 2019:

Name	Immediate Payment			Deferred and Investment Election		
	Cash Paid ($)	Value Paid in Shares of Common Stock ($)	Number of Shares of Common Stock (#)	Value Deferred to a Cash Account ($)	Value Deferred to a Common Stock Unit Account ($)	Number of Deferred Common Stock Units (#)
Pamela M. Arway	100,000	—	—	—	—	—
James W. Brown	100,000	—	—	—	—	—
Charles A. Davis	223,506	—	—	—	—	—
Mary Kay Haben	115,000	—	—	—	—	—
James C. Katzman	—	—	—	—	100,000	781
M. Diane Koken	100,000	—	—	—	—	—
Robert M. Malcolm	115,000	—	—	—	—	—
Anthony J. Palmer	15,000	100,000	781	—	—	—
Juan R. Perez	52,074	9,190	65	—	—	—
Wendy L. Schoppert	100,000	—	—	—	—	—
David L. Shedlarz	120,000	—	—	—	—	—

(3) Represents the dollar amount recognized as expense during 2019 for financial statement reporting purposes with respect to RSUs awarded to the directors during 2019. RSUs awarded to directors are charged to expense in the Company's financial statements at the grant date fair value on each quarterly grant date. The target annual grant date fair value of the RSUs for each director during 2019 was $155,000.

The following table provides information with respect to the number and market value of deferred common stock units and RSUs held as of December 31, 2019, based on the $146.98 closing price of our Common Stock as reported by NYSE on December 31, 2019, the last trading day of 2019. The information presented includes the accumulated value of each director's deferred common stock units and RSUs. Balances shown below include dividend equivalent units credited in the form of additional common stock units on deferred amounts and dividend equivalent units credited in the form of additional common stock units on RSUs.

Name	Number of Deferred Common Stock Units (#)	Market Value of Deferred Common Stock Units as of December 31, 2019 ($)	Number of RSUs (#)	Market Value of RSUs as of December 31, 2019 ($)
Pamela M. Arway	—	—	1,261	185,342
James W. Brown	2,561	376,416	1,261	185,342
Charles A. Davis	—	—	1,261	185,342
Mary Kay Haben	8,381	1,231,839	1,261	185,342
James C. Katzman	2,561	376,416	1,261	185,342
M. Diane Koken	2,561	376,416	1,261	185,342
Robert M. Malcolm	—	—	1,261	185,342
Anthony J. Palmer	—	—	1,261	185,342
Juan R. Perez	—	—	698	102,592
Wendy L. Schoppert	1,694	248,984	1,261	185,342
David L. Shedlarz	—	—	1,261	185,342

(4) Represents the Company match for contributions made by the director to one or more charitable organizations during 2019 under the Gift Matching Program.

SHARE OWNERSHIP OF DIRECTORS, MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table sets forth information with respect to the beneficial ownership of our outstanding voting securities and exercisable stock options by:

- Stockholders who we believe owned more than 5% of our outstanding Common Stock or Class B Common Stock, as of March 13, 2020; and
- Our directors, director nominees, NEOs and all directors and executive officers as a group, as of March 13, 2020.

Holder	Common Stock(1)	Exercisable Stock Options	Percent of Common Stock(2)	Class B Common Stock	Percent of Class B Common Stock(3)
Hershey Trust Company, as trustee for the Milton Hershey School Trust(4) 100 Mansion Road Hershey, PA 17033 Milton Hershey School(4) Founders Hall Hershey, PA 17033	47,170	—	**	60,612,012	99.9
Hershey Trust Company(5)	76,430	—	**	—	—
BlackRock, Inc.(6) 55 East 52nd Street New York, NY 10055	16,294,676	—	11.0	—	—
Vanguard Group, Inc.(7) 100 Vanguard Blvd. Malvern, PA 19355	12,633,520	—	8.5	—	—
State Street Corporation(8) One Lincoln Street Boston, MA 02111	7,757,967	—	5.2	—	—
Pamela M. Arway*	15,172	—	**	—	—
Damien Atkins	1,473	3,056	**	—	—
James W. Brown*	—	—	**	—	—
Michele G. Buck*	65,246	228,283	**	—	—
Victor L. Crawford*	—	—	**	—	—
Charles A. Davis*	23,522	—	**	—	—
Mary Kay Haben*	—	—	**	—	—
James C. Katzman*	—	—	**	—	—
M. Diane Koken*	600	—	**	—	—
Patricia A. Little	—	—	**	—	—
Robert M. Malcolm*	11,480	—	**	—	—
Terence L. O'Day	26,714	138,873	**	—	—
Anthony J. Palmer*	10,754	—	**	—	—
Juan R. Perez*	91	—	**	—	—
Wendy L. Schoppert*	—	—	**	—	—
David L. Shedlarz*	13,807	—	**	—	—
Steven E. Voskuil	1,000	—	**	—	—
Mary Beth West	21,265	30,619	**	—	—
All directors and executive officers as a group (22 persons)	204,394	415,565	**	—	—

* Director/Director nominee

** Less than 1%

(1) Amounts listed also include the following RSUs that will vest and be paid to the following holders within 60 days of March 13, 2020:

Name	RSUs (#)
Damien Atkins	921
Pamela M. Arway	347
Michele G. Buck	6,823
Charles A. Davis	347
Robert M. Malcolm	347
Terence L. O'Day	1,401
Anthony J. Palmer	347
David L. Shedlarz	347

Amounts listed also include shares for which certain of the directors share voting and/or investment power with one or more other persons as follows: Ms. Arway, 14,825 shares owned jointly with her spouse; Ms. Koken, 600 shares held at Glenmede Trust Company; Mr. Malcolm, 11,133 shares owned jointly with his spouse; and Mr. Palmer, 10,407 shares owned jointly with his spouse.

(2) Based upon 147,696,823 shares of Common Stock outstanding on March 13, 2020.

(3) Based upon 60,613,777 shares of Class B Common Stock outstanding on March 13, 2020.

(4) Hershey Trust Company, as trustee for the Milton Hershey School Trust, has the right at any time to convert its Class B Common Stock into Common Stock on a share-for-share basis. If on March 13, 2020, Hershey Trust Company, as trustee for the Milton Hershey School Trust, converted all of its Class B Common Stock into Common Stock, Hershey Trust Company, as trustee for the Milton Hershey School Trust, would own beneficially 60,659,182 shares of our Common Stock (47,170 Common Stock shares plus 60,612,012 converted Class B Common Stock shares), or 29.1% of the 208,308,835 shares of Common Stock outstanding following the conversion (calculated as 147,696,823 Common Stock shares outstanding prior to the conversion plus 60,612,012 converted Class B Common Stock shares). For more information about the Milton Hershey School Trust, Hershey Trust Company, Milton Hershey School and the ownership and voting of these securities, please see the section entitled "Information Regarding Our Controlling Stockholder."

(5) Please see the section entitled "Information Regarding Our Controlling Stockholder" for more information about shares of Common Stock held by Hershey Trust Company as investments.

(6) Information regarding BlackRock, Inc. and its beneficial holdings was obtained from a Schedule 13G/A filed with the SEC on February 4, 2020. The filing indicated that, as of December 31, 2019, BlackRock, Inc. had sole voting power over 290,304 shares, shared voting power over no shares, sole investment power over 16,294,676 shares and shared investment power over no shares. The filing indicated that BlackRock, Inc. is a parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

(7) Information regarding Vanguard Group, Inc. and its beneficial holdings was obtained from a Schedule 13G/A filed with the SEC on February 12, 2020. The filing indicated that, as of December 31, 2019, Vanguard Group, Inc. had sole voting power over 227,910 shares, shared voting power over 76,613 shares, sole investment power over 12,343,216 shares and shared investment power over 290,304 shares. The filing indicated that Vanguard Group, Inc. is an investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E).

(8) Information regarding State Street Corporation and its beneficial holdings was obtained from a Schedule 13G filed with the SEC on February 13, 2020. The filing indicated that, as of December 31, 2019, State Street Corporation had sole voting and investment power over no shares, shared voting power over 6,626,088 shares and shared investment power over 7,729,298 shares. The filing indicated that State Street Corporation is a parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

Ownership of Other Company Securities

Certain directors and NEOs hold Company securities not reflected in the beneficial ownership table above because they will not convert, or cannot be converted, to shares of Common Stock within 60 days of our March 13, 2020 Record Date. These securities include:

- Certain unvested RSUs or deferred common stock units held by our directors and NEOs; and
- Certain unvested stock options held by our NEOs.

The table below shows these holdings as of March 13, 2020. You can find additional information about RSUs and deferred common stock units held by directors in the section entitled "Non-Employee Director Compensation." You can find additional information about stock options, RSUs and deferred common stock units held by the NEOs in the section entitled "Executive Compensation."

Holder	Shares Underlying RSUs and Common Stock Units Not Beneficially Owned	Shares Underlying Stock Options Not Beneficially Owned
Pamela M. Arway*	814	—
Damien Atkins	5,336	9,169
James W. Brown*	4,094	—
Michele G. Buck*	109,182	64,743
Victor L. Crawford*	—	—
Charles A. Davis*	814	—
Mary Kay Haben*	9,913	—
James C. Katzman*	4,267	—
M. Diane Koken*	4,094	—
Patricia A. Little	—	—
Robert M. Malcolm*	814	—
Terence L. O'Day	6,137	14,577
Anthony J. Palmer*	814	—
Juan R. Perez*	970	—
Wendy L. Schoppert*	3,227	—
David L. Shedlarz*	814	—
Steven E. Voskuil	17,157	—
Mary Beth West	17,460	—

* Director

Information Regarding Our Controlling Stockholder

In 1909, Milton S. and Catherine S. Hershey established a trust having as its sole beneficiary Milton Hershey School, a non-profit school for the full-time care and education of disadvantaged children located in Hershey, Pennsylvania. Hershey Trust Company, a state-chartered trust company, is trustee of the Milton Hershey School Trust.

In its capacity as trustee for the Milton Hershey School Trust, Hershey Trust Company is our controlling stockholder. In this capacity, it will have the right to cast .032% of all of the votes entitled to be cast on matters requiring the vote of the Common Stock voting separately and 80.4% of all of the votes entitled to be cast on matters requiring the vote of the Common Stock and Class B Common Stock voting together. The board of directors of Hershey Trust Company, with the approval of the board of managers (governing body) of Milton Hershey School, decides how funds held by Hershey Trust Company, as trustee for the Milton Hershey School Trust, will be invested. The board of directors of Hershey Trust Company generally decides how shares of The Hershey Company held by Hershey Trust Company, as trustee for the Milton Hershey School Trust, will be voted.

As of the Record Date, Hershey Trust Company also held 76,430 shares of our Common Stock as investments. The board of directors or management of Hershey Trust Company decides how these shares will be voted.

In all, Hershey Trust Company, as trustee for the Milton Hershey School Trust and as direct owner of investment shares, will be entitled to vote 123,600 shares of our Common Stock and 60,612,012 shares of our Class B Common Stock at the Annual Meeting. Stated in terms of voting power, Hershey Trust Company will have the right to cast .084% of all of the votes entitled to be cast on matters requiring the vote of the Common Stock voting separately and 80.4% of all of the votes entitled to be cast on matters requiring the vote of the Common Stock and Class B Common Stock voting together at the Annual Meeting.

Our certificate of incorporation contains the following important provisions regarding our Class B Common Stock:

- All holders of Class B Common Stock, including Hershey Trust Company, as trustee for Milton Hershey School Trust, may convert any of their Class B Common Stock shares into shares of our Common Stock at any time on a share-for-share basis.
- All shares of Class B Common Stock will automatically be converted to shares of Common Stock on a share-for-share basis if Hershey Trust Company, as trustee for Milton Hershey School Trust, or any successor trustee, or Milton Hershey School, as appropriate, ceases to hold more than 50% of the total Class B Common Stock shares outstanding and at least 15% of the total Common Stock and Class B Common Stock shares outstanding.
- We must obtain the approval of Hershey Trust Company, as trustee for Milton Hershey School Trust, or any successor trustee, or Milton Hershey School, as appropriate, before we issue any Common Stock or take any other action that would deprive Hershey Trust Company, as trustee for Milton Hershey School Trust, or any successor trustee, or Milton Hershey School, as appropriate, of the ability to cast a majority of the votes on any matter where the Class B Common Stock is entitled to vote, either separately as a class or together with any other class.

AUDIT COMMITTEE REPORT

To Our Stockholders:

The Audit Committee is currently comprised of five directors, each of whom is considered independent under the NYSE Rules and the rules and regulations of the SEC. The Board has determined that each member of the Audit Committee is financially literate and that each of Ms. Schoppert and Mr. Shedlarz qualifies as an "audit committee financial expert," as that term is defined under the rules promulgated by the SEC.

Our role as the Audit Committee is to assist the Board in its oversight of:

- The integrity of the Company's financial statements;
- The Company's compliance with legal and regulatory requirements;
- The independent auditors' qualifications and independence; and
- The performance of the independent auditors and the Company's internal audit function.

The Audit Committee operates under a written charter that was last reviewed by the Audit Committee on December 11, 2019.

Our duties as an Audit Committee include overseeing the Company's management, internal auditors and independent auditors in their performance of the following functions, for which they are responsible:

Management

- Preparing the Company's financial statements;
- Establishing effective financial reporting systems and internal controls and procedures; and
- Reporting on the effectiveness of the Company's internal control over financial reporting.

Internal Audit Department

- Independently assessing management's system of internal controls and procedures; and
- Reporting on the effectiveness of that system.

Independent Auditors

- Auditing the Company's financial statements;
- Expressing an opinion about the financial statements' conformity with U.S. generally accepted accounting principles; and
- Annually auditing the effectiveness of the Company's internal control over financial reporting.

We meet periodically with management, the internal auditors and independent auditors, independently and collectively, to discuss the quality of the Company's financial reporting process and the adequacy and effectiveness of the Company's internal controls. Prior to the Company filing its Annual Report on Form 10-K for the year ended December 31, 2019 with the SEC, we also:

- Reviewed and discussed the audited financial statements with management and the independent auditors;
- Discussed with the independent auditors the matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board;
- Received the written disclosures and the letter from the independent auditors in accordance with applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Audit Committee concerning independence; and
- Discussed with the independent auditors their independence from the Company.

We are not employees of the Company and are not performing the functions of auditors or accountants. We are not responsible as an Audit Committee or individually to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards. In carrying out our duties as Audit Committee members, we have relied on the information provided to us by management and the independent auditors. Consequently, we do not assure that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with U.S. generally accepted accounting principles or that the Company's auditors are in fact "independent."

Based on the reports and discussions described in this report, and subject to the limitations on our role and responsibilities as an Audit Committee referred to above and in our charter, we recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on February 20, 2020.

Submitted by the Audit Committee:

David L. Shedlarz, Chair
James W. Brown
M. Diane Koken
Robert M. Malcolm
Wendy L. Schoppert

INFORMATION ABOUT OUR INDEPENDENT AUDITORS

The following table sets forth the amount of audit fees, audit-related fees, tax fees and all other fees billed or expected to be billed by Ernst & Young LLP, our independent auditors for the fiscal years ended December 31, 2019 and December 31, 2018:

Nature of Fees	2019 ($)	2018 ($)
Audit Fees	4,505,851	5,224,136
Audit-Related Fees(1)	288,646	1,186,311
Tax Fees(2)	399,462	593,707
All Other Fees(3)	—	2,000
Total Fees	**5,193,959**	**7,006,154**

(1) Fees associated primarily with services related to due diligence for potential business acquisitions.

(2) Fees pertaining primarily to tax consultation and tax compliance services.

(3) Fees for other permissible services that do not meet the above category descriptions, including subscription programs.

The Audit Committee pre-approves all audit, audit-related and non-audit services performed by the independent auditors. The Audit Committee is authorized by its charter to delegate to one or more of its members the authority to pre-approve any audit, audit-related or non-audit services, provided that the approval is presented to the Audit Committee at its next scheduled meeting.

The Audit Committee pre-approved all services provided by Ernst & Young LLP in 2019.

PROPOSAL NO. 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

✓ The Board of Directors unanimously recommends that stockholders vote **FOR** ratification of the Audit Committee's appointment of Ernst & Young LLP as the Company's independent auditors for 2020

The Audit Committee has appointed Ernst & Young LLP as the Company's independent auditors for 2020. Although not required to do so, the Board, upon the Audit Committee's recommendation, has determined to submit the Audit Committee's appointment of Ernst & Young LLP as our independent auditors to stockholders for ratification as a matter of good corporate governance.

The Audit Committee's appointment of Ernst & Young LLP as the Company's independent auditors for 2020 will be considered ratified if at least a majority of the votes of the Common Stock and Class B Common Stock (voting together without regard to class) represented at the Annual Meeting are voted for the proposal. If stockholders do not ratify the appointment of Ernst & Young LLP as the Company's independent auditors for 2020, the Audit Committee will reconsider its appointment.

Representatives of Ernst & Young LLP will attend the Annual Meeting, will have the opportunity to make a statement, if they so desire, and will be available to respond to questions.

COMPENSATION DISCUSSION & ANALYSIS

EXECUTIVE COMPENSATION

This section discusses and analyzes the decisions we made concerning the compensation of our named executive officers ("NEOs") for 2019. It also describes the process for determining executive compensation and the factors considered in determining the amount of compensation awarded to our NEOs. Our NEOs for 2019 are:

Name	Title
Michele G. Buck [(1)]	Chairman of the Board, President and Chief Executive Officer ("CEO")
Steven E. Voskuil [(2)]	Senior Vice President, Chief Financial Officer ("CFO")
Damien Atkins	Senior Vice President, General Counsel and Secretary
Terence L. O'Day [(3)]	Former Senior Vice President, Chief Technology and Data Officer
Mary Beth West [(4)]	Former Senior Vice President, Chief Growth Officer
Patricia A. Little [(5)]	Former Senior Vice President, CFO

(1) Ms. Buck has served as President and CEO since March 1, 2017 and was appointed Chairman of the Board on October 11, 2019.
(2) Mr. Voskuil was hired on May 13, 2019.
(3) Mr. O'Day retired on March 31, 2020.
(4) Ms. West retired on February 29, 2020.
(5) Ms. Little retired on May 31, 2019.

Executive Summary

Strategic Plan

The Hershey Company (the "Company"), headquartered in Hershey, Pa., is a global confectionery leader known for making more moments of goodness through its chocolate, sweets, mints, gum and other great-tasting snacks. We have approximately 16,140 employees around the world who work every day to deliver delicious, quality products. We have more than 80 brands that drive approximately $8.0 billion in annual revenues.

Our vision is to be an innovative snacking powerhouse. We are currently the number two snacking manufacturer in the United States. We aspire to be a leader in meeting consumers' evolving snacking needs while strengthening the capabilities that drive our growth. We are focused on three strategic imperatives to ensure the Company's success now and in the future:

- Drive core confection business and broaden participation in snacking;
- Deliver profitable, international growth; and
- Expand competitive advantage through differentiated capabilities.

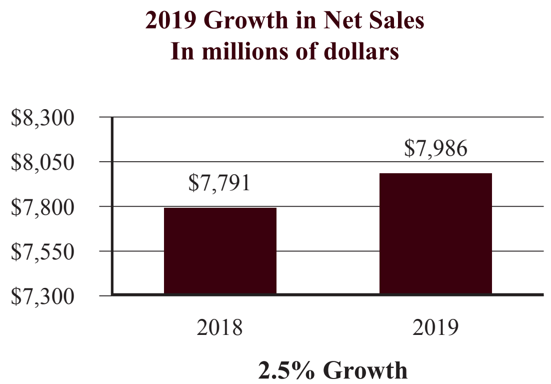
Our strategic plan and the financial metrics we establish to help achieve and measure success against that plan, serve as the foundation of our executive compensation program. In January 2019, we announced the following Company financial expectations:

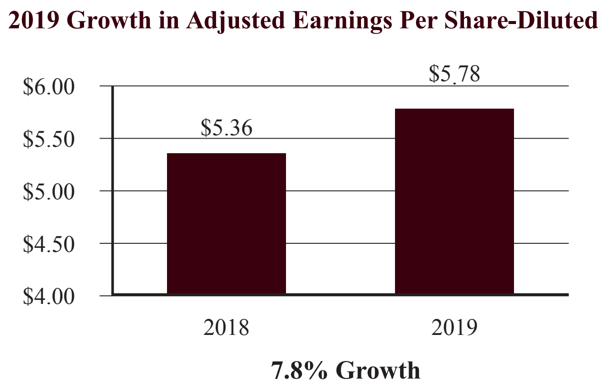
- Increase net sales between 1% and 3% from 2018; and
- Increase adjusted earnings per share-diluted[(1)] between 5% and 7% from 2018.

See the section entitled "Annual Incentives" for more information regarding our 2019 annual incentive targets and related results.

(1) While we report our financial results in accordance with U.S. generally accepted accounting principles ("GAAP"), we also use non-GAAP financial measures in order to provide additional information to investors to facilitate the comparison of past and present performance. Some of the financial targets under our short- and long-term incentive programs are also based on non-GAAP financial measures. Non-GAAP financial measures are used by management in evaluating results of operations internally and in assessing the impact of known trends and uncertainties on our business, but they are not intended to replace the presentation of financial results in accordance with GAAP. Adjusted earnings per share-diluted is a non-GAAP financial measure. We define adjusted earnings per share-diluted as diluted earnings per share of the Company's common stock ("Common Stock"), excluding costs associated with business realignment activities, costs relating to the integration of acquisitions, long-lived and intangible asset impairment charges, unallocated gains and losses associated with mark-to-market commodity derivatives, pension settlement charges relating to Company-directed initiatives and the gain realized on the sale of certain assets.

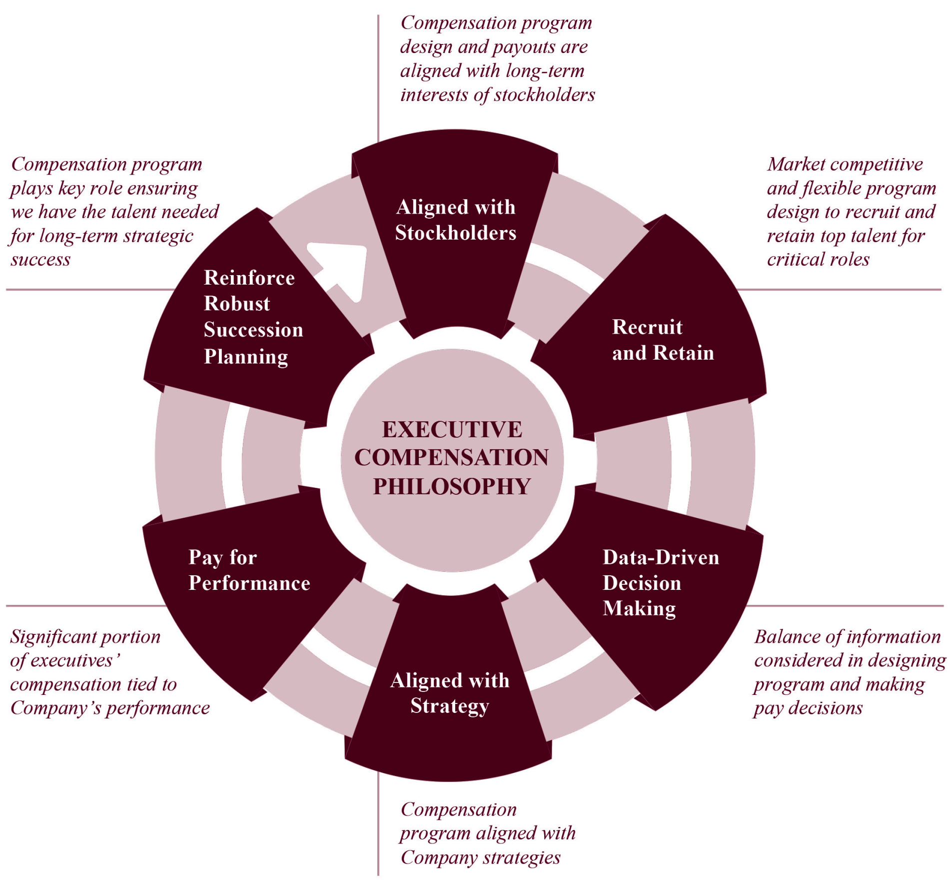
We delivered on our 2019 net sales and adjusted earnings per share-diluted commitments, resulting in top quartile shareholder returns against our 2019 Financial Peer Group. Our 2019 Financial Peer Group is described in more detail in the section entitled "Long-Term Incentives."





Executive Compensation Philosophy

Our executive compensation philosophy is to provide compelling, dynamic, market-based total compensation tied to performance and aligned with our stockholders' interests. Our goal is to ensure the Company has the talent it needs to maintain sustained long-term performance for our stockholders, employees and communities. The guiding principles that help us achieve this goal are compensation programs which:



Hershey Has Strong Pay-for-Performance Alignment

The Compensation and Executive Organization Committee (the “Compensation Committee”) of our Board of Directors (the “Board”) has oversight responsibility for our executive compensation framework and for aligning our executives’ pay with the Company’s performance. We believe we have strong pay-for-performance alignment because a significant portion of each NEO’s target total direct compensation is tied to the financial performance of the Company as well as stockholder returns.

In 2019, approximately 87% of our CEO’s and 73% of our other NEOs’ target total direct compensation, excluding Ms. Little’s, was at-risk, including a substantial portion tied to stockholder value. Specifically, 34% of our Performance Stock Units (“PSUs”) were tied to Total Shareholder Return (“TSR”). Combined with the other financial and strategic metrics that determine our NEOs’ compensation, we have aligned our executive compensation program with the long-term interests of our stockholders.

Our Stockholders Strongly Approve of Our Pay Practices

Last year, our stockholders overwhelmingly approved our “say-on-pay” resolution, with more than 92% of the votes cast by the holders of Common Stock and more than 99% of the combined votes cast by the holders of the Common Stock and Class B Common Stock voting in favor. Our Compensation Committee believes the results of last year’s “say-on-pay” vote affirmed our stockholders’ support of our Company’s executive compensation program. Consequentially, our approach to executive compensation in 2019 was substantially the same as the approach stockholders approved in 2018. At the 2017 Annual Meeting of Stockholders, our stockholders voted to continue having an annual “say-on-pay” vote as described in Proposal No. 3 – Advise on Named Executive Officer Compensation. We plan to ask stockholders to express a preference for the frequency of the “say-on-pay” vote at our 2023 Annual Meeting of Stockholders.

We believe our compensation and governance policies and practices are significant drivers of our stockholder support. These policies and practices include:

WHAT WE DO	**Pay for performance:** A substantial percentage of each NEO's target total direct compensation is at-risk. **Performance measures support strategic objectives:** The performance measures we use in our compensation programs reflect strategic and operating objectives, creating long-term value for our stockholders. **Appropriate risk-taking:** We set performance goals that consider our publicly-announced financial expectations, which we believe will encourage appropriate risk taking. Our incentive programs are appropriately capped so as not to encourage excessive risk taking. **"Double-trigger" benefits in the event of a change in control:** In the event of a change in control, the payment of severance benefits and the acceleration of vesting of long-term incentive awards that are replaced with qualifying awards will not occur unless there is also a qualifying termination of employment upon or within two years following the change in control. **Clawbacks and other covenants:** We require our NEOs to enter into an Employee Confidentiality and Restrictive Covenant Agreement ("ECRCA") as a condition of receipt of long-term incentive awards. Failure to comply with the ECRCA may subject the employee to cancellation of awards and a requirement to repay amounts received from awards. Under the Equity and Incentive Compensation Plan ("EICP"), when an individual's actions result in the filing of financial documents not in compliance with financial reporting requirements, the Company has the right to recoup or require repayment of an award earned or accrued during the 12-month period following the first public issuance or filing with the Securities and Exchange Commission ("SEC") of the non-compliant document. **Significant stock ownership guidelines:** Our NEOs and other executives are required to accumulate and hold stock equal to a multiple of base salary. If an executive has not met his or her ownership requirement in a timely manner, the executive is required to retain a portion of shares received under long-term incentive awards until the requirement is met.

WHAT WE DON'T DO	**Provide excessive perquisites:** Executive perquisites are kept to a minimal level relative to a NEO's total compensation and do not play a significant role in our executive compensation program. **Tax gross-ups:** We generally do not provide tax gross-ups, except for relocation expenses. **Provide for the prepayment of dividends on unearned PSUs:** Dividends are not paid on PSU awards during the three-year performance cycle. **Hedging Company stock:** Our NEOs, directors, employees and other insiders are prohibited from entering into hedging transactions related to our stock, including forward sale purchase contracts, equity swaps, collars or exchange funds. **Pledging Company stock:** Our NEOs, directors, employees and other insiders are prohibited from entering into pledging transactions related to our stock. **Re-pricings or exchanges of underwater stock options:** Our stockholder-approved EICP prohibits re-pricing or exchange of underwater stock options without stockholder approval.

Changes to Our Annual and Long-Term Incentive Programs

During 2018, the Compensation Committee completed a thorough and holistic review of our incentive programs. As a result of its review, effective for 2019 the Compensation Committee approved a number of changes to our incentive programs designed to accomplish the following objectives:

- Increase focus on top line growth to support our strategy of delivering top quartile net sales growth relative to our peers;
- Strengthen alignment with our strategic goal of driving top quartile Earnings Before Interest and Tax ("EBIT") margin performance relative to our peers;
- Continue to drive performance in the key financial metrics that create value for stockholders; and
- Enhance alignment with our enterprise strategies.

A summary of key program design changes is illustrated below:

2018 Annual Incentive Program Design	
Metric	**Weighting**
Net Sales	45%
Adjusted Earnings per Share-Diluted	40%
Operating Cash Flow	15%
Performance Focus	**Weighting**
Company Financial Performance	65%
Individual Performance	35%

2019 Annual Incentive Program Design	
Metric	**Weighting**
Net Sales	50%
Adjusted Earnings per Share-Diluted	25%
EBIT Margin %	25%
Performance Focus	**Weighting**
Company Financial Performance	75%
Individual Performance	25%

2018 Long-Term Incentive Program Design	
Award Type	**Weighting**
PSUs	50%
Restricted Stock Units ("RSUs")	25%
Stock Options	25%
PSU Metrics	**Weighting**
Relative TSR	34%
Adjusted Earnings per Share-Diluted (3-Year Compound Annual Growth Rate ("CAGR"))	33%
Net Sales (3-year CAGR)	33%

2019 Long-Term Incentive Program Design	
Award Type	**Weighting**
PSUs	65%
RSUs	35%
Stock Options	—
PSU Metrics	**Weighting**
Relative TSR	34%
Adjusted Earnings per Share-Diluted (3-year CAGR)	33%
Free Cash Flow (3-year cumulative)	33%

Annual Incentive Program Changes	
Design Change	**Rationale**
Replaced operating cash flow metric with EBIT margin % metric	Drive our strategy to deliver top quartile EBIT margin
Rebalanced metric weightings	Balance focus on top line and bottom line growth; enhanced alignment with shareholder interests
Decreased weighting of individual performance metrics	Enhance pay-for-performance alignment between annual incentive awards and objective, financial performance goals

Long-Term Incentive Program Changes	
Design Change	**Rationale**
Removed stock options from our long-term incentive mix	Improve participant perceived value and retention impact of equity awards, align more closely with market trends and focus on PSUs with performance objectives tied to stockholder value creation
Rebalanced the weighting of RSUs and PSUs	Ensure the majority of each long-term incentive grant remains performance based and aligns with long-term stockholder interests
Replaced net sales (3-year CAGR) metric with free cash flow (3-year cumulative) metric	Reduce overlap between short-term and long-term incentive metrics and enhance focus on driving cash discipline

2019 Performance Results and Payouts

2019 One Hershey Incentive Program ("OHIP") - Performance Metrics and Results

Payouts under the 2019 OHIP reflect our above-target performance in net sales and adjusted earnings per share-diluted and below-target performance in EBIT Margin %. As a result, 75% of the 2019 OHIP award for each NEO was based on the Company performance score of 146.18%. The remainder of the 2019 OHIP award for each NEO was determined by individual performance as described in more detail in the section entitled "Annual Incentives."

Metric	2019 Results	2019 Awards
Net Sales(1)	2.4% growth was above target	Company performance score of 146.18%
Adjusted Earnings per Share-Diluted(2)	7.8% growth was above target	
EBIT Margin %(3)	21.17% was below target	
Individual Performance Metrics	Described in more detail in the section entitled "Annual Incentives"	Individual performance scores ranged from 100% to 180% of target for each NEO

(1) For purposes of determining the Company performance score, net sales is measured on a constant currency basis, further adjusted to reflect the impact of divestitures and acquisitions, which is a non-GAAP performance measure. To calculate net sales on a constant currency basis, net sales for the current fiscal year period for entities reporting in currencies other than the U.S. dollar are translated into U.S. dollars at the average rates during the comparable period of the prior fiscal year. For more information on our use of non-GAAP performance measures, please see footnote (1) in the section entitled "Executive Summary."

(2) For purposes of determining the Company performance score, adjusted earnings per share-diluted as determined for financial reporting purposes, which is a non-GAAP performance measure, is further adjusted to reflect the impact of divestitures and acquisitions. For more information regarding how we define adjusted earnings per share-diluted, please see footnote (1) in the section entitled "Executive Summary."

(3) EBIT Margin is a non-GAAP performance measure. We define EBIT margin as the adjusted operating margin which excludes certain one-time items impacting comparability and further adjusted to reflect the impact of divestitures and acquisitions. For more information regarding our use of non-GAAP performance measures and how we define adjusted operating margin, please see the Company's earnings release on Form 8-K dated January 30, 2020.

2017-2019 PSU Cycle - Performance Metrics and Results

Our TSR results were significantly above target for the 2017-2019 PSU cycle, therefore our NEOs received a 240% payout for this metric, significantly increasing their overall PSU payout, as shown in the table below and described in more detail in the section entitled "Performance Stock Unit Targets and Results."

Metric	2017-2019 Results	2017-2019 Awards
Total Shareholder Return	87th percentile was above target	141.69% payout
Three-year CAGR in Net Sales Growth(1)(2)	1.0% CAGR was below target	
Three-year CAGR in Adjusted Earnings per Share-Diluted(1)(3)	7.4% CAGR was below target	

(1) Results for our Amplify, Pirate Brands and ONE businesses were excluded from the following metrics, as applicable, as these acquisitions were made subsequent to the approval of the 2017-2019 PSU cycle metrics:
- Three-year CAGR in net sales growth; and
- Three-year CAGR in adjusted earnings per share-diluted.

(2) Net Sales is measured on a constant currency basis, which is a non-GAAP performance measure. To calculate net sales on a constant currency basis, net sales for the current fiscal year period for entities reporting in currencies other than the U.S. dollar are translated into U.S. dollars at the average rates during the comparable period of the base fiscal year.

(3) Adjusted earnings per share-diluted is a non-GAAP performance measure. For more information regarding how we define adjusted earnings per share-diluted, please see footnote (1) in the section entitled "Executive Summary."

The Role of the Compensation Committee

The Compensation Committee has primary responsibility for making compensation decisions for our NEOs other than our CEO. Our CEO's compensation is approved by the independent members of the Board based on the recommendations of the Compensation Committee.

The Compensation Committee operates under a charter approved by the Board. The Compensation Committee uses information from its independent executive compensation consultant, input from our CEO (except for matters regarding her own pay) and assistance from our Human Resources Department to make decisions and to conduct its annual review of the Company's executive compensation program.

The Compensation Committee works with a rolling agenda, with its heaviest workload occurring during the first quarter of the year. During this quarter, decisions are made with respect to annual and long-term incentives earned based on the prior year's performance and target compensation levels are finalized for the current year. The Compensation Committee also reviews and approves this Compensation Discussion & Analysis. During the second and third quarters, the Compensation Committee reviews materials relating to peer group composition, tally sheets, competitive pay analysis and other information that forms the foundation for future decisions. The Compensation Committee uses the third and fourth quarters to finalize decisions relating to the peer group and compensation plan design for use in the upcoming year.

The Compensation Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Compensation Committee and, pursuant to the provisions of the EICP, may appoint the CEO as a committee of the Board as necessary for the purpose of making equity grants under the EICP; provided, however, the Compensation Committee may not delegate the approval of certain transactions to a subcommittee or to the CEO if such transactions involve the approval or grant of equity-based compensation to an "officer" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 ("Exchange Act") or certification as to the attainment of performance goals for a "covered employee" for purposes of Section 162(m) of the Internal Revenue Code ("IRC") unless such subcommittee consists solely of members of the Compensation Committee who are (i) "Non-Employee Directors" for the purposes of Rule 16b-3 under the Exchange Act, and (ii) "outside directors" for the purposes of Section 162(m) of the IRC.

Compensation Advisor Independence

The Compensation Committee retained Frederic W. Cook & Co., Inc. ("F.W. Cook") as its independent executive compensation consultant for fiscal 2019. F.W. Cook advised the Compensation Committee on director and executive compensation, but did no other work for the Company. The Compensation Committee reviews all fees for services related to executive and director compensation provided by F.W. Cook.

The Compensation Committee also received and discussed with F.W. Cook its letter to the Compensation Committee addressing factors relevant under the SEC and New York Stock Exchange ("NYSE") rules in assessing F.W. Cook's independence from management and whether F.W. Cook's work for the Compensation Committee has raised any conflicts of interest, as well as F.W. Cook's belief that no conflict of interest exists and that it serves as an independent advisor to the Compensation Committee. The factors addressed included the extent of any business or personal relationships with any member of the Compensation Committee or any executive officer of the Company; F.W. Cook's provision of other services to the Company; the level of fees received from the Company as a percentage of total revenue of F.W. Cook; the policies and procedures employed by F.W. Cook to avoid conflicts of interest; and any ownership of Company stock by individuals employed by F.W. Cook to advise the Compensation Committee. The Compensation Committee considered these factors before selecting or receiving advice from F.W. Cook, and after considering these and other factors in their totality, the Compensation Committee identified no conflicts of interest with respect to F.W. Cook's advice.

In establishing compensation levels and awards for executive officers other than our CEO, the Compensation Committee takes into consideration the recommendations of the independent executive compensation consultant and the Human Resources Department, combined with our CEO's evaluations of each officer's individual performance and Company performance. The Compensation Committee evaluates director compensation primarily on the basis of peer group data used for benchmarking director compensation provided by the independent executive compensation consultant.

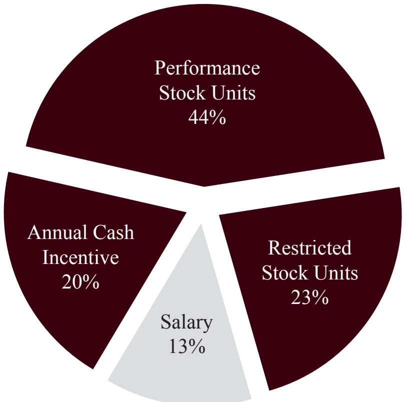
Compensation Components

Our executive compensation program includes the following key elements:

Element	Design	Purpose
Base Salary	Fixed compensation component. Reviewed annually and adjusted as appropriate.	Intended to attract and retain executives with proven skills and leadership abilities that will enable us to be successful.
Annual Incentive Award	Variable, performance-based compensation component. Payable based on business results and individual performance.	Intended to motivate and reward executives for successful execution of strategic priorities.
Long-Term Incentive Awards	Variable compensation component. Granted annually as a combination of RSUs and PSUs. PSUs are considered to be performance-based; the value of amounts actually earned depend on Company and stock price performance.	Intended to motivate and reward executives for long-term Company financial performance and enhanced long-term stockholder value by balancing compensation opportunity and risk, while encouraging sustained performance and retention.

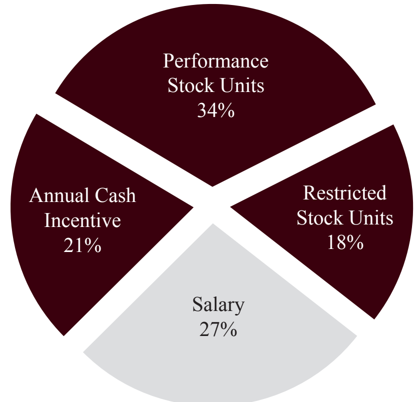
The following charts illustrate the weighting of base salary, annual incentive awards and long-term incentive awards at target for our CEO and our other NEOs, excluding Ms. Little, during 2019:

Target Total Direct Compensation
CEO



At-Risk Compensation = 87%

Average Target Total Direct Compensation
Other NEOs



At-Risk Compensation = 73%

Setting Compensation

The Compensation Committee's annual compensation review for 2019 included an analysis of data, comparing the Company's executive compensation levels against a peer group of publicly-held consumer products companies. F.W. Cook, the Compensation Committee's independent executive compensation consultant provides the Compensation Committee with advice, counsel and recommendations with respect to the composition of the peer group and competitive data used for benchmarking our compensation program. The Compensation Committee uses this and other information provided by F.W. Cook to reach an independent recommendation regarding compensation to be paid to our CEO, directors and other officers. The Compensation Committee's final recommendation with respect to CEO compensation is then given to the independent directors of our Board for review and final approval.

Companies in the peer group used to benchmark executive pay levels for 2019 (the "2019 Compensation Peer Group") are:

Brown-Forman Corporation	Keurig Dr Pepper, Inc.	Molson Coors Brewing Company
Campbell Soup Company	General Mills, Inc.	Mondelez International, Inc.
Colgate-Palmolive Company	Hormel Foods Corporation	The Clorox Company
ConAgra Brands, Inc.	Kellogg Company	The J. M. Smucker Company
Constellation Brands, Inc.	McCormick & Company, Inc.	

The Compensation Committee selected these companies after reviewing publicly-held companies offering products/services similar to ours, with annual revenues within a range of approximately one-third to three times our annual revenue (with the exception of Mondelez International whom we also consider a peer company for executive talent) and market capitalization within a reasonable range of our market capitalization. The 2019 Compensation Peer Group was composed of companies with annual revenues ranging from $3.2 billion to $26.2 billion (latest twelve months as of August 2018) and market capitalization ranging from $10.4 billion to $58.5 billion (as of May 2018). Hershey's equivalent 2018 revenue of $7.6 billion and market capitalization of $19.2 billion were at the 39th and 45th percentiles, respectively. All of the companies in our 2018 peer group were included in our 2019 Compensation Peer Group, with exception to Dean Foods, which was removed because it lacked alignment with the selection criteria noted above.

Data from the 2019 Compensation Peer Group was supplemented by composite data from consumer products and general industry companies of comparable size. This information was sourced from national surveys conducted by Willis Towers Watson. The survey composite data provided us with broader, industry-specific information regarding pay levels at consumer products and general industry companies for positions similar to those held by our NEOs.

The Compensation Committee reviewed a report summarizing target total cash compensation (base salary plus target annual incentive) and target total direct compensation (base salary plus target annual incentive plus target long-term incentive) levels at the 25th, 50th and 75th percentiles of the 2019 Compensation Peer Group and the survey composite data for positions comparable to those held by each of our NEOs. Hershey targets total direct compensation for its executive officers, in aggregate, at competitive pay levels using the median of our peer group for reference. Positioning varies by job, and the Compensation Committee considers a number of factors including market competitiveness, specific duties and responsibilities of the executive versus those of peers, experience and succession planning. The Compensation Committee believes it is appropriate to reward the executive management team with compensation above or below the competitive median if the financial targets associated with its variable pay programs are above or below target, respectively.

During 2019, the Compensation Committee received detailed tally sheets prepared by management. Each tally sheet captures comprehensive compensation, benefits and stock ownership data. The tally sheets provide the Compensation Committee with a complete picture of each executive's current and projected compensation and the amount of each element of compensation or other benefit the executive would receive in the event of voluntary or involuntary termination, retirement, disability, death, or upon change in control. The Compensation Committee considers this information, as well as the benchmark information, when making compensation decisions.

Base Salary

Base salary for each NEO is determined by considering the relative importance of the position, the competitive marketplace and the individual's performance, responsibilities and experience. Salary reviews are generally conducted annually at the beginning of the year. Each NEO's base salary is compared to internal and external references. Base salary adjustments, if any, are made after considering market references, Company performance against financial goals and individual performance. CEO performance is evaluated by the Compensation Committee and independent members of the Board. The CEO evaluates the performance of her direct reports, including all NEOs, and reviews her recommendations for salary adjustments with the Compensation Committee prior to its approval of the base salary for each NEO. If a NEO has responsibility for a particular business unit, the business unit's financial results also will be strongly considered.

On the basis of the foregoing considerations, the Compensation Committee, and all independent directors in the case of our CEO, approved base salaries for 2019 as follows:

Name	2019 Base Salary ($)	Increase from 2018 (%)
Ms. Buck	1,166,990	3.0
Mr. Voskuil	625,000	N/A
Mr. Atkins	577,500	10.0
Mr. O'Day	646,120	3.0
Ms. West	703,020	3.5
Ms. Little	671,900	2.0

See Column (c) of the 2019 Summary Compensation Table for information regarding the base salary earned by each of our NEOs during 2019.

Annual Incentives

Our NEOs are eligible to receive an annual cash incentive award under the OHIP. The OHIP links the NEO's annual payout opportunity to measures he or she can affect most directly. For 2019, our CEO and all employees reporting directly to her, including the NEOs, had common financial objectives tied to total Company performance consistent with their responsibility to manage the entire Company. Total Company performance targets are established in the context of our announced expectations for financial performance, prior year results and market conditions.

For 2019, our NEOs were eligible to earn individual OHIP awards as follows:

Name	2019 Target OHIP (% of Base Salary)
Ms. Buck	150
Mr. Voskuil	85
Mr. Atkins	65
Mr. O'Day	80
Ms. West	80
Ms. Little	85

In determining the target OHIP percentage for each of the NEOs, the Compensation Committee, and the independent directors in the case of our CEO, considered the value of target total cash compensation against market references. Target total cash compensation levels for each of the NEOs fall within an appropriate range relative to the median for comparable positions given each incumbent's performance, responsibilities and tenure in the role.

In general, the final OHIP award is determined by multiplying the NEO's base salary, the applicable target percentage and performance scores ranging from 0% to 200% based on Company and individual performance. The Company financial performance goals are established at the beginning of each year by the Compensation Committee. Individual performance goals also are established at that time, or at the time of hire if later. If performance scores exceed the target objectives, a NEO may receive an OHIP payout greater than his or her target award value. If performance scores are below the target objectives, the NEO's OHIP payout will be below his or her target award value, subject to no award if performance is below threshold levels.

As described earlier, the Compensation Committee increased the weighting of financial performance metrics from 65% to 75% and decreased the weighting of individual performance metrics from 35% to 25% of each NEO's target award. This change enhanced the pay-for-performance alignment between OHIP payouts and objective, financial performance results.

2019 OHIP Financial Performance Targets and Results (75% of Total OHIP)

Our 2019 OHIP financial performance targets, our financial performance results for 2019 and the resulting financial performance scores for OHIP were as follows:

Metric	2019 Target		2019 Actual		Target Award (%)	Performance Score (%)
	($)	(% growth)	($)	(% growth)		
Net Sales[1]	7.949 billion	2.0	7.980 billion	2.4	50.00	74.43
Adjusted Earnings per Share-Diluted[2]	5.68	6.0	5.78	7.8	25.00	50.00
EBIT Margin %[3]	21.3%	70 basis points	21.17%	57 basis points	25.00	21.75
Total OHIP Company Score					**100.00**	**146.18**

(1) For purposes of determining the Company performance score, net sales is measured on a constant currency basis, further adjusted to reflect the impact of divestitures and acquisitions, which is a non-GAAP performance measure. To calculate net sales on a constant currency basis, net sales for the current fiscal year period for entities reporting in currencies other than the U.S. dollar are translated into U.S. dollars at the average rates during the comparable period of the prior fiscal year. For more information on our use of non-GAAP performance measures, please see footnote (1) in the section entitled "Executive Summary."

(2) For purposes of determining the Company performance score, adjusted earnings per share-diluted as determined for financial reporting purposes, which is a non-GAAP performance measure, is further adjusted to reflect the impact of divestitures and acquisitions. For more information regarding how we define adjusted earnings per share-diluted, please see footnote (1) in the section entitled "Executive Summary."

(3) EBIT Margin is a non-GAAP performance measure. We define EBIT margin as the adjusted operating margin which excludes certain one-time items impacting comparability and further adjusted to reflect the impact of divestitures and acquisitions. For more information regarding our use of non-GAAP performance measures and how we define adjusted operating margin, please see the Company's earnings release on Form 8-K dated January 30, 2020. EBIT Margin performance is measured in basis points, which are defined as a unit of measure used to describe the rate change (i.e. one basis point is equivalent to 0.01%).

2019 OHIP Individual Performance Results (25% of Total OHIP)

The remaining 25% of each NEO's 2019 OHIP award was based upon individual performance toward achievement of individual performance goals focused on strategic priorities applicable to the NEO's position, but tied to the overall Company's top priorities for the year.

Michele G. Buck, Chairman of the Board, President and CEO

Under Ms. Buck's leadership in 2019, the Company generated shareholder value resulting in a top quartile premium amongst its peer group. Ms. Buck led the Company's over-delivery of its financial objectives, including above-plan top and bottom line performance. The Company won market share in its core U.S. confection business, accelerated profitability in the international segment, and strengthened its portfolio of non-confection snacks. Ms. Buck advanced organizational capabilities in core brand marketing, digital media, and supply chain, while strengthening its talent and performance culture including the development of key talent into management roles.

Steven E. Voskuil, Senior Vice President, CFO

Mr. Voskuil successfully led the development and execution of a planning strategy that enabled overall net sales and margin expansion across key segments of the Company's business. Mr. Voskuil also delivered operational effectiveness initiatives that improved capital efficiency, cash flow and governance of strategic objectives.

Damien Atkins, Senior Vice President, General Counsel and Secretary

Mr. Atkins advanced the Company's government relations and legal capability in the U.S. and international business segments, while upskilling organizational capability within the Company's Office of General Counsel.

Terence L. O'Day, Former Senior Vice President, Chief Technology and Data Officer

Mr. O'Day led the implementation of the Company's Enterprise Resource Planning ("ERP") program, providing oversight that delivered on all project objectives. He also developed the strategic project plan, execution protocol and capital recommendation for the next phase of the ERP program that will enhance the Company's commercial capabilities.

Mary Beth West, Former Senior Vice President, Chief Growth Officer

Under Ms. West's leadership, the Company delivered a successful year by driving experimentation, advancing our portfolio strategy and effectively readying product innovation for 2020-2021.

Patricia A. Little, Former Senior Vice President, CFO

Ms. Little successfully executed and transitioned the key accountabilities of the Chief Financial Officer.

Following the close of 2019, the Compensation Committee provided the independent directors with an assessment of Ms. Buck's 2019 performance and achievement relative to her individual performance goals. Based upon those assessments, the Compensation Committee recommended, and the Board approved, the individual performance award and total OHIP payout for Ms. Buck as shown in the table below.

