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 **September 30, 2023**

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from ____________ to ____________

Tyson

THE TYSON FOODS FAMILY OF BRANDS

001-14704
(Commission File Number)

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

Delaware (State or other jurisdiction of incorporation or organization)	**71-0225165** (I.R.S. Employer Identification No.)
2200 West Don Tyson Parkway, Springdale, Arkansas (Address of principal executive offices)	**72762-6999** (Zip Code)

(479) 290-4000
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class		Trading Symbol	Name of Each Exchange on Which Registered
Class A Common Stock	Par Value $0.10	TSN	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: Not Applicable

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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b) ☐

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

On April 1, 2023, the aggregate market value of the registrant's Class A Common Stock, $0.10 par value ("Class A stock"), and Class B Common Stock, $0.10 par value ("Class B stock"), held by non-affiliates of the registrant was $16,538,884,747 and $614,259, respectively. Class B stock is not publicly listed for trade on any exchange or market system. However, Class B stock is convertible into Class A stock on a share-for-share basis, so the market value was calculated based on the market price of Class A stock.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of October 28, 2023.

Class	Outstanding Shares
Class A Common Stock, $0.10 Par Value ("Class A stock")	285,230,824
Class B Common Stock, $0.10 Par Value ("Class B stock")	70,009,005

INCORPORATION BY REFERENCE

Portions of the registrant's definitive Proxy Statement for the registrant's Annual Meeting of Shareholders to be held February 8, 2024, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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PART I

ITEM 1. BUSINESS

GENERAL

Tyson Foods, Inc. and its subsidiaries (collectively, the "Company," "we," "us," "our," "Tyson Foods" or "Tyson") (NYSE: TSN) is one of the world's largest food companies and a recognized leader in protein. Founded in 1935 by John W. Tyson and grown under four generations of family leadership, the Company has a broad portfolio of products and brands including Tyson®, Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, Aidells®, ibp® and State Fair®. The Company's purpose is to raise the world's expectations for how much good food can do by winning with our team members, winning with customers and consumers and winning with execution. Headquartered in Springdale, Arkansas, the Company had approximately 139,000 employees ("team members") on September 30, 2023. Through our Core Values, Tyson Foods is a company of people engaged in the production of food, seeking to pursue trust and integrity, and committed to creating value for our shareholders, our customers, our team members and our communities. We strive to be honorable and operate with integrity, be faith-friendly and inclusive, serve as stewards of the resources entrusted to us and provide a safe work environment. Some of the key factors influencing our business are customer demand for our products; the ability to maintain and grow relationships with customers and introduce new and innovative products to the marketplace; accessibility of international markets; market prices for our products; the cost and availability of live cattle and hogs, raw materials and feed ingredients; availability of team members to operate our production facilities; and operating efficiencies of our facilities.

We operate a fully vertically-integrated chicken production process with the majority of our production in recent years certified as no antibiotics ever (sometimes referred to as "NAE"); however, during fiscal 2023, we began transitioning the majority of our production to no antibiotics important to human medicine (sometimes referred to as "NAIHM"). Our integrated operations consist of breeding stock, contract farmers, feed production, processing, further-processing, marketing and transportation of chicken and related specialty products, including animal and pet food ingredients. Through our wholly-owned subsidiary, Cobb-Vantress, we are one of the leading poultry breeding stock suppliers in the world. Investing in breeding stock research and development allows us to breed into our flocks the characteristics found to be most desirable.

We also process live fed cattle and hogs and fabricate dressed beef and pork carcasses into primal and sub-primal meat cuts, case-ready beef and pork and fully-cooked meats. In addition, we derive value from specialty products such as hides and variety meats sold to further processors and others.

We produce a wide range of fresh, value-added, frozen and refrigerated food products. Our products are marketed and sold primarily by our sales staff to grocery retailers, grocery wholesalers, meat distributors, warehouse club stores, military commissaries, industrial food processing companies, chain restaurants or their distributors, live markets, international export companies and domestic distributors who serve restaurants, foodservice operations such as plant and school cafeterias, convenience stores, hospitals and other vendors. Additionally, sales to the military and a portion of sales to international markets are made through independent brokers and trading companies.

As part of our commitment to innovation and growth, we have a subsidiary focused on investing in companies developing breakthrough technologies, business models and products to sustainably feed a growing world population. Tyson New Ventures, LLC is used to broaden our exposure to innovative, new forms of protein and ways of sustainably producing food to complement the Company's continuing investments in innovation in our core Beef, Pork, Chicken and Prepared Foods businesses.

FINANCIAL INFORMATION OF SEGMENTS

We operate in four reportable segments: Beef, Pork, Chicken and Prepared Foods. We measure segment profit as operating income (loss). International/Other primarily includes our foreign operations in Australia, China, Malaysia, Mexico, the Netherlands, South Korea, Thailand and the Kingdom of Saudi Arabia, third-party merger and integration costs and corporate overhead related to Tyson New Ventures, LLC. The contribution of each segment to net sales and operating income (loss), and the identifiable assets attributable to each segment, are set forth in Part II, Item 8, Notes to Consolidated Financial Statements, Note 17: Segment Reporting.

DESCRIPTION OF SEGMENTS

Beef

Beef includes our operations related to processing live fed cattle and fabricating dressed