Ms. Buck provided the Compensation Committee with her assessment of each NEO's 2019 performance and achievement in relation to their performance goals. Based upon those assessments, Ms. Buck recommended, and the Compensation Committee approved, the individual performance awards and total OHIP payouts as shown in the table below.

Based upon a 75% weight for the Company financial score of 146.18% of target and a 25% weight for individual performance, our NEOs earned the following 2019 OHIP awards:

Name	Award Target (%)	Award Target[1] ($)	Company Financial Performance Award (75% Weighting) ($)	Individual Performance Award (25% Weighting) ($)	2019 OHIP Award ($)
Ms. Buck	150	1,749,308	1,917,854	787,189	2,705,043
Mr. Voskuil	85	326,916	358,415	114,420	472,835
Mr. Atkins	65	374,588	410,679	112,376	523,055
Mr. O'Day	80	516,549	566,318	161,421	727,739
Ms. West	80	561,977	616,124	140,494	756,618
Ms. Little[2]	85	571,115	595,429	63,088	658,517

(1) Target award is based upon actual salary received in 2019.

(2) Per the terms of Ms. Little's Confidential Separation Agreement and General Release, her 2019 OHIP award was calculated as follows:
- From January 1, 2019 through May 31, 2019, Ms. Little's 2019 OHIP award was based 75% on Company financial performance results and 25% on individual performance.
- From June 1, 2019 through December 31, 2019, Ms. Little's 2019 OHIP award was based 100% on Company financial performance, calculated as the lower of the Company financial performance score or target.

The 2019 OHIP payments are included in Column (g) of the 2019 Summary Compensation Table for each NEO.

Long-Term Incentives

We provide long-term incentive opportunities to motivate, retain and reward our NEOs for their contributions to multi-year performance in achieving strategies and improving long-term share value. In February of each year, the Compensation Committee awards long-term incentive grants to our NEOs.

The Compensation Committee, and the independent directors in the case of our CEO, determines the value of long-term incentive awards made to each NEO by considering the NEO's target total direct compensation against internal and external references. The target award percentages approved in 2019, expressed as a percentage of base salary, were:

Name	Target Long-Term Incentive Award (% of Salary)
Ms. Buck	500
Mr. Voskuil	210
Mr. Atkins	150
Mr. O'Day	170
Ms. West	230
Ms. Little	210

The Compensation Committee values RSUs and PSUs using the closing stock price of the Company's Common Stock on the NYSE on the date of grant. Target total direct compensation levels for each of the NEOs fall within an appropriate range relative to the median for comparable positions given each incumbent's performance, responsibilities and tenure in the role.

Performance Stock Unit Targets and Results (65% of long-term incentive mix)

PSUs are granted to NEOs and other executives in a position to affect the Company's long-term results. At the start of each three-year cycle, a contingent target number of PSUs is established for each executive. This target is expressed as a percentage of the executive's base salary and is determined as part of a total compensation package based on the peer group and survey composite benchmarks. Prior to the 2019-2021 cycle, the PSU award generally represented approximately fifty percent of the recipient's long-term incentive compensation target award. Beginning with the 2019-2021 cycle, the PSU award generally represents approximately sixty-five percent of the recipient's long-term incentive compensation target award. Dividends are not paid on PSU awards during the three-year performance cycle.

2017-2019 PSU Cycle Award

The performance objectives for the 2017-2019 performance cycle awarded in 2017 were based upon the following metrics:

- Three-year relative TSR versus the 2017 peer group described below;
- Three-year CAGR in total Company net sales; and
- Three-year CAGR in adjusted earnings per share-diluted measured against an internal target.

The Compensation Committee selected these metrics to measure performance against internal targets aligned with our stockholders' interests and investment returns offered by our peer companies. The 2017 peer group originally included 16 companies with median revenues of $7.9 billion. Mead Johnson Nutrition Company and Dr Pepper Snapple Group, Inc. were subsequently removed from the 2017 peer group as a result of corporate transactions, which occurred in June 2017 and July 2018, respectively. Therefore, 14 companies remained in the 2017-2019 cycle for use in assessing our Company's 2017-2019 TSR.

Companies included in the 2017 peer group for the 2017-2019 PSU cycle award were:

Brown-Forman Corporation	Dean Foods Company	Molson Coors Brewing Company
Campbell Soup Company	General Mills, Inc.	Mondelez International
Colgate-Palmolive Company	Hormel Foods Corporation	The Clorox Company
ConAgra Brands, Inc.	Kellogg Company	The J. M. Smucker Company
Constellation Brands, Inc.	McCormick & Company, Inc.	

Payment of any amounts earned is made in shares of Common Stock at the conclusion of the three-year performance cycle. The maximum award for any participant in a performance cycle is 250% of the contingent target award.

Targets and results for the 2017-2019 performance cycle were as follows:

Metric	Target	Actual Performance	Target Award Weighting (%)	Final Performance Score (%)
Total Shareholder Return	50th Percentile	87th Percentile	34.00	81.60
Three-year CAGR in Net Sales Growth(1)(2)	2.5% CAGR	1.0% CAGR	33.00	27.13
Three-year CAGR in Adjusted Earnings per Share-Diluted(1)(3)	7.5% CAGR	7.4% CAGR	33.00	32.96
Total			**100.00**	**141.69**

(1) Results for our Amplify, Pirate Brands and ONE businesses were excluded from the following metrics, as applicable, as these acquisitions were made in January 2018, October 2018 and September 2019, respectively:
- Three-year CAGR in net sales growth; and
- Three-year CAGR in adjusted earnings per share-diluted.

(2) Net Sales is measured on a constant currency basis, which is a non-GAAP performance measure. To calculate net sales on a constant currency basis, net sales for the current fiscal year period for entities reporting in currencies other than the U.S. dollar are translated into U.S. dollars at the average rates during the comparable period of the base fiscal year.

(3) Adjusted earnings per share-diluted is a non-GAAP performance measure. For more information regarding how we define adjusted earnings per share-diluted, please see footnote (1) in the section entitled "Executive Summary."

At the conclusion of each three-year cycle, the Compensation Committee reviews the level of performance achieved and the percentage, if any, of the applicable portion of the target number of PSUs earned. In determining the final performance cycle score, negative adjustments may be made by the Compensation Committee to the Company's performance score to take into account extraordinary or unusual items occurring during the period. No adjustments were made in determining the 141.69% performance score or the number of PSUs earned by our NEOs for the 2017-2019 performance cycle.

2018-2020 PSU Awards

The performance metrics and weightings for the 2018-2020 performance cycle are the same as the 2017-2019 performance cycle. The three-year relative TSR metric for the 2018-2020 performance cycle is based on our 2018 peer group, which was unchanged from the 2017 peer group, except that Mead Johnson Nutrition Company was removed as a result of a corporate transaction. As describe above, Dr Pepper Snapple Group, Inc. was subsequently removed from the 2018 peer group as a result of a corporate transaction.

2019-2021 PSU Awards

In October 2018, the Committee approved changes to the performance metrics for the 2019-2021 performance cycle. The performance objectives for the 2019-2021 performance cycle are based upon the following metrics:

- Three-year relative TSR versus the 2019 Financial Peer Group described below;
- Three-year CAGR in adjusted earnings per share-diluted measured against an internal target; and
- Three-year cumulative free cash flow measured against an internal target.

These metrics are weighted 34%, 33% and 33%, respectively.

In October 2018, the Committee also approved the addition of a separate peer group for comparing relative pay for performance and for measuring relative TSR within our PSU cycles (the "2019 Financial Peer Group"). The Committee approved the following group of 15 companies with median revenues of $7.9 billion as the 2019 Financial Peer Group.

Companies included in the 2019 Financial Peer Group for the 2019-2021 PSU cycle awards are:

Campbell Soup Company	Kellogg Company	Post Holdings, Inc.
Colgate-Palmolive Company	Kimberly-Clark Corporation	The Clorox Company
ConAgra Brands, Inc.	The Kraft Heinz Company	The Hain Celestial Group, Inc.
Flowers Foods	McCormick & Company, Inc.	The J. M. Smucker Company
General Mills, Inc.	Mondelez International, Inc.	TreeHouse Foods, Inc.

O'Day 2017-2019 Special PSU Award

On May 2, 2017, the Compensation Committee approved a special PSU award for Mr. O'Day. In recognition of his expanded role and overall accountability for the Company's supply chain and information technology initiatives, as well as his day-to-day leadership of the Company's announced Margin for Growth Program, the Compensation Committee granted Mr. O'Day 9,341 contingent target PSUs, with a value at target of $1,000,000. The actual number of PSUs earned could have ranged between 0% and 150% of the contingent target PSUs granted to Mr. O'Day, based on his performance relative to certain individual performance objectives established by the Compensation Committee in connection with the award.

At the conclusion of the two-year performance period in May 2019, the Compensation Committee reviewed the level of performance achieved and approved a payout equal to the number of shares of Common Stock equivalent to $1,050,000, with the actual number of shares distributed to be determined based upon the closing price of the Company's Common Stock on the NYSE on May 21, 2019, the day after the Compensation Committee approved the payout. As a result, Mr. O'Day was awarded 8,058 shares.

See Column (e) of the 2019 Summary Compensation Table, Columns (f) through (h) of the 2019 Grants of Plan-Based Awards Table, Columns (i) and (j) of the Outstanding Equity Awards at 2019 Fiscal-Year End Table and Columns (d) and (e) of the 2019 Option Exercises and Stock Vested Table for more information about PSUs awarded to the NEOs.

Restricted Stock Units (35% of long-term incentive mix)

The Compensation Committee sets guidelines for the value of the annual RSUs to be awarded based on competitive compensation data. These RSU awards represent approximately thirty-five percent of the NEO's long-term incentive compensation target award. In 2019, the target number of RSUs awarded to each NEO was determined by multiplying the NEO's base salary by thirty-five percent of his or her target long-term incentive award percentage divided by the closing price of the Company's Common Stock on the NYSE on the grant date. The actual number of RSUs awarded may vary from the target level based on each NEO's individual performance evaluation. Annual RSUs vest in equal increments over three years.

The Compensation Committee also awards RSUs to NEOs and other executives from time to time as special incentives. RSUs also are awarded by the Compensation Committee to replace compensation forfeited by newly-hired executive officers. Mr. Voskuil was granted RSUs upon his hire to replace forfeited compensation from his prior employers. These replacement RSU awards vest in equal increments over two years.

See Column (e) of the 2019 Summary Compensation Table, Column (i) of the 2019 Grants of Plan-Based Awards Table, Columns (g) and (h) of the Outstanding Equity Awards at 2019 Fiscal-Year End Table and Columns (d) and (e) of the 2019 Option Exercises and Stock Vested Table for more information about RSUs awarded to the NEOs.

Perquisites

Executive perquisites are kept to a minimal level relative to a NEO's total compensation and do not play a significant role in our executive compensation program. The perquisites that we provide include personal use of Company aircraft and financial counseling and tax preparation reimbursement. See the footnotes to Column (i) of the 2019 Summary Compensation Table for information regarding the perquisites received by our NEOs.

Our CEO and the other NEOs are eligible to participate in our Gift Matching Program on the same basis as other employees, retirees or their spouses. Through the Gift Matching Program, we match contributions made to one or more non-profit organizations on a dollar-for-dollar basis up to a maximum aggregate contribution of $5,000 per employee annually. These matching contributions are not considered compensation and are not included in Column (i) of the 2019 Summary Compensation Table.

Retirement Plans

NEOs are eligible to participate in our tax-qualified defined benefit pension plan ("pension plan") and tax-qualified defined contribution 401(k) plan ("401(k) plan") on the same basis as other salaried employees of the Company. IRC regulations do not permit the Company to use base salary and other compensation paid above certain limits to determine the benefits earned by the NEOs under tax-qualified plans. The Company maintains a defined benefit Supplemental Executive Retirement Plan ("DB SERP"), a defined contribution Supplemental Executive Retirement Plan ("DC SERP") and a Deferred Compensation Plan to provide these and additional benefits that are comparable to those offered by our peers. Under the provisions of the Deferred Compensation Plan, our NEOs may elect to defer payments from OHIP, PSU and RSU awards, but not stock options or base salary.

The DB SERP was closed to new participants in 2006. No new participants have been or will be added to the DB SERP. NEOs and other senior executives reporting to the CEO not eligible for the DB SERP are considered by the Compensation Committee for participation in the DC SERP. In comparison, the DC SERP typically yields a lower benefit than the DB SERP upon retirement. The Company believes that the DB SERP, DC SERP and Deferred Compensation Plan help, in the aggregate, to attract and retain executive talent, as similar plans are often components of the executive compensation programs within our peer group. The DC SERP was established as part of our Deferred Compensation Plan and is not a separate plan.

See the 2019 Pension Benefits Table and accompanying narrative and the 2019 Non-Qualified Deferred Compensation Table and accompanying narrative for more information regarding the DB SERP, DC SERP and other retirement benefits.

Employment Agreements

The Company entered into an employment agreement with Ms. Buck in February 2017, which provides for Ms. Buck's continued employment as President and CEO and continued nomination as a member of the Board of Directors. The employment agreement does not have a specified term. Under the terms of the employment agreement, in the event Ms. Buck's employment is terminated by the Company without Cause or she resigns for Good Reason (in each case as defined in the employment agreement), Ms. Buck will be entitled to certain severance benefits. In the event of her termination after a change in control, Ms. Buck will be eligible to receive benefits under the Executive Benefits Protection Plan (Group 3A) ("EBPP 3A"). She is not entitled to an excise tax gross-up. The employment agreement subjects Ms. Buck to certain non-competition and non-solicitation covenants under the ECRCA and to compensation recovery (clawback) to the extent required by applicable law and regulations.

See the section entitled "Potential Payments upon Termination or Change in Control" for information regarding the payments Ms. Buck would receive in the event of an applicable termination or change in control occurring on December 31, 2019.

Other than as set forth above, we have not entered into employment agreements with any NEO.

Severance and Change in Control Plans

All of the NEOs are covered by our EBPP 3A. The EBPP 3A is intended to help us attract and retain executive talent and maintain a stable work environment in the event of activity that could potentially result in a Change in Control. The severance protection provided under the EBPP 3A upon a Change in Control is based upon a "double trigger." The terms of the plan generally provide that a covered NEO whose employment with the Company terminates in qualifying circumstances within two years after a Change in Control of the Company is entitled to certain severance payments and benefits. The EBPP 3A also provides severance benefits in the event of involuntary termination without Cause unrelated to a Change in Control or voluntary termination for Good Reason within two years after election of a new CEO. Change in Control, Cause and Good Reason are defined in the EBPP 3A.

See the discussion in the section entitled "Potential Payments upon Termination or Change in Control" for information regarding the payments that would be due to our NEOs under the EBPP 3A in the event of an applicable termination of employment or a Change in Control.

Stock Ownership Guidelines

The Compensation Committee believes that requiring NEOs and other executive officers to hold significant amounts of our Common Stock strengthens their alignment with the interest of our stockholders and promotes achievement of long-term business objectives. Our executive stock ownership policy has been in place for more than 20 years. The Compensation Committee reviews ownership requirements annually to ensure they are aligned with external market comparisons.

Executives with stock ownership requirements have five years from their initial election to their position to accumulate and hold the minimum number of shares required. For purposes of this requirement, "shares" include shares of our Common Stock that are owned by the executive, unvested time-based RSUs and vested RSUs and PSUs that have been deferred by the executive as Common Stock units under our Deferred Compensation Plan. It is anticipated that executives will hold a significant number of the shares earned from PSU and RSU awards and the exercise of stock options to satisfy their obligations. Minimum stockholding requirements for the CEO and the other executives are as follows:

Position	Stock Ownership Level
CEO	6 times base salary
CFO and Senior Vice Presidents	3 times base salary
Other executives subject to stockholding requirements	1 times base salary

The dollar value of shares which must be acquired and held equals a multiple of the individual executive's base salary. Stockholding requirements are updated whenever a change in base salary occurs. Failure to reach the minimum holding requirement within the five-year period results in a notification letter to the executive, with a copy to the CEO, and a requirement that future stock option exercises, RSU distributions and PSU payments be settled by retaining at least 50% of the shares of Common Stock received until the minimum ownership level is attained. The Compensation Committee receives an annual summary of each individual executive's ownership status to monitor compliance.

Other Compensation Policies and Practices

Clawbacks

Under the EICP, when an individual's actions result in the filing of financial documents not in compliance with financial reporting requirements, the Company has the right to recoup or require repayment of an award earned or accrued during the twelve-month period following the first public issuance or filing with the SEC of the non compliant financial document. Repayment or clawback occurs where the material noncompliance results from misconduct, the participant's knowledge or gross negligence in engaging in the misconduct or failing to prevent the misconduct, or if the participant is one of the individuals subject to automatic forfeiture under Section 304 of the Sarbanes-Oxley Act of 2002.

In 2008, the Company initiated the execution of the ECRCA by executive officers as a condition for the receipt of long-term incentive awards and, for new executive officers, also as a condition of employment. The purpose of the ECRCA is to protect the Company and further align the interests of the executive officer with those of the Company. The terms of the ECRCA prohibit the executive from misusing or disclosing the Company's confidential information, competing with the Company in specific categories for a period of 12 months following separation from employment, recruiting or soliciting the Company's employees, or disparaging the Company's reputation in any way. For those officers or employees based outside the U.S., the restrictive covenants and terms may be modified to comply with local laws.

Failure to comply with the provisions of the ECRCA may result in cancellation of the unvested portion of PSU and RSU awards, cancellation of any unexercised stock options and a requirement for repayment of amounts received from equity awards during the last year of employment, as well as any amounts received from the DB SERP or DC SERP.

Tax Considerations

As in effect through December 31, 2017, Section 162(m) of the IRC generally disallowed the Company's ability to deduct compensation in excess of $1.0 million paid to our CEO or to our other NEOs who were employed on the last day of the fiscal year (other than officers who served as CFO during the year), but did not disallow a deduction for compensation that qualifies as "performance-based" under applicable Internal Revenue Service ("IRS") regulations or that was paid after termination of employment. As a result of changes to Section 162(m) of the IRC resulting from federal legislation referred to as the Tax Cuts and Jobs Act, the $1.0 million deduction limitation described above has been expanded to disallow the deduction for compensation payable to a larger group of employees, effective for tax years beginning after December 31, 2017. Performance-based compensation, including equity awards, is no longer exempt from the Section 162(m) deduction limitation, subject to a transition rule. The employees (referred to as "covered employees") to whom the deduction limitation applies include the CEO and CFO (in each case, whether or not serving as executive officers as of the end of the fiscal year) and the three other most highly compensated executive officers. In addition, once considered a "covered employee" for a given year, the individual will be treated as a "covered employee" for all subsequent years.

The Compensation Committee has considered the effect of Section 162(m) of the IRC on the Company's executive compensation program. The Compensation Committee exercises discretion in setting base salaries, structuring incentive compensation awards and in determining payments in relation to levels of achievement of performance goals. The Compensation Committee believes that the total compensation program for NEOs should be managed in accordance with the objectives outlined in the Company's compensation philosophy and in the best overall interests of the Company's stockholders. Accordingly, compensation paid by the Company may not be deductible because such compensation exceeds the limitations for deductibility under Section 162(m) of the IRC.

Section 409A of the IRC specifies certain rules and limitations regarding the operation of our Deferred Compensation Plan and other retirement programs. Failure to comply with these rules could subject participants in those plans and programs to additional income tax and interest penalties. We believe our plans and programs comply with Section 409A of the IRC.

COMPENSATION COMMITTEE REPORT

To Our Stockholders:

We have reviewed and discussed with management the Compensation Discussion & Analysis. Based on that review and discussion, we have recommended to the Board of Directors that the Compensation Discussion & Analysis be included in this Proxy Statement.

Submitted by the Compensation and Executive Organization Committee of the Board of Directors:

Anthony J. Palmer, Chair
Pamela M. Arway
Mary Kay Haben
M. Diane Koken
Juan R. Perez

The independent members of the Board of Directors who are not members of the Compensation and Executive Organization Committee join in the Compensation Committee Report with respect to the approval of Ms. Buck's compensation.

James W. Brown
Charles A. Davis
James C. Katzman
Robert M. Malcolm
Wendy L. Schoppert
David L. Shedlarz

2019 Summary Compensation Table

The following table and explanatory footnotes provide information regarding compensation earned by, held by, or paid to, all individuals holding the positions of Chief (Principal) Executive Officer and Chief (Principal) Financial Officer during 2019 and the three most highly compensated of our other executive officers. These individuals collectively comprise our NEOs. The table provides information with respect to 2019, as well as 2018 and 2017 compensation where required. 2017 and 2018 information is not provided for Messrs. Voskuil and Atkins because they were not NEOs in those years.

Name and Principal Position[(1)]	Year	Salary[(2)] ($)	Bonus[(3)] ($)	Stock Awards[(4)] ($)	Option Awards[(5)] ($)	Non-Equity Incentive Plan Compen-sation[(6)] ($)	Change in Pension Value and Non-Qualified Deferred Compen-sation Earnings[(7)]	All Other Compen-sation[(8)] ($)	Total ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Ms. Buck	2019	1,171,479	—	6,422,295	—	2,705,043	6,276,714	211,657	16,787,188
Chairman of the Board, President and CEO	2018	1,137,357	—	4,112,889	1,416,300	1,747,950	2,988,474	315,402	11,718,372
	2017	1,043,462	—	3,986,306	1,243,048	1,307,941	2,491,271	202,573	10,274,601
Mr. Voskuil	2019	401,442	—	2,598,858	—	472,835	—	319,008	3,792,143
Senior Vice President, Chief Financial Officer									
Mr. Atkins	2019	579,722	250,000	923,175	—	523,055	—	303,338	2,579,290
Senior Vice President, General Counsel and Secretary									
Mr. O'Day	2019	648,606	—	1,247,427	—	727,739	—	243,125	2,866,897
Former Senior Vice President, Chief Technology and Data Officer	2018	629,712	—	774,315	266,652	525,020	—	228,413	2,424,112
	2017	606,003	—	2,326,600	379,181	463,975	—	218,867	3,994,626
Ms. West	2019	705,723	—	1,836,416	—	756,618	—	271,189	3,569,946
Former Senior Vice President, Chief Growth Officer	2018	681,863	—	1,329,645	585,886	596,748	—	977,954	4,172,096
	2017	437,500	1,350,000	5,068,455	377,026	394,840	—	277,918	7,905,739
Ms. Little	2019	281,682	—	1,503,796	—	658,517	—	2,273,355	4,717,350
Former Senior Vice President, Chief Financial Officer	2018	661,264	—	1,004,362	345,876	556,399	—	248,961	2,816,862
	2017	645,809	—	1,114,210	342,326	531,541	—	251,353	2,885,239

(1) Mr. Voskuil was hired on May 13, 2019. Mr. O'Day and Mmes. West and Little retired on March 31, 2020, February 29, 2020 and May 31, 2019, respectively.

(2) Column (c) reflects base salary earned, on an accrual basis, for the years indicated and includes IRC Section 125 deductions pursuant to The Hershey Company Flexible Benefits Plan and amounts deferred by the NEOs in accordance with the provisions of the 401(k) plan.

(3) With the exception of Mr. Atkins and Ms. West, Column (d) indicates that no discretionary bonuses were paid to the NEOs in 2019, 2018 or 2017. Mr. Atkins, who joined the Company in August 2018, received a cash anniversary bonus in 2019 to replace awards forfeited at his prior employer. Ms. West, who joined the Company in May 2017, received a cash sign-on bonus in 2017 to replace awards forfeited at her prior employer.

(4) Column (e) shows the aggregate grant date fair value of RSUs and contingent target PSU awards granted to the NEOs in the years indicated. The assumptions used to determine the grant date fair value of awards listed in Column (e) are set forth in Note 12 to the Company's Consolidated Financial Statements included in our 2019 Annual Report on Form 10-K that accompanies this Proxy Statement. The amounts in Column (e) do not reflect the value of shares actually received or which may be received in the future with respect to such awards.

The number of contingent target PSUs awarded in 2019 to each NEO is shown on the 2019 Grants of Plan-Based Awards Table in Column (g). Assuming the highest level of performance is achieved for each of the PSU awards included in Column (e), the value of the awards at grant date for each of the NEOs would be as follows:

Name	Year	Maximum Value at Grant Date ($)
Ms. Buck	2019	9,481,865
	2018	7,081,412
	2017	6,305,597
Mr. Voskuil	2019	2,133,008
Mr. Atkins	2019	1,407,745
Mr. O'Day	2019	1,784,921
	2018	1,333,166
	2017	2,831,634
Ms. West	2019	2,627,724
	2018	1,953,045
	2017	1,868,879
Ms. Little	2019	2,293,017
	2018	1,729,269
	2017	1,786,573

The unvested portion of RSU awards is included in the amounts presented in Columns (g) and (h) of the Outstanding Equity Awards at 2019 Fiscal-Year End Table. The number of shares acquired and value received by the NEOs with respect to PSU and RSU awards that vested in 2019 is included in Columns (d) and (e) of the 2019 Option Exercises and Stock Vested Table.

As a result of her retirement on May 31, 2019, Ms. Little forfeited all of her outstanding PSU awards, including those included in the value in Column (e) of the 2019 Summary Compensation Table. She also forfeited a prorated portion of her outstanding RSU grants, including those included in the value in Column (e) of the 2019 Summary Compensation Table.

(5) Column (f) presents the grant date fair value of stock options awarded to the NEOs for the years indicated and does not reflect the value of shares actually received or which may be received in the future with respect to such stock options. The assumptions we made to determine the value of these awards are set forth in Note 12 to the Company's Consolidated Financial Statements included in our 2019 Annual Report on Form 10-K that accompanies this Proxy Statement.

(6) Column (g) reflects the OHIP payments made to each NEO based upon actual salary received in 2019.

(7) Column (h) reflects the aggregate change in the actuarial present value of the NEO's retirement benefit under the Company's pension plan and the DB SERP. The change in value calculation uses the same discount rate and mortality rate assumptions as the 2019 and 2018 audited financial statements, as applicable, and measures the change in value between the pension plan measurement date in the 2019 and 2018 audited financial statements. The change in value during a year is primarily driven by three factors: 1) changes in valuation assumptions; 2) changes in the NEO's pensionable earnings; and 3) an additional year of service and age. During 2019, each of the three factors driving change caused an increase to the pension value. During 2018, changes in valuation assumptions caused a minor decrease in pension value, while changes in the NEO's pensionable earnings and an additional year of service and age caused a relatively larger increase in the pension value. The amounts in Column (h) do not reflect amounts paid or that might be paid to the NEO.

Mmes. Little and West and Messrs. Atkins, O'Day and Voskuil participate in the DC SERP rather than the DB SERP. The DC SERP is established under the Company's Deferred Compensation Plan. DC SERP contributions for Mmes. Little and West and Messrs. Atkins, O'Day, and Voskuil are included in Column (i) as explained in more detail in footnote (8) below.

The NEOs also participate in our non-qualified, non-funded Deferred Compensation Plan under which deferred amounts are credited with notional earnings based on the performance of one or more third-party investment options available to all participants in our 401(k) plan. No portion of the notional earnings credited during 2019 was "above market" or "preferential." Consequently, no Deferred Compensation Plan earnings are included in amounts reported in Column (h) above. See the 2019 Pension Benefits Table and the 2019 Non-Qualified Deferred Compensation Table for more information on the benefits payable to the NEOs under the pension plan, DB SERP and Deferred Compensation Plan.

(8) All other compensation includes amounts as described below:

		Retirement Income						Perquisites and Other Benefits				
Name	Year	401(k) Match ($)	Supplemental 401(k) Match[(a)] ($)	Supplemental Retirement Contribution ($)	DC SERP Contribution ($)	Core Retirement Contribution[(b)] ($)	Supplemental Core Retirement Contribution[(b)] ($)	Personal Use of Company Aircraft[(c)] ($)	Company-Paid Financial Counseling ($)	Reimbursement of Personal Tax Return Preparation Fee ($)	Relocation Expenses and Related Taxes[(d)] ($)	Separation Benefits[(e)] ($)
Ms. Buck	2019	12,600	118,774	1,075	—	—	—	67,013	10,695	1,500	—	—
	2018	12,375	97,663	1,021	—	—	—	192,443	10,400	1,500	—	—
	2017	12,150	66,932	967	—	—	—	100,455	10,300	1,500	—	—
Mr. Voskuil	2019	8,654	5,465	—	50,180	8,400	3,643	—	—	—	242,666	—
Mr. Atkins	2019	12,600	19,065	—	87,959	8,400	12,710	—	—	—	162,604	—
Mr. O'Day	2019	12,600	40,213	—	146,703	8,400	26,809	—	8,400	—	—	—
	2018	12,375	36,841	—	136,711	8,250	24,561	—	8,400	1,275	—	—
	2017	12,150	35,205	—	131,542	8,100	23,470	—	8,400	—	—	—
Ms. West	2019	12,600	46,011	—	162,809	8,400	30,674	—	10,695	—	—	—
	2018	12,375	36,077	—	134,588	8,250	24,051	—	10,400	—	752,213	—
	2017	12,150	7,538	—	54,688	8,100	5,025	—	6,914	—	183,503	—
Ms. Little	2019	12,600	—	—	—	—	—	—	4,454	—	—	2,256,301
	2018	12,375	41,301	—	149,101	8,250	27,534	—	10,400	—	—	—
	2017	12,150	42,087	—	150,658	8,100	28,058	—	10,300	—	—	—

(a) Employees who earn over the IRS compensation limit and/or defer any portion of their OHIP award are eligible for the Supplemental 401(k) Match, contingent on the employee contributing an amount to the 401(k) plan equal to the annual pre-tax limit established by the IRS. Mmes. Buck and West and Messrs. Atkins, O'Day, and Voskuil were eligible to receive a Supplemental 401(k) Match Contribution equal to 4.5% of the amount by which their eligible earnings (salary and OHIP) exceeded the IRS compensation limit. Ms. Little was not eligible to receive a Supplemental 401(k) Match Contribution in 2019.

(b) As are all new hires of the Company since January 1, 2007, Ms.West and Messrs. Atkins, O'Day, and Voskuil were eligible to receive a contribution to their 401(k) plan account equal to 3% of base salary and OHIP up to the maximum amount permitted by the IRS. We call this contribution the Core Retirement Contribution ("CRC"). They also were eligible to receive a Supplemental Core Retirement Contribution ("Supplemental CRC") equal to 3% of the amount by which their eligible earnings (salary and OHIP) exceeded the IRS compensation limit. Ms. Little was not eligible to receive a CRC or Supplemental CRC in 2019.

(c) The value of any personal use of Company aircraft by the NEOs is based on the Company's aggregate incremental per-flight hour cost for the aircraft used and flight time of the applicable flight. The incremental per-flight hour cost is calculated by reference to fuel, maintenance (labor and parts), crew, landing and parking expenses.

(d) Mr. Voskuil received Company relocation benefits totaling $191,685 for shipment of household goods, temporary living assistance and miscellaneous allowances, home finding, return and final move trips, assistance in selling a former residence and assistance in purchasing a new residence. Mr. Atkins received Company relocation benefits totaling $152,157 for shipment of household goods, temporary living assistance and miscellaneous allowances, home finding and return trips and assistance in selling a former residence. Mr. Voskuil and Mr. Atkins also received a net tax gross up totaling $50,981 and $10,447, respectively to offset the amounts imputed to their respective income as a result of these benefits.

(e) Includes the following benefits paid in connection with Ms. Little's retirement on May 31, 2019: cash separation payment of $1,007,850, pro-rated vesting of 2019, 2018 and 2017 Annual RSUs ($408,348), gains from the exercise of pro-rated 2018, 2017 and 2016 stock options ($795,112), health and welfare benefit continuation ($9,991) and outplacement services ($35,000).

2019 Grants of Plan-Based Awards Table

The following table and explanatory footnotes provide information with regard to the potential cash award that each NEO had the opportunity to earn during 2019 under the OHIP, and with regard to PSUs and RSUs awarded to each NEO during 2019, as applicable. The Company did not grant stock options in 2019. The amounts that were actually earned under the OHIP during 2019 by the NEOs are set forth in Column (g) of the 2019 Summary Compensation Table.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards[2]			Estimated Future Payouts Under Equity Incentive Plan Awards[3]			All Other Stock Awards: Number of Shares of Stock or Units[4] (#)	Grant Date Fair Value of Stock and Option Awards[5] ($)
Name	Grant Date[1]	Thresh-old ($)	Target ($)	Maximum ($)	Thresh-old (#)	Target (#)	Maxi-mum (#)		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Ms. Buck	2/26/2019	4,373	1,749,308	3,498,616	17	34,561	86,403	20,471	6,422,295
Mr. Voskuil	7/10/2019	817	326,916	653,832	3	6,157	15,393	11,976	2,598,858
Mr. Atkins	2/26/2019	936	374,588	749,176	3	5,131	12,828	2,763	923,175
Mr. O'Day	2/26/2019	1,291	516,549	1,033,098	3	6,506	16,265	4,204	1,247,427
Ms. West	2/26/2019	1,405	561,977	1,123,954	5	9,578	23,945	6,189	1,836,416
Ms. Little	2/26/2019	1,428	571,115	1,142,230	4	8,358	20,895	4,501	1,503,796

(1) Column (b) represents the grant date for the PSUs reflected in Columns (f), (g) and (h) and the RSUs reflected in Column (i). All awards were made under the EICP.

(2) Columns (c), (d) and (e) represent the threshold, target and maximum potential amounts each NEO had the opportunity to earn based on the OHIP targets approved for the NEOs in February 2019, or, in the case of Mr. Voskuil, at the time of hire. All amounts shown in Columns (c), (d) and (e) are based upon actual salary received in 2019.

The threshold amount is the amount that would have been payable had the minimum individual performance score been achieved and the Company performance score been zero. The target amount is the amount that would have been payable had the Company and individual performance scores been 100% on all metrics. The maximum amount is the amount that would have been payable had the maximum score been achieved on all metrics.

(3) Columns (f), (g) and (h) represent the number of threshold, target and maximum potential PSUs that can be earned for the 2019-2021 performance cycle.

Each PSU represents the value of one share of our Common Stock. The number of PSUs earned for the 2019-2021 performance cycle will depend upon achievement against the metrics explained in the Compensation Discussion & Analysis in the section entitled "Performance Stock Unit Targets and Results."

Payment, if any, will be made in shares of the Company's Common Stock at the conclusion of the three-year performance cycle. The minimum award as shown in Column (f) is the number of shares payable for achievement of the threshold level of performance on one of the metrics and the maximum award as shown in Column (h) is the number of shares payable for achievement of the maximum level of performance on all metrics.

More information regarding PSUs and the 2019 awards can be found in the Compensation Discussion & Analysis and the Outstanding Equity Awards at 2019 Fiscal-Year End Table.

(4) For Mmes. Buck, West and Little and Messrs. Atkins and O'Day, Column (i) represents the number of annual RSUs granted on February 26, 2019. Target RSU awards were determined by multiplying 35% of the executive's long-term incentive target percentage times his or her 2019 base salary, divided by the closing price of the Company's Common Stock on the NYSE on the award date as shown in Column (j). The actual number of RSUs awarded varied from the target level based on the executive's performance evaluation for the year ended December 31, 2018. Annual RSU awards vest in thirds over three years.

For Mr. Voskuil, Column (i) includes the number of RSUs granted upon his hire date as a new hire award and to replace compensation forfeited at his prior employer. The new hire RSU award vests over three years and the replacement RSUs vest over two years.

Information on the treatment of RSUs upon retirement, death, disability, termination, or Change in Control can be found in the section entitled "Potential Payments upon Termination or Change in Control."

(5) Column (j) presents the aggregate grant date fair value of (1) the target number of PSUs reported in Column (g) and (2) the number of RSUs reported in Column (i), in each case as determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. The assumptions used in determining these amounts are set forth in Note 12 to the Company's Consolidated Financial Statements included in our 2019 Annual Report on Form 10-K that accompanies this Proxy Statement.

Outstanding Equity Awards at 2019 Fiscal-Year End Table

The following table and explanatory footnotes provide information regarding unexercised stock options and unvested stock awards held by our NEOs as of December 31, 2019:

	Option Awards[1]					Stock Awards			
Name	Number of Securities Underlying Unexercised Options-Exercisable[2] (#)	Number of Securities Underlying Unexercised Options-Unexercisable[3] (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested[4] (#)	Market Value of Shares or Units of Stock That Have Not Vested[4] ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested[5] (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested[5]
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Ms. Buck	22,726	68,179	—	99.90	2/19/2028	33,677	5,094,181	86,403	12,699,513
	38,580	38,580	—	109.40	2/28/2027	—	—	70,885	10,418,677
	23,407	7,803	—	90.39	2/15/2026	—	—	—	—
	35,500	—	—	105.91	2/16/2025	—	—	—	—
	46,755	—	—	105.96	2/17/2024	—	—	—	—
	26,824	—	—	81.73	2/18/2023	—	—	—	—
Total	**193,792**	**114,562**	—	—	—	**33,677**	**5,094,181**	**157,288**	**23,118,190**
Mr. Voskuil	—	—	—	—	—	11,976	1,778,748	15,393	2,262,463
Total	—	—	—	—	—	**11,976**	**1,778,748**	**15,393**	**2,262,463**
Mr. Atkins	3,056	9,169	—	103.74	10/9/2028	4,029	605,143	12,828	1,885,459
	—	—	—	—	—	—	—	9,490	1,394,840
Total	**3,056**	**9,169**	—	—	—	**4,029**	**605,143**	**22,318**	**3,280,299**
Mr. O'Day	4,278	12,837	—	99.90	2/19/2028	7,128	1,079,959	16,265	2,390,630
	12,037	12,038	—	107.95	2/21/2027	—	—	13,345	1,961,448
	16,601	5,534	—	90.39	2/15/2026	—	—	—	—
	25,120	—	—	105.91	2/16/2025	—	—	—	—
	26,735	—	—	105.96	2/17/2024	—	—	—	—
	38,270	—	—	81.73	2/18/2023	—	—	—	—
Total	**123,041**	**30,409**	—	—	—	**7,128**	**1,079,959**	**29,610**	**4,352,078**
Ms. West	—	28,204	—	99.90	2/19/2028	23,336	3,572,504	23,945	3,519,436
	—	12,265	—	107.05	4/30/2027	—	—	19,550	2,873,459
Total	—	**40,469**	—	—	—	**23,336**	**3,572,504**	**43,495**	**6,392,895**
Ms. Little	—	—	—	—	—	—	—	—	—
Total	—	—	—	—	—	—	—	—	—

(1) Columns (b) through (f) represent information about stock options awarded to each NEO under the EICP. Stock option awards vest in 25% increments over four years and have a ten-year term. Information on the treatment of stock options upon retirement, death, disability, termination, or Change in Control can be found in the section entitled "Potential Payments upon Termination or Change in Control."

(2) Options listed in Column (b) are vested and may be exercised by the NEO at any time subject to the terms of the stock option.

(3) Options listed in Column (c) were not vested as of December 31, 2019. The following table provides information with respect to the dates on which these options vested or are scheduled to vest, subject to continued employment (or retirement, death or disability), and subject further to proration in the event of severance and possible acceleration in the event of a Change in Control:

Grant Date	Future Vesting Dates	Number of Options Vesting					
		Ms. Buck	Mr. Voskuil	Mr. Atkins	Mr. O'Day	Ms. West	Ms. Little
10/10/2018	10/10/2020	—	—	3,056	—	—	—
	10/10/2021	—	—	3,056	—	—	—
	10/10/2022	—	—	3,057	—	—	—
2/20/2018	2/20/2020	22,726	—	—	4,279	9,401	—
	2/20/2021	22,726	—	—	4,279	9,401	—
	2/20/2022	22,727	—	—	4,279	9,402	—
5/1/2017	5/1/2020	—	—	—	—	6,132	—
	5/1/2021	—	—	—	—	6,133	—
4/3/2017	4/3/2020	—	—	—	—	—	—
	4/3/2021	—	—	—	—	—	—
3/1/2017	3/1/2020	19,290	—	—	—	—	—
	3/1/2021	19,290	—	—	—	—	—
2/22/2017	2/22/2020	—	—	—	6,019	—	—
	2/22/2021	—	—	—	6,019	—	—
2/16/2016	2/16/2020	7,803	—	—	5,534	—	—
Total per NEO		**114,562**	**—**	**9,169**	**30,409**	**40,469**	**—**

(4) For Ms. Buck, Column (g) includes unvested annual RSUs awarded in March 2017, February 2018 and February 2019, which vest ratably over 3 years. For Mr. Voskuil, Column (g) includes unvested new hire and replacement RSUs granted in July 2019, which vest ratably over 3 years and 2 years, respectively. For Mr. Atkins, Column (g) includes unvested new hire RSUs granted in October 2018 and unvested annual RSUs awarded in February 2019, which vest ratably over 3 years. For Mr. O'Day, Column (g) includes unvested annual RSUs awarded in February 2017, February 2018 and February 2019, which vest ratably over 3 years. For Ms. West, Column (g) includes unvested new hire and replacement RSUs granted in May 2017 and unvested annual RSUs awarded in February 2018 and February 2019, which vest ratably over 3 years. Column (h) sets forth the value of the RSUs reported in Column (g) using the $146.98 closing price per share of our Common Stock on the NYSE on December 31, 2019, the last trading day of 2019. Column (h) also includes the value of dividend equivalents accrued through December 31, 2019, on the RSUs included in Column (g).

(5) Based on progress to date against the performance metrics established for open PSU performance cycles, the first number in Column (i) for each NEO is the maximum number of PSUs potentially payable for the 2019-2021 performance cycle ending on December 31, 2021 and the second number in Column (i) for each NEO is the maximum number of PSUs potentially payable for the 2018-2020 performance cycle ending on December 31, 2020. The actual number of PSUs earned, if any, will be determined at the end of each performance cycle and may be fewer than the number reflected in Column (i). Column (j) sets forth the value of PSUs reported in Column (i) using the $146.98 closing price per share of our Common Stock on the NYSE on December 31, 2019, the last trading day of 2019.

2019 Option Exercises and Stock Vested Table

The following table and explanatory footnotes provide information with regard to amounts paid to or received by our NEOs during 2019 as a result of the exercise of stock options or the vesting of stock awards:

	Option Awards(1)		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
(a)	(b)	(c)	(d)	(e)
Ms. Buck(2)(5)(6)	17,496	1,137,564	32,056	5,043,050
			65,085	7,622,170
Mr. Voskuil	—	—	—	—
Mr. Atkins(4)	—	—	632	91,431
Mr. O'Day(2)(3)(5)(7)	49,890	3,822,886	14,615	2,081,585
			2,944	340,637
Ms. West(2)(5)(8)	21,666	955,170	9,895	1,556,681
			15,191	1,920,008
Ms. Little(5)(9)	53,167	1,155,758	21,408	2,639,589

(1) Column (b) represents the number of stock options exercised by the NEO during 2019, and Column (c) represents the market value at the time of exercise of the shares purchased less the exercise price paid.

(2) For Mmes. Buck and West and Mr. O'Day, the first number in Column (d) includes the number of PSUs earned from the 2017-2019 performance cycle that ended on December 31, 2019, as determined by the Compensation Committee, or, in the case of Ms. Buck, by the independent members of our Board. The number of PSUs included in Column (d) reflects payment of the 2017-2019 PSU cycle at 141.69% of target. All of the applicable NEOs received payment of the award in Common Stock in February 2020. In accordance with the terms of the PSU award agreement, each PSU represents one share of our Common Stock valued in Column (e) at $157.32, the closing price of our Common Stock on the NYSE on February 25, 2020, the date the Compensation Committee approved the PSU payment.

(3) For Mr. O'Day, the first number in Column (d) also includes the number of PSUs earned from the special 2017-2019 performance cycle that ended on May 2, 2019, as determined by the Compensation Committee. Mr. O'Day received 8,058 shares of Common Stock in May 2019 as payment of the award. In accordance with the terms of the PSU award agreement, each PSU represents one share of our Common Stock valued in Column (e) at $130.31, the closing price of our Common Stock on the NYSE on May 21, 2019, the day after the Compensation Committee approved the PSU payment.

(4) For Mr. Atkins, the number in Column (d) reflects RSUs that were distributed in 2019 from 2018 awards and the number in Column (e) sets forth the value of such RSUs at vesting on November 10, 2019 and cash credits equivalent to dividends accrued during the vesting period.

(5) For Mmes. Buck, Little and West and Mr. O'Day, the second number in Column (d) reflects annual RSUs that were distributed in 2019 from the 2018 awards and the number in Column (e) sets forth the value of such RSUs at vesting on March 20, 2019, respectively, and cash credits equivalent to dividends accrued during the vesting period.

Ms. Little elected to defer 100% of her 2018 annual award. As a result, on the vesting date of these RSUs, because the cash credits earned for the 1,154 shares deferred did not exceed the tax liability associated with those shares, 13 shares were liquidated to cover the tax liability. The remaining1,141 shares were credited to Ms. Little's Deferred Compensation account and she received a cash payment for the remaining dividend value (less cash withheld to meet tax obligations).

(6) For Ms. Buck, the second number in Column (d) also reflects RSUs that were distributed in 2019 from 2016 and 2017 awards and the number in Column (e) sets forth the value of such RSUs at vesting on February 16, 2019 and March 1, 2019, respectively and cash credits equivalent to dividends accrued during the vesting period.

(7) For Mr. O'Day, the second number in Column (d) also reflects RSUs that were distributed in 2019 from 2016 and 2017 awards and the number in Column (e) sets forth the value of such RSUs at vesting on February 16, 2019 and February 22, 2019, respectively and cash credits equivalent to dividends accrued during the vesting period.

(8) For Ms. West, the second number in Column (d) reflects RSUs that were distributed in 2019 from 2017 awards and the number in Column (e) sets forth the value of such RSUs at vesting on May 1, 2019 and cash credits equivalent to dividends accrued during the vesting period.

(9) For Ms. Little, the second number in Column (d) also reflects RSUs that were distributed in 2019 from 2015, 2016 and 2017 awards and the number in Column (e) sets forth the value of such RSUs at vesting on April 15, 2019, February 16, 2019 and February 22, 2019, respectively, and cash credits equivalent to dividends accrued during the vesting period.

Ms. Little elected to defer 100% of her 2015 and 2016 annual awards and a special 2016 award. Because the cash credits earned for the 4,136, 1,332 and 11,064 shares deferred, respectively, exceeded the tax liability associated with those shares, a total of 16,532 shares were credited to Ms. Little's Deferred Compensation account and she received a cash payment for the remaining dividend value (less cash withheld to meet tax obligations).

For Ms. Little, the second number in Column (d) also reflects RSUs that were distributed in 2019 in connection with her retirement and the number in Column (e) sets forth the value of such RSUs at vesting on December 25, 2019 and cash credits equivalent to dividends accrued during the vesting period. These amounts are further described in the section entitled "Separation Payments under Confidential Separation Agreement and General Release."

2019 Pension Benefits Table

Ms. Buck is a participant in our pension plan and is fully vested in benefits under that plan. Ms. Buck is also eligible to participate in our non-qualified DB SERP. No benefit is payable under the DB SERP if the executive officer terminates employment prior to age 55 or if he or she does not have five years of service with the Company. As of December 31, 2019, Ms. Buck had attained age 55 with five years of service and therefore was fully vested in her DB SERP benefit.

The combination of the pension and DB SERP plans was designed to provide a benefit upon retirement at or after reaching age 60 based on a joint and survivor annuity equal to 55% of final average compensation for an executive with 15 or more years of service (reduced pro rata for each year of service under 15). Effective January 1, 2007, the benefit payable under the DB SERP to an executive who was age 50 or over as of January 1, 2007, was reduced by 10%, and the benefit payable to an executive who had not attained age 50 as of January 1, 2007, was reduced by 20%. As a result, the benefit payable to Ms. Buck was reduced by 20%.

Under the terms of the DB SERP, final average compensation is calculated as the sum of (i) the average of the highest three calendar years of base salary paid over the last five years of employment with the Company and (ii) the average of the highest three OHIP awards, paid or deferred, for the last five years of employment with the Company. The benefit accrued under the DB SERP is payable upon retirement (subject to the provisions of Section 409A of the IRC) as a lump sum or a life annuity with 50% benefit continuation to the participant's surviving spouse, or payment may be deferred in accordance with the provisions of the Company's Deferred Compensation Plan. The lump sum is equal to the actuarial present value of the joint and survivor pension earned, reduced by the lump sum value of the benefits to be paid under the pension plan and the value of the executive's Social Security benefits. If the executive terminates employment after age 55 but before age 60, the benefit is reduced for early retirement at a rate of 5% per year for the period until the executive would have turned 60.

The following table and explanatory footnote provide information regarding the present value of benefits accrued under the pension plan and the DB SERP, as applicable, for each NEO as of December 31, 2019. The amounts shown for the DB SERP reflect the reduction for the present value of the benefits under the pension plan and Social Security benefits.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit[(1)] ($)	Payments During Last Fiscal Year ($)
(a)	(b)	(c)	(d)	(e)
Ms. Buck	Pension Plan	15	203,391	—
	DB SERP	15	17,102,463	—
Mr. Voskuil	—	—	—	—
Mr. Atkins	—	—	—	—
Mr. O'Day	—	—	—	—
Ms. West	—	—	—	—
Ms. Little	—	—	—	—

(1) These amounts have been calculated using discount rate, mortality and other assumptions consistent with those used for financial reporting purposes as set forth in Note 11 to the Company's Consolidated Financial Statements included in our 2019 Annual Report on Form 10-K which accompanies this Proxy Statement. The actual payments would differ due to plan assumptions. The estimated vested DB SERP benefit, as of December 31, 2019, for Ms. Buck was $16,556,311. The amount is based on Ms. Buck's final average compensation under the terms of the DB SERP, as of December 31, 2019, as shown below:

Name	Final Average Compensation ($)
Ms. Buck	2,370,485
Mr. Voskuil	—
Mr. Atkins	—
Mr. O'Day	—
Ms. West	—
Ms. Little	—

2019 Non-Qualified Deferred Compensation Table

Our NEOs are eligible to participate in the Company's Deferred Compensation Plan. The Deferred Compensation Plan is a non-qualified, non-funded plan that permits participants to defer compensation that would otherwise be paid to them currently. The Deferred Compensation Plan is intended to secure the goodwill and loyalty of participants by enabling them to defer compensation when the participants deem it beneficial to do so and by providing a vehicle for the Company to make, on a non-qualified basis, contributions that could not be made on the participants' behalf to the 401(k) plan. The Company credits the Deferred Compensation Plan with a specified percentage of compensation for NEOs participating in the non-qualified DC SERP.

Our NEOs may elect to defer payments to be received from the OHIP, PSU and RSU awards, but not stock options or base salary. Amounts deferred under the DB SERP, DC SERP, OHIP, PSU and RSU awards are fully vested and are credited to the individual's account under the Deferred Compensation Plan. Participants elect to receive payment at termination of employment or some other future date. DB SERP payments designated for deferral into the Deferred Compensation Plan are not credited as earned but are credited in full upon the participant's retirement.

Payments are distributed in a lump sum or in annual installments for up to 15 years. All amounts are payable in a lump sum following a Change in Control (as such terms is defined in the EICP). All elections and payments under the Deferred Compensation Plan are subject to compliance with Section 409A of the IRC, which may limit elections and require a delay in payment of benefits in certain circumstances.

While deferred, amounts are credited with notional earnings as if they were invested by the participant in one or more investment options offered by the Deferred Compensation Plan. The investment options under the Deferred Compensation Plan consist of investment in a deferred common stock unit account that we value according to the performance of our Common Stock (for awards paid in stock) or in mutual funds or other investments available to participants in our 401(k) plan (for awards paid in cash). The participants' accounts under the Deferred Compensation Plan fluctuate daily, depending upon performance of the investment options elected.

Effective January 1, 2007, we began crediting the deferred compensation accounts of all employees, including the NEOs, with the amount of employer matching contributions that exceed the limits established by the IRS for contribution to the 401(k) plan. These amounts are credited in the first quarter of the year after they are earned. As shown in the footnotes to the 2019 Summary Compensation Table, these amounts are designated as "Supplemental 401(k) Match" and are included as "All Other Compensation" in the year earned. These amounts also are included in Column (c) of the 2019 Non-Qualified Deferred Compensation Table in the year earned. All of our NEOs, except Ms. Little, are eligible for a Supplemental 401(k) Match credit for 2019. With the exception of Messrs. Voskuil and Atkins, all of the NEOs are fully vested in the Supplemental 401(k) Match credits presented and will be paid at a future date or at termination of employment, as elected by the executive subject to the provisions of Section 409A of the IRC. Messrs. Voskuil and Atkins will vest in this benefit upon completion of two years of employment. If vested, they will receive payment for this benefit at termination of employment subject to the provisions of Section 409A of the IRC. Ms. Little was fully vested in this benefit upon her separation.

Effective January 1, 2007, we began crediting the deferred compensation accounts of all employees hired on or after January 1, 2007, including eligible NEOs, with the amount of Core Retirement Contributions that exceed the limits established by the IRS for contribution to the 401(k) plan. These amounts are credited in the first quarter of the year after they are earned. As shown in the footnotes to the 2019 Summary Compensation Table, these amounts are designated as "Supplemental Core Retirement Contribution" and are included as "All Other Compensation" in the year earned. These amounts also are included in Column (c) of the 2019 Non-Qualified Deferred Compensation Table in the year earned. Ms. West and Messrs. Voskuil, Atkins and O'Day are eligible for a Supplemental CRC credit for 2019. Ms. West and Mr. O'Day are fully vested in this benefit and will receive payment at termination of employment subject to the provisions of Section 409A of the IRC. Messrs. Voskuil and Atkins will vest in this benefit upon completion of two years of employment. If vested, they will receive payment for this benefit at termination of employment subject to the provisions of Section 409A of the IRC. Ms. Little was fully vested in this benefit upon her separation.

Ms. West and Messrs. Voskuil, Atkins and O'Day are also eligible to participate in our DC SERP, a part of the Deferred Compensation Plan. The DC SERP provides annual allocations to the Deferred Compensation Plan equal to a percentage of compensation determined by the Compensation Committee in its sole discretion. In order to receive the annual DC SERP allocation, an executive must (i) defer into the 401(k) plan the maximum amount allowed by the Company or the IRS and (ii) be employed on the last day of the plan year, unless the executive terminates employment after age 55 and completion of five years of continuous employment preceding termination, dies or becomes disabled. After completing five years of service with the Company, an executive is vested in 10% increments based on his or her age. An executive age 46 with five years of service is 10% vested and an executive age 55 with five years of service is 100% vested. The annual DC SERP allocation for Ms. West and Messrs. Voskuil, Atkins and O'Day is equal to 12.5% of base salary and OHIP award for the calendar year, whether paid or deferred. Mr. O'Day is 100% vested in his DC SERP benefit, while Ms. West and Messrs. Voskuil and Atkins are 0% vested because they have not yet completed five years of continuous employment with the Company. Ms. Little was eligible to participate in our DC SERP benefit prior to her retirement. She was 0% vested upon her separation so her balance was forfeited.

The following table and explanatory footnotes provide information relating to the activity in the Deferred Compensation Plan accounts of the NEOs during 2019 and the aggregate balance of the accounts as of December 31, 2019:

Name	Executive Contributions in Last Fiscal Year[(1)] ($)	Registrant Contributions in Last Fiscal Year[(2)] ($)	Aggregate Earnings in Last Fiscal Year[(3)] ($)	Aggregate Withdrawals/ Distributions[(4)] ($)	Aggregate Balance at Last Fiscal Year-End[(5)] ($)
(a)	(b)	(c)	(d)	(e)	(f)
Ms. Buck	—	118,537	3,361,315	—	13,605,962
Mr. Voskuil	—	55,923	—	—	55,923
Mr. Atkins	—	119,048	3,002	—	146,028
Mr. O'Day	—	213,141	298,374	—	2,588,230
Ms. West	—	238,844	43,228	—	533,843
Ms. Little	2,913,904	—	1,835,922	7,083,582	31,966

(1) Column (b) reflects the value of RSU and PSU awards that otherwise would have been received by Ms. Little during 2019 had they not been deferred under the Deferred Compensation Plan.

(2) For Ms. Buck, Column (c) reflects the Supplemental 401(k) Match contributions earned for 2019. For Mmes. Little and West and Messrs. Voskuil, Atkins and O'Day, Column (c) reflects the DC SERP, the Supplemental 401(k) Match contributions and the Supplemental CRC earned for 2019. These contributions are included in Column (i) of the 2019 Summary Compensation Table.

(3) Column (d) reflects the adjustment made to each NEO's account during 2019 to reflect the performance of the investment options chosen by the executive. Amounts reported in Column (d) were not required to be reported as compensation in the 2019 Summary Compensation Table.

(4) Column (e) reflects the aggregate value of vested amounts under the Deferred Compensation Plan paid to Ms. Little in connection with her retirement in 2019. In accordance with section 409A of the IRC, these payments were delayed for six months following Ms. Little's separation from service. The amount in Column (e) also reflects the aggregate value of unvested amounts under the Deferred Compensation Plan that were forfeited upon Ms. Little's retirement in 2019.

(5) Column (f) reflects the aggregate balance credited to each NEO as of December 31, 2019, including the 2019 amounts reflected in Columns (b), (c) and (d). The following table indicates the portion of the Column (f) balance that reflects amounts disclosed in a Summary Compensation Table included in proxy statements for years prior to 2019:

Name	Amounts Reported in Previous Years[(a)] ($)
Ms. Buck	5,179,259
Mr. Voskuil	—
Mr. Atkins	—
Mr. O'Day	2,365,675
Ms. West	294,999
Ms. Little	31,966

(a) This amount reflects the fair market value as of December 31, 2019, of vested PSU, RSU and OHIP awards as well as DC SERP, Supplemental 401 (k) Match and Supplemental CRC credits. The amounts disclosed in the Summary Compensation Table included in proxy statements for years prior to 2019 reflect the grant date value of such awards, rather than the fair market value as of December 31, 2019.

Potential Payments upon Termination or Change in Control

We maintain plans covering our NEOs that will require us to provide incremental compensation in the event of termination of employment or a Change in Control (as such term is defined in the applicable governing document), provided certain conditions are met. The following narrative takes each hypothetical termination of employment situation – voluntary resignation, termination for Cause, death, disability, retirement, termination without Cause, and resignation for Good Reason – and a Change in Control of the Company, and describes the additional amounts, if any, that the Company would pay or provide to the NEOs, or their beneficiaries, as a result. This narrative regarding hypothetical termination events does not include information on benefits the Company would pay or provide to Ms. Little upon the occurrence of such events as she was no longer an employee of the Company on December 31, 2019. Instead, the actual payments made to Ms. Little upon her retirement are described below under the section entitled "Separation Payments under Confidential Separation Agreement and General Release."

The narrative below and the amounts shown reflect certain assumptions we have made in accordance with SEC rules. We have assumed that the termination of employment or Change in Control occurred on December 31, 2019, and that the value of a share of our Common Stock on that day was $146.98, the closing price on the NYSE on December 31, 2019, the last trading day of 2019.

In addition, in keeping with SEC rules, the following narrative and amounts do not include payments and benefits which are not enhanced by a qualifying termination of employment or Change in Control. These payments and benefits are referred to as "vested benefits" and include:

- Vested benefits accrued under the 401(k) and pension plans;
- Accrued vacation pay, health plan continuation and other similar amounts payable when employment terminates under programs generally applicable to the Company's salaried employees;
- Vested Supplemental 401(k) Match and Supplemental CRC provided to the NEOs on the same basis as all other employees eligible for Supplemental 401(k) Match and Supplemental CRC;
- Vested benefits accrued under the DB SERP and account balances held under the Deferred Compensation Plan as previously described in the sections entitled "2019 Pension Benefits Table" and "2019 Non-Qualified Deferred Compensation Table"; and
- Stock options which have vested and become exercisable prior to termination of employment or Change in Control.

Voluntary Resignation (other than a Resignation for Good Reason)

We are not obligated to pay amounts over and above vested benefits to a NEO who voluntarily resigns. Vested stock options may not be exercised after the NEO's resignation date unless the executive meets retirement eligibility requirements (separation after attainment of age 55 with at least five years of continuous service).

Termination for Cause

If we terminate a NEO's employment for Cause, we are not obligated to pay the executive any amounts over and above vested benefits. The NEO's right to exercise vested stock options expires upon termination for Cause, and amounts otherwise payable under the DB SERP are subject to forfeiture at the Company's discretion. In general, a termination will be for Cause if the executive has been convicted of a felony or has engaged in gross negligence or willful misconduct in the performance of duties, material dishonesty or a material violation of Company policies, including our Code of Conduct, or bad faith actions in the performance of duties not in the best interests of the Company.

Death or Disability

If a NEO dies prior to meeting the vesting requirements under the DB SERP, no benefits are paid. As of December 31, 2019, Ms. Buck was fully vested in her DB SERP benefit and her estate would therefore be entitled to a payout of such benefits in the event of her death.

If a NEO dies or becomes disabled prior to meeting the vesting requirements under the 401(k) plan or for the Supplemental 401 (k) Match, Supplemental CRC or DC SERP benefits, the accrued amounts under those plans become vested. Messrs. Voskuil and Atkins are not fully vested in these benefits. In the event of death or disability, Messrs. Voskuil and Atkins would have received $73,758 and $184,441, respectively, as a result of vesting. Ms. West is not fully vested in her DC SERP benefit. In the event of death or disability, Ms. West would have received $376,033 as a result of vesting.

In the event of termination due to disability, long-term disability ("LTD") benefits are generally payable until age 65, but may extend longer if disability benefits begin after age 60, and are offset by other benefits such as Social Security. The maximum amount of the monthly LTD payments from all sources, assuming LTD began on December 31, 2019, is set forth in the table below:

	Long-Term Disability Benefit			
Name	Maximum Monthly Amount ($)	Years and Months Until End of LTD Benefits (#)	Total of Payments ($)	Lump Sum Benefit(1) ($)
Ms. Buck	35,000	6 years 9 months	2,835,000	37,710
Mr. Voskuil	25,000	13 years 9 months	4,125,000	267,508
Mr. Atkins	25,000	15 years 4 months	4,600,000	401,891
Mr. O'Day	25,000	1 year	300,000	181,527
Ms. West	25,000	7 years 9 months	2,325,000	778,962

(1) For Ms. Buck, the amount reflects pension plan benefits payable at age 65 that are attributable to benefit service credited during the disability period, along with additional SRC contributions through the year prior to which she reaches age 65. For the DB SERP, Ms. Buck has reached the service limit and would receive no incremental benefits in the event of her disability. For Mr. O'Day, the amount reflects 12 additional months of CRC, Supplemental CRC and DC SERP credit upon disability. For Ms. West, amounts reflect an additional two years of CRC, Supplemental CRC and DC SERP credits and vesting in the DC SERP upon disability. For Messrs. Voskuil and Atkins, amounts reflect an additional two years of CRC, Supplemental CRC and DC SERP credits and vesting in their respective 401(k) Match, CRC, Supplemental 401(k) Match, Supplemental CRC and DC SERP upon disability.

Treatment of Stock Options upon Retirement, Death or Disability

In the event of retirement, death or disability, vested stock options remain exercisable for a period of three or five years, not to exceed the option expiration date. The exercise period is based upon the terms and conditions of the individual grant. Retirement is defined as separation after attainment of age 55 with at least five years of continuous service.

Options that are not vested at the time of retirement, death or disability will generally vest in full (subject to the exception described in the following sentence) and the options will remain exercisable for three or five years following termination, depending on the terms and conditions of the grant. Options granted in the year of retirement are prorated based upon the number of full calendar months worked in that year.

The following table provides the number of unvested stock options that would have become vested and remained exercisable during the three-year or five-year periods following death or disability, or retirement if applicable, on December 31, 2019, and the value of those options based on the excess of the fair market value of our Common Stock on December 31, 2019, the last trading day of 2019, over the applicable option exercise price. As of December 31, 2019, Ms. Buck and Mr. O'Day were considered retirement eligible based on the provisions of all outstanding option awards. Because Ms. West and Mr. Atkins were not considered retirement eligible as of December 31, 2019, they would have forfeited 40,469 stock options and 9,169 stock options, respectively, upon voluntary separation. Mr. Voskuil does not have any outstanding stock options.

	Stock Options	
Name	Number(1) (#)	Value(2) ($)
Ms. Buck	114,562	5,101,275
Mr. Voskuil	—	—
Mr. Atkins	9,169	396,468
Mr. O'Day	30,409	1,387,378
Ms. West	40,469	1,817,586

(1) Represents the total number of unvested options as of December 31, 2019.

(2) Reflects the difference between $146.98, the closing price for our Common Stock on the NYSE on December 31, 2019, the last trading day of 2019, and the exercise price for each option. Options for which the exercise price exceeds $146.98 are not included in the calculations.

Treatment of RSUs upon Retirement, Death or Disability

In the event of retirement, death or disability, RSUs that are not vested will generally vest in full (subject to the exception described in the following sentence). RSUs granted in the year of retirement are prorated based upon the number of full calendar months worked in that year.

The following table provides the number of unvested RSUs that would have vested on December 31, 2019, if the executive's employment terminated that day due to death or disability. Ms. West and Messrs. Voskuil and Atkins were not considered retirement eligible as of December 31, 2019 and they would have forfeited 23,336 RSUs, 11,976 RSUs and 4,029 RSUs, respectively, upon voluntary separation.

Name	Restricted Stock Units	
	Number[1] (#)	Value[2] ($)
Ms. Buck	33,677	5,094,181
Mr. Voskuil	11,976	1,778,748
Mr. Atkins	4,029	605,143
Mr. O'Day	7,128	1,079,959
Ms. West	23,336	3,572,504

(1) Represents the total number of unvested RSUs as of December 31, 2019.

(2) Based on the closing price of $146.98 for our Common Stock on the NYSE on December 31, 2019, the last trading day of 2019, plus accrued dividend equivalents.

Treatment of PSUs upon Retirement, Death or Disability

In general, in the event of retirement, death or disability, any unvested contingent PSUs are prorated based on the number of full or partial months worked in each of the open PSU cycles. Any remaining unvested contingent PSUs not prorated are forfeited.

The following table provides the total number of contingent PSUs each NEO would be entitled to if the executive's employment ended on December 31, 2019 due to death or disability, or retirement if applicable. As of December 31, 2019, Ms. Buck and Mr. O'Day were considered retirement eligible based on the provisions of all open PSU cycles. Ms. West and Messrs. Voskuil and Atkins were not considered retirement eligible as of December 31, 2019 and they would have forfeited all of their contingent PSUs upon voluntary separation.

Name	Performance Stock Units	
	Number[1] (#)	Value[2] ($)
Ms. Buck	62,479	9,183,163
Mr. Voskuil	2,052	301,603
Mr. Atkins	4,241	623,342
Mr. O'Day	12,285	1,805,649
Ms. West	18,301	2,689,881

(1) For the 2017-2019 PSU cycle, amount reflects the total number of contingent PSUs calculated by multiplying the number of contingent target PSUs by 141.69%, the final performance score for that cycle. For the 2018-2020 and 2019-2021 PSU cycles, amount reflects the total number of contingent PSUs at target.

(2) Based on the closing price of $146.98 for our Common Stock on the NYSE on December 31, 2019, the last trading day of 2019.

Termination without Cause; Resignation for Good Reason

Under Ms. Buck's employment agreement and the EBPP 3A, as applicable, we have agreed to pay severance benefits if we terminate a NEO's active employment without Cause or if the NEO resigns from active employment for Good Reason, in each case as defined in the applicable document. Severance benefits consist of a lump sum payment calculated as a multiple of base salary as well as continued OHIP eligibility, calculated as the lower of target or actual Company performance, for a set period of time, as shown in the table below. Additionally, all NEOs would be entitled to receive a pro rata payment of the OHIP award, if any, earned for the year in which termination occurs, continuation of health and welfare benefits and financial planning and tax preparation benefits for a set period of time, as shown in the table below as well as outplacement services up to $35,000.

Plan	Benefit Entitlement			
	Severance Multiple	OHIP Continuation	Health and Welfare Benefits	Financial Planning and Tax Preparation Benefits
Ms. Buck's employment agreement and participants in EBPP 3A on or before February 22, 2011	2 times	24 months	24 months	24 months
Participants in EBPP 3A after February 22, 2011	1.5 times	18 months	18 months	18 months

If a NEO has not met retirement eligibility requirements and his or her employment is terminated for reasons other than for Cause, or if the NEO terminates for Good Reason, he or she will be eligible to exercise all vested stock options and a prorated portion of his or her unvested stock options held on the date of separation from service for a period of 120 days following separation. If the NEO is age 55 or older with five or more years of continuous service and his or her employment is terminated for reasons other than for Cause, or if the NEO terminates for Good Reason, the NEO will be entitled to exercise any vested stock options until the earlier of three or five years (based on the provisions of the individual grant) from the date of termination or the expiration of the options.

In addition, if a NEO has not met retirement eligibility requirements and his or her employment is terminated for reasons other than for Cause, or if the NEO terminates for Good Reason, the NEO will vest in a prorated portion of any unvested RSUs held on the date of separation from service.

The following table provides the incremental amounts that would have vested and become payable to each NEO had his or her employment terminated on December 31, 2019, under circumstances entitling the NEO to severance benefits as described above:

Name	Salary ($)	OHIP at Target ($)	PSU Related Payments(1) ($)	Vesting of Stock Options(1) ($)	Vesting of Restricted Stock Units(1) ($)	Value of Benefits Continuation(2) ($)	Value of Financial Planning and Outplacement(3) ($)	Total ($)
Ms. Buck	2,333,980	3,500,970	—	—	—	43,442	68,000	5,946,392
Mr. Voskuil	937,500	796,875	—	—	571,676	29,279	59,750	2,395,080
Mr. Atkins	866,250	563,063	—	175,079	301,905	29,153	59,750	1,995,200
Mr. O'Day	1,292,240	1,033,792	—	—	—	28,443	68,000	2,422,475
Ms. West	1,054,530	843,624	—	1,272,366	2,740,579	29,491	59,750	6,000,340

(1) Reflects the value of equity awards that would have vested and become payable to each NEO over and above amounts they would have received upon a voluntary termination.

(2) Reflects projected medical, dental, vision and life insurance continuation premiums paid by the Company during the applicable time period following termination.

(3) Value of maximum payment for financial planning and tax preparation continuation during the applicable time period following termination plus outplacement services of $35,000.

For information with respect to stock options, RSUs and PSUs held by each NEO as of December 31, 2019, refer to the Outstanding Equity Awards at 2019 Fiscal-Year End Table.

Change in Control

The EBPP 3A and the terms of the applicable award agreements provide for the vesting and payment of the following benefits to each of the NEOs upon a Change in Control:

- An OHIP payment for the year in which the Change in Control occurs, calculated as the greater of target or the estimated payment based on actual performance through the date of the Change in Control;
- To the extent not vested, full vesting of benefits accrued under the DB SERP and the Deferred Compensation Plan;
- To the extent not vested, full vesting of benefits under the 401(k) and pension plans;
- If not replaced with awards that qualify as Replacement Awards (as defined in the EICP), full vesting of all outstanding RSUs and stock options;
- If not replaced with awards that qualify as Replacement Awards (as defined in the EICP), a vested and non-forfeitable right to receive a lump sum cash payment equal to the target PSU grant for the performance cycle ending in the year of the Change in Control, determined based upon the greater of target or actual performance through the date of the Change in Control, with each PSU valued at the higher of (a) the highest closing price for our Common Stock during the 60 days prior to (and including the date of) the Change in Control and (b) the price at which an offer is made to purchase shares of our Common Stock from the Company's stockholders, if applicable (the higher of (a) and (b), the "Transaction Value"); and
- If not replaced with awards that qualify as Replacement Awards (as defined in the EICP), a vested and non-forfeitable right to receive a lump sum cash payment equal to the target PSU grant for the second year of the performance cycle and a prorated portion of the target PSU grant for the first year of the performance cycle at the time of the Change in Control, with each PSU valued at the higher of the Transaction Value and the highest closing price of our Common Stock from the date of the Change of Control until the earlier of the end of the applicable grant cycle or the NEO's separation from service.

Under our EICP and the terms of the applicable award agreements, awards that are continued as Replacement Awards after a Change in Control are not subject to accelerated vesting or payment upon the Change in Control. In the event of termination of employment within two years following the Change in Control for any reason other than termination for Cause or resignation without Good Reason, the replacement awards will vest and become payable as described below.

The following table and explanatory footnotes provide information with respect to the incremental amounts that would have vested and become payable on December 31, 2019, if a Change in Control occurred on that date.

Name	OHIP Related Payment(1) ($)	PSU Related Payments(2) ($)	Vesting of Stock Options(3) ($)	Vesting of Restricted Stock Units(3) ($)	Retirement and Deferred Compensation Benefits(4) ($)	Total(5) ($)
Ms. Buck	—	1,617,846	—	—	—	1,617,846
Mr. Voskuil	—	308,128	—	1,778,748	73,758	2,160,634
Mr. Atkins	—	826,781	396,468	605,143	184,441	2,012,833
Mr. O'Day	—	306,201	—	—	—	306,201
Ms. West	—	1,685,178	1,817,586	3,572,504	376,033	7,451,301

(1) For all NEOs, the amount of the OHIP award earned for 2019 was greater than target. Therefore, no incremental amount attributable to that program would have been payable upon a Change in Control.

(2) Amounts reflect vesting of PSUs awarded, as follows:

- For the performance cycle which ended on December 31, 2019, the difference between a value per PSU of $150.16, the highest closing price for our Common Stock on the NYSE during the last 60 days of 2019, and a value per PSU of $146.98, the closing price of our Common Stock on the NYSE on December 31, 2019, the last trading day of 2019;
- For the performance cycle ending December 31, 2020, at target performance, with a value per PSU of $150.16, the highest closing price for our Common Stock on the NYSE during the last 60 days of 2019; and
- For the performance cycle ending December 31, 2021, one-third of the contingent target units awarded, at target performance, with a value per PSU of $150.16, the highest closing price for our Common Stock on the NYSE during the last 60 days of 2019.

Because Mr. O'Day and Ms. Buck were retirement eligible as of December 31, 2019, as of that date they had already vested in a portion of the PSU awards for the performance cycles ending December 31, 2020 and December 31, 2021. Accordingly, with respect to these NEOs, the amount for the performance cycle ending December 31, 2020, reflects only (i) an incremental payment of the portion of the PSU award that would vest upon a Change in Control if the awards were not continued as Replacement Awards (*i.e.,* 1/3 of the total award) and (ii) an incremental benefit equal to the difference between a value per PSU of $150.16, the highest closing price of our Common Stock on the NYSE during the last 60 days of 2019, and a value per PSU of $146.98, the closing price of our Common Stock on the NYSE on December 31, 2019, the last trading day of 2019, while the amount for the performance cycle ending December 31, 2021, reflects only an incremental benefit equal to the difference between a value per PSU of $150.16 and a value per PSU of $146.98.

(3) Reflects the value of equity awards that would have vested and become payable to each NEO over and above amounts that would have already vested.

(4) Reflects the full vesting value of DB SERP benefits and more favorable early retirement discount factors as provided under the EBPP 3A. Ms. Buck is fully vested in her DB SERP benefit and the more favorable early retirement factors do not apply to the CEO, so no additional benefit is applicable. For Messrs. Voskuil and Atkins, the amount includes the vesting of their respective DC SERP benefits, 401(k), Supplemental 401(k) Match, CRC and Supplemental CRC. For Ms. West, the amount includes the vesting of her DC SERP benefit. Mr. O'Day is fully vested in his DC SERP benefit so no additional benefit is applicable.

(5) For any given executive, the total payments made in the event of a Change in Control would be reduced to the "safe harbor" limit under IRC Section 280G if such reduction would result in a greater after-tax benefit for the executive.

Termination without Cause or Resignation for Good Reason after Change in Control

If a NEO's employment is terminated by the Company without Cause or by the NEO for Good Reason within two years after a Change in Control, we pay severance benefits under the EBPP 3A to assist the NEO in transitioning to new employment. These severance benefits as of December 31, 2019, consist of:

- A lump sum cash payment equal to two (or, if less, the number of full and fractional years from the date of termination to the executive's 65th birthday, but not less than one) times:
  - The executive's base salary; and
  - The highest OHIP award payment paid or payable during the three years preceding the year of the Change in Control (but not less than the OHIP target award for the year of the termination) ("Highest OHIP");
- For replacement PSU awards, a lump sum cash payment equal to the target PSU grant for the performance cycle ending in the year of the Change in Control, determined based upon the greater of target or actual performance through the date of the Change in Control, with each PSU valued at the Transaction Value;
- For replacement PSU awards, a lump sum cash payment equal to the target PSU grant for the second year of the performance cycle and a prorated portion of the target PSU grant for the first year of the performance cycle at the time of the Change in Control, with each PSU valued at the higher of the Transaction Value and the highest closing price of our Common Stock from the date of the Change of Control until the NEO's separation from service;
- For replacement stock options and RSU awards (including accrued cash credits equivalent to dividends that would have been earned had the executive held Common Stock instead of RSUs), full vesting of all unvested stock options and RSUs;
- Continuation of medical, dental, vision and life benefits for 24 months (or, if less, the number of months until the executive attains age 65, but not less than 12 months), or payment of the value of such benefits if continuation is not permitted under the terms of the applicable plan;
- For executives who do not participate in the pension plan, a lump sum equal to the CRC rate times the sum of their base salary and Highest OHIP times the number of years in their severance period (two, or, if less, the number of full and fractional years from the date of termination to the executive's 65th birthday, but not less than one). IRS limitations imposed on the 401(k) and pension plans will not apply for this purpose;
- Outplacement services up to $35,000 and reimbursement for financial counseling and tax preparation services for two years;
- An enhanced matching contribution cash payment equal to the 401(k) matching contribution rate of 4.5% multiplied by the executive's base salary and Highest OHIP calculated as if such amounts were paid during the years in the executive's severance period. For this purpose, the IRS limitations imposed on the 401(k) plan do not apply;
- For executives who participate in the DB SERP, an enhanced benefit reflecting an additional two years of credit; and
- For executives who participate in the DC SERP, an enhanced benefit reflecting a cash payment equal to the applicable percentage rate multiplied by his or her base salary and Highest OHIP calculated as if such amounts were paid during the years in the executive's severance period.

The following table provides amounts that would have vested and become payable to each NEO over and above amounts they would have received upon a termination by the Company without Cause or by the NEO for Good Reason, assuming a Change in Control occurred and the executive's employment terminated on December 31, 2019:

Name	Lump Sum Cash Severance Payment ($)	PSU Related Payments[(1)] ($)	Vesting of Stock Options ($)	Vesting of RSUs ($)	Value of Medical and Other Benefits Continuation ($)	Value of Financial Planning and Outplace-ment ($)	Value of Enhanced DB SERP/ DC SERP and 401(k) Benefit[(2)] ($)	Total[(3)] ($)
Ms. Buck	—	1,617,846	—	—	—	—	4,250,649	5,868,495
Mr. Voskuil	578,125	308,128	—	1,207,072	10,121	8,250	462,500	2,574,196
Mr. Atkins	476,438	826,781	221,389	303,238	10,079	8,250	381,150	2,227,325
Mr. O'Day	—	306,201	—	—	—	—	234,228	540,429
Ms. West	701,382	1,685,178	545,220	831,925	10,191	8,250	519,907	4,302,053

(1) Amounts reflect vesting of PSUs awarded as described in footnote (2) to the Change in Control table.

(2) For Ms. Buck, this value reflects the amounts of enhanced DB SERP, 401(k) Match and Supplemental 401(k) Match over a 24-month period. For Ms. West and Messrs. Voskuil and Atkins, the value reflects the amounts of DC SERP, CRC, Supplemental CRC, 401(k) Match and Supplemental 401(k) Match that would have been paid had they remained employees for 24 months after their termination. For Mr. O'Day, the value reflects the amounts of DC SERP, CRC, Supplemental CRC, 401(k) Match and Supplemental 401(k) Match that would have been paid had he remained an employee for 12 months after his termination.

(3) For any given executive the total payments made in the event of termination after a Change in Control would be reduced to the "safe harbor" limit under IRC Section 280G if such reduction would result in a greater after-tax benefit for the executive.

Separation Payments under Confidential Separation Agreement and General Release

On August 16, 2018, we announced that Ms. Little, then Senior Vice President, Chief Financial Officer, had informed the Company of her intention to retire effective in the spring of 2019. In connection with her retirement, Ms. Little entered into a Confidential Separation Agreement and General Release pursuant to which she received or will receive certain payments and benefits, including the following:

- A lump sum cash separation payment equal to $1,007,850;
- Payment of her 2019 OHIP award ($658,517) and eligibility to receive a pro rata 2020 OHIP award, depending on Company performance;
- Pro-rated vesting for stock options and RSUs, which resulted in accelerated vesting of 21,471 stock options and accelerated vesting and distribution of 2,685 RSUs;
- Health and welfare benefit continuation for 18 months;
- A lump sum distribution of vested amounts under the Deferred Compensation Plan, equal to $6,531,883;
- Reimbursement for financial counseling and tax preparation for a maximum of 18 months following her separation (maximum reimbursement of $15,000 for financial counseling and $1,500 for tax preparation in 2019 and $13,750 for financial counseling and $1,375 for tax preparation in 2020); and
- Outplacement services equal to $35,000.

Under the terms of the Confidential Separation Agreement and General Release, Ms. Little remains subject to all of the terms and conditions of her ECRCA with the Company, dated as of March 3, 2015, that survive the termination of her employment with the Company. In consideration of the payments and benefits provided to Ms. Little under the Confidential Separation Agreement and General Release, she executed a release of all claims against the Company.

CEO Pay Ratio Disclosure

The annual total compensation of our CEO for fiscal year 2019 was $16,787,188. The median of the annual total compensation for all employees, excluding the CEO, for fiscal year 2019 was $38,099. As a result, we estimate that the ratio of the annual total compensation of our CEO to the annual total compensation of the median employee for fiscal year 2019 was 441 to 1.

We identified the median employee using base salary, including overtime, earned in the first nine months of 2019 for all employees, excluding our CEO, as of October 8, 2019, the second Tuesday in October in 2019. After identifying the median employee, we calculated annual total compensation for such employee using the same methodology used for calculating the total compensation of our NEOs as set forth in the Summary Compensation Table.

Equity Compensation Plan Information

The following table provides information about all of the Company's equity compensation plans as of December 31, 2019:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#) (a)	Weighted-average exercise price of outstanding options, warrants and rights ($) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (#) (c)
Equity compensation plans approved by security holders[1]			
Stock Options	2,420,461	95.50	
Performance Stock Units and Restricted Stock Units	1,089,916	N/A	
Subtotal	3,510,377	95.50	9,475,555
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	3,510,377	95.50[2]	9,475,555

(1) Includes amounts earned or paid in cash or shares of Common Stock at the election of the director or deferred by the director under the Directors' Compensation Plan. Column (a) includes stock options, PSUs and RSUs granted under the EICP. Of the securities available for future issuances under the EICP in column (c), 5,293,976 were available for awards of stock options and 4,181,579 were available for full-value awards such as PSUs, performance stock, RSUs, restricted stock and other stock-based awards. Securities available for future issuance of full-value awards may also be used for stock option awards.

(2) Weighted-average exercise price of outstanding stock options only.

PROPOSAL NO. 3 – ADVISE ON NAMED EXECUTIVE OFFICER COMPENSATION

✓ The Board of Directors unanimously recommends that stockholders vote **FOR** approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act and related SEC rules, and as required under Section 14A of the Exchange Act, we are providing stockholders an opportunity to conduct an advisory vote regarding the compensation of our NEOs as disclosed in this Proxy Statement.

Prior to submitting your vote, we encourage you to read our Compensation Discussion & Analysis and the accompanying executive compensation tables for details about our executive compensation program, including information about the 2019 compensation of our NEOs.

As discussed in more detail in the Compensation Discussion & Analysis, we believe our executive compensation program is competitive and governed by pay-for-performance principles. We emphasize compensation opportunities that reward results. Our stock ownership requirements and use of stock-based incentives reinforce the alignment of the interests of our executives with those of our long-term stockholders. In doing so, our executive compensation program supports our strategic objectives and mission.

Accordingly, we ask you to approve the following resolution at the Annual Meeting:

> "RESOLVED, that the stockholders of The Hershey Company approve, on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed in the Proxy Statement for the 2020 Annual Meeting of Stockholders pursuant to the SEC's compensation disclosure rules, including the Compensation Discussion & Analysis, the Executive Compensation Tables and the related narrative discussion."

Because your vote is advisory, it will not be binding upon the Board. However, as noted in the Compensation Discussion & Analysis, the Compensation Committee and the Board will, as deemed appropriate, take into account the outcome of the vote when considering future decisions affecting executive compensation.

The affirmative vote of at least a majority of the votes of the Common Stock and Class B Common Stock (voting together as a class) represented at the Annual Meeting, in person or by proxy, is required to approve this proposal.

CERTAIN TRANSACTIONS AND RELATIONSHIPS

Item 404 of SEC Regulation S-K requires that we disclose any transaction or series of similar transactions, or any currently proposed transaction(s), in which (i) the Company was or is to be a participant, (ii) the amount involved exceeds $120,000 and (iii) any of the following persons had or will have a direct or indirect material interest:

- Our directors or nominees for director;
- Our executive officers;
- Persons owning more than 5% of any class of our outstanding voting securities; or
- The immediate family members of any of the persons identified in the preceding three bullets.

Policies and Procedures Regarding Transactions with Related Persons

The Board has adopted a written Related Person Transaction Policy that governs the review, approval or ratification of related person transactions. The Related Person Transaction Policy may be viewed on the Investors section of our website at *www.thehersheycompany.com*.

Under the Related Person Transaction Policy, each related person transaction, and any significant amendment or modification to a related person transaction, must be reviewed and approved or ratified by a committee of our Board composed solely of independent directors who have no interest in the transaction. We refer to each such committee as a Reviewing Committee. The Related Person Transaction Policy also permits the disinterested members of the full Board to act as a Reviewing Committee.

The Board has designated the Governance Committee as the Reviewing Committee primarily responsible for the administration of the Related Person Transaction Policy. In addition, the Board has designated a special Reviewing Committee to oversee certain transactions involving the Company and Hershey Trust Company, Milton Hershey School, the Milton Hershey School Trust and companies owned by or affiliated with any of the foregoing. Finally, the Related Person Transaction Policy provides that the Compensation Committee will review and approve, or review and recommend to the Board for approval, any employment relationship or transaction involving an executive officer of the Company and any related compensation.

When reviewing, approving or ratifying a related person transaction, the Reviewing Committee will examine all material facts about the related person's interest in, or relationship to, the transaction, including the approximate dollar value of the transaction. If the related person transaction involves an outside director or nominee for director, the Reviewing Committee also may consider whether the transaction would compromise the director's status as an "independent director," "outside director" or "non-employee director" under the Board's Corporate Governance Guidelines, the NYSE Rules, the IRC or the Exchange Act.

Transactions with Hershey Trust Company, Milton Hershey School and the Milton Hershey School Trust

During 2019, there were no transactions with the Company in which any executive officer, director or nominee for director, or any of their immediate family members, had a direct or indirect material interest that would need to be disclosed pursuant to Item 404 of SEC Regulation S-K, nor were any such transactions planned.

In any given year, we may engage in certain transactions with Hershey Trust Company, Milton Hershey School, the Milton Hershey School Trust and companies owned by or affiliated with any of the foregoing. These transactions are typically immaterial, ordinary-course transactions that do not constitute related person transactions. However, from time to time we may also engage in related person transactions with Hershey Trust Company, Milton Hershey School, the Milton Hershey School Trust and/or their subsidiaries and affiliates. Under the Board's Corporate Governance Guidelines, a special Reviewing Committee composed of the independent, disinterested members of the Executive Committee must approve these transactions.

The Company was not a participant in any transactions in 2019, and there are no currently proposed transactions in 2020, with any stockholder owning more than 5% of any class of the Company's outstanding voting securities that would need to be disclosed pursuant to Item 404 of SEC Regulation S-K.

During 2019, we engaged in transactions in the ordinary course of our business with Hershey Trust Company, Milton Hershey School and companies affiliated with Hershey Trust Company, Milton Hershey School and the Milton Hershey School Trust. These transactions involved the sale and purchase of goods and services at market rates. The transactions were primarily with Hershey Entertainment & Resorts Company, a company that is owned by the Milton Hershey School Trust. All sales and purchases were made on terms and at prices we believe were generally available in the marketplace and were in amounts that were not material to us or to Hershey Entertainment & Resorts Company. Therefore, these transactions did not require approval under our Related Person Transaction Policy.

Although our transactions with Hershey Trust Company, Milton Hershey School and the companies affiliated with each of the foregoing and with the Milton Hershey School Trust (including Hershey Entertainment & Resorts Company) are either immaterial or otherwise not required to be disclosed under Item 404 of SEC Regulation S-K, because of our relationship with these entities, we have elected to disclose the aggregate amounts of our purchase and sale transactions with these entities for your information. In this regard:

- Our total sales to these entities in 2019 were approximately $1.5 million; and
- Our total purchases from these entities in 2019 were approximately $1.5 million.

We do not expect the types of transactions or the amount of payments to change materially in 2020.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Mmes. Arway, Haben and Koken and Messrs. Palmer and Perez served as members of our Compensation Committee at various times during 2019. None of the members of our Compensation Committee served as one of our officers or employees during 2019 or at any time in the past, and neither they nor any other director served as an executive officer of any entity for which any of our executive officers served as a director or member of its compensation committee.

None of the members of our Compensation Committee has a relationship with us that is required to be disclosed under Item 404 of SEC Regulation S-K.

OTHER MATTERS

Householding of Proxy Materials

The SEC has adopted rules that allow us to send in a single envelope our Notice of Internet Availability of Proxy Materials or a single copy of our proxy solicitation and other required annual meeting materials to two or more stockholders sharing the same address. We may do this only if the stockholders at that address share the same last name or if we reasonably believe that the stockholders are members of the same family. If we are sending a Notice of Internet Availability of Proxy Materials, the envelope must contain a separate notice for each stockholder at the shared address. Each Notice of Internet Availability of Proxy Materials must contain a unique control number that each stockholder will use to gain access to our proxy materials and vote online. If we are mailing a paper copy of our proxy materials, the rules require us to send each stockholder at the shared address a separate proxy card.

We believe this rule is beneficial both to our stockholders and to the Company. Our printing and postage costs are lowered anytime we eliminate duplicate mailings to the same household. However, stockholders at a shared address may revoke their consent to the householding program and receive their Notice of Internet Availability of Proxy Materials in a separate envelope, or, if they have elected to receive a full copy of our proxy materials in the mail, receive a separate copy of these materials. If you have elected to receive paper copies of our proxy materials and want to receive a separate copy of these materials for our 2020 Annual Meeting, please call our Investor Relations Department, toll free, at (800) 539-0261. If you consented to the householding program and wish to revoke your consent for future years, simply call, toll free, (866) 540-7095, or write to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717.

Information Regarding the 2021 Annual Meeting of Stockholders

The 2021 Annual Meeting of Stockholders is expected to be held on May 18, 2021. To be eligible for inclusion in the proxy materials for the 2021 Annual Meeting of Stockholders, a stockholder proposal must be received by our Secretary by no later than December 3, 2020, and must comply in all respects with applicable rules of the SEC. Stockholder proposals should be addressed to The Hershey Company, c/o Secretary, 19 East Chocolate Avenue, Hershey, Pennsylvania 17033.

A stockholder may present a proposal not included in our proxy materials from the floor of the 2021 Annual Meeting of Stockholders only if our Secretary receives notice of the proposal, along with additional information required by our by-laws, between January 12, 2021 and February 11, 2021. Notice should be addressed to The Hershey Company, c/o Secretary, 19 East Chocolate Avenue, Hershey, Pennsylvania 17033.

The notice must contain the following additional information:

- The stockholder’s name and address;
- The stockholder’s shareholdings;
- A brief description of the proposal;
- A brief description of any financial or other interest the stockholder has in the proposal; and
- Any additional information that the SEC would require if the proposal were presented in a proxy statement.

A stockholder may nominate a director from the floor of the 2021 Annual Meeting of Stockholders only if our Secretary receives notice of the nomination, along with additional information required by our by-laws, between January 12, 2021 and February 11, 2021. The notice must contain the following additional information:

- The stockholder's name and address;
- A representation that the stockholder is a holder of record of any class of our equity securities;
- A representation that the stockholder intends to make the nomination in person or by proxy at the meeting;
- A description of any arrangement the stockholder has with the individual the stockholder plans to nominate and the reason for making the nomination;
- The nominee's name, address and biographical information;
- The written consent of the nominee to serve as a director if elected;
- Any additional information regarding the nominee that the SEC would require if the nomination were included in a proxy statement regardless of whether the nomination may be included in such proxy statement; and
- Any stockholder holding 25% or more of the votes entitled to be cast at the 2021 Annual Meeting of Stockholders is not required to comply with these pre-notification requirements.

By order of the Board of Directors,

Damien Atkins
Senior Vice President,
General Counsel and Secretary

April 2, 2020

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

FORM 10-K

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

For the fiscal year ended December 31, 2019
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 1-183

HERSHEY

THE HERSHEY COMPANY
(Exact name of registrant as specified in its charter)

Delaware	**23-0691590**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

19 East Chocolate Avenue, Hershey, PA 17033
(Address of principal executive offices and Zip Code)

(717) 534-4200
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, one dollar par value	HSY	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: Class B Common Stock, one dollar par value

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

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

Large accelerated filer	☒	Accelerated filer	☐	Non-accelerated filer	☐	Smaller reporting company	☐
						Emerging growth company	☐

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

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

As of June 28, 2019 (the last business day of the registrant’s most recently completed second fiscal quarter), the aggregate market value of the voting and non-voting common equity held by non-affiliates was $19,932,748,865. Class B Common Stock is not listed for public trading on any exchange or market system. However, Class B shares are convertible into shares of Common Stock at any time on a share-for-share basis. Determination of aggregate market value assumes all outstanding shares of Class B Common Stock were converted to Common Stock as of June 28, 2019. The market value indicated is calculated based on the closing price of the Common Stock on the New York Stock Exchange on June 28, 2019 ($134.03 per share).

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date.
Common Stock, one dollar par value—148,135,834 shares, as of February 14, 2020.
Class B Common Stock, one dollar par value—61,613,777 shares, as of February 14, 2020.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Proxy Statement for the 2020 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

THE HERSHEY COMPANY
Annual Report on Form 10-K
For the Fiscal Year Ended December 31, 2019

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PART I

Item 1. *BUSINESS*

The Hershey Company was incorporated under the laws of the State of Delaware on October 24, 1927 as a successor to a business founded in 1894 by Milton S. Hershey. In this report, the terms “Hershey,” “Company,” “we,” “us” or “our” mean The Hershey Company and its wholly-owned subsidiaries and entities in which it has a controlling financial interest, unless the context indicates otherwise.

Hershey is a global confectionery leader known for bringing goodness to the world through chocolate, sweets, mints, gum and other great tasting snacks. We are the largest producer of quality chocolate in North America, a leading snack maker in the United States and a global leader in chocolate and non-chocolate confectionery. We market, sell and distribute our products under more than 80 brand names in approximately 85 countries worldwide.

Reportable Segments

Our organizational structure is designed to ensure continued focus on North America, coupled with an emphasis on profitable growth in our focus international markets. Our business is primarily organized around geographic regions, which enables us to build processes for repeatable success in our global markets. As a result, we have defined our operating segments on a geographic basis, as this aligns with how our Chief Operating Decision Maker (“CODM”) manages our business, including resource allocation and performance assessment. Our North America business, which generates approximately 89% of our consolidated revenue, is our only reportable segment. None of our other operating segments meet the quantitative thresholds to qualify as reportable segments; therefore, these operating segments are combined and disclosed below as International and Other.

- ***North America*** - This segment is responsible for our traditional chocolate and non-chocolate confectionery market position, as well as our grocery and growing snacks market positions, in the United States and Canada. This includes developing and growing our business in chocolate and non-chocolate confectionery, pantry, food service and other snacking product lines.

- ***International and Other*** - International and Other is a combination of all other operating segments that are not individually material, including those geographic regions where we operate outside of North America. We currently have operations and manufacture product in China, Mexico, Brazil, India and Malaysia, primarily for consumers in these regions, and also distribute and sell confectionery products in export markets of Asia, Latin America, Middle East, Europe, Africa and other regions. This segment also includes our global retail operations, including Hershey's Chocolate World stores in Hershey, Pennsylvania, New York City, Las Vegas, Niagara Falls (Ontario) and Singapore, as well as operations associated with licensing the use of certain of the Company's trademarks and products to third parties around the world.

Financial and other information regarding our reportable segments is provided in our Management’s Discussion and Analysis and Note 13 to the Consolidated Financial Statements.

Business Acquisitions

In September 2019, we completed the acquisition of ONE Brands, LLC ("ONE Brands"), previously a privately held company that sells a line of low-sugar, high-protein nutrition bars to retailers and distributors in the United States, with the *ONE Bar* as its primary product.

In October 2018, we completed the acquisition of Pirate Brands, which includes the *Pirate's Booty*, *Smart Puffs* and *Original Tings* brands, from B&G Foods, Inc. Pirate Brands offers baked, trans fat free and gluten free snacks and is available in a wide range of food distribution channels in the United States.

In January 2018, we completed the acquisition of all of the outstanding shares of Amplify Snack Brands, Inc. ("Amplify"), a publicly traded company based in Austin, Texas that owns several popular better-for-you snack brands such as *SkinnyPop*, *Oatmega* and *Paqui*. The acquisition enables us to capture more consumer snacking occasions by creating a broader portfolio of brands.

Products and Brands

Our principal product offerings include chocolate and non-chocolate confectionery products; gum and mint refreshment products; snack items such as popcorn, protein bars and cookies, spreads, bars and snack bites/mixes, and meat snacks; and pantry items, such as baking ingredients, toppings and beverages.

- Within our North America markets, our product portfolio includes a wide variety of chocolate offerings marketed and sold under the renowned brands of *Hershey's*, *Reese's* and *Kisses*, along with other popular chocolate and non-chocolate confectionery brands such as *Jolly Rancher*, *Almond Joy*, *Brookside, barkTHINS*, *Cadbury, Good & Plenty*, *Heath*, *Kit Kat*®, *Lancaster*, *Payday*, *Rolo*®, *Twizzlers*, *Whoppers* and *York*. We also offer premium chocolate products, primarily in the United States, through the *Scharffen Berger* and *Dagoba* brands. Our gum and mint products include *Ice Breakers* mints and chewing gum, *Breathsavers* mints and *Bubble Yum* bubble gum. Our pantry and snack items that are principally sold in North America include ready-to-eat *SkinnyPop* popcorn, baked and trans fat free *Pirate's Booty* snacks and other better-for-you snack brands such as *Oatmega, Paqui and ONE Bar,* baking products, toppings and sundae syrups sold under the *Hershey's*, *Reese's* and *Heath* brands, as well as *Hershey's* and *Reese's* chocolate spreads, snack bites and mixes, and *Krave* meat snack products.

- Within our International and Other markets, we manufacture, market and sell many of these same brands, as well as other brands that are marketed regionally, such as *Pelon Pelo Rico* confectionery products in Mexico, *IO-IO* snack products in Brazil, and *Nutrine* and *Maha Lacto* confectionery products and *Jumpin* and *Sofit* beverage products in India.

Principal Customers and Marketing Strategy

Our customers are mainly wholesale distributors, chain grocery stores, mass merchandisers, chain drug stores, vending companies, wholesale clubs, convenience stores, dollar stores, concessionaires and department stores. The majority of our customers, with the exception of wholesale distributors, resell our products to end-consumers in retail outlets in North America and other locations worldwide.

In 2019, approximately 30% of our consolidated net sales were made to McLane Company, Inc., one of the largest wholesale distributors in the United States to convenience stores, drug stores, wholesale clubs and mass merchandisers and the primary distributor of our products to Wal-Mart Stores, Inc.

The foundation of our marketing strategy is our strong brand equities, product innovation and the consistently superior quality of our products. We devote considerable resources to the identification, development, testing, manufacturing and marketing of new products. We utilize a variety of promotional programs directed towards our customers, as well as advertising and promotional programs for consumers of our products, to stimulate sales of certain products at various times throughout the year.

In conjunction with our sales and marketing efforts, our efficient product distribution network helps us maintain sales growth and provide superior customer service by facilitating the shipment of our products from our manufacturing plants to strategically located distribution centers. We primarily use common carriers to deliver our products from these distribution points to our customers.

Raw Materials and Pricing

Cocoa products, including cocoa liquor, cocoa butter and cocoa powder processed from cocoa beans, are the most significant raw materials we use to produce our chocolate products. These cocoa products are purchased directly from third-party suppliers, who source cocoa beans that are grown principally in Far Eastern, West African, Central and South American regions. West Africa accounts for approximately 70% of the world's supply of cocoa beans.

Adverse weather, crop disease, political unrest and other problems in cocoa-producing countries have caused price fluctuations in the past, but have never resulted in the total loss of a particular producing country's cocoa crop and/or exports. In the event that a significant disruption occurs in any given country, we believe cocoa from other producing countries and from current physical cocoa stocks in consuming countries would provide a significant supply buffer.

Our trading company in Switzerland performs all aspects of cocoa procurement, including price risk management, physical supply procurement and sustainable sourcing oversight. The trading company was implemented to optimize the supply chain for our cocoa requirements, with a strategic focus on gaining real time access to cocoa market intelligence. It also provides us with the ability to recruit and retain world class commodities traders and procurement professionals and enables enhanced collaboration with commodities trade groups, the global cocoa community and sustainable sourcing resources.

We also use substantial quantities of sugar, Class II and IV dairy products, peanuts, almonds and energy in our production process. Most of these inputs for our domestic and Canadian operations are purchased from suppliers in the United States. For our international operations, inputs not locally available may be imported from other countries.

We change prices and weights of our products when necessary to accommodate changes in input costs, the competitive environment and profit objectives, while at the same time maintaining consumer value. Price increases and weight changes help to offset increases in our input costs, including raw and packaging materials, fuel, utilities, transportation costs and employee benefits. When we implement price increases, there is usually a time lag between the effective date of the list price increases and the impact of the price increases on net sales, in part because we typically honor previous commitments to planned consumer and customer promotions and merchandising events subsequent to the effective date of the price increases. In addition, promotional allowances may be increased subsequent to the effective date, delaying or partially offsetting the impact of price increases on net sales.

Competition

Many of our confectionery brands enjoy wide consumer acceptance and are among the leading brands sold in the marketplace in North America and certain markets in Latin America. We sell our brands in highly competitive markets with many other global multinational, national, regional and local firms. Some of our competitors are large companies with significant resources and substantial international operations. Competition in our product categories is based on product innovation, product quality, price, brand recognition and loyalty, effectiveness of marketing and promotional activity, the ability to identify and satisfy consumer preferences, as well as convenience and service. We have also experienced increased competition from other snack items, which we are focused on expanding the boundaries of our core confection brands to capture new snacking occasions.

Working Capital, Seasonality and Backlog

Our sales are typically higher during the third and fourth quarters of the year, representing seasonal and holiday-related sales patterns. We manufacture primarily for stock and typically fill customer orders within a few days of receipt. Therefore, the backlog of any unfilled orders is not material to our total annual sales. Additional information relating to our cash flows from operations and working capital practices is provided in our Management's Discussion and Analysis.

Trademarks, Service Marks and License Agreements

We own various registered and unregistered trademarks and service marks. The trademarks covering our key product brands are of material importance to our business. We follow a practice of seeking trademark protection in the United States and other key international markets where our products are sold. We also grant trademark licenses to third parties to produce and sell pantry items, flavored milks and various other products primarily under the *Hershey's* and *Reese's* brand names.

Furthermore, we have rights under license agreements with several companies to manufacture and/or sell and distribute certain products. Our rights under these agreements are extendible on a long-term basis at our option. Our most significant licensing agreements are as follows:

Company	Brand	Location	Requirements
Kraft Foods Ireland Intellectual Property Limited/Cadbury UK Limited	*York* *Peter Paul Almond Joy* *Peter Paul Mounds*	Worldwide	None
Cadbury UK Limited	*Cadbury* *Caramello*	United States	Minimum sales requirement exceeded in 2019
Société des Produits Nestlé SA	*Kit Kat®* *Rolo®*	United States	Minimum unit volume sales exceeded in 2019
Iconic IP Interests, LLC	*Good & Plenty* *Heath* *Jolly Rancher* *Milk Duds* *Payday* *Whoppers*	Worldwide	None

Research and Development

We engage in a variety of research and development activities in a number of countries, including the United States, Mexico, Brazil, India and China. We develop new products, improve the quality of existing products, improve and modernize production processes, and develop and implement new technologies to enhance the quality and value of both current and proposed product lines. Information concerning our research and development expense is contained in Note 1 to the Consolidated Financial Statements.

Food Quality and Safety Regulation

The manufacture and sale of consumer food products is highly regulated. In the United States, our activities are subject to regulation by various government agencies, including the Food and Drug Administration, the Department of Agriculture, the Federal Trade Commission, the Department of Commerce and the Environmental Protection Agency, as well as various state and local agencies. Similar agencies also regulate our businesses outside of the United States.

We believe our Product Excellence Program provides us with an effective product quality and safety program. This program is integral to our global supply chain platform and is intended to ensure that all products we purchase, manufacture and distribute are safe, are of high quality and comply with applicable laws and regulations.

Through our Product Excellence Program, we evaluate our supply chain including ingredients, packaging, processes, products, distribution and the environment to determine where product quality and safety controls are necessary. We identify risks and establish controls intended to ensure product quality and safety. Various government agencies and third-party firms as well as our quality assurance staff conduct audits of all facilities that manufacture our products to assure effectiveness and compliance with our program and applicable laws and regulations.

Environmental Considerations

Beyond ordinary course operating and capital expenditures we make to comply with environmental laws and regulations, we have made a number of commitments to protect and reduce our impact on the environment in recent years, including efforts to protect forests and forested habitats and reduce emissions across our supply chain. The annual operating and capital expenditures associated with these ordinary course payments and additional commitments are not material with respect to our results of operations, capital expenditures or competitive position.

Employees

As of December 31, 2019, the Company employed approximately 14,520 full-time and 1,620 part-time employees worldwide. Collective bargaining agreements covered approximately 5,500 employees, or approximately 34% of the Company's employees worldwide. During 2020, agreements will be negotiated for certain employees at three facilities outside of the United States and one United States facility, comprising approximately 74% of total employees under collective bargaining agreements. We believe that our employee relations are generally good.

Financial Information by Geographic Area

Our principal operations and markets are located in the United States. The percentage of total consolidated net sales for our businesses outside of the United States was 15.8% for 2019, 16.1% for 2018 and 16.7% for 2017. The percentage of total long-lived assets outside of the United States was 20.2% as of December 31, 2019 and 21.7% as of December 31, 2018.

Sustainability

The Hershey Company's commitment to sustainability started with our founder's belief in responsible citizenship. He was a purpose-driven leader who believed we could use chocolate to create goodness in the world. This belief resulted in strong investment in local communities and the establishment of the Milton Hershey School for disadvantaged kids. We continue that legacy today through our sustainability strategy "The Shared Goodness Promise" by operating the business with sustainable practices, sourcing ingredients responsibly, protecting our environment, making a difference in our communities and helping kids globally reach their full potential. To learn more about our sustainability goals, progress and initiatives, you can access our full Sustainability Report at https://www.thehersheycompany.com/en_us/sustainability.html.

Available Information

The Company's website address is www.thehersheycompany.com. We file or furnish annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission ("SEC"). You may obtain a copy of any of these reports, free of charge, from the Investors section of our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC maintains an Internet site that also contains these reports at: www.sec.gov. In addition, copies of the Company's annual report will be made available, free of charge, on written request to the Company.

We have a Code of Conduct that applies to our Board of Directors ("Board") and all Company officers and employees, including, without limitation, our Chief Executive Officer and "senior financial officers" (including the Chief Financial Officer, Chief Accounting Officer and persons performing similar functions). You can obtain a copy of our Code of Conduct, as well as our Corporate Governance Guidelines and charters for each of the Board's standing committees, from the Investors section of our website. If we change or waive any portion of the Code of Conduct that applies to any of our directors, executive officers or senior financial officers, we will post that information on our website.

Item 1A. *RISK FACTORS*

Cautionary Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K, including the exhibits hereto and the information incorporated by reference herein, contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to risks and uncertainties. Other than statements of historical fact, information regarding activities, events and developments that we expect or anticipate will or may occur in the future, including, but not limited to, information relating to our future growth and profitability targets and strategies designed to increase total shareholder value, are forward-looking statements based on management’s estimates, assumptions and projections. Forward-looking statements also include, but are not limited to, statements regarding our future economic and financial condition and results of operations, the plans and objectives of management and our assumptions regarding our performance and such plans and objectives. Many of the forward-looking statements contained in this document may be identified by the use of words such as “intend,” “believe,” “expect,” “anticipate,” “should,” “planned,” “projected,” “estimated” and “potential,” among others. Forward-looking statements contained in this Annual Report on Form 10-K are predictions only and actual results could differ materially from management’s expectations due to a variety of factors, including those described below. All forward-looking statements attributable to us or persons working on our behalf are expressly qualified in their entirety by such risk factors. The forward-looking statements that we make in this Annual Report on Form 10-K are based on management’s current views and assumptions regarding future events and speak only as of their dates. We assume no obligation to update developments of these risk factors or to announce publicly any revisions to any of the forward-looking statements that we make, or to make corrections to reflect future events or developments, except as required by the federal securities laws.

Our Company’s reputation or brand image might be impacted as a result of issues or concerns relating to the quality and safety of our products, ingredients or packaging, human and workplace rights, and other environmental, social or governance matters, which in turn could negatively impact our operating results.

In order to sell our iconic, branded products, we need to maintain a good reputation with our customers, consumers, suppliers, vendors and employees, among others. Issues related to the quality and safety of our products, ingredients or packaging could jeopardize our Company’s image and reputation. Negative publicity related to these types of concerns, or related to product contamination or product tampering, whether valid or not, could decrease demand for our products or cause production and delivery disruptions. We may need to recall products if any of our products become unfit for consumption, and we could potentially be subject to litigation or government actions, which could result in payments of fines or damages. In addition, negative publicity related to our environmental, social or governance practices could also impact our reputation with customers, consumers, suppliers and vendors. Costs associated with these potential actions, as well as the potential impact on our ability to sell our products, could negatively affect our operating results.

Increases in raw material and energy costs along with the availability of adequate supplies of raw materials could affect future financial results.

We use many different commodities for our business, including cocoa products, sugar, corn products, dairy products, peanuts, almonds, natural gas and diesel fuel.

Commodities are subject to price volatility and changes in supply caused by numerous factors, including:

- Commodity market fluctuations;
- Currency exchanges rates;
- Imbalances between supply and demand;
- The effect of weather on crop yield and quality;
- Speculative influences;
- Trade agreements among producing and consuming nations;
- Supplier compliance with commitments;
- Import/export requirements for raw materials and finished goods;
- Political unrest in producing countries; and
- Changes in governmental agricultural programs and energy policies.

Although we use forward contracts and commodity futures and options contracts where possible to hedge commodity prices, commodity price increases ultimately result in corresponding increases in our raw material and energy costs. If we are unable to offset cost increases for major raw materials and energy, there could be a negative impact on our financial condition and results of operations.

Price increases may not be sufficient to offset cost increases and maintain profitability or may result in sales volume declines associated with pricing elasticity.

We may be able to pass some or all raw material, energy and other input cost increases to customers by increasing the selling prices of our products or decreasing the size of our products; however, higher product prices or decreased product sizes may also result in a reduction in sales volume and/or consumption. If we are not able to increase our selling prices or reduce product sizes sufficiently, or in a timely manner, to offset increased raw material, energy or other input costs, including packaging, freight, direct labor, overhead and employee benefits, or if our sales volume decreases significantly, there could be a negative impact on our financial condition and results of operations.

Market demand for new and existing products could decline.

We operate in highly competitive markets and rely on continued demand for our products. To generate revenues and profits, we must sell products that appeal to our customers and to consumers. Our continued success is impacted by many factors, including the following:

- Effective retail execution;
- Appropriate advertising campaigns and marketing programs;
- Our ability to secure adequate shelf space at retail locations;
- Our ability to drive sustainable innovation and maintain a strong pipeline of new products in the confectionery and broader snacking categories;
- Changes in product category consumption;
- Our response to consumer demographics and trends, including but not limited to, trends relating to store trips and the impact of the growing digital commerce channel; and
- Consumer health concerns, including obesity and the consumption of certain ingredients.

There continues to be competitive product and pricing pressures in the markets where we operate, as well as challenges in maintaining profit margins. We must maintain mutually beneficial relationships with our key customers, including retailers and distributors, to compete effectively. Our largest customer, McLane Company, Inc., accounted for approximately 30% of our total net sales in 2019. McLane Company, Inc. is one of the largest wholesale distributors in the United States to convenience stores, drug stores, wholesale clubs and mass merchandisers, including Wal-Mart Stores, Inc.

Increased marketplace competition could hurt our business.

The global confectionery packaged goods industry is intensely competitive and consolidation in this industry continues. Some of our competitors are large companies that have significant resources and substantial international operations. We continue to experience increased levels of in-store activity for other snack items, which has pressured confectionery category growth. In order to protect our existing market share or capture increased market share in this highly competitive retail environment, we may be required to increase expenditures for promotions and advertising, and must continue to introduce and establish new products. Due to inherent risks in the marketplace associated with advertising and new product introductions, including uncertainties about trade and consumer acceptance, increased expenditures may not prove successful in maintaining or enhancing our market share and could result in lower sales and profits. In addition, we may incur increased credit and other business risks because we operate in a highly competitive retail environment.

Disruption to our manufacturing operations or supply chain could impair our ability to produce or deliver finished products, resulting in a negative impact on our operating results.

Approximately 70% of our manufacturing capacity is located in the United States. Disruption to our global manufacturing operations or our supply chain could result from, among other factors, the following:

- Natural disaster;
- Pandemic outbreak of disease;
- Weather;
- Fire or explosion;
- Terrorism or other acts of violence;
- Labor strikes or other labor activities;
- Unavailability of raw or packaging materials;
- Operational and/or financial instability of key suppliers, and other vendors or service providers; and
- Suboptimal production planning which could impact our ability to cost-effectively meet product demand.

We believe that we take adequate precautions to mitigate the impact of possible disruptions. We have strategies and plans in place to manage disruptive events if they were to occur, including our global supply chain strategies and our principle-based global labor relations strategy. If we are unable, or find that it is not financially feasible, to effectively plan for or mitigate the potential impacts of such disruptive events on our manufacturing operations or supply chain, our financial condition and results of operations could be negatively impacted if such events were to occur.

Our financial results may be adversely impacted by the failure to successfully execute or integrate acquisitions, divestitures and joint ventures.

From time to time, we may evaluate potential acquisitions, divestitures or joint ventures that align with our strategic objectives. The success of such activity depends, in part, upon our ability to identify suitable buyers, sellers or business partners; perform effective assessments prior to contract execution; negotiate contract terms; and, if applicable, obtain government approval. These activities may present certain financial, managerial, staffing and talent, and operational risks, including diversion of management's attention from existing core businesses; difficulties integrating or separating businesses from existing operations; and challenges presented by acquisitions or joint ventures which may not achieve sales levels and profitability that justify the investments made. If the acquisitions, divestitures or joint ventures are not successfully implemented or completed, there could be a negative impact on our financial condition, results of operations and cash flows.

We completed the acquisitions of ONE Brands, LLC in September 2019, Pirate Brands in October 2018 and Amplify Snack Brands, Inc. in January 2018, respectively. While we believe significant operating synergies can be obtained in connection with these acquisitions, achievement of these synergies will be driven by our ability to successfully leverage Hershey's resources, expertise, capability-building, distribution locations and customer base. In addition, these acquisitions are important steps in our journey to expand our breadth in snacking, as they should enable us to bring scale and category management capabilities to a key sub-segment of the warehouse snack aisle. If we are unable to successfully couple Hershey's scale and expertise in brand building with ONE Brands, Pirate Brands and Amplify's existing operations, it may impact our ability to expand our snacking footprint at our desired pace.

Changes in governmental laws and regulations could increase our costs and liabilities or impact demand for our products.

Changes in laws and regulations and the manner in which they are interpreted or applied may alter our business environment. These negative impacts could result from changes in food and drug laws, laws related to advertising and marketing practices, accounting standards, taxation requirements, competition laws, employment laws, import/export requirements and environmental laws, among others. It is possible that we could become subject to additional liabilities in the future resulting from changes in laws and regulations that could result in an adverse effect on our financial condition and results of operations.

Political, economic and/or financial market conditions could negatively impact our financial results.

Our operations are impacted by consumer spending levels and impulse purchases which are affected by general macroeconomic conditions, consumer confidence, employment levels, the availability of consumer credit and interest rates on that credit, consumer debt levels, energy costs and other factors. Volatility in food and energy costs, sustained global recessions, broad political instability, rising unemployment, pandemic outbreak of disease, weather, natural and other disasters and declines in personal spending could adversely impact our revenues, profitability and financial condition.

Changes in financial market conditions may make it difficult to access credit markets on commercially acceptable terms, which may reduce liquidity or increase borrowing costs for our Company, our customers and our suppliers. A significant reduction in liquidity could increase counterparty risk associated with certain suppliers and service providers, resulting in disruption to our supply chain and/or higher costs, and could impact our customers, resulting in a reduction in our revenue, or a possible increase in bad debt expense.

Our international operations may not achieve projected growth objectives, which could adversely impact our overall business and results of operations.

In 2019, 2018 and 2017, respectively, we derived approximately 16%, 16% and 17% of our net sales from customers located outside of the United States. Additionally, approximately 20% of our total long-lived assets were located outside of the United States as of December 31, 2019. As part of our strategy, we have made investments outside of the United States, particularly in Canada, China, Malaysia, Mexico, Brazil and India. As a result, we are subject to risks and uncertainties relating to international sales and operations, including:

- Unforeseen global economic and environmental changes resulting in business interruption, supply constraints, inflation, deflation or decreased demand;
- Inability to establish, develop and achieve market acceptance of our global brands in international markets;
- Difficulties and costs associated with compliance and enforcement of remedies under a wide variety of complex laws, treaties and regulations;
- Unexpected changes in regulatory environments;
- Political and economic instability, including the possibility of civil unrest, terrorism, mass violence or armed conflict;
- Nationalization of our properties by foreign governments;
- Tax rates that may exceed those in the United States and earnings that may be subject to withholding requirements and incremental taxes upon repatriation;
- Potentially negative consequences from changes in tax laws;
- The imposition of tariffs, quotas, trade barriers, other trade protection measures and import or export licensing requirements;
- Increased costs, disruptions in shipping or reduced availability of freight transportation;
- The impact of currency exchange rate fluctuations between the U.S. dollar and foreign currencies;
- Failure to gain sufficient profitable scale in certain international markets resulting in an inability to cover manufacturing fixed costs or resulting in losses from impairment or sale of assets; and
- Failure to recruit, retain and build a talented and engaged global workforce.

If we are not able to achieve our projected international growth objectives and mitigate the numerous risks and uncertainties associated with our international operations, there could be a negative impact on our financial condition and results of operations.

Disruptions, failures or security breaches of our information technology infrastructure could have a negative impact on our operations.

Information technology is critically important to our business operations. We use information technology to manage all business processes including manufacturing, financial, logistics, sales, marketing and administrative functions. These processes collect, interpret and distribute business data and communicate internally and externally with employees, suppliers, customers and others.

We are regularly the target of attempted cyber and other security threats. Therefore, we continuously monitor and update our information technology networks and infrastructure to prevent, detect, address and mitigate the risk of unauthorized access, misuse, computer viruses and other events that could have a security impact. We invest in industry standard security technology to protect the Company's data and business processes against risk of data security breach and cyber attack. Our data security management program includes identity, trust, vulnerability and threat management business processes as well as adoption of standard data protection policies. We measure our data security effectiveness through industry accepted methods and remediate significant findings. Additionally, we certify our major technology suppliers and any outsourced services through accepted security certification standards. We maintain and routinely test backup systems and disaster recovery, along with external network security penetration testing by an independent third party as part of our business continuity preparedness. We also have processes in place to prevent disruptions resulting from the implementation of new software and systems of the latest technology.

While we have been subject to cyber attacks and other security breaches, these incidents did not have a significant impact on our business operations. We believe our security technology tools and processes provide adequate measures of protection against security breaches and in reducing cybersecurity risks. Nevertheless, despite continued vigilance in these areas, disruptions in or failures of information technology systems are possible and could have a negative impact on our operations or business reputation. Failure of our systems, including failures due to cyber attacks that would prevent the ability of systems to function as intended, could cause transaction errors, loss of customers and sales, and could have negative consequences to our Company, our employees and those with whom we do business. This in turn could have a negative impact on our financial condition and results or operations. In addition, the cost to remediate any damages to our information technology systems suffered as a result of a cyber attack could be significant.

We might not be able to hire, engage and retain the talented global workforce we need to drive our growth strategies.

Our future success depends upon our ability to identify, hire, develop, engage and retain talented personnel across the globe. Competition for global talent is intense, and we might not be able to identify and hire the personnel we need to continue to evolve and grow our business. In particular, if we are unable to hire the right individuals to fill new or existing senior management positions as vacancies arise, our business performance may be impacted.

Activities related to identifying, recruiting, hiring and integrating qualified individuals require significant time and attention. We may also need to invest significant amounts of cash and equity to attract talented new employees, and we may never realize returns on these investments.

In addition to hiring new employees, we must continue to focus on retaining and engaging the talented individuals we need to sustain our core business and lead our developing businesses into new markets, channels and categories. This may require significant investments in training, coaching and other career development and retention activities. If we are not able to effectively retain and grow our talent, our ability to achieve our strategic objectives will be adversely affected, which may impact our financial condition and results of operations.

We may not fully realize the expected costs savings and/or operating efficiencies associated with our strategic initiatives or restructuring programs, which may have an adverse impact on our business.

We depend on our ability to evolve and grow, and as changes in our business environment occur, we may adjust our business plans by introducing new strategic initiatives or restructuring programs to meet these changes. Recently introduced strategic initiatives include our efforts to continue to expand our presence in digital commerce, to transform our manufacturing, commercial and corporate operations through digital technologies and to enhance our data analytics capabilities to develop new commercial insights. If we are not able to capture our share of the expanding digital commerce market, if we do not adequately leverage technology to improve operating efficiencies or if we are unable to develop the data analytics capabilities needed to generate actionable commercial insights, our business performance may be impacted, which may negatively impact our financial condition and results of operations.

Additionally, from time to time we implement business realignment activities to support key strategic initiatives designed to maintain long-term sustainable growth, such as the Margin for Growth Program we commenced in the first quarter of 2017. These programs are intended to increase our operating effectiveness and efficiency, to reduce our costs and/or to generate savings that can be reinvested in other areas of our business. We cannot guarantee that we will be able to successfully implement these strategic initiatives and restructuring programs, that we will achieve or sustain the intended benefits under these programs, or that the benefits, even if achieved, will be adequate to meet our long-term growth and profitability expectations, which could in turn adversely affect our business.

Complications with the design or implementation of our new enterprise resource planning system could adversely impact our business and operations.

We rely extensively on information systems and technology to manage our business and summarize operating results. We are in the process of a multi-year implementation of a new global enterprise resource planning ("ERP") system. This ERP system will replace our existing operating and financial systems. The ERP system is designed to accurately maintain the Company's financial records, enhance operational functionality and provide timely information to the Company's management team related to the operation of the business. The ERP system implementation process has required, and will continue to require, the investment of significant personnel and financial resources. We may not be able to successfully implement the ERP system without experiencing delays, increased costs and other difficulties. If we are unable to successfully design and implement the new ERP system as planned, our financial positions, results of operations and cash flows could be negatively impacted. Additionally, if we do not effectively implement the ERP system as planned or the ERP system does not operate as intended, the effectiveness of our internal control over financial reporting could be adversely affected or our ability to assess those controls adequately could be delayed.

Item 1B. *UNRESOLVED STAFF COMMENTS*

None.

Item 2. ***PROPERTIES***

Our principal properties include the following:

Country	Location	Type	Status (Own/Lease)
United States	Hershey, Pennsylvania (2 principal plants)	Manufacturing—confectionery products and pantry items	Own
	Lancaster, Pennsylvania	Manufacturing—confectionery products	Own
	Hazleton, Pennsylvania	Manufacturing—confectionery products	Own
	Robinson, Illinois	Manufacturing—confectionery products and pantry items	Own
	Stuarts Draft, Virginia	Manufacturing—confectionery products and pantry items	Own
	Edwardsville, Illinois	Distribution	Own
	Palmyra, Pennsylvania	Distribution	Own
	Ogden, Utah	Distribution	Own
	Kennesaw, Georgia	Distribution	Lease
	New York, New York	Retail	Lease
Canada	Brantford, Ontario	Distribution	Lease
Mexico	Monterrey, Mexico	Manufacturing—confectionery products	Own
	El Salto, Mexico	Manufacturing—confectionery products and pantry items	Own
Malaysia	Johor, Malaysia	Manufacturing—confectionery products	Own

In addition to the locations indicated above, we also own or lease several other properties and buildings worldwide which we use for manufacturing, sales, distribution and administrative functions. Our facilities are well maintained and generally have adequate capacity to accommodate seasonal demands, changing product mixes and certain additional growth. We regularly improve our facilities to incorporate the latest technologies. The largest facilities are located in Hershey, Lancaster and Hazleton, Pennsylvania; Monterrey and El Salto, Mexico; and Stuarts Draft, Virginia. The U.S., Canada and Mexico facilities in the table above primarily support our North America segment, while the Malaysia facility primarily serve our International and Other segment. As discussed in Note 13 to the Consolidated Financial Statements, we do not manage our assets on a segment basis given the integration of certain manufacturing, warehousing, distribution and other activities in support of our global operations.

Item 3. ***LEGAL PROCEEDINGS***

The Company is subject to certain legal proceedings and claims arising out of the ordinary course of our business, which cover a wide range of matters including trade regulation, product liability, advertising, contracts, environmental issues, patent and trademark matters, labor and employment matters and tax. While it is not feasible to predict or determine the outcome of such proceedings and claims with certainty, in our opinion these matters, both individually and in the aggregate, are not expected to have a material effect on our financial condition, results of operations or cash flows.

Item 4. ***MINE SAFETY DISCLOSURES***

Not applicable.

SUPPLEMENTAL ITEM. INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The executive officers of the Company, their positions and, as of February 14, 2020, their ages are set forth below.

Name	Age	Positions Held During the Last Five Years
Damien Atkins [1]	49	Senior Vice President, General Counsel and Secretary (August 2018)
Michele G. Buck	58	Chairman of the Board, President and Chief Executive Officer (October 2019); President and Chief Executive Officer (March 2017); Executive Vice President, Chief Operating Officer (June 2016); President, North America (May 2013)
Terence L. O'Day [2]	70	Senior Vice President, Chief Technology and Data Officer (June 2019); Senior Vice President, Chief Product Supply and Technology Officer (March 2017); Senior Vice President, Chief Supply Chain Officer (May 2013)
Charles R. Raup	52	President, U.S. (January 2020); Vice President, U.S. CMG (June 2018); Vice President and General Manager, Chocolate (August 2017); Vice President and General Manager, Mexico (October 2015); Vice President, Emerging Brands (November 2014)
Jason Reiman	48	Senior Vice President, Chief Supply Chain Officer (June 2019); Vice President, Supply Chain Operations (August 2018); Vice President, US Supply Chain Operations (July 2017); Vice President, International Operations (May 2017); Vice President, AEMA Supply Chain Operations (October 2015); President, Global Logistics Excellence (January 2013)
Kristen J. Riggs	41	Senior Vice President, Chief Growth Officer (January 2020); Vice President, Innovation and Strategic Growth Platforms (September 2019); Vice President, Commercial Planning (June 2018); Vice President, Brand Commercialization (July 2017); Senior Director, Reese's (October 2015); Team Lead, Sam's Club (September 2013)
Christopher M. Scalia	44	Senior Vice President, Chief Human Resources Officer (January 2020); Vice President, Global Human Resources (March 2018); Vice President, Talent, HR Operations and Analytics (December 2014)
Steven E. Voskuil [3]	51	Senior Vice President, Chief Financial Officer and Chief Accounting Officer (November 2019); Senior Vice President, Chief Financial Officer (May 2019)

There are no family relationships among any of the above-named officers of our Company.

(1) Mr. Atkins was elected Senior Vice President, General Counsel and Secretary effective August 13, 2018. Prior to joining our Company he was General Counsel and Corporate Secretary at Panasonic Corporation of North America, Inc. (May 2015) and Senior Vice President, Deputy General Counsel (Corporate) and Chief Compliance Officer at AOL, Inc. (July 2010).

(2) On December 18, 2019, the Company announced the planned retirement of Mr. O'Day, to be effective March 31, 2020.

(3) Mr. Voskuil was elected Senior Vice President, Chief Financial Officer effective May 13, 2019. Prior to joining our Company he was Senior Vice President and Chief Financial Officer at Avanos Medical, Inc. (November 2014).

Our Executive Officers are generally elected each year at the organization meeting of the Board in May.

PART II

Item 5. *MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES*

Our Common Stock is listed and traded principally on the New York Stock Exchange under the ticker symbol "HSY." The Class B Common Stock ("Class B Stock") is not publicly traded.

The closing price of our Common Stock on December 31, 2019, was $146.98. There were 25,773 stockholders of record of our Common Stock and 6 stockholders of record of our Class B Stock as of December 31, 2019.

We paid $610.3 million in cash dividends on our Common Stock and Class B Stock in 2019 and $562.5 million in 2018. The annual dividend rate on our Common Stock in 2019 was $2.990 per share.

Information regarding dividends paid and the quarterly high and low market prices for our Common Stock and dividends paid for our Class B Stock for the two most recent fiscal years is disclosed in Note 19 to the Consolidated Financial Statements.

On January 28, 2020, our Board declared a quarterly dividend of $0.773 per share of Common Stock payable on March 16, 2020, to stockholders of record as of February 21, 2020. It is the Company's 361st consecutive quarterly Common Stock dividend. A quarterly dividend of $0.702 per share of Class B Stock also was declared.

Unregistered Sales of Equity Securities and Use of Proceeds

None.

Issuer Purchases of Equity Securities

In October 2017, our Board approved a $100 million share repurchase authorization. This program was completed in the first quarter of 2019. In July 2018, our Board of Directors approved an additional $500 million share repurchase authorization, to commence after the existing 2017 authorization was completed. As of December 31, 2019, approximately $410 million remained available for repurchases of our Common Stock under this program. The share repurchase program does not have an expiration date.

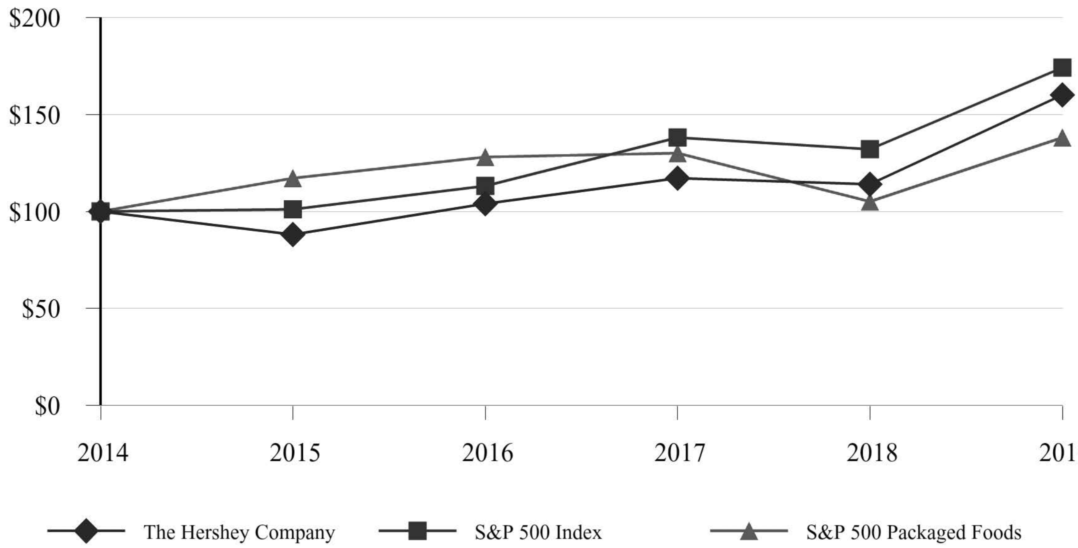
In August 2017, the Company entered into a Stock Purchase Agreement with Hershey Trust Company, as trustee for the Milton Hershey School Trust (the "Trust"), pursuant to which the Company agreed to purchase 1,500,000 shares of the Company's common stock from the Trust at a price equal to $106.01 per share, for a total purchase price of $159 million.

In November 2018, the Company entered into a Stock Purchase Agreement with Hershey Trust Company, as trustee for the Trust, pursuant to which the Company agreed to purchase 450,000 shares of the Company's common stock from the Trust at a price equal to $106.30 per share, for a total purchase price of $47.8 million.

Stockholder Return Performance Graph

The following graph compares our cumulative total stockholder return (Common Stock price appreciation plus dividends, on a reinvested basis) over the last five fiscal years with the Standard & Poor's 500 Index and the Standard & Poor's Packaged Foods Index.

Comparison of 5 Year Cumulative Total Return*
Among The Hershey Company, the S&P 500 Index,
and the S&P Packaged Foods Index



*$100 invested on December 31, 2014 in stock or index, including reinvestment of dividends.

	December 31,					
Company/Index	**2014**	**2015**	**2016**	**2017**	**2018**	**2019**
The Hershey Company	$ 100	$ 88	$ 104	$ 117	$ 114	$ 160
S&P 500 Index	$ 100	$ 101	$ 113	$ 138	$ 132	$ 174
S&P 500 Packaged Foods Index	$ 100	$ 117	$ 128	$ 130	$ 105	$ 138

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

Item 6. *SELECTED FINANCIAL DATA*

FIVE-YEAR CONSOLIDATED FINANCIAL SUMMARY

(All dollar and share amounts in thousands except market price and per share statistics)

		2019	2018	2017	2016	2015
Summary of Operations						
Net Sales	$	7,986,252	7,791,069	7,515,426	7,440,181	7,386,626
Cost of Sales	$	4,363,774	4,215,744	4,060,050	4,270,642	4,000,071
Selling, Marketing and Administrative	$	1,905,929	1,874,829	1,885,492	1,891,305	1,945,361
Goodwill, Long-Lived & Intangible Asset Impairment Charges	$	112,485	57,729	208,712	4,204	280,802
Business Realignment Costs	$	8,112	19,103	47,763	18,857	84,628
Interest Expense, Net	$	144,125	138,837	98,282	90,143	105,773
Provision for Income Taxes	$	234,032	239,010	354,131	379,437	388,896
Net Income Attributable to The Hershey Company	$	1,149,692	1,177,562	782,981	720,044	512,951
Net Income Per Share:						
—Basic—Common Stock	$	5.64	5.76	3.79	3.45	2.40
—Diluted—Common Stock	$	5.46	5.58	3.66	3.34	2.32
—Basic—Class B Stock	$	5.12	5.24	3.44	3.15	2.19
—Diluted—Class B Stock	$	5.10	5.22	3.44	3.14	2.19
Weighted-Average Shares Outstanding:						
—Basic—Common Stock		148,841	149,379	151,625	153,519	158,471
—Basic—Class B Stock		60,614	60,614	60,620	60,620	60,620
—Diluted—Common Stock		210,702	210,989	213,742	215,304	220,651
Dividends Paid on Common Stock	$	445,618	412,491	387,466	369.292	352,953
Per Share	$	2.990	2.756	2.548	2.402	2.236
Dividends Paid on Class B Stock	$	164,627	151,789	140,394	132,394	123,179
Per Share	$	2.716	2.504	2.316	2.184	2.032
Depreciation	$	218,096	231,012	211,592	231,735	197,054
Amortization	$	73,448	64,132	50,261	70,102	47,874
Advertising	$	513,302	479,908	541,293	521,479	561,644
Year-End Position and Statistics						
Capital Additions (including software)	$	318,192	328,601	257,675	269,476	356,810
Total Assets	$	8,140,395	7,703,020	5,553,726	5,524,333	5,344,371
Short-term Debt and Current Portion of Long-term Debt	$	735,672	1,203,316	859,457	632,714	863,436
Long-term Portion of Debt	$	3,530,813	3,254,280	2,061,023	2,347,455	1,557,091
Stockholders' Equity	$	1,744,994	1,407,266	931,565	827,687	1,047,462
Full-time Employees		14,520	14,930	15,360	16,300	19,060
Stockholders' Data						
Outstanding Shares of Common Stock and Class B Stock at Year-end		208,829	209,729	210,861	212,260	216,777
Market Price of Common Stock at Year-end	$	146.98	107.18	113.51	103.43	89.27
Price Range During Year (high)	$	161.40	114.06	115.96	113.89	110.78
Price Range During Year (low)	$	104.30	89.54	102.87	83.32	83.58

Item 7. *MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

This Management's Discussion and Analysis (“MD&A”) is intended to provide an understanding of Hershey's financial condition, results of operations and cash flows by focusing on changes in certain key measures from year to year. The MD&A should be read in conjunction with our Consolidated Financial Statements and accompanying Notes included in Item 8 of this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed elsewhere in this Annual Report on Form 10-K, particularly in Item 1A. “Risk Factors.”

The MD&A is organized in the following sections:

- Business Model and Growth Strategy
- Overview
- Consolidated Results of Operations
- Segment Results
- Financial Condition
- Liquidity and Capital Resources
- Critical Accounting Policies and Estimates

BUSINESS MODEL AND GROWTH STRATEGY

We are the largest producer of quality chocolate in North America, a leading snack maker in the United States and a global leader in chocolate and non-chocolate confectionery. We report our operations through two segments: North America and International and Other.

We believe we have differentiated assets and capabilities that when integrated, can create advantage in the marketplace and secure our future. Our focus on the following strategic imperatives should enable us to drive shareholder value and deliver on our financial commitments.

- *Undisputed Leader in US Confection and Capturing Incremental Snacking Occasions*. We are taking actions to deepen our consumer connections, utilize our beloved brands to deliver meaningful innovation and reinvent the shopping experience, while also pursuing opportunities to diversify our portfolio and establish a strong presence across the broader snacking continuum.
    - Our products frequently play an important role in special meaningful moments among family and friends. Seasons are an important part of our business model and for consumers, they are highly anticipated, cherished special times, centered around traditions. For us, it’s an opportunity for our brands to be part of many connections during the year when family and friends gather.
    - Innovation is an important lever in this variety seeking category and we are leveraging work from our proprietary demand landscape analytical tool to shape our future innovation and make it more impactful. We are becoming more disciplined in our focus on platform innovation, which should enable sustainable growth over time and significant extensions to our core.
    - Through our shopper insights work, we are currently collaborating with our retail partners on in-aisle strategies that we believe will breathe life into the center of the store and transform the shopping experience by improving paths to purchase, stopping power, navigation, engagement and conversion. We have also responded to the changing retail environment by investing in digital commerce capabilities.
    - To expand our breadth in snacking, we are focused on expanding the boundaries of our core confection brands to capture new snacking occasions and increasing our exposure into new snack categories through acquisitions. Our expansion into snacking is being fueled by the recent acquisitions of ONE Brands in September 2019, Pirate Brands in October 2018 and Amplify in January 2018, respectively.

- *Driving Profitable Growth, Allocating Capital Resources and Optimizing Cost Structure.* We are focused on ensuring that we efficiently allocate our resources to the areas with the highest potential for profitable growth. We believe this will enable margin expansion and position us within the top quartile of operating income margin relative to our peers.
    - We have reset our international investment, while holding fast to our belief that our targeted emerging market strategy will deliver long-term, profitable growth. The uncertain macroeconomic environment in many of these markets is expected to continue and we aim to ensure our investments in these international markets are appropriate relative to the size of the opportunity.
    - We have heightened our selling, marketing and administrative expense discipline in an effort to make improvements to our cost structure without jeopardizing topline growth. Our expectation is that advertising and related marketing expense will grow roughly in line with sales.
    - We will continue to optimize our cost of goods sold through pricing activities and programs like network supply chain optimization and lean manufacturing.

- *Expanding Competitive Advantage Through Differentiated Capabilities*. In order to generate actionable insights, we must acquire, integrate, access and utilize vast sources of the right data in an effective manner. We are working to leverage our advanced analytical techniques to gain a deep understanding of consumers, our customers, our shoppers, our end-to-end supply chain, our retail environment and key economic drivers at both a macro and precision level, including digital transformation and new media models. In addition, we are in the process of transforming our enterprise resource planning system, which will enable employees to work more efficiently and effectively.

OVERVIEW

Hershey is a global confectionery leader known for bringing goodness to the world through chocolate, sweets, mints, gum and other great tasting snacks. We are the largest producer of quality chocolate in North America, a leading snack maker in the United States and a global leader in chocolate and non-chocolate confectionery. We market, sell and distribute our products under more than 80 brand names in approximately 85 countries worldwide.

Our principal product offerings include chocolate and non-chocolate confectionery products; gum and mint refreshment products; pantry items, such as baking ingredients, toppings and beverages; and snack items such as spreads, meat snacks, bars and snack bites and mixes, popcorn and protein bars and cookies.

Recent Developments

The Company is closely monitoring an outbreak of respiratory illness caused by a novel coronavirus that was first detected in Wuhan City, Hubei Province, China and which continues to expand. The virus has impacted a host of sectors within China including retail, manufacturing, travel and hospitality. The financial and business impacts are currently unknown at this time; however, we believe will be limited to our China business which is part of our International and Other reportable segment. We are taking steps to protect our employees, consumers and business.

Business Acquisitions

In September 2019, we completed the acquisition of ONE Brands, LLC ("ONE Brands"), previously a privately held company that sells a line of low-sugar, high-protein nutrition bars to retailers and distributors in the United States, with the *ONE Bar* as its primary product. ONE Brands is expected to generate annualized net sales of approximately $100 million and complements our existing snacking businesses acquired in 2018.

In October 2018, we completed the acquisition of Pirate Brands, which includes the *Pirate's Booty*, *Smart Puffs* and *Original Tings* brands, from B&G Foods, Inc. Pirate Brands offers baked, trans fat free and gluten free snacks and is available in a wide range of food distribution channels in the United States.

In January 2018, we completed the acquisition of all of the outstanding shares of Amplify Snack Brands, Inc. ("Amplify"), a publicly traded company based in Austin, Texas that owns several popular better-for-you snack brands such as *SkinnyPop*, *Oatmega* and *Paqui*. The acquisition enables us to capture more consumer snacking occasions by creating a broader portfolio of brands.

CONSOLIDATED RESULTS OF OPERATIONS

For the years ended December 31,	2019	2018	2017	Percent Change 2019 vs 2018	Percent Change 2018 vs 2017
In millions of dollars except per share amounts					
Net Sales	$ 7,986.3	$ 7,791.1	$ 7,515.4	2.5 %	3.7 %
Cost of Sales	4,363.8	4,215.7	4,060.0	3.5 %	3.8 %
Gross Profit	3,622.5	3,575.4	3,455.4	1.3 %	3.5 %
Gross Margin	*45.4%*	*45.9%*	*46.0%*		
SM&A Expense	1,905.9	1,874.8	1,885.5	1.7 %	(0.6)%
SM&A Expense as a percent of net sales	*23.9%*	*24.1%*	*25.1%*		
Long-Lived and Intangible Asset Impairment Charges	112.5	57.7	208.7	94.9 %	(72.3)%
Business Realignment Costs	8.1	19.1	47.8	(57.5)%	(60.0)%
Operating Profit	1,596.0	1,623.8	1,313.4	(1.7)%	23.6 %
Operating Profit Margin	*20.0%*	*20.8%*	*17.5%*		
Interest Expense, Net	144.1	138.8	98.3	3.8 %	41.3 %
Other (Income) Expense, Net	71.1	74.8	104.4	(5.0)%	(28.4)%
Provision for Income Taxes	234.0	239.0	354.1	(2.1)%	(32.5)%
Effective Income Tax Rate	*16.9%*	*17.0%*	*31.9%*		
Net Income Including Noncontrolling Interest	1,146.8	1,171.2	756.6	(2.1)%	54.8 %
Less: Net Loss Attributable to Noncontrolling Interest	(2.9)	(6.5)	(26.4)	(54.8)%	(75.4)%
Net Income Attributable to The Hershey Company	$ 1,149.7	$ 1,177.7	$ 783.0	(2.4)%	50.4 %
Net Income Per Share—Diluted	$ 5.46	$ 5.58	$ 3.66	(2.2)%	52.5 %

Note: Percentage changes may not compute directly as shown due to rounding of amounts presented above.

Net Sales

2019 compared with 2018

Net sales increased 2.5% in 2019 compared with 2018, reflecting a favorable price realization of 1.7% due to higher prices on certain products, a 1.0% benefit from net acquisitions and divestitures (predominantly driven by the 2019 acquisition of ONE Brands and the 2018 acquisition of Pirate Brands, partially offset by 2018 divestitures) and a volume increase of 0.1%, partially offset by an unfavorable impact from foreign currency exchange rates of 0.3%. Excluding foreign currency, our 2019 net sales increased 2.8%. Consolidated volumes increased due to solid marketplace growth in select international markets.

2018 compared with 2017

Net sales increased 3.7% in 2018 compared with 2017, reflecting a benefit from the recent Amplify and Pirate Brands acquisitions of 3.6% and a volume increase of 1.3%, partially offset by unfavorable price realization of 1.0% and an unfavorable impact from foreign currency exchange rates of 0.2%. Excluding the unfavorable impact from foreign currency exchange rates, our net sales increased 3.9%. Consolidated volumes increased due to the acquisitions of Amplify and Pirate Brands, as well as solid performance in select international markets, which more than offset the volume reduction resulting from the sale of Shanghai Golden Monkey ("SGM") in July 2018. The net increase in volume was partially offset by unfavorable net price realization, which was primarily attributed to incremental trade promotional expense in the North America segment in support of 2018 programming.

Key U.S. Marketplace Metrics

For the full year 2019, our total U.S. retail takeaway increased 2.5% in the expanded multi-outlet combined plus convenience store channels (IRI MULO + C-Stores), which includes candy, mint, gum, salty snacks, meat snacks and grocery items. Our U.S. candy, mint and gum ("CMG") consumer takeaway increased 2.6%, resulting in a slight CMG market share gain.

The CMG consumer takeaway and market share information reflect measured channels of distribution accounting for approximately 90% of our U.S. confectionery retail business. These channels of distribution primarily include food, drug, mass merchandisers, and convenience store channels, plus Wal-Mart Stores, Inc., partial dollar, club and military channels. These metrics are based on measured market scanned purchases as reported by Information Resources, Incorporated ("IRI"), the Company's market insights and analytics provider, and provide a means to assess our retail takeaway and market position relative to the overall category.

Cost of Sales and Gross Margin

2019 compared with 2018

Cost of sales increased 3.5% in 2019 compared with 2018. The increase was driven by higher freight and logistics costs, additional plant costs, and an incremental $33.9 million unfavorable impact from marking-to-market our commodity derivative instruments intended to economically hedge future years' commodity purchases. These drivers were partially offset by favorable supply chain productivity.

Gross margin decreased by 50 basis points in 2019 compared with 2018. The decrease was primarily due to the higher freight and logistics costs, additional plant costs, and the unfavorable year-over-year mark-to-market impact from commodity derivative instruments. These factors were partially offset by supply chain productivity, price realization, and favorable product mix.

2018 compared with 2017

Cost of sales increased 3.8% in 2018 compared with 2017. The increase was driven by higher sales volume, higher freight and logistics costs and additional plant costs. These drivers were partially offset by an incremental $125.1 million favorable impact from marking-to-market our commodity derivative instruments intended to economically hedge future years' commodity purchases and supply chain productivity,

Gross margin decreased by 10 basis points in 2018 compared with 2017. The decrease was primarily due to the higher freight and logistics costs, unfavorable product mix, additional plant costs related to new production lines, and incremental trade promotional expense. These factors were partially offset by the favorable year-over-year mark-to-market impact from commodity derivative instruments and supply chain productivity.

Selling, Marketing and Administrative

2019 compared with 2018

Selling, marketing and administrative (“SM&A”) expenses increased $31.1 million or 1.7% in 2019. Total advertising and related consumer marketing expenses increased 4.2% driven by advertising increases in North America. SM&A expenses, excluding advertising and related consumer marketing, increased approximately 0.2% in 2019 due to incremental expenses from Pirate Brands and ONE Brands, as well as higher employee related compensation, which more than offset reductions in our base spending from the Margin for Growth Program.

2018 compared with 2017

SM&A expenses decreased $10.7 million or 0.6% in 2018. Total advertising and related consumer marketing expenses declined 10.9% due mainly to spend optimization and shifts relating to our emerging brands, as well as reductions in agency and production fees. SM&A expenses, excluding advertising and related consumer marketing, increased approximately 6.2% in 2018 due to incremental expenses from Amplify and Pirate Brands and higher expenses related to the multi-year implementation of our enterprise resource planning system, which more than offset reductions in our base spending from the Margin for Growth Program.

Long-Lived and Intangible Asset Impairment Charges

In 2019, we recorded the following impairment charges:

For the year ended December 31,	2019
In millions of dollars	
Customer relationship and trademark intangible assets (1)	$ 100.1
Other long-lived assets not held for sale (2)	9.7
Adjustment to disposal group (3)	2.7
Long-lived and intangible asset impairment charges	$ 112.5

(1) During the fourth quarter of 2019, we recorded impairment charges to write down customer relationship and trademark intangible assets associated with KRAVE Pure Foods, Inc. (“Krave”). These charges were determined by comparing the fair value of the asset group to its carrying value. We used various valuation techniques to determine fair value, with the primary techniques being discounted cash flow analysis and relief-from-royalty valuation approaches, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy.

(2) During 2019, we recorded impairment charges predominantly comprised of select long-lived assets that had not yet met the held for sale criteria. The fair value of these assets was supported by potential sales prices with third-party buyers and market analysis.

(3) In connection with our disposal group classified as held for sale, during 2019, we recorded impairment charges to adjust long-lived asset values. The fair value of the disposal group was supported by potential sales prices with third-party buyers. We expect the sale of the disposal group to be completed in the first half of 2020.

In 2018, we recorded impairment charges totaling $57.7 million to adjust the long-lived asset values within certain disposal groups, including the SGM and Tyrrells businesses, the Lotte Shanghai Foods Co., Ltd. joint venture and other assets. These charges represent the excess of the disposal groups' carrying values, including the related currency translation adjustment amounts realized or to be realized upon completion of the sales, over the sales values less costs to sell for the respective businesses. The fair values of the disposal groups were supported by the sales prices paid by third-party buyers or estimated sales prices based on marketing of the disposal group, when the sale has not yet been completed. The sales of SGM and Tyrrells were both completed in July 2018.

In 2017, in connection with the Margin for Growth Program and our initiative to optimize the manufacturing operations supporting our China business, we tested our China long-lived asset group for impairment. Our assessment indicated that the carrying value of the asset group was not recoverable, and as a result, the impairment loss was allocated to the asset group's long-lived assets. We recorded long-lived asset impairment charges totaling $106.0 million to write-down distributor relationship and trademark intangible assets that had been recognized in connection with the 2014 SGM acquisition and wrote-down property, plant and equipment by $102.7 million.

The assessment of the valuation of goodwill and other long-lived assets is based on management estimates and assumptions, as discussed in our critical accounting policies included in Item 7 of this Annual Report on Form 10-K. These estimates and assumptions are subject to change due to changing economic and competitive conditions.

Business Realignment Activities

We periodically undertake business realignment activities designed to increase our efficiency and focus our business in support of our key growth strategies. In 2019, 2018 and 2017, we recorded business realignment costs of $8.1 million, $19.1 million and $47.8 million, respectively. The 2019 and 2018 costs related primarily to the Margin for Growth Program, a program focused on improving global efficiency and effectiveness, optimizing the Company’s supply chain, streamlining the Company’s operating model and reducing administrative expenses to generate long-term savings. The 2017 costs related to the Margin for Growth Program and the Operational Optimization Program, a program which was completed in 2018. Costs associated with business realignment activities are classified in our Consolidated Statements of Income as described in Note 9 to the Consolidated Financial Statements.

Operating Profit and Operating Profit Margin

2019 compared with 2018

Operating profit decreased 1.7% in 2019 compared with 2018 due primarily to higher impairment charges and higher SM&A, partially offset by higher gross profit and lower business realignment costs in the 2019 period, as noted above. Operating profit margin decreased to 20.0% in 2019 from 20.8% in 2018 driven by these same factors.

2018 compared with 2017

Operating profit increased 23.6% in 2018 compared with 2017 due primarily to higher gross profit, lower impairment charges and business realignment costs, and lower SM&A in the 2018 period. Operating profit margin increased to 20.8% in 2018 from 17.5% in 2017 driven by these same factors.

Interest Expense, Net

2019 compared with 2018

Net interest expense was $5.3 million higher in 2019 than in 2018. The increase was due to a higher average long-term debt balance in 2019 verses 2018.

2018 compared with 2017

Net interest expense was $40.6 million higher in 2018 than in 2017. The increase was due to higher levels of commercial paper issued to fund the Amplify acquisition and higher interest rates on our short-term debt, as well as incremental interest on $1.2 billion of notes issued in May 2018.

Other (Income) Expense, Net

2019 compared with 2018

Other (income) expense, net totaled expense of $71.1 million in 2019 versus expense of $74.8 million 2018. The decrease in the net expense was primarily due to lower other non-operating losses during 2019 compared to the 2018 period.

2018 compared with 2017

Other (income) expense, net totaled expense of $74.8 million in 2018 versus expense of $104.4 million 2017. The decrease in the net expense was primarily due to lower non-service cost components of net periodic benefit cost relating to pension and other post-retirement benefit plans during 2018, as well as lower write-downs on equity investments qualifying for federal historic and energy tax credits.

Income Taxes and Effective Tax Rate

2019 compared with 2018

Our effective income tax rate was 16.9% for 2019 compared with 17.0% for 2018. Relative to the 21% statutory rate, the 2019 effective tax rate was impacted by changes to foreign valuation allowances, a favorable foreign rate differential, investment tax credits and the benefit of ASU 2016-09 for accounting of employee share-based payment, which were partially offset by the impact of state taxes. The 2018 effective rate, relative to the 21% statutory rate, benefited from a favorable foreign rate differential and investment tax credits, which were partially offset by the impact of state taxes.

2018 compared with 2017

Our effective income tax rate was 17.0% for 2018 compared with 31.9% for 2017. Relative to the 21% statutory rate, the 2018 effective tax rate was impacted by a favorable foreign rate differential and investment tax credits, which were partially offset by the impact of state taxes. The 2017 effective rate, relative to the previous statutory rate of 35%, benefited from a favorable foreign rate differential, investment tax credits and the benefit of ASU 2016-09 for the accounting of employee share-based payments, which were partially offset by the impact of U.S. tax reform and non-benefited costs resulting from the Margin for Growth Program.

Net Income attributable to The Hershey Company and Earnings Per Share-diluted

2019 compared with 2018

Net income decreased $27.9 million, or 2.4%, while EPS-diluted decreased $0.12, or 2.2%, in 2019 compared with 2018. The decrease in both net income and EPS-diluted was driven primarily by higher impairment charges and SM&A in 2019, partially offset by higher gross profit, lower business realignment costs and lower income taxes. Our 2019 EPS-diluted also benefited from lower weighted-average shares outstanding as a result of share repurchases pursuant to our Board-approved repurchase programs.

2018 compared with 2017

Net income increased $394.6 million, or 50.4%, while EPS-diluted increased $1.92, or 52.5%, in 2018 compared with 2017. The increase in both net income and EPS-diluted was driven primarily by 2018 higher gross profit, lower impairment charges and business realignment costs, lower SM&A, and lower income taxes, which were partly offset by higher interest expense, as noted above. Our 2018 EPS-diluted also benefited from lower weighted-average shares outstanding as a result of share repurchases, including both current year and prior year repurchases from the Milton Hershey School Trust (the "Trust"), as well as current year repurchases pursuant to our Board-approved repurchase programs.

SEGMENT RESULTS

The summary that follows provides a discussion of the results of operations of our two reportable segments: North America and International and Other. The segments reflect our operations on a geographic basis. For segment reporting purposes, we use "segment income" to evaluate segment performance and allocate resources. Segment income excludes unallocated general corporate administrative expenses, unallocated mark-to-market gains and losses on commodity derivatives, business realignment and impairment charges, acquisition-related costs and other unusual gains or losses that are not part of our measurement of segment performance. These items of our operating income are largely managed centrally at the corporate level and are excluded from the measure of segment income reviewed by the CODM and used for resource allocation and internal management reporting and performance evaluation. Segment income and segment income margin, which are presented in the segment discussion that follows, are non-GAAP measures and do not purport to be alternatives to operating income as a measure of operating performance. We believe that these measures are useful to investors and other users of our financial information in evaluating ongoing operating profitability as well as in evaluating operating performance in relation to our competitors, as they exclude the activities that are not directly attributable to our ongoing segment operations.

Our segment results, including a reconciliation to our consolidated results, were as follows:

For the years ended December 31,	**2019**	**2018**	**2017**
In millions of dollars			
Net Sales:			
North America	$ 7,081.8	$ 6,901.6	$ 6,621.2
International and Other	904.5	889.5	894.3
Total	$ 7,986.3	$ 7,791.1	$ 7,515.5
Segment Income:			
North America	$ 2,125.9	$ 2,020.1	$ 2,044.2
International and Other	95.7	73.8	11.5
Total segment income	2,221.6	2,093.9	2,055.7
Unallocated corporate expense (1)	533.6	486.8	499.2
Unallocated mark-to-market gains on commodity derivatives (2)	(28.6)	(168.3)	(35.3)
Long-lived and intangible asset impairment charges	112.5	57.8	208.7
Costs associated with business realignment activities	9.2	51.8	69.4
Acquisition-related costs	10.2	44.8	0.3
Gain on sale of other assets	(11.2)	(2.7)	—
Operating profit	1,595.9	1,623.7	1,313.4
Interest expense, net	144.1	138.8	98.3
Other (income) expense, net	71.0	74.8	104.4
Income before income taxes	$ 1,380.8	$ 1,410.1	$ 1,110.7

(1) Includes centrally-managed (a) corporate functional costs relating to legal, treasury, finance and human resources, (b) expenses associated with the oversight and administration of our global operations, including warehousing, distribution and manufacturing, information systems and global shared services, (c) non-cash stock-based compensation expense and (d) other gains or losses that are not integral to segment performance.

(2) Net (gains) losses on mark-to-market valuation of commodity derivative positions recognized in unallocated derivative (gains) losses. See Note 13 to the Consolidated Financial Statements.

North America

The North America segment is responsible for our chocolate and non-chocolate confectionery market position, as well as our grocery and growing snacks market positions, in the United States and Canada. This includes developing and growing our business in chocolate and non-chocolate confectionery, pantry, food service and other snacking product lines. North America accounted for 88.7%, 88.6% and 88.1% of our net sales in 2019, 2018 and 2017, respectively. North America results for the years ended December 31, 2019, 2018 and 2017 were as follows:

For the years ended December 31,	2019	2018	2017	Percent Change 2019 vs 2018	Percent Change 2018 vs 2017
In millions of dollars					
Net sales	$ 7,081.8	$ 6,901.6	$ 6,621.2	2.6%	4.2 %
Segment income	2,125.9	2,020.1	2,044.2	5.2%	(1.2)%
Segment margin	*30.0%*	*29.3%*	*30.9%*		

2019 compared with 2018

Net sales of our North America segment increased $180.2 million or 2.6% in 2019 compared to 2018, reflecting a favorable price realization of 2.0% attributed to higher prices on certain products and a benefit from net impact of acquisitions and divestitures of 1.4%. This was partially offset by a volume decrease of 0.7% and an unfavorable impact from foreign currency exchange rates of 0.1%. Our volume decline was primarily elasticity-driven, as well as the introduction of new packaging formats during 2019. Excluding the Amplify, Pirate Brands and ONE Brands acquisitions and Tyrrells divestiture, our North America segment net sales increased 1.2%

Our North America segment income increased $105.8 million or 5.2% in 2019 compared to 2018, primarily due to favorable price realization, favorable sales mix and favorable commodity costs, partially offset by higher freight and logistics costs, higher supply chain-related costs, and higher advertising expense.

2018 compared with 2017

Net sales of our North America segment increased $280.4 million or 4.2% in 2018 compared to 2017, which includes a 4.6% benefit from the Amplify and Pirate Brands acquisitions. Excluding the Amplify and Pirate Brands acquisitions, our North America segment net sales decreased 0.4%. Net price realization declined 1.3% due to incremental trade promotional expense in support of 2018 programming, partially offset by volume increases of 0.9% due to innovation, specifically driven by *Reese's Outrageous* bars and *Hershey's Gold*.

Our North America segment income decreased $24.1 million or 1.2% in 2018 compared to 2017, primarily due to higher trade promotional expense, higher logistics costs, unfavorable sales mix and additional plant costs, as well as incremental SM&A expense, including amortization expense, from the Amplify and Pirate Brands acquisitions. These higher expenses more than offset reductions in advertising and related consumer marketing expense, which declined 11.2% versus the 2017 period, with the reduction driven by spend optimization and shifts relating to our emerging brands, as advertising and related consumer marketing on our core U.S. brands increased during the year.

International and Other

The International and Other segment includes all other countries where we currently manufacture, import, market, sell or distribute chocolate and non-chocolate confectionery and other products. Currently, this includes our operations in China and other Asia markets, Latin America, Europe, Africa and the Middle East, along with exports to these regions. While a less significant component, this segment also includes our global retail operations, including Hershey's Chocolate World stores in Hershey, Pennsylvania, New York City, Las Vegas, Niagara Falls (Ontario) and Singapore, as well as operations associated with licensing the use of certain trademarks and products to third parties around the world. International and Other accounted for 11.3%, 11.4% and 11.9% of our net sales in 2019, 2018 and 2017, respectively. International and Other results for the years ended December 31, 2019, 2018 and 2017 were as follows:

				Percent Change	
For the years ended December 31,	**2019**	**2018**	**2017**	**2019 vs 2018**	**2018 vs 2017**
In millions of dollars					
Net sales	$ 904.5	$ 889.5	$ 894.3	1.7%	(0.5)%
Segment income	95.7	73.8	11.5	29.7%	541.7 %
Segment margin	*10.6%*	*8.3%*	*1.3%*		

2019 compared with 2018

Net sales of our International and Other segment increased $15.0 million or 1.7% in 2019 compared to 2018, reflecting a volume increase of 5.7%, partially offset by a 2.2% reduction in net sales primarily from the divestiture of SGM, an unfavorable impact from foreign currency exchange rates of 1.5%, and unfavorable price realization of 0.3%. Excluding the divestiture of SGM and unfavorable foreign currency exchange rates, our International and Other segment net sales increased 5.4%. The volume increase was primarily attributed to solid marketplace growth in Mexico, India and Regional Markets where net sales increased by 6.7%, 4.9% and 4.5%, respectively. The unfavorable net price realization was driven by increased levels of trade promotional spending compared to the prior year.

Our International and Other segment generated income of $95.7 million in 2019 compared to $73.8 million in 2018, with the improvement primarily resulting from our efforts to drive sustainable gross margin improvements as we executed our Margin for Growth program and optimize the product portfolio across various international markets. Additionally, segment income benefited from continued growth across Mexico, India, China and Regional Markets, as well as our licensing and world travel retail business.

2018 compared with 2017

Net sales of our International and Other segment decreased $4.8 million or 0.5% in 2018 compared to 2017, reflecting a 4.4% reduction in net sales from the divestiture of SGM and an unfavorable impact from foreign currency exchange rates of 1.8%, partially offset by volume increases of 4.7% and favorable price realization of 1.0%. Excluding the sale of SGM and unfavorable foreign currency exchange rates, our International and Other segment net sales increased 5.7%. The volume increase was primarily attributed to solid marketplace growth in Mexico and India where net sales increased by 4.3% and 21.5%, respectively. The favorable net price realization was driven by decreased levels of trade promotional spending compared to the prior year.

Our International and Other segment generated income of $73.8 million in 2018 compared to $11.5 million in 2017, with the improvement primarily resulting from our efforts to drive sustainable gross margin improvements as we executed our Margin for Growth program and optimize the product portfolio across various international markets. Additionally, segment income benefited from continued growth across Mexico, Brazil, India and regional markets.

Unallocated Corporate Expense

Unallocated corporate expense includes centrally-managed (a) corporate functional costs relating to legal, treasury, finance and human resources, (b) expenses associated with the oversight and administration of our global operations, including warehousing, distribution and manufacturing, information systems and global shared services, (c) non-cash stock-based compensation expense and (d) other gains or losses that are not integral to segment performance.

Unallocated corporate expense totaled $533.6 million in 2019 as compared to $486.8 million in 2018 primarily driven by compensation related expenses. In 2018, unallocated corporate expense decreased $12.4 million from $499.2 million in 2017 primarily driven by savings from our productivity and cost savings initiatives, partially offset by spending on the multi-year implementation of our enterprise resource planning system.

FINANCIAL CONDITION

We assess our liquidity in terms of our ability to generate cash to fund our operating, investing and financing activities. Significant factors affecting liquidity include cash flows generated from operating activities, capital expenditures, acquisitions, dividends, repurchases of outstanding shares, the adequacy of available commercial paper and bank lines of credit, and the ability to attract long-term capital with satisfactory terms. We generate substantial cash from operations and remain in a strong financial position, with sufficient liquidity available for capital reinvestment, strategic acquisitions and the payment of dividends.

Cash Flow Summary

The following table is derived from our Consolidated Statements of Cash Flows:

In millions of dollars	2019	2018	2017
Net cash provided by (used in):			
Operating activities	$ 1,763.9	$ 1,599.9	$ 1,249.5
Investing activities	(780.5)	(1,502.9)	(328.6)
Financing activities	(1,081.4)	116.1	(843.8)
Effect of exchange rate changes on cash and cash equivalents	3.3	(5.3)	6.1
(Decrease) increase in cash and cash equivalents	$ (94.7)	$ 207.8	$ 83.2

Operating activities

Our principal source of liquidity is cash flow from operations. Our net income and, consequently, our cash provided by operations are impacted by sales volume, seasonal sales patterns, timing of new product introductions, profit margins and price changes. Sales are typically higher during the third and fourth quarters of the year due to seasonal and holiday-related sales patterns. Generally, working capital needs peak during the summer months. We meet these needs primarily with cash on hand, bank borrowings or the issuance of commercial paper.

Cash provided by operating activities in 2019 increased $164.0 million relative to 2018. This increase was driven by the following factors:

- Net working capital (comprised of trade accounts receivable, inventory, accounts payable and accrued liabilities), generated cash of $60 million in 2019 and consumed cash of $104 million in 2018. This $164 million fluctuation was mainly driven by higher cash receipts prior to year-end 2019, the timing of vendor and supplier payments, as well as higher accrued incentive compensation related to annual performance that will be paid in the first quarter of 2020.

- Prepaid expenses and other current assets generated cash of $14 million in 2019, compared to a use of cash of $40 million in 2018. This $54 million fluctuation was mainly driven by the timing of payments on commodity futures. In addition, in 2019, the volume of commodity futures held, which require margin deposits, was lower compared to 2018. We utilize commodity futures contracts to economically manage the risk of future price fluctuations associated with our purchase of raw materials.

- The increase in cash provided by operating activities was partially offset by the following net cash outflows:
    - Incomes taxes used cash of $9 million in 2019, compared to cash generated of $76 million in 2018. This $85 million fluctuation was mainly due to the variance in actual tax expense for 2019 relative to the timing of quarterly estimated tax payments, which resulted in a lower taxes payable position at the end of 2019 compared to 2018.
    - Net income adjusted for non-cash charges to operations (including depreciation, amortization, stock-based compensation, deferred income taxes, long-lived and intangible asset charges, write-down of equity investments and other charges) resulted in $2 million of lower cash flow in 2019 relative to 2018.

Cash provided by operating activities in 2018 increased $350.4 million relative to 2017. This increase was driven by the following factors:

- Net income adjusted for non-cash charges to operations (including depreciation, amortization, stock-based compensation, deferred income taxes, long-lived and intangible asset charges, write-down of equity investments and other charges) contributed $257 million of additional cash flow in 2018 relative to 2017.
- Incomes taxes generated cash of $76 million in 2018, compared to a use of cash of $71 million in 2017. This $147 million fluctuation was mainly due to the variance in actual tax expense for 2018 relative to the timing of quarterly estimated tax payments, which resulted in a higher taxes payable position at the end of 2018 compared to 2017.
- The increase in cash provided by operating activities was partially offset by the following net cash outflows:
    - Prepaid expenses and other current assets used cash of $40 million in 2018, compared to cash generated of $18 million in 2017. This $58 million fluctuation was mainly driven by the timing of payments on commodity futures. In addition, in 2018, the volume of commodity futures held, which require margin deposits, was higher compared to 2017. We utilize commodity futures contracts to economically manage the risk of future price fluctuations associated with our purchase of raw materials.

Pension and Post-Retirement Activity. We recorded net periodic benefit costs of $41.4 million, $42.1 million and $59.7 million in 2019, 2018 and 2017, respectively, relating to our benefit plans (including our defined benefit and other post retirement plans). The main drivers of fluctuations in expense from year to year are assumptions in formulating our long-term estimates, including discount rates used to value plan obligations, expected returns on plan assets, the service and interest costs and the amortization of actuarial gains and losses.

The funded status of our qualified defined benefit pension plans is dependent upon many factors, including returns on invested assets, the level of market interest rates and the level of funding. We contribute cash to our plans at our discretion, subject to applicable regulations and minimum contribution requirements. Cash contributions to our pension and post retirement plans totaled $20.1 million, $25.9 million and $56.4 million in 2019, 2018 and 2017, respectively.

Investing activities

Our principal uses of cash for investment purposes relate to purchases of property, plant and equipment and capitalized software, as well as acquisitions of businesses, partially offset by proceeds from sales of property, plant and equipment. We used cash of $780.5 million for investing activities in 2019 compared to $1,502.9 million in 2018, with the decrease in cash spend driven by less acquisition and divestiture activity. We used cash of $328.6 million for investing activities in 2017, with the decreases versus 2018 primarily driven by no business acquisition activity in 2017.

Primary investing activities include the following:

- *Capital spending*. Capital expenditures, including capitalized software, primarily to support our enterprise resource planning ("ERP") system implementation, capacity expansion, innovation and cost savings, were $318.2 million in 2019, $328.6 million in 2018 and $257.7 million in 2017. Our 2019 expenditures were relatively in line with 2018 expenditures. The increase in 2018 compared to 2017 was a result of increased U.S. core chocolate brand capacity expansion and investments in our multi-year ERP system implementation. We expect 2020 capital expenditures, including capitalized software, to approximate $475 million to $525 million. The increase in our 2020 capital expenditures is large driven by a multi-year supply chain project with a focus on additional capacity for our largest and fastest growing brands, building agile fulfillment and customization capabilities and investing in new data and technology within our supply chain enhancing visibility and automation.

- *Proceeds from sales of property, plant and equipment and other long-lived assets*. During 2019, we generated $28.1 million of proceeds from the sale of property, plant and equipment and other long-lived assets. This included the sale of select Pennsylvania facilities and land for sales proceeds of approximately $27.6 million, resulting in a gain on the sale of $11.3 million. During 2018, we generated $49.8 million of proceeds from the sale of property, plant and equipment and other long-lived assets. This included sales of select China facilities that were taken out of operation in connection with the Operational Optimization Program. Proceeds from the sale of these facilities totaled $27.5 million, resulting in a gain of $6.6 million. Additionally, we sold licensing rights for a non-core trademark relating to a brand marketed outside of the U.S. for $13.0 million, resulting in a gain of $2.7 million.

- *Proceeds from the sales of businesses*. In July 2018, we sold the Tyrrells and SGM businesses. Collectively, the proceeds from the sales of these businesses, net of cash divested, totaled approximately $167.0 million. We had no divestiture activity in the comparable 2019 or 2017 periods.

- *Business acquisitions*. In 2019, we spent $402.2 million to acquire ONE Brands. In 2018, we spent $915 million to acquire Amplify and $423 million to acquire Pirate Brands. We had no acquisition activity in 2017.

- *Investments in partnerships qualifying for tax credits*. We make investments in partnership entities that in turn make equity investments in projects eligible to receive federal historic and energy tax credits. We invested approximately $80.2 million in 2019, $52.6 million in 2018 and $78.6 million in 2017 in projects qualifying for tax credits.

- *Other investing activities*. In 2019, we made minority investments in emerging snacking businesses that qualify as cost method investments.

Financing activities

Our cash flow from financing activities generally relates to the use of cash for purchases of our Common Stock and payment of dividends, offset by net borrowing activity and proceeds from the exercise of stock options. Financing activities in 2019 decreased cash by $1,081.4 million, compared to cash generated of $116.1 million in 2018. We used cash of $843.8 million for financing activities in 2017, primarily to fund dividend payments and share repurchases, partially offset by incremental borrowings.

The majority of our financing activity was attributed to the following:

- *Short-term borrowings, net.* In addition to utilizing cash on hand, we use short-term borrowings (commercial paper and bank borrowings) to fund seasonal working capital requirements and ongoing business needs. In 2019, we used $1.2 billion to reduce short-term commercial paper borrowings and short-term foreign borrowings. We utilized the proceeds from the issuance of long-term debt in October 2019 to repay outstanding commercial paper used to fund the ONE Brands acquisition. In 2018, we generated cash flow of $645.8 million through the issuance of short-term commercial paper, partially offset by a reduction in short-term foreign bank borrowings. We utilized the proceeds from the issuance of commercial paper to fund the Amplify acquisition and repay Amplify's outstanding debt owed under its existing credit agreement. A portion of the commercial paper borrowings used to fund the Amplify acquisition were subsequently refinanced with the proceeds of new notes issued during the second quarter of 2018, as discussed below. In 2017, we used $81.4 million to reduce commercial paper borrowings and short-term foreign borrowings.

- *Long-term debt borrowings and repayments*. In October 2019, we issued $300 million of 2.05% Notes due in 2024, $300 million of 2.45% Notes due in 2029 and $400 million of 3.125% Notes due in 2049. Proceeds from the issuance of the Notes, net of discounts and issuance costs, totaled $990.3 million. In May 2018, we issued $350 million of 2.90% Notes due in 2020, $350 million of 3.10% Notes due in 2021 and $500 million of 3.375% Notes due in 2023. Proceeds from the issuance of the Notes, net of discounts and issuance costs, totaled $1,193.8 million. In 2018, we repaid $300 million of 1.60% Notes due in 2018 upon their maturity. Additionally, in August

2018, we repaid a portion of the commercial paper borrowings that had been used to fund the Amplify acquisition. In 2017, we had minimal incremental long-term borrowings and no repayment activity.

- *Tax receivable obligation*. In connection with the Amplify acquisition, the Company agreed to make payments to the counterparty of a tax receivable agreement. In 2018, we paid $72.0 million to settle the tax receivable obligation.
- *Share repurchases*. We repurchase shares of Common Stock to offset the dilutive impact of treasury shares issued under our equity compensation plans. The value of these share repurchases in a given period varies based on the volume of stock options exercised and our market price. In addition, we periodically repurchase shares of Common Stock pursuant to Board-authorized programs intended to drive additional stockholder value. In 2019, we used cash for total share repurchases of $527.2 million that included purchases pursuant to authorized programs; this included $150.0 million to purchase 1.4 million shares. In 2018, we used cash for total share repurchases of $247.5 million, which included a privately negotiated repurchase transaction with Hershey Trust Company, as trustee for the Trust, to purchase 450 thousand shares for $47.8 million. In 2017, we used cash for total share repurchases of $300.3 million, which included a privately negotiated repurchase transaction with Hershey Trust Company, as trustee for the Trust, to purchase 1.5 million shares for $159.0 million. In October 2017, our Board of Directors approved a $100 million share repurchase authorization. This program was completed in the first quarter of 2019. In July 2018, our Board of Directors approved an additional $500 million share repurchase authorization. As of December 31, 2019, approximately $410 million remained available for repurchases of our Common Stock under this program. The share repurchase program does not have an expiration date.
- *Dividend payments*. Total dividend payments to holders of our Common Stock and Class B Common Stock were $610.3 million in 2019, $562.5 million in 2018 and $526.3 million in 2017. Dividends per share of Common Stock increased 8.5% to $2.990 per share in 2019 compared to $2.756 per share in 2018, while dividends per share of Class B Common Stock increased 8.5% in 2019.
- *Proceeds from the exercise of stock options, including tax benefits.* We received $240.8 million from employee exercises of stock options, net of employee taxes withheld from share-based awards in 2019. We received $63.3 million in 2018 and 2017, respectively. Variances are driven primarily by the number of shares exercised and the share price at the date of grant.

Liquidity and Capital Resources

At December 31, 2019, our cash and cash equivalents totaled $493.3 million. At December 31, 2018, our cash and cash equivalents totaled $588.0 million. Our cash and cash equivalents at the end of 2019 decreased $94.7 million compared to the 2018 year-end balance as a result of the uses of net cash outlined in the previous discussion.

Approximately 60% of the balance of our cash and cash equivalents at December 31, 2019 was held by subsidiaries domiciled outside of the United States. The Company recognized the one-time U.S. repatriation tax due under U.S. tax reform and, as a result, repatriation of these amounts would not be subject to additional U.S. federal income tax but would be subject to applicable withholding taxes in the relevant jurisdiction. Our intent is to reinvest funds earned outside of the United States to finance foreign operations and investments, and our current plans do not demonstrate a need to repatriate them to fund our U.S. operations. We believe we have sufficient liquidity to satisfy our cash needs, including our cash needs in the United States.

We maintain debt levels we consider prudent based on our cash flow, interest coverage ratio and percentage of debt to capital. We use debt financing to lower our overall cost of capital which increases our return on stockholders' equity. Our total debt was $4.3 billion at December 31, 2019 and $4.5 billion at December 31, 2018. Our total debt decreased in 2019 mainly due to the repayment of commercial paper borrowings used to fund the ONE Brands acquisition, partially offset by additional Notes issued in October 2019.

As a source of short-term financing, we maintain a $1.5 billion unsecured revolving credit facility with the option to increase borrowings by an additional $500 million with the consent of the lenders. As of December 31, 2019, the termination date of this agreement is July 2, 2024, however, we may extend the termination date for up to two additional one-year periods upon notice to the administrative agent under the facility. We may use these funds for general corporate purposes, including commercial paper backstop and business acquisitions. As of December 31, 2019, we had $1.5 billion of available capacity under the agreement. The unsecured revolving credit agreement contains certain financial and other covenants, customary representations, warranties and events of default. We were in compliance with all covenants as of December 31, 2019.

In addition to the revolving credit facility, we maintain lines of credit in various currencies with domestic and international commercial banks. As of December 31, 2019, we had available capacity of $358 million under these lines of credit.

Furthermore, we have a current shelf registration statement filed with the SEC that allows for the issuance of an indeterminate amount of debt securities. Proceeds from the debt issuances and any other offerings under the current registration statement may be used for general corporate requirements, including reducing existing borrowings, financing capital additions and funding contributions to our pension plans, future business acquisitions and working capital requirements.

Our ability to obtain debt financing at comparable risk-based interest rates is partly a function of our existing cash-flow-to-debt and debt-to-capitalization levels as well as our current credit standing.

We believe that our existing sources of liquidity are adequate to meet anticipated funding needs at comparable risk-based interest rates for the foreseeable future. Acquisition spending and/or share repurchases could potentially increase our debt. Operating cash flow and access to capital markets are expected to satisfy our various cash flow requirements, including acquisitions and capital expenditures.

Equity Structure

We have two classes of stock outstanding – Common Stock and Class B Stock. Holders of the Common Stock and the Class B Stock generally vote together without regard to class on matters submitted to stockholders, including the election of directors. Holders of the Common Stock have 1 vote per share. Holders of the Class B Stock have 10 votes per share. Holders of the Common Stock, voting separately as a class, are entitled to elect one-sixth of our Board. With respect to dividend rights, holders of the Common Stock are entitled to cash dividends 10% higher than those declared and paid on the Class B Stock.

Hershey Trust Company, as trustee for the trust established by Milton S. and Catherine S. Hershey that has as its sole beneficiary Milton Hershey School, maintains voting control over The Hershey Company. In addition, three representatives of Hershey Trust Company currently serve as members of the Company's Board. In performing their responsibilities on the Company’s Board, these representatives may from time to time exercise influence with regard to the ongoing business decisions of our Board or management. Hershey Trust Company, as trustee for the Trust, in its role as controlling stockholder of the Company, has indicated it intends to retain its controlling interest in The Hershey Company. The Company's Board, and not the Hershey Trust Company board, is solely responsible and accountable for the Company’s management and performance.

Pennsylvania law requires that the Office of Attorney General be provided advance notice of any transaction that would result in Hershey Trust Company, as trustee for the Trust, no longer having voting control of the Company. The law provides specific statutory authority for the Attorney General to intercede and petition the court having jurisdiction over Hershey Trust Company, as trustee for the Trust, to stop such a transaction if the Attorney General can prove that the transaction is unnecessary for the future economic viability of the Company and is inconsistent with investment and management considerations under fiduciary obligations. This legislation makes it more difficult for a third party to acquire a majority of our outstanding voting stock and thereby may delay or prevent a change in control of the Company.

Guarantees and Other Off-Balance Sheet Arrangements

We do not have guarantees or other off-balance sheet financing arrangements, including variable interest entities, that we believe could have a material impact on our financial condition or liquidity.

Contractual Obligations

The following table summarizes our contractual obligations at December 31, 2019:

	Payments due by Period				
	In millions of dollars				
Contractual Obligations	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Long-term notes (excluding finance leases obligations)	$ 4,178.3	$ 700.0	$ 434.7	$ 1,050.0	$ 1,993.6
Interest expense (1)	1,131.6	132.2	197.9	165.3	636.2
Operating lease obligations (2)	283.2	36.8	46.7	26.9	172.8
Finance lease obligations (3)	194.4	7.8	11.7	9.2	165.7
Minimum pension plan funding obligations (4)	9.4	1.5	3.1	3.2	1.6
Unconditional purchase obligations (5)	2,324.8	1,511.1	813.7	—	—
Total obligations	$ 8,121.7	$ 2,389.4	$ 1,507.8	$ 1,254.6	$ 2,969.9

(1) Includes the net interest payments on fixed rate debt associated with long-term notes.

(2) Includes the minimum rental commitments (including inputed interest) under non-cancelable operating leases primarily for offices, retail stores, warehouses and distribution facilities.

(3) Includes the minimum rental commitments (including inputed interest) under non-cancelable finance leases primarily for offices and warehouse facilities, as well as vehicles.

(4) Represents future pension payments to comply with local funding requirements. Our policy is to fund domestic pension liabilities in accordance with the minimum and maximum limits imposed by the Employee Retirement Income Security Act of 1974 ("ERISA"), federal income tax laws and the funding requirements of the Pension Protection Act of 2006. We fund non-domestic pension liabilities in accordance with laws and regulations applicable to those plans. For more information, see Note 11 to the Consolidated Financial Statements.

(5) Purchase obligations consist primarily of fixed commitments for the purchase of raw materials to be utilized in the normal course of business. Amounts presented included fixed price forward contracts and unpriced contracts that were valued using market prices as of December 31, 2019. The amounts presented in the table do not include items already recorded in accounts payable or accrued liabilities at year-end 2019, nor does the table reflect cash flows we are likely to incur based on our plans, but are not obligated to incur. Such amounts are part of normal operations and are reflected in historical operating cash flow trends. We do not believe such purchase obligations will adversely affect our liquidity position.

In entering into contractual obligations, we have assumed the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. We mitigate this risk by performing financial assessments prior to contract execution, conducting periodic evaluations of counterparty performance and maintaining a diverse portfolio of qualified counterparties. Our risk is limited to replacing the contracts at prevailing market rates. We do not expect any significant losses resulting from counterparty defaults.

Asset Retirement Obligations

We have a number of facilities that contain varying amounts of asbestos in certain locations within the facilities. Our asbestos management program is compliant with current applicable regulations, which require that we handle or dispose of asbestos in a specified manner if such facilities undergo major renovations or are demolished. We do not have sufficient information to estimate the fair value of any asset retirement obligations related to these facilities. We cannot specify the settlement date or range of potential settlement dates and, therefore, sufficient information is not available to apply an expected present value technique. We expect to maintain the facilities with repairs and maintenance activities that would not involve or require the removal of significant quantities of asbestos.

Income Tax Obligations

Liabilities for unrecognized income tax benefits are excluded from the table above as we are unable to reasonably predict the ultimate amount or timing of a settlement of these potential liabilities. See Note 10 to the Consolidated Financial Statements for more information.

Recent Accounting Pronouncements

Information on recently adopted and issued accounting standards is included in Note 1 to the Consolidated Financial Statements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements requires management to use judgment and make estimates and assumptions. We believe that our most critical accounting policies and estimates relate to the following:

- Accrued Liabilities for Trade Promotion Activities
- Pension and Other Post-Retirement Benefits Plans
- Business Acquisitions, Valuation and Impairment of Goodwill and Other Intangible Assets
- Income Taxes

Management has discussed the development, selection and disclosure of critical accounting policies and estimates with the Audit Committee of our Board. While we base estimates and assumptions on our knowledge of current events and actions we may undertake in the future, actual results may ultimately differ from these estimates and assumptions. Other significant accounting policies are outlined in Note 1 to the Consolidated Financial Statements.

Accrued Liabilities for Trade Promotion Activities

We promote our products with advertising, trade promotions and consumer incentives. These programs include, but are not limited to, discounts, coupons, rebates, in-store display incentives and volume-based incentives. We expense advertising costs and other direct marketing expenses as incurred. We recognize the costs of trade promotion and consumer incentive activities as a reduction to net sales along with a corresponding accrued liability based on estimates at the time of revenue recognition. These estimates are based on our analysis of the programs offered, historical trends, expectations regarding customer and consumer participation, sales and payment trends and our experience with payment patterns associated with similar programs offered in the past. The estimated costs of these programs are reasonably likely to change in future periods due to changes in trends with regard to customer and consumer participation, particularly for new programs and for programs related to the introduction of new products. Differences between estimated expense and actual program performance are recognized as a change in estimate in a subsequent period and are normally not significant. During 2019, 2018, and 2017, actual annual promotional costs have not deviated from the estimated amount by more than 3%. Our trade promotion and consumer incentive accrued liabilities totaled $181.0 million and $171.4 million at December 31, 2019 and 2018, respectively.

Pension and Other Post-Retirement Benefits Plans

We sponsor various defined benefit pension plans. The primary plans are The Hershey Company Retirement Plan and The Hershey Company Retirement Plan for Hourly Employees, which are cash balance plans that provide pension benefits for most U.S. employees hired prior to January 1, 2007. We also sponsor two primary other post-employment benefit (“OPEB”) plans, consisting of a health care plan and life insurance plan for retirees. The health care plan is contributory, with participants’ contributions adjusted annually, and the life insurance plan is non-contributory.

For accounting purposes, the defined benefit pension and OPEB plans require assumptions to estimate the projected and accumulated benefit obligations, including the following variables: discount rate; expected salary increases; certain employee-related factors, such as turnover, retirement age and mortality; expected return on assets; and health care cost trend rates. These and other assumptions affect the annual expense and obligations recognized for the underlying plans. Our assumptions reflect our historical experiences and management's best judgment regarding future expectations. Our related accounting policies, accounting balances and plan assumptions are discussed in Note 11 to the Consolidated Financial Statements.

Pension Plans

Changes in certain assumptions could significantly affect pension expense and benefit obligations, particularly the estimated long-term rate of return on plan assets and the discount rates used to calculate such obligations:

- Long-term rate of return on plan assets. The expected long-term rate of return is evaluated on an annual basis. We consider a number of factors when setting assumptions with respect to the long-term rate of return, including current and expected asset allocation and historical and expected returns on the plan asset categories. Actual asset allocations are regularly reviewed and periodically rebalanced to the targeted allocations when considered appropriate. Investment gains or losses represent the difference between the expected return estimated using the long-term rate of return and the actual return realized. For 2019, we decreased the expected return on plan assets assumption to 5.3% from the 6.0% assumption used during 2018. The historical average return (compounded annually) over the 20 years prior to December 31, 2019 was approximately 6.8%.

  As of December 31, 2019, our primary plans had cumulative unrecognized investment and actuarial losses of approximately $296 million. We amortize the unrecognized net actuarial gains and losses in excess of the corridor amount, which is the greater of 10% of a respective plan's projected benefit obligation or the fair market value of plan assets. These unrecognized net losses may increase future pension expense if not offset by (i) actual investment returns that exceed the expected long-term rate of investment returns, (ii) other factors, including reduced pension liabilities arising from higher discount rates used to calculate pension obligations or (iii) other actuarial gains when actual plan experience is favorable as compared to the assumed experience. A 100 basis point decrease or increase in the long-term rate of return on pension assets would correspondingly increase or decrease annual net periodic pension benefit expense by approximately $9 million.

- Discount rate. Prior to December 31, 2017, the service and interest cost components of net periodic benefit cost were determined utilizing a single weighted-average discount rate derived from the yield curve used to measure the plan obligations. Beginning in 2018, we elected to utilize a full yield curve approach in the estimation of service and interest costs by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. We made this change to provide a more precise measurement of service and interest costs by improving the correlation between the projected cash flows to the corresponding spot rates along the yield curve. This change does not affect the measurement of our pension and other post-retirement benefit liabilities but generally results in lower benefit expense in periods when the yield curve is upward sloping, which was the case in 2018. We accounted for this change as a change in accounting estimate and, accordingly, accounted for it on a prospective basis starting in 2018.

  A 100 basis point decrease (increase) in the weighted-average pension discount rate would increase (decrease) annual net periodic pension benefit expense by approximately $5 million and the December 31, 2019 pension liability would increase by approximately $103 million or decrease by approximately $87 million, respectively.

Pension expense for defined benefit pension plans is expected to be approximately $16 million in 2020. Pension expense beyond 2020 will depend on future investment performance, our contributions to the pension trusts, changes in discount rates and various other factors related to the covered employees in the plans.

Other Post-Employment Benefit Plans

Changes in significant assumptions could affect consolidated expense and benefit obligations, particularly the discount rates used to calculate such obligations:

- Discount rate. The determination of the discount rate used to calculate the benefit obligations of the OPEB plans is discussed in the pension plans section above. A 100 basis point decrease (increase) in the discount rate assumption for these plans would not be material to the OPEB plans' consolidated expense and the December 31, 2019 benefit liability would increase by approximately $25 million or decrease by approximately $21 million, respectively.

Business Acquisitions, Valuation and Impairment of Goodwill and Other Intangible Assets

We use the acquisition method of accounting for business acquisitions. Under the acquisition method, the results of operations of the acquired business have been included in the consolidated financial statements since the respective dates of the acquisitions. The assets acquired and liabilities assumed are recorded at their respective estimated fair values at the date of the acquisition. Any excess of the purchase price over the estimated fair values of the identifiable net assets acquired is recorded as goodwill. Significant judgment is often required in estimating the fair value of assets acquired, particularly intangible assets. As a result, we normally obtain the assistance of a third-party valuation specialist in estimating fair values of tangible and intangible assets. The fair value estimates are based on available historical information and on expectations and assumptions about the future, considering the perspective of marketplace participants. While management believes those expectations and assumptions are reasonable, they are inherently uncertain. Unanticipated market or macroeconomic events and circumstances may occur, which could affect the accuracy or validity of the estimates and assumptions.

Goodwill and indefinite-lived intangible assets are not amortized, but instead, are evaluated for impairment annually or more often if indicators of a potential impairment are present. Our annual impairment tests are conducted at the beginning of the fourth quarter.

We test goodwill for impairment by performing either a qualitative or quantitative assessment. If we choose to perform a qualitative assessment, we evaluate economic, industry and company-specific factors in assessing the fair value of the related reporting unit. If we determine that it is more likely than not that the fair value of the reporting unit is less than its carrying value, a quantitative test is then performed. Otherwise, no further testing is required. For those reporting units tested using a quantitative approach, we compare the fair value of each reporting unit with the carrying amount of the reporting unit, including goodwill. If the estimated fair value of the reporting unit is less than the carrying amount of the reporting unit, impairment is indicated, requiring recognition of a goodwill impairment charge for the differential (up to the carrying value of goodwill). We test individual indefinite-lived intangible assets by comparing the estimated fair values with the book values of each asset.

We determine the fair value of our reporting units and indefinite-lived intangible assets using an income approach. Under the income approach, we calculate the fair value of our reporting units and indefinite-lived intangible assets based on the present value of estimated future cash flows. Considerable management judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate the future cash flows used to measure fair value. Our estimates of future cash flows consider past performance, current and anticipated market conditions and internal projections and operating plans which incorporate estimates for sales growth and profitability, and cash flows associated with taxes and capital spending. Additional assumptions include forecasted growth rates, estimated discount rates, which may be risk-adjusted for the operating market of the reporting unit, and estimated royalty rates that would be charged for comparable branded licenses. We believe such assumptions also reflect current and anticipated market conditions and are consistent with those that would be used by other marketplace participants for similar valuation purposes. Such assumptions are subject to change due to changing economic and competitive conditions.

We also have intangible assets, consisting primarily of certain trademarks, customer-related intangible assets and patents obtained through business acquisitions, that are expected to have determinable useful lives. The costs of finite-lived intangible assets are amortized to expense over their estimated lives. Our estimates of the useful lives of finite-lived intangible assets consider judgments regarding the future effects of obsolescence, demand, competition and other economic factors. We conduct impairment tests when events or changes in circumstances indicate that the carrying value of these finite-lived assets may not be recoverable. Undiscounted cash flow analyses are used to determine if an impairment exists. If an impairment is determined to exist, the loss is calculated based on the estimated fair value of the assets.

Results of Impairment Tests

At December 31, 2019, the net book value of our goodwill totaled $1,986.0 million. As it relates to our 2019 annual testing performed at the beginning of the fourth quarter, we tested all reporting units using a quantitative assessment. Based on our testing, all of our reporting units had an excess fair value well over the their respective carrying values. There were no other events or circumstances that would indicate that impairment may exist. We had no goodwill impairment charges in 2019, 2018 or 2017.

In 2019, sales and operating performance associated with our KRAVE Pure Foods, Inc. ("Krave") business were below expectations. In the fourth quarter of 2019, as part of a strategic review initiated by our leadership team, we updated our strategic forecast which projected under performance related to the Krave business primarily due to mainstream brands driving category volume and an increase in the overall competitive landscape. We deemed this to be a triggering event requiring us to test our Krave long-lived asset group for impairment. Based on our assessment, we determined that the carrying value was not recoverable and calculated an impairment loss as the excess of the asset group's carrying value over its fair value. Therefore, as a result of this testing, during the fourth quarter of 2019, we recorded an impairment charge totaling $100.1 million to write down the long-lived asset group, which predominantly consisted of customer relationship and trademark intangible assets.

In February 2017, we commenced the Margin for Growth Program which includes an initiative to optimize the manufacturing operations supporting our China business. We deemed this to be a triggering event requiring us to test our China long-lived asset group for impairment by first determining whether the carrying value of the asset group was recovered by our current estimates of future cash flows associated with the asset group. Because this assessment indicated that the carrying value was not recoverable, we calculated an impairment loss as the excess of the asset group's carrying value over its fair value. The resulting impairment loss was allocated to the asset group's long-lived assets. Therefore, as a result of this testing, during the first quarter of 2017, we recorded an impairment charge totaling $105.9 million representing the portion of the impairment loss that was allocated to the distributor relationship and trademark intangible assets that had been recognized in connection with the 2014 SGM acquisition.

Income Taxes

We base our deferred income taxes, accrued income taxes and provision for income taxes upon income, statutory tax rates, the legal structure of our Company, interpretation of tax laws and tax planning opportunities available to us in the various jurisdictions in which we operate. We file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. We are regularly audited by federal, state and foreign tax authorities; a number of years may elapse before an uncertain tax position, for which we have unrecognized tax benefits, is audited and finally resolved. From time to time, these audits result in assessments of additional tax. We maintain reserves for such assessments.

We apply a more-likely-than-not threshold to the recognition and derecognition of uncertain tax positions. Accordingly, we recognize the amount of tax benefit that has a greater than 50% likelihood of being ultimately realized upon settlement. Future changes in judgments and estimates related to the expected ultimate resolution of uncertain tax positions will affect income in the quarter of such change. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, we believe that our unrecognized tax benefits reflect the most likely outcome. Accrued interest and penalties related to unrecognized tax benefits are included in income tax expense. We adjust these unrecognized tax benefits, as well as the related interest, in light of changing facts and circumstances, such as receiving audit assessments or clearing of an item for which a reserve has been established. Settlement of any particular position could require the use of cash. Favorable resolution would be recognized as a reduction to our effective income tax rate in the period of resolution.

We believe it is more likely than not that the results of future operations will generate sufficient taxable income to realize the deferred tax assets, net of valuation allowances. Our valuation allowances are primarily related to U.S. capital loss carryforwards and various foreign jurisdictions' net operating loss carryforwards and other deferred tax assets for which we do not expect to realize a benefit.

Item 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

We use certain derivative instruments to manage our interest rate, foreign currency exchange rate and commodity price risks. We monitor and manage these exposures as part of our overall risk management program.

We enter into interest rate swap agreements and foreign currency forward exchange contracts for periods consistent with related underlying exposures. We enter into commodities futures and options contracts and other derivative instruments for varying periods. These commodity derivative instruments are intended to be, and are effective as, economic hedges of market price risks associated with anticipated raw material purchases, energy requirements and transportation costs. We do not hold or issue derivative instruments for trading purposes and are not a party to any instruments with leverage or prepayment features.

In entering into these contracts, we have assumed the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. We mitigate this risk by entering into exchange-traded contracts with collateral posting requirements and/or by performing financial assessments prior to contract execution, conducting periodic evaluations of counterparty performance and maintaining a diverse portfolio of qualified counterparties. We do not expect any significant losses from counterparty defaults.

Refer to Note 1 and Note 5 to the Consolidated Financial Statements for further discussion of these derivative instruments and our hedging policies.

Interest Rate Risk

The total notional amount of interest rate swaps outstanding at December 31, 2019 and 2018 was $350 million. The notional amount relates to fixed-to-floating interest rate swaps which convert a comparable amount of fixed-rate debt to variable rate debt at December 31, 2019 and 2018. A hypothetical 100 basis point increase in interest rates applied to this now variable-rate debt as of December 31, 2019 would have increased interest expense by approximately $3.5 million for the full year 2019 and 2018, respectively.

In addition, the total amount of short-term debt, net of cash, amounted to net cash of $461 million and net short-term debt of $610 million, respectively, at December 31, 2019 and 2018. A hypothetical 100 basis point increase in interest rates applied to this variable-rate short-term debt as of December 31, 2019 would have increased interest expense by approximately $4.3 million for the full year 2019 and $9.0 million for the full year 2018.

We consider our current risk related to market fluctuations in interest rates on our remaining debt portfolio, excluding fixed-rate debt converted to variable rates with fixed-to-floating instruments, to be minimal since this debt is largely long-term and fixed-rate in nature. Generally, the fair market value of fixed-rate debt will increase as interest rates fall and decrease as interest rates rise. A 100 basis point increase in market interest rates would decrease the fair value of our fixed-rate long-term debt at December 31, 2019 and December 31, 2018 by approximately $246 million and $121 million, respectively. However, since we currently have no plans to repurchase our outstanding fixed-rate instruments before their maturities, the impact of market interest rate fluctuations on our long-term debt does not affect our results of operations or financial position.

Foreign Currency Exchange Rate Risk

We are exposed to currency fluctuations related to manufacturing or selling products in currencies other than the U.S. dollar. We may enter into foreign currency forward exchange contracts to reduce fluctuations in our long or short currency positions relating primarily to purchase commitments or forecasted purchases for equipment, raw materials and finished goods denominated in foreign currencies. We also may hedge payment of forecasted intercompany transactions with our subsidiaries outside of the United States. We generally hedge foreign currency price risks for periods from 3 to 12 months.

A summary of foreign currency forward exchange contracts and the corresponding amounts at contracted forward rates is as follows:

December 31,	2019		2018	
	Contract Amount	Primary Currencies	Contract Amount	Primary Currencies
In millions of dollars				
Foreign currency forward exchange contracts to purchase foreign currencies	$ 110.8	Euros British pound Malaysian ringgit	$ 33.4	Euros British pound
Foreign currency forward exchange contracts to sell foreign currencies	$ 125.8	Canadian dollars Brazilian reals Japanese yen	$ 51.8	Canadian dollars Brazilian reals Japanese yen

The fair value of foreign currency forward exchange contracts represents the difference between the contracted and current market foreign currency exchange rates at the end of the period. We estimate the fair value of foreign currency forward exchange contracts on a quarterly basis by obtaining market quotes of spot and forward rates for contracts with similar terms, adjusted where necessary for maturity differences. At December 31, 2019 and 2018, the net fair value of these instruments was an asset of $1.0 million and an asset of $2.5 million, respectively. In addition, assuming an unfavorable 10% change in year-end foreign currency exchange rates, the fair value of these instruments would have declined by $55.4 million and $4.5 million, respectively, generally offset by a reduction in foreign exchange associated with our transactional activities.

Commodities—Price Risk Management and Futures Contracts

Our most significant raw material requirements include cocoa products, sugar, corn products, dairy products, peanuts and almonds. The cost of cocoa products and prices for related futures contracts and costs for certain other raw materials historically have been subject to wide fluctuations attributable to a variety of factors. These factors include:

- Commodity market fluctuations;
- Foreign currency exchange rates;
- Imbalances between supply and demand;
- The effect of weather on crop yield and quality;
- Speculative influences;
- Trade agreements among producing and consuming nations;
- Supplier compliance with commitments;
- Import/export requirements for raw materials and finished goods;
- Political unrest in producing countries; and
- Changes in governmental agricultural programs and energy policies.

We use futures and options contracts and other commodity derivative instruments in combination with forward purchasing of cocoa products, sugar, corn products, certain dairy products, natural gas and diesel fuel primarily to mitigate price volatility and provide visibility to future costs within our supply chain. Currently, active futures contracts are not available for use in pricing our other major raw material requirements, primarily peanuts and almonds. We attempt to minimize the effect of future raw material and energy price fluctuations by using derivatives and forward purchasing to cover future manufacturing requirements generally for 3 to 24 months. However, dairy futures liquidity is not as developed as many of the other commodity futures markets and, therefore, it can be difficult to hedge dairy costs for extended periods of time. We use diesel fuel futures to minimize price fluctuations associated with our transportation costs. Our commodity procurement practices are intended to mitigate price volatility and provide visibility to future costs, but also may potentially limit our ability to benefit from possible price decreases. Our costs for major raw materials will not necessarily reflect market price fluctuations because of our forward purchasing and hedging practices.

Cocoa Products

During 2019, average cocoa futures contract prices decreased compared with 2018 and traded in a range between \$0.90 and \$1.14 per pound, based on the Intercontinental Exchange futures contract. Cocoa production was higher during the 2018 to 2019 crop year but was slightly outpaced by the increase in global demand, which led to a small reduction in global cocoa stocks over the past year. At the beginning of the year, cocoa prices declined due to higher production in West Africa before rallying in the second half due to sustained consumption. The table below shows annual average cocoa futures prices and the highest and lowest monthly averages for each of the calendar years indicated. The prices reflect the monthly averages of the quotations at noon of the three active futures trading contracts closest to maturity on the Intercontinental Exchange.

	Cocoa Futures Contract Prices (dollars per pound)				
	2019	2018	2017	2016	2015
Annual Average	$ 1.03	$ 1.06	$ 0.91	$ 1.29	$ 1.40
High	1.14	1.23	0.99	1.38	1.53
Low	0.90	0.88	0.87	1.03	1.28

Source: International Cocoa Organization Quarterly Bulletin of Cocoa Statistics

Our costs for cocoa products will not necessarily reflect market price fluctuations because of our forward purchasing and hedging practices, premiums and discounts reflective of varying delivery times, and supply and demand for our specific varieties and grades of cocoa liquor, cocoa butter and cocoa powder. As a result, the average futures contract prices are not necessarily indicative of our average costs.

Sugar

The price of sugar is subject to price supports under U.S. farm legislation. Such legislation establishes import quotas and duties to support the price of sugar. As a result, sugar prices paid by users in the United States are currently higher than prices on the world sugar market. United States delivered east coast refined sugar prices traded in a range from $0.40 to $0.47 per pound during 2019. Prices rallied in late 2019 due to a poor sugar beet harvest in the upper Midwest and West.

Corn Products

We uses corn futures to price our corn sweetener product requirements. Excessive spring rains caused late plantings, which resulted in lower yields compared to a record crop in 2018. Corn prices traded in a range from $3.52 to $4.73 per bushel during 2019.

Dairy Products

During 2019, prices for fluid dairy milk ranged from a low of $0.15 per pound to a high of $0.17 per pound, on a Class IV milk basis. Fluid dairy milk prices were higher than 2018, driven by declines in U.S. milk production.

Peanuts and Almonds

Peanut prices in the United States ranged from a low of $0.45 per pound to a high of $0.55 per pound. Adverse weather conditions in the Southeast U.S. during the end of the growing season have resulted in lower quality and higher prices. Almond prices began the year at $2.99 per pound and closed the year at $3.39 per pound, driven by strong shipments and lower than expected yields for the 2019 crop.

Changes in the Value of Futures Contracts

We make or receive cash transfers to or from commodity futures brokers on a daily basis reflecting changes in the value of futures contracts on the Intercontinental Exchange or various other exchanges. These changes in value represent unrealized gains and losses. The cash transfers offset higher or lower cash requirements for the payment of future invoice prices of raw materials, energy requirements and transportation costs.

Commodity Sensitivity Analysis

Our open commodity derivative contracts had a notional value of $589.7 million as of December 31, 2019 and $693.5 million as of December 31, 2018. At the end of 2019, the potential change in fair value of commodity derivative instruments, assuming a 10% decrease in the underlying commodity price, would have increased our net unrealized losses in 2019 by $58.6 million, generally offset by a reduction in the cost of the underlying commodity purchases.

Item 8. ***FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA***

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Hershey Company is responsible for the financial statements and other financial information contained in this report. We believe that the financial statements have been prepared in conformity with U.S. generally accepted accounting principles appropriate under the circumstances to reflect in all material respects the substance of applicable events and transactions. In preparing the financial statements, it is necessary that management make informed estimates and judgments. The other financial information in this annual report is consistent with the financial statements.

We maintain a system of internal accounting controls designed to provide reasonable assurance that financial records are reliable for purposes of preparing financial statements and that assets are properly accounted for and safeguarded. The concept of reasonable assurance is based on the recognition that the cost of the system must be related to the benefits to be derived. We believe our system provides an appropriate balance in this regard. We maintain an Internal Audit Department which reviews the adequacy and tests the application of internal accounting controls.

The 2019, 2018 and 2017 financial statements have been audited by Ernst & Young LLP, an independent registered public accounting firm. Ernst & Young LLP's reports on our financial statements and internal controls over financial reporting as of December 31, 2019 are included herein.

The Audit Committee of the Board of Directors of the Company, consisting solely of independent, non-management directors, meets regularly with the independent auditors, internal auditors and management to discuss, among other things, the audit scope and results. Ernst & Young LLP and the internal auditors both have full and free access to the Audit Committee, with and without the presence of management.

/s/ MICHELE G. BUCK	/s/ STEVEN E. VOSKUIL
Michele G. Buck	**Steven E. Voskuil**
Chief Executive Officer	***Chief Financial Officer and Chief Accounting Officer***
(Principal Executive Officer)	***(Principal Financial and Accounting Officer)***

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of The Hershey Company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of The Hershey Company (the Company) as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, cash flows, and stockholders' equity for each of the three years in the period ended December 31, 2019, and the related notes and financial statement schedule listed in the Index at Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

We also have 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, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 20, 2020 expressed an unqualified opinion thereon.

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 consolidated 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.

Valuation of Accrued Liabilities for Trade Promotion Activities

Description of the Matter	The unsettled portion of the Company's obligation for trade promotion activities at December 31, 2019 was $181.0 million. As discussed in Note 1 of the consolidated financial statements, the Company promotes its products through programs such as, but not limited to, discounts, coupons, rebates, in-store display incentives, and volume-based incentives. The Company recognizes the estimated costs of these trade promotion activities as a component of variable consideration when determining the transaction price. The unsettled portion of the Company's obligation for trade promotion activities is included in accrued liabilities in the consolidated balance sheet. Auditing management's calculation of the unsettled portion of the Company's obligation for trade promotion activities was highly subjective and required significant judgment as a result of the nature of the required estimates and assumptions. In particular, the estimates required an analysis of the programs offered, expectations regarding customer and consumer participation, historical sales and payment trends, and experience with payment patterns associated with similar programs offered in the past. The estimated cost of these programs is sensitive to changes in trends with regard to customer and consumer participation, particularly for new programs and for programs related to the introduction of new products.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls related to the Company's calculation of the accrued liabilities for trade promotion activities. For example, we tested controls over management's review of the completeness of the promotional activities as well as the significant assumptions and the data inputs utilized in the calculations. To test the unsettled portion of the Company's obligation for trade promotion activities, we performed audit procedures that included, among others, assessing (1) the expected value estimation methodology used by management, (2) whether all material trade promotion activities were properly included in management's estimate, and (3) the significant assumptions discussed above and the underlying data used in its analyses. Specifically, when evaluating the significant assumptions, we compared them to historical trends, third party data, and assumptions used in prior periods, and inspected management's retrospective review of actual trade promotion activities compared to previous estimates. We also performed sensitivity analyses of significant assumptions to evaluate the changes in the estimate that would result from changes in the assumptions.

Valuation of Identifiable Intangible Assets in Business Acquisition

Description of the Matter	As discussed in Note 2 of the consolidated financial statements, the Company completed the acquisition of ONE Brands, LLC on September 23, 2019 for net consideration of $402.2 million in a transaction that was accounted for as a business combination. Auditing the Company's accounting for its acquisition of ONE Brands, LLC was complex due to the significant estimation uncertainty in the Company's determination of the fair value of acquired identifiable intangible assets, which principally consisted of trademarks with an estimated fair value of $144.9 million and customer-related intangible assets with an estimated fair value of $58.8 million. The significant estimation uncertainty was primarily due to the sensitivity of the respective fair values to underlying assumptions about the future performance of the acquired business and due to the limited historical data on which those assumptions were based. The Company used a discounted cash flow model to measure these acquired identifiable intangible assets. The significant assumptions used to estimate the fair value of the trademarks and customer-related intangible assets included discount rates, royalty rates, customer attrition rates, and certain significant assumptions that formed the basis of projected cash flows, including forecasted revenue growth rates and operating margins. These significant assumptions are forward-looking and could be affected by future economic and market conditions.

How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's valuation of the acquired identifiable intangible assets. For example, we tested controls over the recognition and measurement of these intangible assets, including management's review of the significant assumptions and methods discussed above. To test the estimated fair value of the acquired trademarks and customer-related intangible assets, we performed audit procedures that included, among others, evaluating the Company's selection of valuation methods and testing the models and significant assumptions discussed above, including the completeness and accuracy of the underlying data. For example, we compared the significant assumptions to current industry, market, and economic trends and to the historical results of the acquired business. We also performed sensitivity analyses of these significant assumptions to evaluate the changes in the fair value of the acquired identifiable intangible assets that would result from changes in the assumptions. We involved our internal valuation specialists to assist in evaluating the significant assumptions and methodologies used by the Company.

/s/ ERNST & YOUNG LLP

We have served as the Company's auditor since 2016.

Philadelphia, Pennsylvania
February 20, 2020

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of The Hershey Company

Opinion on Internal Control over Financial Reporting

We have audited The Hershey Company's internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, The Hershey Company (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

As indicated in the accompanying Management's Annual Report on Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of ONE Brands, LLC ("the Acquired Company") which is included in the 2019 consolidated financial statements of the Company and constituted 5.1% of total assets as of December 31, 2019 and 0.3% of net sales for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of the Acquired Company.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, cash flows, and stockholders' equity for the years ended December 31, 2019 and 2018, and the related notes and financial statement schedule listed in the Index at Item 15(a)(2) and our report dated February 20, 2020 expressed an unqualified opinion thereon.

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/ ERNST & YOUNG LLP

Philadelphia, Pennsylvania
February 20, 2020

THE HERSHEY COMPANY
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share amounts)

For the years ended December 31,	2019	2018	2017
Net sales	$ 7,986,252	$ 7,791,069	$ 7,515,426
Cost of sales	4,363,774	4,215,744	4,060,050
Gross profit	3,622,478	3,575,325	3,455,376
Selling, marketing and administrative expense	1,905,929	1,874,829	1,885,492
Long-lived and intangible asset impairment charges	112,485	57,729	208,712
Business realignment costs	8,112	19,103	47,763
Operating profit	1,595,952	1,623,664	1,313,409
Interest expense, net	144,125	138,837	98,282
Other (income) expense, net	71,043	74,766	104,459
Income before income taxes	1,380,784	1,410,061	1,110,668
Provision for income taxes	234,032	239,010	354,131
Net income including noncontrolling interest	1,146,752	1,171,051	756,537
Less: Net loss attributable to noncontrolling interest	(2,940)	(6,511)	(26,444)
Net income attributable to The Hershey Company	$ 1,149,692	$ 1,177,562	$ 782,981
Net income per share—basic:			
Common stock	$ 5.64	$ 5.76	$ 3.79
Class B common stock	$ 5.12	$ 5.24	$ 3.44
Net income per share—diluted:			
Common stock	$ 5.46	$ 5.58	$ 3.66
Class B common stock	$ 5.10	$ 5.22	$ 3.44
Dividends paid per share:			
Common stock	$ 2.990	$ 2.756	$ 2.548
Class B common stock	$ 2.716	$ 2.504	$ 2.316

See Notes to Consolidated Financial Statements.

THE HERSHEY COMPANY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	For the years ended December 31,								
	2019			2018			2017		
	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount
Net income including noncontrolling interest			$ 1,146,752			$ 1,171,051			$ 756,537
Other comprehensive income (loss), net of tax:									
Foreign currency translation adjustments:									
Foreign currency translation gains (losses) during period	$ 13,141	$ —	13,141	$ (31,143)	$ —	(31,143)	$ 19,616	$ —	19,616
Reclassification to earnings due to the sale of businesses	—	—	—	25,131	—	25,131	—	—	—
Pension and post-retirement benefit plans:									
Net actuarial (loss) gain and prior service cost	(9,315)	2,273	(7,042)	(39,724)	10,120	(29,604)	28,718	(10,883)	17,835
Reclassification of tax effects relating to U.S. tax reform	—	—	—	—	(36,535)	(36,535)	—	—	—
Reclassification to earnings	31,341	(8,256)	23,085	40,421	(9,986)	30,435	46,305	(26,497)	19,808
Cash flow hedges:									
(Losses) gains on cash flow hedging derivatives	(2,515)	857	(1,658)	5,822	(86)	5,736	(4,931)	73	(4,858)
Reclassification of tax effects relating to U.S. tax reform	—	—	—	—	(11,121)	(11,121)	—	—	—
Reclassification to earnings	8,404	(2,949)	5,455	5,573	(2,677)	2,896	14,434	(3,853)	10,581
Total other comprehensive income (loss), net of tax	$ 41,056	$ (8,075)	32,981	$ 6,080	$ (50,285)	(44,205)	$ 104,142	$ (41,160)	62,982
Total comprehensive income including noncontrolling interest			$ 1,179,733			$ 1,126,846			$ 819,519
Comprehensive loss attributable to noncontrolling interest			(2,773)			(7,682)			(25,604)
Comprehensive income attributable to The Hershey Company			$ 1,182,506			$ 1,134,528			$ 845,123

See Notes to Consolidated Financial Statements.

THE HERSHEY COMPANY
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

December 31,		2019		2018
ASSETS				
Current assets:				
Cash and cash equivalents	$	493,262	$	587,998
Accounts receivable—trade, net		568,509		594,145
Inventories		815,251		784,879
Prepaid expenses and other		240,080		272,159
Total current assets		2,117,102		2,239,181
Property, plant and equipment, net		2,153,139		2,130,294
Goodwill		1,985,955		1,801,103
Other intangibles		1,341,166		1,278,292
Other assets		512,000		252,984
Deferred income taxes		31,033		1,166
Total assets	$	8,140,395	$	7,703,020
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	$	550,828	$	502,314
Accrued liabilities		702,372		679,163
Accrued income taxes		19,921		33,773
Short-term debt		32,282		1,197,929
Current portion of long-term debt		703,390		5,387
Total current liabilities		2,008,793		2,418,566
Long-term debt		3,530,813		3,254,280
Other long-term liabilities		655,777		446,048
Deferred income taxes		200,018		176,860
Total liabilities		6,395,401		6,295,754
Stockholders' equity:				
The Hershey Company stockholders' equity				
Preferred stock, shares issued: none in 2019 and 2018		—		—
Common stock, shares issued: 160,939,248 in 2019 and 299,287,967 in 2018		160,939		299,287
Class B common stock, shares issued: 60,613,777 in 2019 and 2018		60,614		60,614
Additional paid-in capital		1,142,210		982,205
Retained earnings		1,290,461		7,032,020
Treasury—common stock shares, at cost: 12,723,592 in 2019 and 150,172,840 in 2018		(591,036)		(6,618,625)
Accumulated other comprehensive loss		(323,966)		(356,780)
Total—The Hershey Company stockholders' equity		1,739,222		1,398,721
Noncontrolling interest in subsidiary		5,772		8,545
Total stockholders' equity		1,744,994		1,407,266
Total liabilities and stockholders' equity	$	8,140,395	$	7,703,020

See Notes to Consolidated Financial Statements.

THE HERSHEY COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

For the years ended December 31,	2019	2018	2017
Operating Activities			
Net income including noncontrolling interest	$ 1,146,752	$ 1,171,051	$ 756,537
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	291,544	295,144	261,853
Stock-based compensation expense	51,899	49,286	51,061
Deferred income taxes	(15,072)	36,255	18,582
Impairment of long-lived and intangible assets (see Note 6)	112,485	57,729	208,712
Write-down of equity investments	50,457	50,329	66,209
Other	57,426	37,278	77,291
Changes in assets and liabilities, net of business acquisitions and divestitures:			
Accounts receivable—trade, net	40,252	8,585	(6,881)
Inventories	(21,194)	(12,746)	(71,404)
Prepaid expenses and other current assets	13,593	(39,899)	18,214
Accounts payable and accrued liabilities	41,101	(100,252)	(52,960)
Accrued income taxes	(9,544)	75,568	(71,027)
Contributions to pension and other benefit plans	(20,134)	(25,864)	(56,433)
Other assets and liabilities	24,308	(2,471)	49,761
Net cash provided by operating activities	1,763,873	1,599,993	1,249,515
Investing Activities			
Capital additions (including software)	(318,192)	(328,601)	(257,675)
Proceeds from sales of property, plant and equipment and other long-lived assets	28,131	49,759	7,609
Proceeds from sales of businesses, net of cash and cash equivalents divested	—	167,048	—
Equity investments in tax credit qualifying partnerships	(80,230)	(52,641)	(78,598)
Business acquisitions, net of cash and cash equivalents acquired	(402,160)	(1,338,459)	—
Other investing activities	(8,029)	—	—
Net cash used in investing activities	(780,480)	(1,502,894)	(328,664)
Financing Activities			
Net (decrease) increase in short-term debt	(1,168,205)	645,805	(81,426)
Long-term borrowings	989,618	1,199,845	954
Repayment of long-term debt and finance leases	(6,151)	(910,844)	—
Repayment of tax receivable obligation	—	(72,000)	—
Cash dividends paid	(610,312)	(562,521)	(526,272)
Repurchase of common stock	(527,211)	(247,500)	(300,312)
Exercise of stock options	240,806	63,323	63,288
Net cash (used in) provided by financing activities	(1,081,455)	116,108	(843,768)
Effect of exchange rate changes on cash and cash equivalents	3,326	(5,388)	6,129
(Decrease) increase in cash and cash equivalents	(94,736)	207,819	83,212
Cash and cash equivalents, beginning of period	587,998	380,179	296,967
Cash and cash equivalents, end of period	$ 493,262	$ 587,998	$ 380,179
Supplemental Disclosure			
Interest paid	$ 139,504	$ 132,486	$ 101,874
Income taxes paid	238,067	118,842	351,832

See Notes to Consolidated Financial Statements.

THE HERSHEY COMPANY
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Preferred Stock	Common Stock	Class B Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Common Stock	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiaries	Total Stockholders' Equity
Balance, January 1, 2017	$ —	$ 299,281	$ 60,620	$ 869,857	$ 6,115,961	$ (6,183,975)	$ (375,888)	$ 41,831	$ 827,687
Net income (loss)					782,981			(26,444)	756,537
Other comprehensive income							62,142	840	62,982
Dividends (including dividend equivalents):									
Common Stock, $2.548 per share					(387,466)				(387,466)
Class B Common Stock, $2.316 per share					(140,394)				(140,394)
Stock-based compensation				49,243					49,243
Exercise of stock options and incentive-based transactions				5,878		57,410			63,288
Repurchase of common stock						(300,312)			(300,312)
Balance, December 31, 2017	—	299,281	60,620	924,978	6,371,082	(6,426,877)	(313,746)	16,227	931,565
Net income (loss)					1,177,562			(6,511)	1,171,051
Other comprehensive income (loss)							4,622	(1,171)	3,451
Dividends (including dividend equivalents):									
Common Stock, $2.756 per share					(412,491)				(412,491)
Class B Common Stock, $2.504 per share					(151,789)				(151,789)
Conversion of Class B Common Stock into Common Stock		6	(6)						—
Stock-based compensation				49,656					49,656
Exercise of stock options and incentive-based transactions				7,571		55,752			63,323
Repurchase of common stock						(247,500)			(247,500)
Reclassification of tax effects relating to U.S. tax reform					47,656		(47,656)		—
Balance, December 31, 2018	—	299,287	60,614	982,205	7,032,020	(6,618,625)	(356,780)	8,545	1,407,266
Net income (loss)					1,149,692			(2,940)	1,146,752
Other comprehensive income							32,814	167	32,981
Dividends (including dividend equivalents):									
Common Stock, $2.990 per share					(445,618)				(445,618)
Class B Common Stock, $2.716 per share					(164,627)				(164,627)
Stock-based compensation				50,732					50,732
Exercise of stock options and incentive-based transactions				109,273		131,533			240,806
Repurchase of common stock						(527,211)			(527,211)
Retirement of treasury common stock		(138,348)			(6,284,919)	6,423,267			—
Impact of ASU 2016-02 related to leases					3,913				3,913
Balance, December 31, 2019	$ —	$ 160,939	$ 60,614	$ 1,142,210	$ 1,290,461	$ (591,036)	$ (323,966)	$ 5,772	$ 1,744,994

See Notes to Consolidated Financial Statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

The Hershey Company together with its wholly-owned subsidiaries and entities in which it has a controlling interest, (the "Company," "Hershey," "we" or "us") is a global confectionery leader known for its branded portfolio of chocolate, sweets, mints and other great-tasting snacks. The Company has more than 80 brands worldwide including such iconic brand names as *Hershey's, Reese's, Kisses, Jolly Rancher* and *Ice Breakers,* which are marketed, sold and distributed in approximately 85 countries worldwide. Hershey's structure is designed to ensure continued focus on North America, coupled with an emphasis on profitable growth in our focus international markets. The Company currently operates through two reportable segments that are aligned with its management structure and the key markets it serves: North America and International and Other. For additional information on our segment presentation, see Note 13.

Basis of Presentation

Our consolidated financial statements include the accounts of The Hershey Company and its majority-owned or controlled subsidiaries. Intercompany transactions and balances have been eliminated. We have a controlling financial interest if we own a majority of the outstanding voting common stock and minority shareholders do not have substantive participating rights, we have significant control through contractual or economic interests in which we are the primary beneficiary or we have the power to direct the activities that most significantly impact the entity's economic performance. We use the equity method of accounting when we have a 20% to 50% interest in other companies and exercise significant influence. See Note 14 for information on our noncontrolling interest. In addition, we use the equity method of accounting for our investments in partnership entities which make equity investments in projects eligible to receive federal historic and energy tax credits. See Note 10 for additional information on our equity investments in partnership entities qualifying for tax credits. Other investments that are not controlled, and over which we do not have the ability to exercise significant influence, are accounted for under the cost method. Both equity and cost method investments are included as Other non-current assets in the Consolidated Balance Sheets.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying disclosures. Our significant estimates and assumptions include, among others, pension and other post-retirement benefit plan assumptions, valuation assumptions of goodwill and other intangible assets, useful lives of long-lived assets, marketing and trade promotion accruals and income taxes. These estimates and assumptions are based on management's best judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, and the effects of any revisions are reflected in the consolidated financial statements in the period that they are determined. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates.

Revenue Recognition

The majority of our revenue contracts represent a single performance obligation related to the fulfillment of customer orders for the purchase of our products, including chocolate, sweets, mints and other grocery and snack offerings. Net sales reflect the transaction prices for these contracts based on our selling list price which is then reduced by estimated costs for trade promotional programs, consumer incentives, and allowances and discounts associated with aged or potentially unsaleable products. We recognize revenue at the point in time that control of the ordered product(s) is transferred to the customer, which is typically upon delivery to the customer or other customer-designated delivery point. Amounts billed and due from our customers are classified as accounts receivables on the balance sheet and require payment on a short-term basis.

Our trade promotional programs and consumer incentives are used to promote our products and include, but are not limited to, discounts, coupons, rebates, in-store display incentives, and volume-based incentives. The estimated costs associated with these programs and incentives are based upon our analysis of the programs offered, expectations regarding customer and consumer participation, historical sales and payment trends, and our experience with payment patterns associated with similar programs offered in the past. The estimated costs of these programs are reasonably likely to change in future periods due to changes in trends with regard to customer and consumer participation, particularly for new programs and for programs related to the introduction of new products. Differences between estimated expense and actual program performance are recognized as a change in estimate in a subsequent period and are normally not significant. During 2019, 2018 and 2017, actual promotional costs have not deviated from the estimated amount by more than 3%. The Company's unsettled portion remaining in accrued liabilities at year-end for these activities was $180,959 and $171,449 at December 31, 2019 and 2018, respectively.

We also recognize a minor amount of royalty income (less than 1% of our consolidated net sales) from sales-based licensing arrangements, pursuant to which revenue is recognized as the third-party licensee sales occur. Shipping and handling costs incurred to deliver product to the customer are recorded within cost of sales. Sales, value add, and other taxes we collect concurrent with revenue producing activities are excluded from revenue.

The majority of our products are confectionery or confectionery-based and, therefore, exhibit similar economic characteristics, as they are based on similar ingredients and are marketed and sold through the same channels to the same customers. In connection with our recent acquisitions, we have expanded our portfolio of snacking products, which also exhibit similar economic characteristics to our confectionery products and are sold through the same channels to the same customers. See Note 13 for revenues reported by geographic segment, which is consistent with how we organize and manage our operations, as well as product line net sales information.

In 2019, 2018 and 2017, approximately 30%, 28% and 29%, respectively, of our consolidated net sales were made to McLane Company, Inc., one of the largest wholesale distributors in the United States to convenience stores, drug stores, wholesale clubs and mass merchandisers and the primary distributor of our products to Wal-Mart Stores, Inc.

Cost of Sales

Cost of sales represents costs directly related to the manufacture and distribution of our products. Primary costs include raw materials, packaging, direct labor, overhead, shipping and handling, warehousing and the depreciation of manufacturing, warehousing and distribution facilities. Manufacturing overhead and related expenses include salaries, wages, employee benefits, utilities, maintenance and property taxes.

Selling, Marketing and Administrative Expense

Selling, marketing and administrative expense ("SM&A") represents costs incurred in generating revenues and in managing our business. Such costs include advertising and other marketing expenses, selling expenses, research and development costs, administrative and other indirect overhead costs, amortization of capitalized software and intangible assets and depreciation of administrative facilities. Research and development costs, charged to expense as incurred, totaled $37,146 in 2019, $38,521 in 2018 and $45,850 in 2017. Advertising expense is also charged to expense as incurred and totaled $513,302 in 2019, $479,908 in 2018 and $541,293 in 2017. Prepaid advertising expense was $242 and $594 as of December 31, 2019 and 2018, respectively.

Cash Equivalents

Cash equivalents consist of highly liquid debt instruments, time deposits and money market funds with original maturities of three months or less. The fair value of cash and cash equivalents approximates the carrying amount.

Accounts Receivable—Trade

In the normal course of business, we extend credit to customers that satisfy pre-defined credit criteria, based upon the results of our recurring financial account reviews and our evaluation of current and projected economic conditions. Our primary concentration of credit risk is associated with McLane Company, Inc., one customer served principally by our North America segment. As of December 31, 2019, McLane Company, Inc. accounted for approximately 24% of our total accounts receivable. No other customer accounted for more than 10% of our year-end accounts receivable. We believe that we have little concentration of credit risk associated with the remainder of our customer base. Accounts receivable-trade in the Consolidated Balance Sheets is presented net of allowances for bad debts and anticipated discounts of $24,966 and $24,610 at December 31, 2019 and 2018, respectively.

Inventories

Inventories are valued at the lower of cost or market value, adjusted for the value of inventory that is estimated to be excess, obsolete or otherwise unsaleable. As of December 31, 2019, approximately 61% of our inventories, representing the majority of our U.S. inventories, were valued under the last-in, first-out ("LIFO") method. The remainder of our inventories in the U.S. and inventories for our international businesses were valued at the lower of first-in, first-out ("FIFO") cost or net realizable value. LIFO cost of inventories valued using the LIFO method was $501,459 as of December 31, 2019 and $466,911 as of December 31, 2018. The adjustment to LIFO, as shown in Note 18, approximates the excess of replacement cost over the stated LIFO inventory value. The net impact of LIFO acquisitions and liquidations was not material to 2019, 2018 or 2017.

Property, Plant and Equipment

Property, plant and equipment is stated at cost and depreciated on a straight-line basis over the estimated useful lives of the assets, as follows: 3 to 15 years for machinery and equipment; and 25 to 40 years for buildings and related improvements. At December 31, 2019 and December 31, 2018, property, plant and equipment included assets under finance lease (formerly capital lease) arrangements with net book values totaling $93,917 and $110,249, respectively. Total depreciation expense for the years ended December 31, 2019, 2018 and 2017 was $218,096, $231,012 and $211,592, respectively, and included depreciation on assets recorded under finance lease arrangements. Maintenance and repairs are expensed as incurred. We capitalize applicable interest charges incurred during the construction of new facilities and production lines and amortize these costs over the assets' estimated useful lives.

We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. We measure the recoverability of assets to be held and used by a comparison of the carrying amount of long-lived assets to future undiscounted net cash flows expected to be generated. If these assets are considered to be impaired, we measure impairment as the amount by which the carrying amount of the assets exceeds the fair value of the assets. We report assets held for sale or disposal at the lower of the carrying amount or fair value less cost to sell.

We assess asset retirement obligations on a periodic basis and recognize the fair value of a liability for an asset retirement obligation in the period in which it is incurred if a reasonable estimate of fair value can be made. We capitalize associated asset retirement costs as part of the carrying amount of the long-lived asset.

Computer Software

We capitalize costs associated with software developed or obtained for internal use when both the preliminary project stage is completed and it is probable the software being developed will be completed and placed in service. Capitalized costs include only (i) external direct costs of materials and services consumed in developing or obtaining internal-use software, (ii) payroll and other related costs for employees who are directly associated with and who devote time to the internal-use software project and (iii) interest costs incurred, when material, while developing internal-use software. We cease capitalization of such costs no later than the point at which the project is substantially complete and ready for its intended purpose.

The unamortized amount of capitalized software totaled $153,842 and $126,379 at December 31, 2019 and 2018, respectively. We amortize software costs using the straight-line method over the expected life of the software, generally 3 to 7 years. Accumulated amortization of capitalized software was $338,449 and $316,710 as of 2019 and 2018, respectively. Such amounts are recorded within other assets in the Consolidated Balance Sheets.

We review the carrying value of software and development costs for impairment in accordance with our policy pertaining to the impairment of long-lived assets.

Goodwill and Other Intangible Assets

Goodwill and indefinite-lived intangible assets are not amortized, but are evaluated for impairment annually or more often if indicators of a potential impairment are present. Our annual impairment tests are conducted at the beginning of the fourth quarter. We test goodwill for impairment by performing either a qualitative or quantitative assessment. If we choose to perform a qualitative assessment, we evaluate economic, industry and company-specific factors in assessing the fair value of the related reporting unit. If we determine that it is more likely than not that the fair value of the reporting unit is less than its carrying value, a quantitative test is then performed. Otherwise, no further testing is required. For those reporting units tested using a quantitative approach, we compare the fair value of each reporting unit with the carrying amount of the reporting unit, including goodwill. If the estimated fair value of the reporting unit is less than the carrying amount of the reporting unit, impairment is indicated, requiring recognition of a goodwill impairment charge for the differential (up to the carrying value of goodwill). We test individual indefinite-lived intangible assets by comparing the estimated fair values with the book values of each asset.

We determine the fair value of our reporting units and indefinite-lived intangible assets using an income approach. Under the income approach, we calculate the fair value of our reporting units and indefinite-lived intangible assets based on the present value of estimated future cash flows. Considerable management judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate the future cash flows used to measure fair value. Our estimates of future cash flows consider past performance, current and anticipated market conditions and internal projections and operating plans which incorporate estimates for sales growth and profitability, and cash flows associated with taxes and capital spending. Additional assumptions include forecasted growth rates, estimated discount rates, which may be risk-adjusted for the operating market of the reporting unit, and estimated royalty rates that would be charged for comparable branded licenses. We believe such assumptions also reflect current and anticipated market conditions and are consistent with those that would be used by other marketplace participants for similar valuation purposes. Such assumptions are subject to change due to changing economic and competitive conditions.

The cost of intangible assets with finite useful lives is amortized on a straight-line basis. Our finite-lived intangible assets consist primarily of certain trademarks, customer-related intangible assets and patents obtained through business acquisitions. The weighted-average amortization period for our finite-lived intangible assets is approximately 33 years, which is primarily driven by recently acquired trademarks. If certain events or changes in operating conditions indicate that the carrying value of these assets, or related asset groups, may not be recoverable, we perform an impairment assessment and may adjust the remaining useful lives. See Note 3 for additional information regarding the results of impairment tests.

Currency Translation

The financial statements of our foreign entities with functional currencies other than the U.S. dollar are translated into U.S. dollars, with the resulting translation adjustments recorded as a component of other comprehensive income (loss). Assets and liabilities are translated into U.S. dollars using the exchange rates in effect at the balance sheet date, while income and expense items are translated using the average exchange rates during the period.

Derivative Instruments

We use derivative instruments principally to offset exposure to market risks arising from changes in commodity prices, foreign currency exchange rates and interest rates. See Note 5 for additional information on our risk management strategy and the types of instruments we use.

Derivative instruments are recognized on the Consolidated Balance Sheets at their fair values. When we become party to a derivative instrument and intend to apply hedge accounting, we designate the instrument for financial reporting purposes as a cash flow or fair value hedge. The accounting for changes in fair value (gains or losses) of a derivative instrument depends on whether we have designated it and it qualified as part of a hedging relationship, as noted below:

- Changes in the fair value of a derivative that is designated as a cash flow hedge are recorded in accumulated other comprehensive income ("AOCI") to the extent effective and reclassified into earnings in the same period or periods during which the transaction hedged by that derivative also affects earnings.
- Changes in the fair value of a derivative that is designated as a fair value hedge, along with the offsetting loss or gain on the hedged asset or liability that is attributable to the risk being hedged, are recorded in earnings, thereby reflecting in earnings the net extent to which the hedge is not effective in achieving offsetting changes in fair value.
- Changes in the fair value of a derivative not designated as a hedging instrument are recognized in earnings in cost of sales or SM&A, consistent with the related exposure.

For derivatives designated as hedges, we assess, both at the hedge's inception and on an ongoing basis, whether they are highly effective in offsetting changes in fair values or cash flows of hedged items. The ineffective portion, if any, is recorded directly in earnings. In addition, if we determine that a derivative is not highly effective as a hedge or that it has ceased to be a highly effective hedge, we discontinue hedge accounting prospectively.

We do not hold or issue derivative instruments for trading or speculative purposes and are not a party to any instruments with leverage or prepayment features.

Cash flows related to the derivative instruments we use to manage interest, commodity or other currency exposures are classified as operating activities.

Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, *Leases (Topic 842)*. This ASU requires lessees to recognize most leases on their balance sheets as lease liabilities with corresponding right-of-use ("ROU") assets. The Company adopted the standard as of January 1, 2019, using a modified retrospective approach and applying the standard's transition provisions at January 1, 2019, the effective date.

We elected the package of practical expedients permitted under the transition guidance, which among other things, allows us to carryforward the historical lease classification. In addition, we made accounting policy elections to combine the lease and non-lease components for asset categories that support selling, marketing and general administrative activities. These asset categories comprise the majority of our leases. Finally, we made elections to exclude from balance sheet reporting those leases with initial terms of 12 months or less.

Adoption of the new standard resulted in the recording of operating lease ROU assets and lease liabilities of $227,258 and $216,966, respectively, with the difference largely due to prepaid and deferred rent that were reclassified to the ROU asset value. In addition, we derecognized a build-to-suit arrangement in accordance with the transition requirements, which resulted in an adjustment to retained earnings of $3,913. The standard did not materially affect our consolidated net income or cash flows. See Note 7 for further details.

In August 2018, the FASB issued ASU No. 2018-14, *Compensation—Retirement Benefits—Defined Benefit Plans—General (Topic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans*, which modifies the disclosure requirements for defined benefit pension plans and other post-retirement plans. ASU 2018-14 is effective for annual periods beginning after December 15, 2020, with early adoption permitted. The amendments in this ASU should be applied on a retrospective basis to all periods presented. We elected to early adopt the provisions of this ASU in the fourth quarter of 2019. Adoption of the new standard did not have a material impact on our consolidated financial statements.

In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*, which amends ASC 815 – Derivatives and Hedging. The purpose of this ASU is to better align accounting rules with a company's risk management activities and financial reporting for hedging relationships, better reflect economic results of hedging in financial statements, simplify hedge accounting requirements and improve the disclosures of hedging arrangements. We adopted the provisions of this ASU in the first quarter of 2019 using a modified retrospective approach. Adoption of the new standard did not have a material impact on our consolidated financial statements.

In June 2018, the FASB issued ASU No. 2018-07, *Compensation – Stock Compensation (Topic 718), Improvements to Nonemployee Share-Based Payment Accounting.* This ASU is intended to simplify aspects of share-based compensation issued to non-employees by making the guidance consistent with accounting for employee share-based compensation. We adopted the provisions of this ASU in the first quarter of 2019. Adoption of the new standard did not have a material impact on our consolidated financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. This ASU modifies the measurement of expected credit losses of certain financial instruments. ASU 2016-13 is effective for annual periods beginning after December 15, 2019 and interim periods within those annual periods. The amendments in this ASU should be applied on a modified retrospective basis to all periods presented. We intend to adopt the provisions of this ASU in the first quarter of 2020. Based on our assessment, adoption of the new standard is not expected to have a material impact on our consolidated financial statements and related disclosures.

In August 2018, the FASB issued ASU No. 2018-13, *Fair Value Measurement (Topic 820), Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement*. This ASU modifies the disclosure requirements for fair value measurements by removing, modifying or adding certain disclosures. ASU 2018-13 is effective for annual periods beginning after December 15, 2019 and interim periods within those annual periods, with early adoption permitted. The amendments on changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the narrative description of measurement uncertainty should be applied prospectively for only the most recent interim or annual period presented in the initial fiscal year of adoption. All other amendments should be applied retrospectively to all periods presented upon their effective date. We intend to adopt the provisions of this ASU in the first quarter of 2020. Based on our assessment, adoption of the new standard is not expected to have a material impact on our consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40), Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract*. This ASU aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). ASU 2018-15 is effective for annual periods beginning after December 15, 2019 and interim periods within those annual periods, with early adoption permitted. The amendments in this ASU should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. We intend to adopt the provisions of this ASU in the first quarter of 2020 on a prospective basis. Based on our assessment, adoption of the new standard is not expected to have a material impact on our consolidated financial statements and related disclosures.

In December 2019, the FASB issued ASU No. 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*. This ASU is intended to simplify various aspects related to accounting for income taxes by removing certain exceptions to the general principles in Topic 740 and clarifying certain aspects of the current guidance to promote consistency among reporting entities. ASU 2019-12 is effective for annual periods beginning after December 15, 2020 and interim periods within those annual periods, with early adoption permitted. An entity that elects early adoption must adopt all the amendments in the same period. Most amendments within this ASU are required to be applied on a prospective basis, while certain amendments must be applied on a retrospective or modified retrospective basis. We are currently evaluating the impact of the new standard on our consolidated financial statements and related disclosures.

No other new accounting pronouncement issued or effective during the fiscal year had or is expected to have a material impact on our consolidated financial statements or disclosures.

(amounts in thousands, except share data or if otherwise indicated)

2. BUSINESS ACQUISITIONS

Acquisitions of businesses are accounted for as purchases and, accordingly, the results of operations of the businesses acquired have been included in the consolidated financial statements since the respective dates of the acquisitions. The purchase price for each acquisition is allocated to the assets acquired and liabilities assumed.

In conjunction with acquisitions noted below, we used various valuation techniques to determine fair value of the assets acquired, with the primary techniques being discounted cash flow analysis, relief-from-royalty, a form of the multi-period excess earnings and the with-and-without valuation approaches, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy. Inputs to these valuation approaches require significant judgment including: (i) forecasted sales, growth rates and customer attrition rates, (ii) forecasted operating margins, (iii) royalty rates and discount rates used to present value future cash flows, (iv) the amount of synergies expected from the acquisition, (v) the economic useful life of assets and, (vi) the evaluation of historical tax positions. In certain acquisitions, historical data is limited, therefore, we base our estimates and assumptions on budgets, business plans, economic projections, anticipated future cash flows and marketplace data.

2019 Activity

ONE Brands, LLC

On September 23, 2019, we completed the acquisition of ONE Brands, LLC ("ONE Brands"), previously a privately held company that sells a line of low-sugar, high-protein nutrition bars to retailers and distributors in the United States, with the *ONE Bar* as its primary product. The purchase consideration for ONE Brands totaled $402,160 and consisted of cash on hand and short-term borrowings. Acquisition-related costs for the ONE Brands acquisition were immaterial.

The acquisition has been accounted for as a purchase and, accordingly, ONE Brands' results of operations have been included within the North America segment results in our consolidated financial statements since the date of acquisition. The purchase consideration was allocated to assets acquired and liabilities assumed based on their respective fair values as follows:

	Initial Allocation (1)	Adjustments	Updated Allocation
Goodwill	$ 178,179	$ 1,061	$ 179,240
Other intangible assets	206,800	—	206,800
Other assets acquired, primarily current assets	25,760	166	25,926
Other liabilities assumed, primarily current liabilities	(9,278)	(528)	(9,806)
Net assets acquired	$ 401,461	$ 699	$ 402,160

(1) As reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 29, 2019.

The purchase price allocation presented above is preliminary. The measurement period adjustments to the initial allocation are based on more detailed information obtained about the specific assets acquired and liabilities assumed. We continue to refine our purchase price allocation, including goodwill, and expect to finalize during the first half of 2020.

Goodwill was determined as the excess of the purchase price over the fair value of the net assets acquired (including the identifiable intangible assets). The goodwill derived from this acquisition is expected to be deductible for tax purposes and reflects the value of leveraging our brand building expertise, supply chain capabilities and retail relationships to accelerate growth and access to the portfolio of ONE Brands products.

Other intangible assets include trademarks valued at $144,900, customer relationships valued at $58,800 and covenants not to compete valued at $3,100. Trademarks were assigned an estimated useful life of 33 years, customer relationships were assigned estimated useful lives ranging from 17 to 19 years and covenants not to compete were assigned an estimated useful life of 4 years.

(amounts in thousands, except share data or if otherwise indicated)

2018 Activity

Pirate Brands

On October 17, 2018, we completed the acquisition of Pirate Brands, which includes the *Pirate's Booty*, *Smart Puffs* and *Original Tings* brands, from B&G Foods, Inc. Pirate Brands offers baked, trans fat free and gluten free snacks and is available in a wide range of food distribution channels in the United States. The purchase consideration for Pirate Brands totaled $423,002 and consisted of short-term borrowings and cash on hand. Acquisition-related costs for the Pirate Brands acquisition were immaterial.

The acquisition has been accounted for as a purchase and, accordingly, Pirate Brands' results of operations have been included within the North America segment results in our consolidated financial statements since the date of acquisition. The purchase price allocation presented below has been finalized as of the end of the fourth quarter of 2018. The purchase consideration was allocated to assets acquired and liabilities assumed based on their respective fair values as follows:

Inventories	$	4,663
Property, plant and equipment, net		48
Goodwill		129,991
Other intangible assets		289,300
Accrued liabilities		(1,000)
Net assets acquired	$	423,002

Goodwill was determined as the excess of the purchase price over the fair value of the net assets acquired (including the identifiable intangible assets). The goodwill derived from this acquisition is expected to be deductible for tax purposes and reflects the value of leveraging the Company's resources to expand the distribution locations and customer base for the Pirate Brands' products.

Other intangible assets includes trademarks valued at $272,000 and customer relationships valued at $17,300. Trademarks were assigned estimated useful lives of 45 years and customer relationships were assigned estimated useful lives ranging from 16 to 18 years.

(amounts in thousands, except share data or if otherwise indicated)

Amplify Snack Brands, Inc.

On January 31, 2018, we completed the acquisition of all of the outstanding shares of Amplify Snack Brands, Inc. (“Amplify”), previously a publicly traded company based in Austin, Texas that owns several popular better-for-you snack brands such as *SkinnyPop*, *Oatmega* and *Paqui*. Amplify's anchor brand, *SkinnyPop*, is a market-leading ready-to-eat popcorn brand and is available in a wide range of food distribution channels in the United States. Total consideration of $968,781 included payment of $12.00 per share for Amplify's outstanding common stock (for a total of $907,766), as well as payment of Amplify's transaction related expenses, including accelerated equity compensation, consultant fees and other deal costs. The business enables us to capture more consumer snacking occasions by contributing a new portfolio of brands.

The acquisition has been accounted for as a purchase and, accordingly, Amplify's results of operations have been included within the North America segment results in our consolidated financial statements since the date of acquisition. The purchase price allocation presented below has been finalized as of the end of the fourth quarter of 2018. The purchase consideration, net of cash acquired totaling $53,324, was allocated to assets acquired and liabilities assumed based on their respective fair values as follows:

Accounts receivable	$	40,763
Other current assets		34,593
Property, plant and equipment, net		67,989
Goodwill		966,389
Other intangible assets		682,000
Other non-current assets		1,049
Accounts payable		(32,394)
Accrued liabilities		(132,519)
Current debt		(610,844)
Other current liabilities		(2,931)
Non-current deferred income taxes		(93,489)
Other long-term liabilities		(5,149)
Net assets acquired	$	915,457

In connection with the acquisition, the Company agreed to pay in full all outstanding debt owed by Amplify under its existing credit agreement as of January 31, 2018, as well as the amount due under Amplify's existing tax receivable obligation. The Company funded the acquisition and repayment of the acquired debt utilizing proceeds from the issuance of commercial paper.

Goodwill was determined as the excess of the purchase price over the fair value of the net assets acquired (including the identifiable intangible assets) and is not expected to be deductible for tax purposes. The goodwill that resulted from the acquisition is attributable primarily to cost-reduction synergies as Amplify leverages Hershey's resources, expertise and capability-building.

Other intangible assets includes trademarks valued at $648,000 and customer relationships valued at $34,000. Trademarks were assigned estimated useful lives ranging from 28 to 38 years and customer relationships were assigned estimated useful lives ranging from 14 to 18 years.

The Company incurred acquisition-related costs of $20,577 related to the acquisition of Amplify, the majority of which were incurred during the first quarter of 2018. Acquisition-related costs consisted primarily of legal fees, consultant fees, valuation fees and other deal costs and are recorded in the selling, marketing and administrative expense caption within the Consolidated Statements of Income.

(amounts in thousands, except share data or if otherwise indicated)

3. GOODWILL AND INTANGIBLE ASSETS

The changes in the carrying value of goodwill by reportable segment for the years ended December 31, 2019 and 2018 are as follows:

	North America	International and Other	Total
Goodwill	$ 804,902	$ 378,507	$ 1,183,409
Accumulated impairment loss	(4,973)	(357,375)	(362,348)
Balance at January 1, 2018	799,929	21,132	821,061
Acquired during the period (see Note 2)	1,069,379	—	1,069,379
Measurement period adjustments (see Note 2)	27,001	—	27,001
Divested during the period (see Note 8)	(98,379)	—	(98,379)
Foreign currency translation	(15,085)	(2,874)	(17,959)
Balance at December 31, 2018	1,782,845	18,258	1,801,103
Acquired during the period (see Note 2)	178,179	—	178,179
Measurement period adjustments (see Note 2)	1,061	—	1,061
Foreign currency translation	5,381	231	5,612
Balance at December 31, 2019	$ 1,967,466	$ 18,489	$ 1,985,955

We had no goodwill impairment charges in 2019, 2018 or 2017.

The following table provides the gross carrying amount and accumulated amortization for each major class of intangible asset:

December 31,	2019		2018	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Intangible assets subject to amortization:				
Trademarks	$ 1,212,172	$ (73,262)	$ 1,173,770	$ (60,995)
Customer-related	207,749	(40,544)	163,860	(33,516)
Patents	16,711	(16,525)	16,306	(15,772)
Total	1,436,632	(130,331)	1,353,936	(110,283)
Intangible assets not subject to amortization:				
Trademarks	34,865		34,639	
Total other intangible assets	$ 1,341,166		$ 1,278,292	

In 2019, sales and operating performance associated with our KRAVE Pure Foods, Inc. (“Krave”) business were below expectations. In the fourth quarter of 2019, as part of a strategic review initiated by our leadership team, we updated our strategic forecast which projected under performance related to the Krave business primarily due to mainstream brands driving category volume and an increase in the overall competitive landscape. We deemed this to be a triggering event requiring us to test our Krave long-lived asset group for impairment. Based on our assessment, we determined that the carrying value was not recoverable and calculated an impairment loss as the excess of the asset group's carrying value over its fair value. Therefore, as a result of this testing, during the fourth quarter of 2019, we recorded an impairment charge totaling $100,131 to write down the long-lived asset group, which predominantly consisted of customer relationship and trademark intangible assets.

(amounts in thousands, except share data or if otherwise indicated)

As discussed in Note 9, in February 2017, we commenced the Margin for Growth Program which included an initiative to optimize the manufacturing operations supporting our China business. We deemed this to be a triggering event requiring us to test our China long-lived asset group for impairment by first determining whether the carrying value of the asset group was recovered by our current estimates of future cash flows associated with the asset group. Because this assessment indicated that the carrying value was not recoverable, we calculated an impairment loss as the excess of the asset group's carrying value over its fair value. The resulting impairment loss was allocated to the asset group's long-lived assets. Therefore, as a result of this testing, during the first quarter of 2017, we recorded an impairment charge totaling $105,992 representing the portion of the impairment loss that was allocated to the distributor relationship and trademark intangible assets that had been recognized in connection with the 2014 Shanghai Golden Monkey ("SGM") acquisition.

Total amortization expense for the years ended December 31, 2019, 2018 and 2017 was $46,690, $38,555 and $23,376, respectively.

Amortization expense for the next five years, based on current intangible asset balances, is estimated to be as follows:

Year ending December 31,	2020	2021	2022	2023	2024
Amortization expense	$ 46,515	$ 46,315	$ 46,315	$ 46,121	$ 45,540

4. SHORT AND LONG-TERM DEBT

Short-term Debt

As a source of short-term financing, we utilize cash on hand and commercial paper or bank loans with an original maturity of three months or less. We maintain a $1.5 billion unsecured revolving credit facility with the option to increase borrowings by an additional $500 million with the consent of the lenders. This facility is scheduled to expire on July 2, 2024, however, we may extend the termination date for up to two additional one-year periods upon notice to the administrative agent under the facility.

The unsecured committed revolving credit agreement contains a financial covenant whereby the ratio of (a) pre-tax income from operations from the most recent four fiscal quarters to (b) consolidated interest expense for the most recent four fiscal quarters may not be less than 2.0 to 1.0 at the end of each fiscal quarter. The credit agreement also contains customary representations, warranties and events of default. Payment of outstanding advances may be accelerated, at the option of the lenders, should we default in our obligation under the credit agreement. As of December 31, 2019, we are in compliance with all customary affirmative and negative covenants and the financial covenant pertaining to our credit agreement. There were no significant compensating balance agreements that legally restricted these funds.

In addition to the revolving credit facility, we maintain lines of credit with domestic and international commercial banks. Our credit limit in various currencies was $390,299 at December 31, 2019 and $386,590 at December 31, 2018. These lines permit us to borrow at the respective banks' prime commercial interest rates, or lower. We had short-term foreign bank loans against these lines of credit for $32,282 at December 31, 2019 and $113,189 at December 31, 2018. Commitment fees relating to our revolving credit facility and lines of credit are not material.

At December 31, 2019, we had no outstanding commercial paper. At December 31, 2018, we had outstanding commercial paper totaling $1,084,740, at a weighted average interest rate of 2.4%.

The maximum amount of short-term borrowings outstanding during 2019 and 2018 was $1,275,430 and $2,246,485, respectively. The weighted-average interest rate on short-term borrowings outstanding was 2.4% as of December 31, 2019 and 2.5% as of December 31, 2018.

(amounts in thousands, except share data or if otherwise indicated)

Long-term Debt

Long-term debt consisted of the following:

December 31,	2019	2018
2.90% Notes due 2020 (2)	$ 350,000	$ 350,000
4.125% Notes due 2020	350,000	350,000
3.10% Notes due 2021 (2)	350,000	350,000
8.8% Debentures due 2021	84,715	84,715
3.375% Notes due 2023 (2)	500,000	500,000
2.625% Notes due 2023	250,000	250,000
2.050% Notes due 2024 (1)	300,000	—
3.20% Notes due 2025	300,000	300,000
2.30% Notes due 2026	500,000	500,000
7.2% Debentures due 2027	193,639	193,639
2.450% Notes due 2029 (1)	300,000	—
3.375% Notes due 2046	300,000	300,000
3.125% Notes due 2049 (1)	400,000	—
Finance lease obligations	79,643	101,980
Net impact of interest rate swaps, debt issuance costs and unamortized debt discounts	(23,794)	(20,667)
Total long-term debt	4,234,203	3,259,667
Less—current portion	703,390	5,387
Long-term portion	$ 3,530,813	$ 3,254,280

(1) In October 2019, we issued $300,000 of 2.05% Notes due in 2024, $300,000 of 2.45% Notes due in 2029 and $400,000 of 3.125% Notes due in 2049 (the "2019 Notes"). Proceeds from the issuance of the 2019 Notes, net of discounts and issuance costs, totaled $990,337. The 2019 Notes were issued under a shelf registration statement on Form S-3 filed in May 2018 that registered an indeterminate amount of debt securities.

(2) In May 2018, we issued $350,000 of 2.90% Notes due in 2020, $350,000 of 3.10% Notes due in 2021 and $500,000 of 3.375% Notes due in 2023 (the "2018 Notes"). Proceeds from the issuance of the 2018 Notes, net of discounts and issuance costs, totaled $1,193,830. The 2018 Notes were issued under a shelf registration statement on Form S-3 filed in June 2015 that registered an indeterminate amount of debt securities.

Additionally, in August 2018, we repaid $300,000 of 1.60% Notes due in 2018 upon their maturity.

Aggregate annual maturities of our long-term Notes (excluding finance lease obligations and net impact of interest rate swaps, debt issuance costs and unamortized debt discounts) are as follows for the years ending December 31:

2020	$ 700,000
2021	434,715
2022	—
2023	750,000
2024	300,000
Thereafter	1,993,639

Our debt is principally unsecured and of equal priority. None of our debt is convertible into our Common Stock.

(amounts in thousands, except share data or if otherwise indicated)

Interest Expense

Net interest expense consists of the following:

For the years ended December 31,	2019	2018	2017
Interest expense	$ 157,707	$ 151,950	$ 104,232
Capitalized interest	(5,585)	(5,092)	(4,166)
Interest expense	152,122	146,858	100,066
Interest income	(7,997)	(8,021)	(1,784)
Interest expense, net	$ 144,125	$ 138,837	$ 98,282

5. DERIVATIVE INSTRUMENTS

We are exposed to market risks arising principally from changes in foreign currency exchange rates, interest rates and commodity prices. We use certain derivative instruments to manage these risks. These include interest rate swaps to manage interest rate risk, foreign currency forward exchange contracts to manage foreign currency exchange rate risk, and commodities futures and options contracts to manage commodity market price risk exposures.

In entering into these contracts, we have assumed the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. We mitigate this risk by entering into exchanged-traded contracts with collateral posting requirements and/or by performing financial assessments prior to contract execution, conducting periodic evaluations of counterparty performance and maintaining a diverse portfolio of qualified counterparties. We do not expect any significant losses from counterparty defaults.

Commodity Price Risk

We enter into commodities futures and options contracts and other commodity derivative instruments to reduce the effect of future price fluctuations associated with the purchase of raw materials, energy requirements and transportation services. We generally hedge commodity price risks for 3- to 24-month periods. Our open commodity derivative contracts had a notional value of $589,662 as of December 31, 2019 and $693,463 as of December 31, 2018.

Derivatives used to manage commodity price risk are not designated for hedge accounting treatment. Therefore, the changes in fair value of these derivatives are recorded as incurred within cost of sales. As discussed in Note 13, we define our segment income to exclude gains and losses on commodity derivatives until the related inventory is sold, at which time the related gains and losses are reflected within segment income. This enables us to continue to align the derivative gains and losses with the underlying economic exposure being hedged and thereby eliminate the mark-to-market volatility within our reported segment income.

Foreign Exchange Price Risk

We are exposed to foreign currency exchange rate risk related to our international operations, including non-functional currency intercompany debt and other non-functional currency transactions of certain subsidiaries. Principal currencies hedged include the euro, Canadian dollar, Japanese yen, British pound, Brazilian real and Malaysian ringgit. We typically utilize foreign currency forward exchange contracts to hedge these exposures for periods ranging from 3 to 12 months. The contracts are either designated as cash flow hedges or are undesignated. The net notional amount of foreign exchange contracts accounted for as cash flow hedges was $65,826 at December 31, 2019 and $29,458 at December 31, 2018. The effective portion of the changes in fair value on these contracts is recorded in other comprehensive income and reclassified into earnings in the same period in which the hedged transactions affect earnings. The net notional amount of foreign exchange contracts that are not designated as accounting hedges was $50,831 at December 31, 2019 and $11,072 at December 31, 2018. The change in fair value on these instruments is recorded directly in cost of sales or selling, marketing and administrative expense, depending on the nature of the underlying exposure.

(amounts in thousands, except share data or if otherwise indicated)

Interest Rate Risk

We manage our targeted mix of fixed and floating rate debt with debt issuances and by entering into fixed-to-floating interest rate swaps in order to mitigate fluctuations in earnings and cash flows that may result from interest rate volatility. These swaps are designated as fair value hedges, for which the gain or loss on the derivative and the offsetting loss or gain on the hedged item are recognized in current earnings as interest expense (income), net. We had one interest rate derivative instrument in a fair value hedging relationship with a notional amount of $350,000 at December 31, 2019 and 2018.

In order to manage interest rate exposure, in previous years we utilized interest rate swap agreements to protect against unfavorable interest rate changes relating to forecasted debt transactions. These swaps, which were settled upon issuance of the related debt, were designated as cash flow hedges and the gains and losses that were deferred in other comprehensive income are being recognized as an adjustment to interest expense over the same period that the hedged interest payments affect earnings.

Equity Price Risk

We are exposed to market price changes in certain broad market indices related to our deferred compensation obligations to our employees. To mitigate this risk, we use equity swap contracts to hedge the portion of the exposure that is linked to market-level equity returns. These contracts are not designated as hedges for accounting purposes and are entered into for periods of 3 to 12 months. The change in fair value of these derivatives is recorded in selling, marketing and administrative expense, together with the change in the related liabilities. The notional amount of the contracts outstanding at December 31, 2019 and 2018 was $28,187 and $33,168, respectively.

The following table presents the classification of derivative assets and liabilities within the Consolidated Balance Sheets as of December 31, 2019 and 2018:

December 31,	2019		2018	
	Assets (1)	Liabilities (1)	Assets (1)	Liabilities (1)
Derivatives designated as cash flow hedging instruments:				
Foreign exchange contracts	$ 1,235	$ 1,779	$ 3,394	$ 485
Derivatives designated as fair value hedging instruments:				
Interest rate swap agreements	555	—	—	4,832
Derivatives not designated as hedging instruments:				
Commodities futures and options (2)	9,080	626	7,230	262
Deferred compensation derivatives	2,557	—	—	4,736
Foreign exchange contracts	1,496	—	70	484
	13,133	626	7,300	5,482
Total	$ 14,923	$ 2,405	$ 10,694	$ 10,799

(1) Derivatives assets are classified on our Consolidated Balance Sheets within prepaid expenses and other as well as other assets. Derivative liabilities are classified on our Consolidated Balance Sheets within accrued liabilities and other long-term liabilities.

(2) As of December 31, 2019, amounts reflected on a net basis in assets were assets of $46,075 and liabilities of $37,606, which are associated with cash transfers receivable or payable on commodities futures contracts reflecting the change in quoted market prices on the last trading day for the period. The comparable amounts reflected on a net basis in assets at December 31, 2018 were assets of $63,978 and liabilities of $57,351. At

(amounts in thousands, except share data or if otherwise indicated)

December 31, 2019 and 2018, the remaining amount reflected in assets and liabilities related to the fair value of other non-exchange traded derivative instruments, respectively.

Income Statement Impact of Derivative Instruments

The effect of derivative instruments on the Consolidated Statements of Income for the years ended December 31, 2019 and 2018 was as follows:

	Non-designated Hedges		Cash Flow Hedges			
	Gains (losses) recognized in income (a)		Gains (losses) recognized in other comprehensive income ("OCI")		Gains (losses) reclassified from accumulated OCI into income (b)	
	2019	2018	2019	2018	2019	2018
Commodities futures and options	$ 35,488	$ 69,379	$ —	$ —	$ —	$ —
Foreign exchange contracts	410	972	(2,515)	5,822	939	3,906
Interest rate swap agreements	—	—	—	—	(9,343)	(9,479)
Deferred compensation derivatives	6,738	(2,173)	—	—	—	—
Total	$ 42,636	$ 68,178	$ (2,515)	$ 5,822	$ (8,404)	$ (5,573)

(a) Gains (losses) recognized in income for non-designated commodities futures and options contracts were included in cost of sales. Gains (losses) recognized in income for non-designated foreign currency forward exchange contracts and deferred compensation derivatives were included in selling, marketing and administrative expenses.

(b) Gains (losses) reclassified from AOCI into income for foreign currency forward exchange contracts were included in selling, marketing and administrative expenses. Losses reclassified from AOCI into income for interest rate swap agreements were included in interest expense.

The amount of pretax net losses on derivative instruments, including interest rate swap agreements and foreign currency forward exchange contracts expected to be reclassified into earnings in the next 12 months was approximately $9,887 as of December 31, 2019. This amount is primarily associated with interest rate swap agreements.

Fair Value Hedging Relationships

The following table presents amounts that were recorded on the Consolidated Balance Sheets related to cumulative basis adjustments for interest rate swap derivatives designated as fair value accounting hedges as of December 31, 2019 and 2018.

Line Item in the Consolidated Balance Sheets in Which the Hedged Item is Included	Carrying Amount of the Hedged Asset/(Liability)		Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount Assets/(Liabilities)	
	2019	2018	2019	2018
Long-term debt	$ (349,445)	$ (354,832)	$ 555	$ (4,832)

For the years ended December 31, 2019 and 2018, we recognized net incremental interest expense of $1,829 and $748, respectively, relating to our fixed-to-floating interest swap arrangements.

6. FAIR VALUE MEASUREMENTS

Accounting guidance on fair value measurements requires that financial assets and liabilities be classified and disclosed in one of the following categories of the fair value hierarchy:

Level 1 – Based on unadjusted quoted prices for identical assets or liabilities in an active market.

Level 2 – Based on observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3 – Based on unobservable inputs that reflect the entity's own assumptions about the assumptions that a market participant would use in pricing the asset or liability.

(amounts in thousands, except share data or if otherwise indicated)

We did not have any level 3 financial assets or liabilities, nor were there any transfers between levels during the periods presented.

The following table presents assets and liabilities that were measured at fair value in the Consolidated Balance Sheets on a recurring basis as of December 31, 2019 and 2018:

	Assets (Liabilities)			
	Level 1	**Level 2**	**Level 3**	**Total**
December 31, 2019:				
Derivative Instruments:				
Assets:				
Foreign exchange contracts (1)	$ —	$ 2,731	$ —	$ 2,731
Interest rate swap agreements (2)	—	555	—	555
Deferred compensation derivatives (3)	—	2,557	—	2,557
Commodities futures and options (4)	9,080	—	—	9,080
Liabilities:				
Foreign exchange contracts (1)	—	1,779	—	1,779
Commodities futures and options (4)	626	—	—	626
December 31, 2018:				
Assets:				
Foreign exchange contracts (1)	$ —	$ 3,464	$ —	$ 3,464
Commodities futures and options (4)	7,230	—	—	7,230
Liabilities:				
Foreign exchange contracts (1)	—	969	—	969
Interest rate swap agreements (2)	—	4,832	—	4,832
Deferred compensation derivatives (3)	—	4,736	—	4,736
Commodities futures and options (4)	262	—	—	262

(1) The fair value of foreign currency forward exchange contracts is the difference between the contract and current market foreign currency exchange rates at the end of the period. We estimate the fair value of foreign currency forward exchange contracts on a quarterly basis by obtaining market quotes of spot and forward rates for contracts with similar terms, adjusted where necessary for maturity differences.

(2) The fair value of interest rate swap agreements represents the difference in the present value of cash flows calculated at the contracted interest rates and at current market interest rates at the end of the period. We calculate the fair value of interest rate swap agreements quarterly based on the quoted market price for the same or similar financial instruments.

(3) The fair value of deferred compensation derivatives is based on quoted prices for market interest rates and a broad market equity index.

(4) The fair value of commodities futures and options contracts is based on quoted market prices.

Other Financial Instruments

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and short-term debt approximated fair values as of December 31, 2019 and December 31, 2018 because of the relatively short maturity of these instruments.

The estimated fair value of our long-term debt is based on quoted market prices for similar debt issues and is, therefore, classified as Level 2 within the valuation hierarchy. The fair values and carrying values of long-term debt, including the current portion, were as follows:

(amounts in thousands, except share data or if otherwise indicated)

	Fair Value		Carrying Value	
At December 31,	**2019**	**2018**	**2019**	**2018**
Current portion of long-term debt	$ 712,863	$ 5,387	$ 703,390	$ 5,387
Long-term debt	3,656,540	3,228,877	3,530,813	3,254,280
Total	$ 4,369,403	$ 3,234,264	$ 4,234,203	$ 3,259,667

Other Fair Value Measurements

In addition to assets and liabilities that are recorded at fair value on a recurring basis, GAAP requires that, under certain circumstances, we also record assets and liabilities at fair value on a nonrecurring basis.

2019 Activity

During 2019, we recorded the following impairment charges, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy:

	2019
Customer relationship and trademark intangible assets (1)	$ 100,131
Other long-lived assets not held for sale (2)	9,629
Adjustment to disposal group (3)	2,725
Long-lived and intangible asset impairment charges	$ 112,485

(1) During the fourth quarter of 2019, as discussed in Note 3, we recorded impairment charges to write down customer relationship and trademark intangible assets associated with Krave. These charges were determined by comparing the fair value of the asset group to its carrying value. We used various valuation techniques to determine fair value, with the primary techniques being discounted cash flow analysis and relief-from-royalty valuation approaches, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy.

(2) During 2019, we recorded impairment charges predominantly comprised of select long-lived assets that had not yet met the held for sale criteria. The fair value of these assets was supported by potential sales prices with third-party buyers and market analysis.

(3) In connection with our disposal group classified as held for sale, as discussed in Note 8, during 2019, we recorded impairment charges to adjust long-lived asset values. The fair value of the disposal group was supported by potential sales prices with third-party buyers. We expect the sale of the disposal group to be completed in the first half of 2020.

In connection with the acquisition of ONE Brands in the third quarter of 2019, as discussed in Note 2, we used various valuation techniques to determine fair value, with the primary techniques being discounted cash flow analysis, relief-from-royalty, a form of the multi-period excess earnings and the with-and-without valuation approaches, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy.

2018 Activity

In connection with the acquisitions of Amplify in the first quarter of 2018 and Pirate Brands in the fourth quarter of 2018, as discussed in Note 2, we used various valuation techniques to determine fair value, with the primary techniques being discounted cash flow analysis, relief-from-royalty, and a form of the multi-period excess earnings valuation approaches, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy.

In connection with disposal groups classified as held for sale, as discussed in Note 8, during 2018, we recorded impairment charges totaling $57,729 to adjust the long-lived asset values within certain disposal groups, including the SGM and Tyrrells businesses, the Lotte Shanghai Foods Co., Ltd. ("LSFC") joint venture and other assets. These charges represent the excess of the disposal groups' carrying values, including the related currency translation adjustment amounts realized or to be realized upon completion of the sales, over the sales values less costs to sell for the respective businesses. The fair values of the disposal groups were supported by the sales prices paid by third-party buyers or estimated sales prices based on marketing of the disposal group, when the sale has not yet been completed. The sales of SGM and Tyrrells were both completed in July 2018.

(amounts in thousands, except share data or if otherwise indicated)

2017 Activity

During the first quarter of 2017, as discussed in Note 9, we recorded impairment charges totaling $105,992 to write down distributor relationship and trademark intangible assets that had been recognized in connection with the 2014 SGM acquisition and wrote down property, plant and equipment by $102,720. These charges were determined by comparing the fair value of the assets to their carrying value. The fair value of the assets was derived using a combination of an estimated market liquidation approach and discounted cash flow analyses based on Level 3 inputs.

7. LEASES

We lease office and retail space, warehouse and distribution facilities, land, vehicles, and equipment. We determine if an agreement is or contains a lease at inception. Leases with an initial term of 12 months or less are not recorded on the balance sheet.

Right-of-use ("ROU") assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and liabilities are based on the estimated present value of lease payments over the lease term and are recognized at the lease commencement date.

As most of our leases do not provide an implicit rate, we use our estimated incremental borrowing rate in determining the present value of lease payments. The estimated incremental borrowing rate is derived from information available at the lease commencement date.

Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. A limited number of our lease agreements include rental payments adjusted periodically for inflation. Our lease agreements generally do not contain residual value guarantees or material restrictive covenants.

For real estate, equipment and vehicles that support selling, marketing and general administrative activities the Company accounts for the lease and non-lease components as a single lease component. These asset categories comprise the majority of our leases. The lease and non-lease components of real estate and equipment leases supporting production activities are not accounted for as a single lease component. Consideration for such contracts are allocated to the lease component and non-lease components based upon relative standalone prices either observable or estimated if observable prices are not readily available.

The components of lease expense were as follows:

Lease expense	Classification	2019
Operating lease cost	Cost of sales or SM&A (1)	$ 42,580
Finance lease cost:		
Amortization of ROU assets	Depreciation and amortization (1)	7,821
Interest on lease liabilities	Interest expense, net	4,467
Net lease cost (2)		$ 54,868

(1) Supply chain-related amounts were included in cost of sales.

(2) Net lease cost does not include short-term leases, variable lease costs or sublease income, all of which are immaterial.

(amounts in thousands, except share data or if otherwise indicated)

Information regarding our lease terms and discount rates were as follows:

	2019
Weighted-average remaining lease term (years)	
Operating leases	14.3
Finance leases	31.4
Weighted-average discount rate	
Operating leases	3.8%
Finance leases	6.0%

Supplemental balance sheet information related to leases were as follows:

Leases	Classification	2019
Assets		
Operating lease ROU assets	Other assets (non-current)	220,678
Finance lease ROU assets, at cost	Property, plant and equipment, gross	101,142
Accumulated amortization	Accumulated depreciation	(7,225)
Finance lease ROU assets, net	Property, plant and equipment, net	93,917
Total leased assets		314,595
Liabilities		
Current		
Operating	Accrued liabilities	29,209
Finance	Current portion of long-term debt	4,079
Non-current		
Operating	Other long-term liabilities	184,163
Finance	Long-term debt	75,564
Total lease liabilities		293,015

The maturity of our lease liabilities as of December 31, 2019 were as follows:

	Operating leases	Finance leases	Total
2020	36,803	7,798	44,601
2021	30,205	6,641	36,846
2022	16,480	5,027	21,507
2023	13,846	4,629	18,475
2024	13,062	4,618	17,680
Thereafter	172,752	165,693	338,445
Total lease payments	283,148	194,406	477,554
Less: Imputed interest	69,776	114,763	184,539
Total lease liabilities	213,372	79,643	293,015

(amounts in thousands, except share data or if otherwise indicated)

As of December 31, 2019, the Company has entered into additional leases as a lessee, primarily for real estate. These leases have not yet commenced and will result in ROU assets and corresponding lease liabilities of approximately $19,000. These leases are expected to commence in 2020, with lease terms between two and five years.

Supplemental cash flow and other information related to leases were as follows:

	2019
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	39,910
Operating cash flows from finance leases	4,467
Financing cash flows from finance leases	4,018
ROU assets obtained in exchange for lease liabilities:	
Operating leases	27,890
Finance leases	7,943

Disclosures related to periods prior to adoption of ASU 2016-02, Leases (Topic 842)

Future minimum payments under lease arrangements with a remaining term in excess of one year were as follows as of December 31, 2018:

	Operating leases (1)	Capital leases (2)
2019	$ 38,041	$ 6,980
2020	24,047	5,272
2021	16,883	3,901
2022	15,424	4,399
2023	13,494	4,577
Thereafter	185,608	169,686

(1) Future minimum rental payments reflect commitments under non-cancelable operating leases primarily for offices, retail stores, warehouse and distribution facilities. Total rent expense for the years ended December 31, 2018 and 2017 was $34,157 and $25,525, respectively, including short-term rentals.

(2) Future minimum rental payments reflect commitments under non-cancelable capital leases primarily for offices and warehouse facilities, as well as vehicles.

8. ASSETS AND LIABILITIES HELD FOR SALE

As of December 31, 2019, the following disposal group has been classified as held for sale and stated at the lower of net book value or estimated sales value less costs to sell:

- The LSFC joint venture and other select assets, which were taken out of operation and classified as held for sale during the second quarter of 2018. We sold a portion of the joint venture's equipment in the third and fourth quarters of 2018, and expect the sale of the remaining business to be completed in the first half of 2020.

(amounts in thousands, except share data or if otherwise indicated)

The amounts classified as assets and liabilities held for sale at December 31, 2019 include the following:

Assets held for sale, included in prepaid expenses and other assets		
Property, plant and equipment, net	$	1,677
	$	1,677
Liabilities held for sale, included in accrued liabilities		
Accounts payable and accrued liabilities	$	105
	$	105

During 2019, we completed the sale of one disposal group that had been previously classified as assets held for sale, as follows:

- In December 2019, we sold select Pennsylvania facilities and land for sales proceeds of approximately $27,613, resulting in a gain on the sale of $11,289, which is recorded in the selling, marketing and administrative expense caption within the Consolidated Statements of Income.

During 2018, we completed the sale of other disposal groups that had been previously classified as assets and liabilities held for sale, as follows:

- In April 2018, we sold the licensing rights for a non-core trademark relating to a brand marketed outside of the United States for sale proceeds of approximately $13,000, realizing in a gain on the sale of $2,658, which is recorded in the selling, marketing and administrative expense caption within the Consolidated Statements of Income.
- During the second and third quarters of 2018, we sold select China facilities that were taken out of operation and classified as assets held for sale during the first quarter of 2017 in connection with the Operational Optimization Program (as defined in Note 8). Proceeds from the sale of these facilities totaled $27,468, resulting in a gain on the sale of $6,562, which is recorded in the business realignment costs caption within the Consolidated Statements of Income.
- In July 2018, we sold the Tyrrells and SGM businesses, both of which were previously classified as held for sale. Total proceeds from the sale of Tyrrells and SGM, net of cash divested, were approximately $171,950. We recorded impairment charges of $28,817 to adjust the book values of the disposal groups to the sales value less costs to sell.

9. BUSINESS REALIGNMENT ACTIVITIES

We periodically undertake business realignment activities designed to increase our efficiency and focus our business in support of our key growth strategies. Costs associated with business realignment activities are classified in our Consolidated Statements of Income as follows:

For the years ended December 31,	2019	2018	2017
Cost of sales	$ —	$ 11,323	$ 5,147
Selling, marketing and administrative expense	1,126	21,401	16,449
Business realignment costs	8,112	19,103	47,763
Costs associated with business realignment activities	$ 9,238	$ 51,827	$ 69,359

(amounts in thousands, except share data or if otherwise indicated)

Costs recorded by program in 2019, 2018 and 2017 related to these activities were as follows:

For the years ended December 31,	2019	2018	2017
Margin for Growth Program:			
Severance	$ 5,178	$ 15,378	$ 32,554
Accelerated depreciation	—	9,131	6,873
Other program costs	4,060	30,940	16,407
Operational Optimization Program:			
Severance	—	—	13,828
Gain on sale of facilities	—	(6,562)	—
Other program costs	—	2,940	(303)
Total	$ 9,238	$ 51,827	$ 69,359

The following table presents the liability activity for costs qualifying as exit and disposal costs for the year ended December 31, 2019:

	Total
Liability balance at December 31, 2018	$ 14,605
2019 business realignment charges (1)	9,239
Cash payments	(14,726)
Liability balance at December 31, 2019 (reported within accrued liabilities)	$ 9,118

(1) The costs reflected in the liability roll-forward represent employee-related and certain third-party service provider charges.

The costs and related benefits of the Margin for Growth Program relate approximately 63% to the North America segment and 37% to the International and Other segment. However, segment operating results do not include these business realignment expenses because we evaluate segment performance excluding such costs.

Margin for Growth Program

In the first quarter 2017, the Company's Board of Directors ("Board") unanimously approved several initiatives under a single program designed to drive continued net sales, operating income and earnings per-share diluted growth over the next several years. This program is focused on improving global efficiency and effectiveness, optimizing the Company's supply chain, streamlining the Company's operating model and reducing administrative expenses to generate long-term savings.

We originally estimated that the Margin for Growth Program would result in total pre-tax charges of $375,000 to $425,000, to be incurred from 2017 to 2019. The majority of the initiatives relating to the program have been executed, with the final initiatives to be completed over the next several months. To date, we have incurred pre-tax charges to execute the program totaling $345,534. This includes long-lived asset impairment charges of $208,712 related to the operations supporting our China business in 2017, as well as the $16,300 incremental impairment charge resulting from the sale of SGM. In addition to the impairment charges, we have incurred employee separation costs of $53,110 and other business realignment costs of $67,412. We expect the remaining spending on this program to be minimal and completed in the first half of 2020. The cash portion of the total program charges is estimated to be $106,000. The Company reduced its global workforce by approximately 15% as a result of this program, with a majority of the reductions coming from hourly headcount positions outside of the United States.

For the years end ended December 31, 2019, 2018 and 2017, we recognized total costs associated with the Margin for Growth Program of $9,238, $55,449, and $55,834 respectively. These charges include employee severance, largely relating to initiatives to improve the cost structure of our China business and to further streamline our corporate operating model, as well as non-cash, asset-related incremental depreciation expense as part of optimizing the global supply chain. In addition, we incurred other program costs, which relate primarily to third-party charges in support of our initiative to improve global efficiency and effectiveness.

(amounts in thousands, except share data or if otherwise indicated)

The program included an initiative to optimize the manufacturing operations supporting our China business. When the program was approved in 2017, we deemed this to be a triggering event requiring us to test our China long-lived asset group for impairment by first determining whether the carrying value of the asset group was recovered by our current estimates of future cash flows associated with the asset group. Because this assessment indicated that the carrying value was not recoverable, we calculated an impairment loss as the excess of the asset group's carrying value over its fair value. The resulting impairment loss was allocated to the asset group's long-lived assets. Therefore, as a result of this testing, during the first quarter of 2017, we recorded impairment charges totaling $208,712, with $105,992 representing the portion of the impairment loss that was allocated to the distributor relationship and trademark intangible assets that had been recognized in connection with the 2014 SGM acquisition and $102,720 representing the portion of the impairment loss that was allocated to property, plant and equipment. These impairment charges are recorded in the long-lived asset impairment charges caption within the Consolidated Statements of Income.

2016 Operational Optimization Program

In the second quarter of 2016, we commenced a program (the "Operational Optimization Program") to optimize our production and supply chain network, which included select facility consolidations. The program encompassed the transition of our China chocolate and SGM operations into a united *Golden Hershey* platform, including the integration of the China sales force, as well as workforce planning efforts and the consolidation of production within certain facilities in China and North America.

During 2018, we incurred pre-tax costs totaling $2,940, relating primarily to third-party charges in support of our initiative to optimize our production and supply chain network. In addition, we completed the sale of select China facilities in 2018 that had been taken out of service in connection with the Operational Optimization Program resulting in a gain of $6,562. During 2017 we incurred pre-tax costs totaling $13,525 relating primarily to employee related costs, costs to consolidate and relocate production, and third party costs incurred to execute these activities. This program was completed in 2018.

10. INCOME TAXES

The components of income (loss) before income taxes were as follows:

For the years ended December 31,	2019	2018	2017
Domestic	$ 1,211,051	$ 1,195,645	$ 1,187,825
Foreign	169,733	214,416	(77,157)
Income before income taxes	$ 1,380,784	$ 1,410,061	$ 1,110,668

(amounts in thousands, except share data or if otherwise indicated)

The components of our provision for income taxes were as follows:

For the years ended December 31,	2019	2018	2017
Current:			
Federal	$ 179,358	$ 151,107	$ 314,277
State	38,232	38,243	37,628
Foreign	31,514	13,405	(16,356)
	249,104	202,755	335,549
Deferred:			
Federal	14,958	35,035	19,204
State	1,865	7,572	7,573
Foreign	(31,895)	(6,352)	(8,195)
	(15,072)	36,255	18,582
Total provision for income taxes	$ 234,032	$ 239,010	$ 354,131

U.S. Tax Cuts and Jobs Act of 2017

The U.S. Tax Cuts and Jobs Act, enacted in December 2017 (“U.S. tax reform”), significantly changed U.S. corporate income tax laws by, among other things, reducing the U.S. corporate income tax rate to 21% starting in 2018 and creating a territorial tax system with a one-time mandatory tax on previously deferred foreign earnings of U.S. subsidiaries. Under GAAP (specifically, ASC Topic 740), the effects of changes in tax rates and laws on deferred tax balances are recognized in the period in which the new legislation is enacted.

During the fourth quarter of 2017, we recorded a net provisional charge of $32.5 million, which included the estimated impact of the one-time mandatory tax on previously deferred earnings of non-U.S. subsidiaries offset in part by the benefit from revaluation of net deferred tax liabilities based on the new lower corporate income tax rate. During 2018, we recorded net benefits totaling $19.5 million as measurement period adjustments to the net provisional charge. The accounting for income tax effects of U.S. tax reform is complete based on additional tax regulations available as of December 31, 2018. Amounts recorded during 2018 and 2017 are reflected within the respective provision for income taxes in the Consolidated Statements of Income.

Additionally, U.S. tax reform subjects a U.S. shareholder to current tax on global intangible low-taxed income ("GILTI") earned by certain foreign subsidiaries. We have elected to not recognize deferred taxes for temporary differences until such differences reverse as GILTI in future years.

(amounts in thousands, except share data or if otherwise indicated)

Deferred taxes reflect temporary differences between the tax basis and financial statement carrying value of assets and liabilities. The significant temporary differences that comprised the deferred tax assets and liabilities are as follows:

December 31,	2019	2018
Deferred tax assets:		
Post-retirement benefit obligations	$ 56,384	$ 52,915
Accrued expenses and other reserves	88,590	85,180
Stock-based compensation	19,304	30,448
Derivative instruments	16,864	17,423
Pension	3,952	8,921
Lease liabilities	64,988	12,284
Accrued trade promotion reserves	21,709	13,670
Net operating loss carryforwards	160,584	161,242
Capital loss carryforwards	26,022	26,670
Other	9,685	9,969
Gross deferred tax assets	468,082	418,722
Valuation allowance	(206,743)	(239,959)
Total deferred tax assets	261,339	178,763
Deferred tax liabilities:		
Property, plant and equipment, net	161,449	144,044
Acquired intangibles	144,314	161,003
Lease ROU assets	48,419	—
Inventories	29,158	21,366
Other	46,984	28,044
Total deferred tax liabilities	430,324	354,457
Net deferred tax (liabilities) assets	$ (168,985)	$ (175,694)
Included in:		
Non-current deferred tax assets, net	31,033	1,166
Non-current deferred tax liabilities, net	(200,018)	(176,860)
Net deferred tax (liabilities) assets	$ (168,985)	$ (175,694)

Changes in deferred taxes was primarily due to the adoption of ASU 2016-02, *Leases (Topic 842)* and the recognition of lease liabilities and lease ROU assets. Changes in the valuation allowance resulted primarily from the release of valuation allowances in Mexico and Brazil.

The valuation allowances as of December 31, 2019 and 2018 were primarily related to U.S. capital loss carryforwards and various foreign jurisdictions' net operating loss carryforwards and other deferred tax assets that we do not expect to realize.

(amounts in thousands, except share data or if otherwise indicated)

The following table reconciles the federal statutory income tax rate with our effective income tax rate:

For the years ended December 31,	2019	2018	2017
Federal statutory income tax rate	21.0%	21.0%	35.0%
Increase (reduction) resulting from:			
State income taxes, net of Federal income tax benefits	1.8	2.7	2.6
Qualified production income deduction	—	—	(2.9)
Business realignment and impairment charges	—	0.6	4.3
Foreign rate differences	(1.5)	(2.0)	(4.3)
Historic and solar tax credits	(3.4)	(3.5)	(4.8)
U.S. tax reform	—	(1.4)	2.9
Tax contingencies	0.9	0.5	0.5
Stock compensation	(1.3)	(0.3)	(1.1)
Valuation allowance release	(1.5)	—	—
Other, net	0.9	(0.6)	(0.3)
Effective income tax rate	16.9%	17.0%	31.9%

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

December 31,	2019	2018
Balance at beginning of year	$ 97,530	$ 42,082
Additions for tax positions taken during prior years	9,327	1,174
Reductions for tax positions taken during prior years	(2,080)	(2,581)
Additions for tax positions taken during the current year	10,472	61,627
Settlements	(1,151)	—
Expiration of statutes of limitations	(5,715)	(4,772)
Balance at end of year	$ 108,383	$ 97,530

The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was $102,671 as of December 31, 2019 and $93,507 as of December 31, 2018.

We report accrued interest and penalties related to unrecognized tax benefits in income tax expense. We recognized a net tax expense of $3,824 in 2019, a net tax expense of $1,785 in 2018 and a net tax expense of $795 in 2017 for interest and penalties. Accrued net interest and penalties were $9,978 as of December 31, 2019 and $6,154 as of December 31, 2018.

We file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. A number of years may elapse before an uncertain tax position, for which we have unrecognized tax benefits, is audited and finally resolved. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, we believe that our unrecognized tax benefits reflect the most likely outcome. We adjust these unrecognized tax benefits, as well as the related interest, in light of changing facts and circumstances. Settlement of any particular position could require the use of cash. Favorable resolution would be recognized as a reduction to our effective income tax rate in the period of resolution.

The Company's major taxing jurisdictions currently include the United States (federal and state), as well as various foreign jurisdictions such as Canada, China, Mexico, Brazil, India, Malaysia and Switzerland. The number of years with open tax audits varies depending on the tax jurisdiction, with 2010 representing the earliest tax year that remains open for examination by certain taxing authorities. The U.S. Internal Revenue Service is examining our U.S. federal income tax returns for 2013, 2014 and 2016.

We reasonably expect reductions in the liability for unrecognized tax benefits of approximately $13,534 within the next 12 months because of the expiration of statutes of limitations and settlements of tax audits.

As of December 31, 2019, we had approximately $726,024 of undistributed earnings of our international subsidiaries. We intend to continue to reinvest earnings outside of the United States for the foreseeable future and, therefore, have not recognized additional tax expense (e.g., foreign withholding taxes due upon repatriation) on these earnings beyond the one-time U.S. repatriation tax due under the 2017 Tax Cuts and Jobs Act.

Investments in Partnerships Qualifying for Tax Credits

We invest in partnerships which make equity investments in projects eligible to receive federal historic and energy tax credits. The investments are accounted for under the equity method and reported within other assets in our Consolidated Balance Sheets. The tax credits, when realized, are recognized as a reduction of tax expense under the flow-through method, at which time the corresponding equity investment is written-down to reflect the remaining value of the future benefits to be realized. For the years ended December 31, 2019, 2018 and 2017 we recognized investment tax credits and related outside basis difference benefits totaling $58,798, $60,111 and $74,600, respectively, and we wrote-down the equity investment by $50,457, $50,329 and $66,209, respectively, to reflect the realization of these benefits. The equity investment write-down is reflected within other (income) expense, net in the Consolidated Statements of Income.

11. PENSION AND OTHER POST-RETIREMENT BENEFIT PLANS

We sponsor a number of defined benefit pension plans. The primary plans are The Hershey Company Retirement Plan and The Hershey Company Retirement Plan for Hourly Employees. These are cash balance plans that provide pension benefits for most domestic employees hired prior to January 1, 2007. We also sponsor two post-retirement benefit plans: health care and life insurance. The health care plan is contributory, with participants' contributions adjusted annually. The life insurance plan is non-contributory.

(amounts in thousands, except share data or if otherwise indicated)

Obligations and Funded Status

A summary of the changes in benefit obligations, plan assets and funded status of these plans is as follows:

	Pension Benefits		Other Benefits	
December 31,	**2019**	**2018**	**2019**	**2018**
Change in benefit obligation				
Projected benefit obligation at beginning of year	$ 1,031,206	$ 1,117,564	$ 214,719	$ 236,112
Service cost	20,878	21,223	151	230
Interest cost	35,756	31,943	7,837	6,923
Actuarial loss (gain)	89,092	(50,432)	23,635	(10,842)
Curtailment	—	(16)	—	—
Settlement	(21,445)	(61,268)	—	—
Currency translation and other	2,956	(4,674)	589	(1,073)
Benefits paid	(53,237)	(23,134)	(16,474)	(16,631)
Projected benefit obligation at end of year	1,105,206	1,031,206	230,457	214,719
Change in plan assets				
Fair value of plan assets at beginning of year	963,861	1,086,226	—	—
Actual return on plan assets	157,931	(43,118)	—	—
Employer contributions	3,660	9,233	16,474	16,631
Settlement	(21,445)	(61,268)	—	—
Currency translation and other	2,668	(4,078)	—	—
Benefits paid	(53,237)	(23,134)	(16,474)	(16,631)
Fair value of plan assets at end of year	1,053,438	963,861	—	—
Funded status at end of year	$ (51,768)	$ (67,345)	$ (230,457)	$ (214,719)
Amounts recognized in the Consolidated Balance Sheets:				
Other assets	$ 10,481	$ 332	$ —	$ —
Accrued liabilities	(3,476)	(1,298)	(19,251)	(19,553)
Other long-term liabilities	(58,773)	(66,379)	(211,206)	(195,166)
Total	$ (51,768)	$ (67,345)	$ (230,457)	$ (214,719)
Amounts recognized in Accumulated Other Comprehensive Income (Loss), net of tax:				
Actuarial net (loss) gain	$ (216,443)	$ (254,735)	$ 444	$ 17,967
Net prior service credit (cost)	27,031	32,350	(219)	(812)
Net amounts recognized in AOCI	$ (189,412)	$ (222,385)	$ 225	$ 17,155

The project benefit obligation during 2019 was impacted by actuarial loss of $89,092 which was the result of the discount rate assumption decreasing from 4.1% at December 31, 2018 to 3.1% at December 31, 2019. The accumulated benefit obligation for all defined benefit pension plans was $1,063,955 as of December 31, 2019 and $994,278 as of December 31, 2018.

(amounts in thousands, except share data or if otherwise indicated)

Plans with accumulated benefit obligations in excess of plan assets were as follows:

December 31,	2019	2018
Projected benefit obligation	$ 709,651	$ 1,030,382
Accumulated benefit obligation	674,017	993,892
Fair value of plan assets	647,402	962,705

Net Periodic Benefit Cost

The components of net periodic benefit cost were as follows:

	Pension Benefits			Other Benefits		
For the years ended December 31,	2019	2018	2017	2019	2018	2017
Amounts recognized in net periodic benefit cost						
Service cost	$ 20,878	$ 21,223	$ 20,657	$ 151	$ 230	$ 263
Interest cost	35,756	31,943	40,996	7,837	6,923	8,837
Expected return on plan assets	(54,520)	(58,612)	(57,370)	—	—	—
Amortization of prior service (credit) cost	(7,230)	(7,202)	(5,822)	811	836	748
Amortization of net loss (gain)	32,647	26,875	33,648	(385)	—	(1)
Curtailment credit	—	(299)	—	—	—	—
Settlement loss	5,498	20,211	17,732	—	—	—
Total net periodic benefit cost	$ 33,029	$ 34,139	$ 49,841	$ 8,414	$ 7,989	$ 9,847
Change in plan assets and benefit obligations recognized in AOCI, pre-tax						
Actuarial net (gain) loss	$ (52,028)	$ 3,715	$ (73,768)	$ 23,956	$ (10,771)	$ 2,139
Prior service cost (credit)	7,232	7,198	(2,650)	(810)	(838)	(744)
Total recognized in other comprehensive (income) loss, pre-tax	$ (44,796)	$ 10,913	$ (76,418)	$ 23,146	$ (11,609)	$ 1,395
Net amounts recognized in periodic benefit cost and AOCI	$ (11,767)	$ 45,052	$ (26,577)	$ 31,560	$ (3,620)	$ 11,242

The non-service cost components of net periodic benefit cost relating to pension and other post-retirement benefit plans is reflected within other (income) expense, net in the Consolidated Statements of Income

Assumptions

The weighted-average assumptions used in computing the year end benefit obligations were as follows:

	Pension Benefits		Other Benefits	
December 31,	2019	2018	2019	2018
Discount rate	3.1%	4.1%	3.2%	4.2%
Rate of increase in compensation levels	3.6%	3.6%	N/A	N/A
Interest crediting rate	4.7%	4.7%	N/A	N/A

(amounts in thousands, except share data or if otherwise indicated)

The weighted-average assumptions used in computing net periodic benefit cost were as follows:

	Pension Benefits			Other Benefits		
For the years ended December 31,	2019	2018	2017	2019	2018	2017
Discount rate	4.1%	3.4%	3.8%	4.2%	3.5%	3.8%
Expected long-term return on plan assets	5.9%	5.8%	5.8%	N/A	N/A	N/A
Rate of compensation increase	3.6%	3.8%	3.8%	N/A	N/A	N/A

The Company's discount rate assumption is determined by developing a yield curve based on high quality corporate bonds with maturities matching the plans' expected benefit payment streams. The plans' expected cash flows are then discounted by the resulting year-by-year spot rates. We base the asset return assumption on current and expected asset allocations, as well as historical and expected returns on the plan asset categories.

Prior to December 31, 2017, the service and interest cost components of net periodic benefit cost were determined utilizing a single weighted-average discount rate derived from the yield curve used to measure the plan obligations. Beginning in 2018, we elected to utilize a full yield curve approach in the estimation of service and interest costs by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. We made this change to provide a more precise measurement of service and interest costs by improving the correlation between the projected cash flows to the corresponding spot rates along the yield curve. This change does not affect the measurement of our pension and other post-retirement benefit liabilities but generally results in lower benefit expense in periods when the yield curve is upward sloping, which was the case in 2018. We accounted for this change as a change in accounting estimate and, accordingly, accounted for it on a prospective basis starting in 2018.

For purposes of measuring our post-retirement benefit obligation at December 31, 2019, we assumed a 6.4% annual rate of increase in the per capita cost of covered health care benefits for 2020, grading down to 5.0% by 2025. For purposes of measuring our post-retirement benefit obligation at December 31, 2018, we assumed a 7.0% annual rate of increase in the per capita cost of covered health care benefits for 2019, grading down to 5.0% by 2023.

The valuations and assumptions reflect adoption of the Society of Actuaries updated Pri-2012 mortality tables with MP-2019 generational projection scales, which we adopted as of December 31, 2019. Adoption of the updated scale did not have a significant impact on our current pension obligations or net period benefit cost since our primary plans are cash balance plans and most participants take lump-sum settlements upon retirement.

Plan Assets

We broadly diversify our pension plan assets across public equity, fixed income, diversified credit strategies and diversified alternative strategies asset classes. Our target asset allocation for our major domestic pension plans as of December 31, 2019 was as follows:

Asset Class	Target Asset Allocation
Cash	1%
Equity securities	25%
Fixed income securities	49%
Alternative investments, including real estate, listed infrastructure and other	25%

As of December 31, 2019, actual allocations were consistent with the targets and within our allowable ranges. We expect the level of volatility in pension plan asset returns to be in line with the overall volatility of the markets within each asset class.

(amounts in thousands, except share data or if otherwise indicated)

The following table sets forth by level, within the fair value hierarchy (as defined in Note 6), pension plan assets at their fair values as of December 31, 2019:

	Quoted prices in active markets of identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)	Investments Using NAV as a Practical Expedient (1)	Total
Cash and cash equivalents	$ 365	$ 13,194	$ —	$ 629	$ 14,188
Equity securities:					
Global all-cap (a)	—	—	—	248,222	248,222
Fixed income securities:					
U.S. government/agency	—	—	—	264,066	264,066
Corporate bonds (b)	—	—	—	136,896	136,896
International government/corporate bonds (c)	—	—	—	32,407	32,407
Diversified credit (d)	—	—	—	103,793	103,793
Alternative investments:					
Global diversified assets (e)	—	—	—	146,681	146,681
Global real estate investment trusts (f)	—	—	—	53,159	53,159
Global infrastructure (g)	—	—	—	54,026	54,026
Total pension plan assets	$ 365	$ 13,194	$ —	$ 1,039,879	$ 1,053,438

The following table sets forth by level, within the fair value hierarchy, pension plan assets at their fair values as of December 31, 2018:

	Quoted prices in active markets of identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)	Investments Using NAV as a Practical Expedient (1)	Total
Cash and cash equivalents	$ 1,040	$ 17,857	$ —	$ 664	$ 19,561
Equity securities:					
Global all-cap (a)	—	—	—	210,850	210,850
Fixed income securities:					
U.S. government/agency	—	—	—	242,618	242,618
Corporate bonds (b)	—	—	—	117,656	117,656
International government/corporate bonds (c)	—	—	—	29,115	29,115
Diversified credit (d)	—	—	—	94,008	94,008
Alternative investments:					
Global diversified assets (e)	—	—	—	147,661	147,661
Global real estate investment trusts (f)	—	—	—	57,854	57,854
Global infrastructure (g)	—	—	—	44,538	44,538
Total pension plan assets	$ 1,040	$ 17,857	$ —	$ 944,964	$ 963,861

(1) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy but are included to reconcile to the amounts presented in our Obligations and Funded Status table.

(amounts in thousands, except share data or if otherwise indicated)

(a) This category comprises equity funds that primarily track the MSCI World Index or MSCI All Country World Index.
(b) This category comprises fixed income funds primarily invested in investment grade and high yield bonds.
(c) This category comprises fixed income funds primarily invested in Canadian and other international bonds.
(d) This category comprises fixed income funds primarily invested in high yield bonds, loans, securitized debt, and emerging market debt.
(e) This category comprises diversified funds invested across alternative asset classes.
(f) This category comprises equity funds primarily invested in publicly traded real estate securities.
(g) This category comprises equity funds primarily invested in publicly traded listed infrastructure securities.

The fair value of the Level 1 assets was based on quoted prices in active markets for the identical assets. The fair value of the Level 2 assets was determined by management based on an assessment of valuations provided by asset management entities and was calculated by aggregating market prices for all underlying securities.

Investment objectives for our domestic plan assets are:

- To ensure high correlation between the value of plan assets and liabilities;
- To maintain careful control of the risk level within each asset class; and
- To focus on a long-term return objective.

We believe that there are no significant concentrations of risk within our plan assets as of December 31, 2019. We comply with the rules and regulations promulgated under the Employee Retirement Income Security Act of 1974 (“ERISA”) and we prohibit investments and investment strategies not allowed by ERISA. We do not permit direct purchases of our Company’s securities or the use of derivatives for the purpose of speculation. We invest the assets of non-domestic plans in compliance with laws and regulations applicable to those plans.

Cash Flows and Plan Termination

Our policy is to fund domestic pension liabilities in accordance with the limits imposed by the ERISA, federal income tax laws and the funding requirements of the Pension Protection Act of 2006. We fund non-domestic pension liabilities in accordance with laws and regulations applicable to those plans.

We made total contributions to the pension plans of $3,660 during 2019. In 2018, we made total contributions of $9,233 to the pension plans. For 2020, minimum funding requirements for our pension plans are approximately $1,503.

Total benefit payments expected to be paid to plan participants, including pension benefits funded from the plans and other benefits funded from Company assets, are as follows:

	Expected Benefit Payments					
	2020	2021	2022	2023	2024	2025-2029
Pension Benefits	$ 105,287	$ 93,240	$ 115,785	$ 89,634	$ 90,039	$ 372,692
Other Benefits	19,247	18,239	17,021	16,239	15,583	66,581

Savings Plans

The Company sponsors several defined contribution plans to provide retirement benefits to employees. Contributions to The Hershey Company 401(k) Plan and similar plans for non-domestic employees are based on a portion of eligible pay up to a defined maximum. All matching contributions were made in cash. Expense associated with the defined contribution plans was $47,651 in 2019, $47,959 in 2018 and $46,154 in 2017.

(amounts in thousands, except share data or if otherwise indicated)

12. STOCK COMPENSATION PLANS

Share-based grants for compensation and incentive purposes are made pursuant to the Equity and Incentive Compensation Plan ("EICP"). The EICP provides for grants of one or more of the following stock-based compensation awards to employees, non-employee directors and certain service providers upon whom the successful conduct of our business is dependent:

- Non-qualified stock options ("stock options");
- Performance stock units ("PSUs") and performance stock;
- Stock appreciation rights;
- Restricted stock units ("RSUs") and restricted stock; and
- Other stock-based awards.

As of December 31, 2019, 65.8 million shares were authorized and approved by our stockholders for grants under the EICP. The EICP also provides for the deferral of stock-based compensation awards by participants if approved by the Compensation and Executive Organization Committee of our Board and if in accordance with an applicable deferred compensation plan of the Company. Currently, the Compensation and Executive Organization Committee has authorized the deferral of PSU and RSU awards by certain eligible employees under the Company's Deferred Compensation Plan. Our Board has authorized our non-employee directors to defer any portion of their cash retainer, committee chair fees and RSUs awarded that they elect to convert into deferred stock units under our Directors' Compensation Plan.

At the time stock options are exercised or RSUs and PSUs become payable, common stock is issued from our accumulated treasury shares. Dividend equivalents are credited on RSUs on the same date and at the same rate as dividends are paid on Hershey's common stock. These dividend equivalents are charged to retained earnings.

For the periods presented, compensation expense for all types of stock-based compensation programs and the related income tax benefit recognized were as follows:

For the years ended December 31,	2019	2018	2017
Pre-tax compensation expense	$ 51,899	$ 49,286	$ 51,061
Related income tax benefit	9,030	9,463	13,684

Compensation costs for stock compensation plans are primarily included in selling, marketing and administrative expense. As of December 31, 2019, total stock-based compensation cost related to non-vested awards not yet recognized was $41,422 and the weighted-average period over which this amount is expected to be recognized was approximately 2.0 years.

Stock Options

The exercise price of each stock option awarded under the EICP equals the closing price of our Common Stock on the New York Stock Exchange on the date of grant. Each stock option has a maximum term of 10 years. Grants of stock options provide for pro-rated vesting, typically over a four-year period. Expense for stock options is based on grant date fair value and recognized on a straight-line method over the vesting period, net of estimated forfeitures.

(amounts in thousands, except share data or if otherwise indicated)

A summary of activity relating to grants of stock options for the year ended December 31, 2019 is as follows:

Stock Options	Shares	Weighted-Average Exercise Price (per share)	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at beginning of the period	5,394,382	$94.28	5.6 years	
Granted	1,640	$109.74		
Exercised	(2,881,923)	$91.09		
Forfeited	(93,638)	$101.45		
Outstanding as of December 31, 2019	2,420,461	$97.80	5.7 years	$ 119,043
Options exercisable as of December 31, 2019	1,410,004	$95.50	4.5 years	$ 72,589

The weighted-average fair value of options granted was $15.25, $15.58 and $15.76 per share in 2019, 2018 and 2017, respectively. The fair value was estimated on the date of grant using a Black-Scholes option-pricing model and the following weighted-average assumptions:

For the years ended December 31,	2019	2018	2017
Dividend yields	2.7%	2.4%	2.4%
Expected volatility	17.0%	16.6%	17.2%
Risk-free interest rates	2.5%	2.8%	2.2%
Expected term in years	6.5	6.6	6.8

- "Dividend yields" means the sum of dividends declared for the four most recent quarterly periods, divided by the average price of our Common Stock for the comparable periods;
- "Expected volatility" means the historical volatility of our Common Stock over the expected term of each grant;
- "Risk-free interest rates" means the U.S. Treasury yield curve rate in effect at the time of grant for periods within the contractual life of the stock option; and
- "Expected term" means the period of time that stock options granted are expected to be outstanding based on historical data.

The total intrinsic value of options exercised was $115,786, $38,382 and $45,998 in 2019, 2018 and 2017, respectively.

As of December 31, 2019, there was $6,288 of total unrecognized compensation cost related to non-vested stock option awards granted under the EICP, which we expect to recognize over a weighted-average period of 1.8 years.

The following table summarizes information about stock options outstanding as of December 31, 2019:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding as of 12/31/19	Weighted-Average Remaining Contractual Life in Years	Weighted-Average Exercise Price	Number Exercisable as of 12/31/19	Weighted-Average Exercise Price
$33.40 - $98.10	676,329	4.2	$80.73	513,366	$77.59
$98.11 - $105.91	932,220	7.0	$101.87	396,854	$104.39
$105.92 - $111.76	811,912	5.6	$107.35	499,784	$106.84
$33.40 - $111.76	2,420,461	5.7	$97.80	1,410,004	$95.50

(amounts in thousands, except share data or if otherwise indicated)

Performance Stock Units and Restricted Stock Units

Under the EICP, we grant PSUs to selected executives and other key employees. Vesting is contingent upon the achievement of certain performance objectives. We grant PSUs over 3-year performance cycles. If we meet targets for financial measures at the end of the applicable 3-year performance cycle, we award a resulting number of shares of our Common Stock to the participants. For PSUs granted, the target award is a combination of a market-based total shareholder return and performance-based components. The performance scores for 2017 through 2019 grants of PSUs can range from 0% to 250% of the targeted amounts.

We recognize the compensation cost associated with PSUs ratably over the 3-year term. Compensation cost is based on the grant date fair value because the grants can only be settled in shares of our Common Stock. The grant date fair value of PSUs is determined based on the Monte Carlo simulation model for the market-based total shareholder return component and the closing market price of the Company's Common Stock on the date of grant for performance-based components.

In 2019, 2018 and 2017, we awarded RSUs to certain executive officers and other key employees under the EICP. We also awarded RSUs quarterly to non-employee directors.

We recognize the compensation cost associated with employee RSUs over a specified award vesting period based on the grant date fair value of our Common Stock. We recognize expense for employee RSUs based on the straight-line method. We recognize the compensation cost associated with non-employee director RSUs ratably over the vesting period, net of estimated forfeitures.

A summary of activity relating to grants of PSUs and RSUs for the period ended December 31, 2019 is as follows:

Performance Stock Units and Restricted Stock Units	Number of units	Weighted-average grant date fair value for equity awards (per unit)
Outstanding at beginning of year	999,018	$101.57
Granted	493,828	$115.94
Performance assumption change	165,858	$124.94
Vested	(450,922)	$99.19
Forfeited	(117,866)	$109.04
Outstanding at end of year	1,089,916	$112.52

The following table sets forth information about the fair value of the PSUs and RSUs granted for potential future distribution to employees and non-employee directors. In addition, the table provides assumptions used to determine the fair value of the market-based total shareholder return component using the Monte Carlo simulation model on the date of grant.

For the years ended December 31,	2019	2018	2017
Units granted	493,828	457,315	478,044
Weighted-average fair value at date of grant	$ 115.94	$ 97.86	$ 110.97
Monte Carlo simulation assumptions:			
Estimated values	$ 48.40	$ 29.17	$ 46.85
Dividend yields	2.6%	2.6%	2.3%
Expected volatility	20.3%	20.4%	20.4%

- "Estimated values" means the fair value for the market-based total shareholder return component of each PSU at the date of grant using a Monte Carlo simulation model;
- "Dividend yields" means the sum of dividends declared for the four most recently quarterly periods, divided by the average price of our Common Stock for the comparable periods;
- "Expected volatility" means the historical volatility of our Common Stock over the expected term of each grant.

The fair value of shares vested totaled $51,739, $28,752 and $29,981 in 2019, 2018 and 2017, respectively.

Deferred PSUs, deferred RSUs and deferred stock units representing directors' fees totaled 296,802 units as of December 31, 2019. Each unit is equivalent to one share of the Company's Common Stock.

13. SEGMENT INFORMATION

Our organizational structure is designed to ensure continued focus on North America, coupled with an emphasis on profitable growth in our focus international markets. Our business is primarily organized around geographic regions, which enables us to build processes for repeatable success in our global markets. As a result, we have defined our operating segments on a geographic basis, as this aligns with how our Chief Operating Decision Maker ("CODM") manages our business, including resource allocation and performance assessment. Our North America business, which generates approximately 89% of our consolidated revenue, is our only reportable segment. None of our other operating segments meet the quantitative thresholds to qualify as reportable segments; therefore, these operating segments are combined and disclosed below as International and Other.

- ***North America* -** This segment is responsible for our traditional chocolate and non-chocolate confectionery market position, as well as our grocery and growing snacks market positions, in the United States and Canada. This includes developing and growing our business in chocolate and non-chocolate confectionery, pantry, food service and other snacking product lines.
- ***International and Other* -** International and Other is a combination of all other operating segments that are not individually material, including those geographic regions where we operate outside of North America. We currently have operations and manufacture product in China, Mexico, Brazil, India and Malaysia, primarily for consumers in these regions, and also distribute and sell confectionery products in export markets of Asia, Latin America, Middle East, Europe, Africa and other regions. This segment also includes our global retail operations, including Hershey's Chocolate World stores in Hershey, Pennsylvania, New York City, Las Vegas, Niagara Falls (Ontario) and Singapore, as well as operations associated with licensing the use of certain of the Company's trademarks and products to third parties around the world.

For segment reporting purposes, we use "segment income" to evaluate segment performance and allocate resources. Segment income excludes unallocated general corporate administrative expenses, unallocated mark-to-market gains and losses on commodity derivatives, business realignment and impairment charges, acquisition-related costs and other unusual gains or losses that are not part of our measurement of segment performance. These items of our operating income are managed centrally at the corporate level and are excluded from the measure of segment income reviewed by the CODM as well the measure of segment performance used for incentive compensation purposes.

Accounting policies associated with our operating segments are generally the same as those described in Note 1.

Certain manufacturing, warehousing, distribution and other activities supporting our global operations are integrated to maximize efficiency and productivity. As a result, assets and capital expenditures are not managed on a segment basis and are not included in the information reported to the CODM for the purpose of evaluating performance or allocating resources. We disclose depreciation and amortization that is generated by segment-specific assets, since these amounts are included within the measure of segment income reported to the CODM.

(amounts in thousands, except share data or if otherwise indicated)

Our segment net sales and earnings were as follows:

For the years ended December 31,	2019	2018	2017
Net sales:			
North America	$ 7,081,764	$ 6,901,607	$ 6,621,173
International and Other	904,488	889,462	894,253
Total	$ 7,986,252	$ 7,791,069	$ 7,515,426
Segment income:			
North America	$ 2,125,861	$ 2,020,082	$ 2,044,218
International and Other	95,702	73,762	11,532
Total segment income	2,221,563	2,093,844	2,055,750
Unallocated corporate expense (1)	533,632	486,716	499,251
Unallocated mark-to-market gains on commodity derivatives	(28,651)	(168,263)	(35,292)
Long-lived and intangible asset impairment charges (see Note 6)	112,485	57,729	208,712
Costs associated with business realignment activities (see Note 9)	9,238	51,827	69,359
Acquisition-related costs (see Note 2)	10,196	44,829	311
Gain on sale of other assets (see Note 8)	(11,289)	(2,658)	—
Operating profit	1,595,952	1,623,664	1,313,409
Interest expense, net	144,125	138,837	98,282
Other (income) expense, net	71,043	74,766	104,459
Income before income taxes	$ 1,380,784	$ 1,410,061	$ 1,110,668

(1) Includes centrally-managed (a) corporate functional costs relating to legal, treasury, finance, and human resources, (b) expenses associated with the oversight and administration of our global operations, including warehousing, distribution and manufacturing, information systems and global shared services, (c) non-cash stock-based compensation expense, and (d) other gains or losses that are not integral to segment performance.

Activity within the unallocated mark-to-market (gains) losses on commodity derivatives is as follows:

For the years ended December 31,	2019	2018	2017
Net (gains) losses on mark-to-market valuation of commodity derivative positions recognized in income	$ (35,488)	$ (69,379)	$ 55,734
Net gains (losses) on commodity derivative positions reclassified from unallocated to segment income	6,837	(98,884)	(91,026)
Net gains on mark-to-market valuation of commodity derivative positions recognized in unallocated derivative (gains) losses	$ (28,651)	$ (168,263)	$ (35,292)

As of December 31, 2019, the cumulative amount of mark-to-market gains on commodity derivatives that have been recognized in our consolidated cost of sales and not yet allocated to reportable segments was $68,969. Based on our forecasts of the timing of the recognition of the underlying hedged items, we expect to reclassify net pretax gains on commodity derivatives of $39,839 to segment operating results in the next twelve months.

(amounts in thousands, except share data or if otherwise indicated)

Depreciation and amortization expense included within segment income presented above is as follows:

For the years ended December 31,	2019	2018	2017
North America	$ 220,513	$ 205,340	$ 171,265
International and Other	29,289	35,656	42,542
Corporate (1)	41,742	54,148	48,046
Total	$ 291,544	$ 295,144	$ 261,853

(1) Corporate includes non-cash asset-related accelerated depreciation and amortization related to business realignment activities, as discussed in Note 9. Such amounts are not included within our measure of segment income.

Additional geographic information is as follows:

For the years ended December 31,	2019	2018	2017
Net sales:			
United States	$ 6,722,617	$ 6,535,675	$ 6,263,703
Other	1,263,635	1,255,394	1,251,723
Total	$ 7,986,252	$ 7,791,069	$ 7,515,426
Long-lived assets:			
United States	$ 1,717,606	$ 1,668,186	$ 1,575,496
Other	435,533	462,108	531,201
Total	$ 2,153,139	$ 2,130,294	$ 2,106,697

In conjunction with recent acquisitions, in 2018 we introduced our snacks portfolio, an additional product line represented by ready-to-eat popcorn, baked snacks, meat snack products and other better-for-you snacks. Net sales related to our snacks portfolio in 2017 was immaterial. Additional product line information is as follows:

For the year ended December 31,	2019	2018
Net sales:		
Confectionery and confectionery-based portfolio	$ 7,553,954	$ 7,453,364
Snacks portfolio	432,298	337,705
Total	$ 7,986,252	$ 7,791,069

14. EQUITY AND NONCONTROLLING INTEREST

We had 1,055,000,000 authorized shares of capital stock as of December 31, 2019. Of this total, 900,000,000 shares were designated as Common Stock, 150,000,000 shares were designated as Class B Stock and 5,000,000 shares were designated as Preferred Stock. Each class has a par value of one dollar per share.

Holders of the Common Stock and the Class B Stock generally vote together without regard to class on matters submitted to stockholders, including the election of directors. The holders of Common Stock have 1 vote per share and the holders of Class B Stock have 10 votes per share. However, the Common Stock holders, voting separately as a class, are entitled to elect one-sixth of the Board. With respect to dividend rights, the Common Stock holders are entitled to cash dividends 10% higher than those declared and paid on the Class B Stock.

Class B Stock can be converted into Common Stock on a share-for-share basis at any time. During 2019 and 2017 no shares of Class B Stock were converted into Common Stock. During 2018, 6,000 shares of Class B Stock were converted into Common Stock.

(amounts in thousands, except share data or if otherwise indicated)

Changes in the outstanding shares of Common Stock for the past three years were as follows:

For the years ended December 31,	2019	2018	2017
Shares issued	359,901,744	359,901,744	359,901,744
Treasury shares at beginning of year	(150,172,840)	(149,040,927)	(147,642,009)
Stock repurchases:			
Shares repurchased in the open market under pre-approved share repurchase programs	(1,386,193)	(1,406,093)	—
Shares repurchased directly from the Milton Hershey School Trust	—	(450,000)	(1,500,000)
Shares repurchased to replace Treasury Stock issued for stock options and incentive compensation	(2,674,349)	(615,719)	(1,278,675)
Stock issuances:			
Shares issued for stock options and incentive compensation	3,161,071	1,339,899	1,379,757
Retirement of treasury shares	138,348,719	—	—
Treasury shares at end of year	(12,723,592)	(150,172,840)	(149,040,927)
Change in Common Stock due to retirement of treasury shares	(138,348,719)	—	—
Net shares outstanding at end of year	208,829,433	209,728,904	210,860,817

We are authorized to purchase our outstanding shares in open market and privately negotiated transactions. The programs have no expiration date and acquired shares of Common Stock will be held as treasury shares. Purchases under approved share repurchase authorizations are in addition to our practice of buying back shares sufficient to offset those issued under incentive compensation plans.

Retirement of Treasury Shares

During 2019, we retired 138,348,719 shares or $6,423,267 of the Company's treasury shares previously repurchased. Under the applicable state law, these shares resume the status of authorized and unissued shares upon retirement. In accordance with our accounting policy, we record any excess of repurchase price over par value to retained earnings. As a result, our retained earnings were reduced by $6,284,919 during 2019. This transaction was approved by the Board on October 11, 2019.

Hershey Trust Company

Hershey Trust Company, as trustee for the Milton Hershey School Trust (the "Trust") and as direct owner of investment shares, held 123,600 shares of our Common Stock as of December 31, 2019. As trustee for the Trust, Hershey Trust Company held 60,612,012 shares of the Class B Stock as of December 31, 2019, and was entitled to cast approximately 80% of all of the votes entitled to be cast on matters requiring the vote of both classes of our common stock voting together. Hershey Trust Company, as trustee for the Trust, or any successor trustee, or Milton Hershey School, as appropriate, must approve any issuance of shares of Common Stock or other action that would result in it not continuing to have voting control of our Company.

In November 2018, the Company entered into a Stock Purchase Agreement with Hershey Trust Company, as trustee for the Trust, pursuant to which the Company agreed to purchase 450,000 shares of the Company's common stock from the Trust at a price equal to $106.30 per share, for a total purchase price of $47,835.

In August 2017, the Company entered into a Stock Purchase Agreement with Hershey Trust Company, as trustee for the Trust, pursuant to which the Company agreed to purchase 1,500,000 shares of the Company's common stock from the Trust at a price equal to $106.01 per share, for a total purchase price of $159,015.

Noncontrolling Interest in Subsidiary

We currently own a 50% controlling interest in LSFC, a joint venture established in 2007 in China for the purpose of manufacturing and selling product to the joint venture partners.

A roll-forward showing the 2019 activity relating to the noncontrolling interest follows:

	Noncontrolling Interest
Balance, December 31, 2018	$ 8,545
Net loss attributable to noncontrolling interest	(2,940)
Other comprehensive income - foreign currency translation adjustments	167
Balance, December 31, 2019	$ 5,772

The 2019 net loss attributable to the noncontrolling interest reflects the 50% allocation of LSFC-related business realignment and impairment costs (see Note 9).

15. COMMITMENTS AND CONTINGENCIES

Purchase obligations

We enter into certain obligations for the purchase of raw materials. These obligations are primarily in the form of forward contracts for the purchase of raw materials from third-party brokers and dealers. These contracts minimize the effect of future price fluctuations by fixing the price of part or all of these purchase obligations. Total obligations consisted of fixed price contracts for the purchase of commodities and unpriced contracts that were valued using market prices as of December 31, 2019.

The cost of commodities associated with the unpriced contracts is variable as market prices change over future periods. We mitigate the variability of these costs to the extent that we have entered into commodities futures contracts or other commodity derivative instruments to hedge our costs for those periods. Increases or decreases in market prices are offset by gains or losses on commodities futures contracts or other commodity derivative instruments. Taking delivery of and making payments for the specific commodities for use in the manufacture of finished goods satisfies our obligations under the forward purchase contracts. For each of the three years in the period ended December 31, 2019, we satisfied these obligations by taking delivery of and making payment for the specific commodities.

As of December 31, 2019, we had entered into agreements for the purchase of raw materials with various suppliers. Subject to meeting our quality standards, the purchase obligations covered by these agreements were as follows as of December 31, 2019:

in millions	2020	2021	2022	2023	2024
Purchase obligations	$ 1,511.1	$ 813.0	$ 0.7	$ —	$ —

Environmental contingencies

We have a number of facilities that contain varying amounts of asbestos in certain locations within the facilities. Our asbestos management program is compliant with current applicable regulations, which require that we handle or dispose of asbestos in a special manner if such facilities undergo major renovations or are demolished. We do not have sufficient information to estimate the fair value of any asset retirement obligations related to these facilities. We cannot specify the settlement date or range of potential settlement dates and, therefore, sufficient information is not available to apply an expected present value technique. We expect to maintain the facilities with repairs and maintenance activities that would not involve or require the removal of significant quantities of asbestos.

Legal contingencies

We are subject to various pending or threatened legal proceedings and claims that arise in the ordinary course of our business. While it is not feasible to predict or determine the outcome of such proceedings and claims with certainty, in our opinion these matters, both individually and in the aggregate, are not expected to have a material effect on our financial condition, results of operations or cash flows.

Collective Bargaining

As of December 31, 2019, the Company employed approximately 14,520 full-time and 1,620 part-time employees worldwide. Collective bargaining agreements covered approximately 5,500 employees, or approximately 34% of the Company's employees worldwide. During 2020, agreements will be negotiated for certain employees at three facilities outside of the United States and one United States facility, comprising approximately 74% of total employees under collective bargaining agreements. We currently expect that we will be able to renegotiate such agreements on satisfactory terms when they expire.

16. EARNINGS PER SHARE

We compute basic earnings per share for Common Stock and Class B common stock using the two-class method. The Class B common stock is convertible into Common Stock on a share-for-share basis at any time. The computation of diluted earnings per share for Common Stock assumes the conversion of Class B common stock using the if-converted method, while the diluted earnings per share of Class B common stock does not assume the conversion of those shares.

We compute basic and diluted earnings per share based on the weighted-average number of shares of Common Stock and Class B common stock outstanding as follows:

For the years ended December 31,	2019		2018		2017	
	Common Stock	Class B Common Stock	Common Stock	Class B Common Stock	Common Stock	Class B Common Stock
Basic earnings per share:						
Numerator:						
Allocation of distributed earnings (cash dividends paid)	$ 445,685	$ 164,627	$ 410,732	$ 151,789	$ 385,878	$ 140,394
Allocation of undistributed earnings	393,731	145,649	449,372	165,669	188,286	68,423
Total earnings—basic	$ 839,416	$ 310,276	$ 860,104	$ 317,458	$ 574,164	$ 208,817
Denominator (shares in thousands):						
Total weighted-average shares—basic	148,841	60,614	149,379	60,614	151,625	60,620
Earnings Per Share—basic	$ 5.64	$ 5.12	$ 5.76	$ 5.24	$ 3.79	$ 3.44
Diluted earnings per share:						
Numerator:						
Allocation of total earnings used in basic computation	$ 839,416	$ 310,276	$ 860,104	$ 317,458	$ 574,164	$ 208,817
Reallocation of total earnings as a result of conversion of Class B common stock to Common stock	310,276	—	317,458	—	208,817	—
Reallocation of undistributed earnings	—	(886)	—	(803)	—	(492)
Total earnings—diluted	$1,149,692	$ 309,390	$1,177,562	$ 316,655	$ 782,981	$ 208,325
Denominator (shares in thousands):						
Number of shares used in basic computation	148,841	60,614	149,379	60,614	151,625	60,620
Weighted-average effect of dilutive securities:						
Conversion of Class B common stock to Common shares outstanding	60,614	—	60,614	—	60,620	—
Employee stock options	785	—	651	—	1,144	—
Performance and restricted stock units	462	—	345	—	353	—
Total weighted-average shares—diluted	210,702	60,614	210,989	60,614	213,742	60,620
Earnings Per Share—diluted	$ 5.46	$ 5.10	$ 5.58	$ 5.22	$ 3.66	$ 3.44

The earnings per share calculations for the years ended December 31, 2019, 2018 and 2017 excluded 1,476, 4,196 and 2,374 stock options (in thousands), respectively, that would have been antidilutive.

17. OTHER (INCOME) EXPENSE, NET

Other (income) expense, net reports certain gains and losses associated with activities not directly related to our core operations. A summary of the components of other (income) expense, net is as follows:

For the years ended December 31,	2019	2018	2017
Write-down of equity investments in partnerships qualifying for tax credits	$ 50,457	$ 50,329	$ 66,209
Non-service cost components of net periodic benefit cost relating to pension and other post-retirement benefit plans	20,415	20,672	38,768
Other (income) expense, net	171	3,765	(518)
Total	$ 71,043	$ 74,766	$ 104,459

(amounts in thousands, except share data or if otherwise indicated)

18. SUPPLEMENTAL BALANCE SHEET INFORMATION

The components of certain Consolidated Balance Sheet accounts are as follows:

December 31,	2019	2018
Inventories:		
Raw materials	$ 271,125	$ 237,086
Goods in process	98,842	107,139
Finished goods	614,698	618,798
Inventories at FIFO	984,665	963,023
Adjustment to LIFO	(169,414)	(178,144)
Total inventories	$ 815,251	$ 784,879
Prepaid expenses and other:		
Prepaid expenses	$ 84,058	$ 68,490
Assets held for sale	1,677	23,421
Other current assets	154,345	180,248
Total prepaid expenses and other	$ 240,080	$ 272,159
Property, plant and equipment:		
Land	$ 105,627	$ 102,074
Buildings	1,298,985	1,211,011
Machinery and equipment	3,120,003	2,988,027
Construction in progress	209,788	280,559
Property, plant and equipment, gross	4,734,403	4,581,671
Accumulated depreciation	(2,581,264)	(2,451,377)
Property, plant and equipment, net	$ 2,153,139	$ 2,130,294
Other assets:		
Capitalized software, net	$ 153,842	$ 126,379
Operating lease ROU assets	220,678	—
Other non-current assets	137,480	126,605
Total other assets	$ 512,000	$ 252,984
Accrued liabilities:		
Payroll, compensation and benefits	$ 230,518	$ 180,546
Advertising, promotion and product allowances	279,440	293,642
Operating lease liabilities	29,209	—
Liabilities held for sale	105	596
Other	163,100	204,379
Total accrued liabilities	$ 702,372	$ 679,163
Other long-term liabilities:		
Post-retirement benefits liabilities	$ 211,206	$ 195,166
Pension benefits liabilities	58,773	66,379
Operating lease liabilities	184,163	—
Other	201,635	184,503
Total other long-term liabilities	$ 655,777	$ 446,048
Accumulated other comprehensive loss:		
Foreign currency translation adjustments	$ (83,704)	$ (96,678)
Pension and post-retirement benefit plans, net of tax	(189,187)	(205,230)
Cash flow hedges, net of tax	(51,075)	(54,872)
Total accumulated other comprehensive loss	$ (323,966)	$ (356,780)

(amounts in thousands, except share data or if otherwise indicated)

19. QUARTERLY DATA (Unaudited)

Summary quarterly results were as follows:

Year 2019	First	Second	Third	Fourth
Net sales	$ 2,016,488	$ 1,767,217	$ 2,134,422	$ 2,068,125
Gross profit	892,504	874,744	943,318	911,912
Net income attributable to The Hershey Company	304,358	312,840	325,307	207,187
Common stock:				
Net income per share—Basic[(a)]	1.49	1.54	1.59	1.02
Net income per share—Diluted[(a)]	1.45	1.48	1.54	0.98
Dividends paid per share	0.722	0.722	0.773	0.773
Class B common stock:				
Net income per share—Basic[(a)]	1.36	1.39	1.45	0.93
Net income per share—Diluted[(a)]	1.36	1.38	1.44	0.92
Dividends paid per share	0.656	0.656	0.702	0.702
Market price—common stock:				
High	114.83	138.32	161.40	157.70
Low	104.30	113.84	134.25	140.29

Year 2018	First	Second	Third	Fourth
Net sales	$ 1,971,959	$ 1,751,615	$ 2,079,593	$ 1,987,902
Gross profit	974,060	793,420	863,493	944,352
Net income attributable to The Hershey Company	350,203	226,855	263,713	336,791
Common stock:				
Net income per share—Basic[(a)]	1.71	1.11	1.29	1.65
Net income per share—Diluted[(a)]	1.65	1.08	1.25	1.60
Dividends paid per share	0.656	0.656	0.722	0.722
Class B common stock:				
Net income per share—Basic[(a)]	1.55	1.01	1.17	1.50
Net income per share—Diluted[(a)]	1.55	1.01	1.17	1.49
Dividends paid per share	0.596	0.596	0.656	0.656
Market price—common stock:				
High	114.06	100.60	106.60	110.01
Low	96.06	89.54	91.04	101.64

(a) Quarterly income per share amounts do not total to the annual amount due to changes in weighted-average shares outstanding during the year.

Item 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

None.

Item 9A. *CONTROLS AND PROCEDURES*

Evaluation of Disclosure Controls and Procedures

The Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”), as of December 31, 2019. Based on that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of December 31, 2019.

We rely extensively on information systems and technology to manage our business and summarize operating results. We are in the process of a multi-year implementation of a new global enterprise resource planning (“ERP”) system, which will replace our existing operating and financial systems. The ERP system is designed to accurately maintain the Company’s financial records, enhance operational functionality and provide timely information to the Company’s management team related to the operation of the business. The implementation is expected to occur in phases over the next several years. We have completed the implementation of certain processes, including our consolidated financial reporting platform in the second quarter of 2018, as well as our trade promotions and direct marketing systems in the first quarter of 2019. These transitions did not result in significant changes in our internal control over financial reporting. However, as the next phases of the updated processes are rolled out in connection with the ERP implementation, we will give appropriate consideration to whether these process changes necessitate changes in the design of and testing for effectiveness of internal controls over financial reporting.

Design and Evaluation of Internal Control Over Financial Reporting

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in the Company’s reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the Company’s reports filed under the Exchange Act is accumulated and communicated to management, including the Company’s Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

Management's report on the Company's internal control over financial reporting appears on the following page. There were no changes in the Company’s internal control over financial reporting during the fourth quarter of 2019 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of The Hershey Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control system was designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2019. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control–Integrated Framework (2013 edition)*. Based on this assessment, management concluded that, as of December 31, 2019, the Company's internal control over financial reporting was effective based on those criteria.

Management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of ONE Brands, LLC which was acquired on September 23, 2019 and is included in the 2019 consolidated financial statements of the Company and constituted 5.1% of total assets as of December 31, 2019 and 0.3% of net sales for the year then ended.

The Company's independent auditors have audited, and reported on, the Company's internal control over financial reporting as of December 31, 2019.

/s/ MICHELE G. BUCK	/s/ STEVEN E. VOSKUIL
Michele G. Buck	**Steven E. Voskuil**
Chief Executive Officer	***Chief Financial Officer and Chief Accounting Officer***
(Principal Executive Officer)	***(Principal Financial and Accounting Officer)***

Item 9B. ***OTHER INFORMATION***

None.

PART III

Item 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.*

The information regarding executive officers of the Company required by Item 401 of SEC Regulation S-K is incorporated herein by reference from the disclosure included under the caption “Supplemental Item. Information About Out Executive Officers” at the end of Part I of this Annual Report on Form 10-K.

The information required by Item 401 of SEC Regulation S-K concerning the directors and nominees for director of the Company, together with a discussion of the specific experience, qualifications, attributes and skills that led the Board to conclude that the director or nominee should serve as a director at this time, will be located in the Proxy Statement in the section entitled “Proposal No. 1 – Election of Directors,” which information is incorporated herein by reference.

Information regarding the identification of the Audit Committee as a separately-designated standing committee of the Board and information regarding the status of one or more members of the Audit Committee as an “audit committee financial expert” will be located in the Proxy Statement in the section entitled “Meetings and Committees of the Board – Committees of the Board,” which information is incorporated herein by reference.

There are no inadvertent late filings under Section 16(a) of the Securities Exchange Act of 1934, as amended.

Information regarding our Code of Conduct applicable to our directors, officers and employees is located in Part I of this Annual Report on Form 10-K, under the heading “Available Information.”

Item 11. *EXECUTIVE COMPENSATION.*

Information regarding the compensation of each of our named executive officers, including our Chief Executive Officer, will be located in the Proxy Statement in the section entitled “Compensation Discussion & Analysis,” which information is incorporated herein by reference. Information regarding the compensation of our directors will be located in the Proxy Statement in the section entitled “Non-Employee Director Compensation,” which information is incorporated herein by reference.

The information required by Item 407(e)(4) of SEC Regulation S-K will be located in the Proxy Statement in the section entitled “Compensation Committee Interlocks and Insider Participation,” which information is incorporated herein by reference.

The information required by Item 407(e)(5) of SEC Regulation S-K will be located in the Proxy Statement in the section entitled “Compensation Committee Report,” which information is incorporated herein by reference.

Item 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.*

Information concerning ownership of our voting securities by certain beneficial owners, individual nominees for director, the named executive officers, including persons serving as our Chief Executive Officer and Chief Financial Officer, and directors and executive officers as a group, will be located in the Proxy Statement in the section entitled “Share Ownership of Directors, Management and Certain Beneficial Owners,” which information is incorporated herein by reference.

Information regarding all of the Company’s equity compensation plans will be located in the Proxy Statement in the section entitled “Equity Compensation Plan Information,” which information is incorporated herein by reference.

Item 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.*

Information regarding transactions with related persons will be located in the Proxy Statement in the section entitled “Certain Transactions and Relationships,” which information is incorporated herein by reference. Information regarding director independence will be located in the Proxy Statement in the section entitled “Corporate Governance – Director Independence,” which information is incorporated herein by reference.

Item 14. *PRINCIPAL ACCOUNTING FEES AND SERVICES.*

Information regarding "Principal Accounting Fees and Services," including the policy regarding pre-approval of audit and non-audit services performed by our Company's independent auditors, will be located in the Proxy Statement in the section entitled "Information about our Independent Auditors," which information is incorporated herein by reference.

PART IV

Item 15. *EXHIBITS, FINANCIAL STATEMENT SCHEDULES*

Item 15(a)(1): Financial Statements

The audited consolidated financial statements of The Hershey Company and its subsidiaries and the Report of Independent Registered Public Accounting Firm thereon, as required to be filed, are located under Item 8 of this Annual Report on Form 10-K.

Item 15(a)(2): Financial Statement Schedule

Schedule II—Valuation and Qualifying Accounts for The Hershey Company and its subsidiaries for the years ended December 31, 2019, 2018 and 2017 is filed as part of this Annual Report on Form 10-K as required by Item 15(c).

We omitted other schedules because they are not applicable or the required information is set forth in the consolidated financial statements or notes thereto.

Item 15(a)(3): Exhibits

The information called for by this Item is incorporated by reference from the Exhibit Index included in this Annual Report on Form 10-K.

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 Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, this 20th day of February, 2020.

THE HERSHEY COMPANY
(Registrant)

By: /s/ STEVEN E. VOSKUIL

Steven E. Voskuil
Chief Financial Officer and Chief Accounting Officer

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 Company and in the capacities and on the date indicated.

Signature	Title	Date
/s/ MICHELE G. BUCK **Michele G. Buck**	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	February 20, 2020
/s/ STEVEN E. VOSKUIL **Steven E. Voskuil**	Chief Financial Officer and Chief Accounting Officer (Principal Financial and Accounting Officer)	February 20, 2020
/s/ CHARLES A. DAVIS **Charles A. Davis**	Lead Independent Director	February 20, 2020
/s/ PAMELA M. ARWAY **Pamela M. Arway**	Director	February 20, 2020
/s/ JAMES W. BROWN **James W. Brown**	Director	February 20, 2020
/s/ MARY KAY HABEN **Mary Kay Haben**	Director	February 20, 2020
/s/ JAMES C. KATZMAN **James C. Katzman**	Director	February 20, 2020
/s/ M. DIANE KOKEN **M. Diane Koken**	Director	February 20, 2020
/s/ ROBERT M. MALCOLM **Robert M. Malcolm**	Director	February 20, 2020
/s/ ANTHONY J. PALMER **Anthony J. Palmer**	Director	February 20, 2020
/s/ JUAN R. PEREZ **Juan R. Perez**	Director	February 20, 2020
/s/ WENDY L. SCHOPPERT **Wendy L. Schoppert**	Director	February 20, 2020
/s/ DAVID L. SHEDLARZ **David L. Shedlarz**	Director	February 20, 2020

THE HERSHEY COMPANY AND SUBSIDIARIES
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
For the Years Ended December 31, 2019, 2018 and 2017

Description	Balance at Beginning of Period	Additions: Charged to Costs and Expenses	Additions: Charged to Other Accounts	Deductions from Reserves	Balance at End of Period
In thousands of dollars					
For the year ended December 31, 2019					
Allowances deducted from assets					
Accounts receivable—trade, net (a)	$ 24,610	$ 159,140	$ —	$ (158,784)	$ 24,966
Valuation allowance on net deferred taxes (b)	239,959	(26,270)	—	(6,946)	206,743
Inventory obsolescence reserve (c)	20,136	27,157	—	(25,244)	22,049
Total allowances deducted from assets	$ 284,705	$ 160,027	$ —	$ (190,974)	$ 253,758
For the year ended December 31, 2018					
Allowances deducted from assets					
Accounts receivable—trade, net (a)	$ 41,792	$ 222,819	$ —	$ (240,001)	$ 24,610
Valuation allowance on net deferred taxes (b)	312,148	18,413	—	(90,602)	239,959
Inventory obsolescence reserve (c)	19,348	32,379	—	(31,591)	20,136
Total allowances deducted from assets	$ 373,288	$ 273,611	$ —	$ (362,194)	$ 284,705
For the year ended December 31, 2017					
Allowances deducted from assets					
Accounts receivable—trade, net (a)	$ 40,153	$ 166,993	$ —	$ (165,354)	$ 41,792
Valuation allowance on net deferred taxes (b)	235,485	92,139	—	(15,476)	312,148
Inventory obsolescence reserve (c)	20,043	35,666	—	(36,361)	19,348
Total allowances deducted from assets	$ 295,681	$ 294,798	$ —	$ (217,191)	$ 373,288

(a) Includes allowances for doubtful accounts, anticipated discounts and write-offs of uncollectible accounts receivable.
(b) Includes adjustments to the valuation allowance for deferred tax assets that we do not expect to realize, as well as the release of valuation allowances. The 2017 deductions from reserves reflects the change in valuation allowance due to the remeasurement of corresponding U.S. deferred tax assets at the lower enacted corporate tax rates resulting from the U.S. tax reform.
(c) Includes adjustments to the inventory reserve, transfers, disposals and write-offs of obsolete inventory.

EXHIBIT INDEX

Exhibit Number	Description
3.1	The Company's Restated Certificate of Incorporation, as amended, is incorporated by reference from Exhibit 3 to the Company's Quarterly Report on Form 10-Q for the quarter ended April 3, 2005.
3.2	The Company's By-laws, as amended and restated as of February 21, 2017, are incorporated by reference from Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018.
4.1	The Company has issued certain long-term debt instruments, no one class of which creates indebtedness exceeding 10% of the total assets of the Company and its subsidiaries on a consolidated basis. These classes consist of the following: 1) 2.900% Notes due 2020 2) 4.125% Notes due 2020 3) 3.100% Notes due 2021 4) 8.8% Debentures due 2021# 5) 3.375% Notes due 2023 6) 2.625% Notes due 2023 7) 2.050% Notes due 2024 8) 3.200% Notes due 2025 9) 2.300% Notes due 2026 10) 7.2% Debentures due 2027 11) 2.450% Notes due 2029 12) 3.375% Notes due 2046 13) 3.125% Notes due 2049 14) Other Obligations The Company undertakes to furnish copies of the agreements governing these debt instruments to the Securities and Exchange Commission upon its request.
10.1(a)	*Kit Kat*® and *Rolo*® License Agreement (the "License Agreement") between the Company and Rowntree Mackintosh Confectionery Limited is incorporated by reference from Exhibit 10(a) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1980.#
10.1(b)	Amendment to the License Agreement is incorporated by reference from Exhibit 19 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 3, 1988.#
10.1(c)	Assignment of the License Agreement by Rowntree Mackintosh Confectionery Limited to Société des Produits Nestlé SA as of January 1, 1990 is incorporated by reference from Exhibit 19 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1990.#
10.2	*Peter Paul/York* Domestic Trademark & Technology License Agreement between the Company and Cadbury Schweppes Inc. (now Kraft Foods Ireland Intellectual Property Limited) dated August 25, 1988, is incorporated by reference from Exhibit 2(a) to the Company's Current Report on Form 8-K dated September 8, 1988.#
10.3	*Cadbury* Trademark & Technology License Agreement between the Company and Cadbury Limited (now Cadbury UK Limited) dated August 25, 1988, is incorporated by reference from Exhibit 2(a) to the Company's Current Report on Form 8-K dated September 8, 1988.#
10.4(a)	Trademark and Technology License Agreement between Huhtamäki (now Iconic IP Interests, LLC) and the Company dated December 30, 1996, is incorporated by reference from Exhibit 10 to the Company's Current Report on Form 8-K filed February 26, 1997.
10.4(b)	Amended and Restated Trademark and Technology License Agreement between Huhtamäki (now Iconic IP Interests, LLC) and the Company is incorporated by reference from Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999.

10.5	Five Year Credit Agreement dated as of July 2, 2019, among the Company and the banks, financial institutions and other institutional lenders listed on the respective signature pages thereof (“Lenders”), Bank of America, N.A., as administrative agent for the Lenders, JPMorgan Chase Bank, N.A., Citibank, N.A. and PNC Bank, National Association, as syndication agents, Royal Bank of Canada, as documentation agent, and BofA Securities, Inc., JPMorgan Chase Bank, N.A., Citibank, N.A., PNC Capital Markets LLC and RBC Capital Markets, as joint lead arrangers and joint book managers, is incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 2, 2019.
10.6(a)	Master Innovation and Supply Agreement between the Company and Barry Callebaut, AG, dated July 13, 2007, is incorporated by reference from Exhibit 10.1 to the Company’s Current Report on Form 8-K filed July 19, 2007.
10.6(b)	First Amendment to Master Innovation and Supply Agreement between the Company and Barry Callebaut, AG, dated April 14, 2011, is incorporated by reference from Exhibit 10.4 to the Company’s Quarterly Report on Form 10-Q for the quarter ended July 3, 2011.
10.7	Supply Agreement for Monterrey, Mexico, between the Company and Barry Callebaut, AG, dated July 13, 2007, is incorporated by reference from Exhibit 10.2 to the Company’s Current Report on Form 8-K filed July 19, 2007.
10.8	The Company’s Equity and Incentive Compensation Plan, amended and restated February 22, 2011, and approved by our stockholders on April 28, 2011, is incorporated by reference from Appendix B to the Company’s proxy statement filed March 15, 2011.[+]
10.9(a)	Form of Notice of Award of Restricted Stock Units (pre-February 15, 2016 version) is incorporated by reference from Exhibit 10.9 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015.[+]
10.9(b)	Form of Notice of Award of Restricted Stock Units (effective February 15, 2016 - February 21, 2017 version) is incorporated by reference from Exhibit 10.10(b) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016.[+]
10.9(c)	Form of Notice of Award of Restricted Stock Units (February 22, 2017 - February 25, 2019 version) is incorporated by reference from Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarter ended April 2, 2017.[+]
10.9(d)	Form of Notice of Award of Restricted Stock Units (effective February 26, 2019) is incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.[+]
10.10(a)	Form of Notice of Special Award of Restricted Stock Units (pro-rata vest, pre-February 15, 2016 version) is incorporated by reference from Exhibit 10.2 to the Company’s Current Report on Form 8-K filed June 16, 2011.[+]
10.10(b)	Form of Notice of Special Award of Restricted Stock Units (pro-rata vest, effective February 15, 2016 - February 21, 2017 version) is incorporated by reference from Exhibit 10.1 to the Company’s Current Report on Form 8-K filed June 17, 2016.[+]
10.10(c)	Form of Notice of Special Award of Restricted Stock Units (pro-rata vest, February 22, 2017 - February 25, 2019 version) is incorporated by reference from Exhibit 10.2(a) to the Company’s Quarterly Report on Form 10-Q for the quarter ended April 2, 2017.[+]
10.10(d)	Form of Notice of Special Award of Restricted Stock Units (pro-rata vest, effective February 26, 2019) is incorporated by reference from Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.[+]
10.10(e)	Form of Notice of Special Award of Restricted Stock Units (3-year cliff vest, pre-February 22, 2017 version) is incorporated by reference from Exhibit 10.1 to the Company’s Current Report on Form 8-K filed February 18, 2016.[+]
10.10(f)	Form of Notice of Special Award of Restricted Stock Units (3-year cliff vest, February 22, 2017 - February 25, 2019 version) is incorporated by reference from Exhibit 10.2(b) to the Company’s Quarterly Report on Form 10-Q for the quarter ended April 2, 2017.[+]
10.10(g)	Form of Notice of Special Award of Restricted Stock Units (3-year cliff vest, effective February 26, 2019) is incorporated by reference from Exhibit 10.3 to the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.[+]
10.11(a)	Terms and Conditions of Nonqualified Stock Option Awards under the Equity and Incentive Compensation Plan (pre-February 15, 2016 version) is incorporated by reference from Exhibit 10.2 to the Company’s Current Report on Form 8-K filed February 24, 2012.[+]
10.11(b)	Terms and Conditions of Nonqualified Stock Option Awards under the Equity and Incentive Compensation Plan (effective February 15, 2016 - February 21, 2017 version) is incorporated by reference from Exhibit 10.12(b) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016.[+]
10.11(c)	Terms and Conditions of Nonqualified Stock Option Awards under the Equity and Incentive Compensation Plan (February 22, 2017 - February 25, 2019 version) is incorporated by reference from Exhibit 10.3 to the Company’s Quarterly Report on Form 10-Q for the quarter ended April 2, 2017.[+]

10.11(d)	Terms and Conditions of Nonqualified Stock Option Awards under the Equity and Incentive Compensation Plan (effective February 26, 2019) is incorporated by reference from Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.[+]
10.12(a)	Form of Notice of Award of Performance Stock Units (pre-February 15, 2016 version) is incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 24, 2012.[+]
10.12(b)	Form of Notice of Award of Performance Stock Units (effective February 15, 2016 - February 21, 2017 version) is incorporated by reference from Exhibit 10.13(b) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016.[+]
10.12(c)	Form of Notice of Award of Performance Stock Units (February 22, 2017 - February 25, 2019 version) is incorporated by reference from Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended April 2, 2017.[+]
10.12(d)	Form of Notice of Award of Performance Stock Units (effective February 26, 2019) is incorporated by reference from Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.[+]
10.13	Form of Notice of Special Award of Performance Stock Units is incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 5, 2017.[+]
10.14	The Long-Term Incentive Program Participation Agreement is incorporated by reference from Exhibit 10.2 to the Company's Current Report on Form 8-K filed February 18, 2005.[+]
10.15	The Company's Deferred Compensation Plan, Amended and Restated as of June 27, 2012, is incorporated by reference from Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 1, 2012.[+]
10.16(a)	The Company's Supplemental Executive Retirement Plan, Amended and Restated as of October 2, 2007, is incorporated by reference from Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007.[+]
10.16(b)	First Amendment to the Company's Supplemental Executive Retirement Plan, Amended and Restated as of October 2, 2007, is incorporated by reference from Exhibit 10.5 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.[+]
10.17	The Company's Compensation Limit Replacement Plan, Amended and Restated as of January 1, 2009, is incorporated by reference from Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.[+]
10.18	The Company's Executive Benefits Protection Plan (Group 3A), Amended and Restated as of June 27, 2012, is incorporated by reference from Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 1, 2012.[+]
10.19	The Company's Executive Benefits Protection Plan (Group 3), Amended and Restated as of June 27, 2012, is incorporated by reference from Exhibit 10.18 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015.[+]
10.20	Executive Confidentiality and Restrictive Covenant Agreement, adopted as of February 16, 2009, is incorporated by reference from Exhibit 10.4 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.[+]
10.21(a)	Employee Confidentiality and Restrictive Covenant Agreement, amended as of February 18, 2013, is incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.[+]
10.21(b)	Employee Confidentiality and Restrictive Covenant Agreement, amended as of October 10, 2016, is incorporated by reference from Exhibit 10.21(b) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016.[+]
10.22	Executive Employment Agreement, effective as of March 1, 2017, by and between the Company and Michele G. Buck is incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed February 24, 2017.[+]
10.23	The Company's Directors' Compensation Plan, Amended and Restated as of December 2, 2008, is incorporated by reference from Exhibit 10.8 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.
21.1	Subsidiaries of the Registrant.*
23.1	Consent of Ernst & Young LLP.*
31.1	Certification of Michele G. Buck, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Steven E. Voskuil, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

32.1	Certification of Michele G. Buck, Chief Executive Officer, and Steven E. Voskuil, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
104	The cover page from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, formatted in Inline XBRL and contained in Exhibit 101.

*	Filed herewith
**	Furnished herewith
+	Management contract, compensatory plan or arrangement
#	Pursuant to Instruction 1 to Regulation S-T Rule 105(d), no hyperlink is required for any exhibit incorporated by reference that has not been filed with the SEC in electronic format

Exhibit 31.1

CERTIFICATION

I, Michele G. Buck, certify that:

1. I have reviewed this Annual Report on Form 10-K of The Hershey Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ MICHELE G. BUCK

Michele G. Buck
Chief Executive Officer
February 20, 2020

Exhibit 31.2

CERTIFICATION

I, Steven E. Voskuil, certify that:

1. I have reviewed this Annual Report on Form 10-K of The Hershey Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/S/ STEVEN E. VOSKUIL

Steven E. Voskuil
Chief Financial Officer
February 20, 2020

Exhibit 32.1

CERTIFICATION

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of The Hershey Company (the "Company") hereby certify that the Company's Annual Report on Form 10-K for the year ended December 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 20, 2020

/s/ MICHELE G. BUCK

Michele G. Buck
Chief Executive Officer

Date: February 20, 2020

/s/ STEVEN E. VOSKUIL

Steven E. Voskuil
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Directors and Officers as of April 2, 2020

Directors

Michele G. Buck
Chairman of the Board
President and Chief Executive Officer
The Hershey Company

Charles A. Davis
Lead Independent Director
The Hershey Company
Chief Executive Officer
Stone Point Capital LLC
Greenwich, CT

Pamela M. Arway
Former Executive
American Express Company, Inc.
New York, NY

James W. Brown
Director, Hershey Trust Company;
Member, Board of Managers
Milton Hershey School

Mary Kay Haben
Former President, North America
Wm. Wrigley Jr. Company
Chicago, IL

James C. Katzman
Director, Hershey Trust Company;
Member, Board of Managers
Milton Hershey School

M. Diane Koken
Director, Hershey Trust Company;
Member, Board of Managers
Milton Hershey School

Robert M. Malcolm
Former President
Global Marketing, Sales & Innovation
Diageo PLC
London, UK

Anthony J. Palmer
Chief Executive Officer
TropicSport
Dallas, TX

Juan R. Perez
Chief Information and
Engineering Officer
United Parcel Service, Inc.
Atlanta, GA

Wendy L. Schoppert
Former Executive Vice President and
Chief Financial Officer
Sleep Number Corporation
Minneapolis, MN

David L. Shedlarz
Former Vice Chairman
Pfizer Inc.
New York, NY

Committees

Audit
David L. Shedlarz*
James W. Brown
Charles A. Davis**
M. Diane Koken
Robert M. Malcolm
Wendy L. Schoppert

Compensation and Executive Organization
Anthony J. Palmer*
Pamela M. Arway
Charles A. Davis**
Mary Kay Haben
M. Diane Koken
Juan R. Perez

Finance and Risk Management
Robert M. Malcolm*
Pamela M. Arway
Charles A. Davis**
James C. Katzman
Juan R. Perez
Wendy L. Schoppert
David L. Shedlarz

Governance
Mary Kay Haben*
James W. Brown
Charles A. Davis
James C. Katzman
Anthony J. Palmer

Executive
Michele G. Buck*
Charles A. Davis
Mary Kay Haben
Robert M. Malcolm
Anthony J. Palmer
David L. Shedlarz

* Committee Chair
** Ex-Officio

Officers

Michele G. Buck
Chairman of the Board
President and Chief Executive Officer

Damien Atkins
Senior Vice President
General Counsel and Secretary

Hector de la Barreda
President, Amplify Snack Brands

Rohit Grover
President, International

Charles R. Raup
President, U.S.

Jason R. Reiman
Senior Vice President
Chief Supply Chain Officer

Kristen J. Riggs
Senior Vice President
Chief Growth Officer

Christopher M. Scalia
Senior Vice President
Chief Human Resources Officer

Steven E. Voskuil
Senior Vice President
Chief Financial Officer and
Chief Accounting Officer

Stockholder Information

Transfer Agent and Registrar

Computershare

<u>Standard Delivery</u>:
P.O. Box 505000, Louisville, KY 40233-5000
<u>Overnight Delivery</u>:
462 South 4th Street, Suite 1600, Louisville, KY 40202

Domestic Holders: (800) 851-4216
Foreign Holders: (201) 680-6578
Hearing Impaired (Domestic): (800) 952-9245
Hearing Impaired (Foreign): (312) 588-4110
www.computershare.com/investor

Investor Relations Contact / Financial Information

Melissa Poole
Vice President, Investor Relations
19 East Chocolate Avenue
P. O. Box 819
Hershey, PA 17033-0819
(800) 539-0261

www.thehersheycompany.com

GENERAL INFORMATION REGARDING ANNUAL MEETING

May 12, 2020
10:00 a.m. Eastern Daylight Time

Virtual Meeting Site:
www.virtualshareholdermeeting.com/HSY2020

Listen to Meeting: 1-877-328-2502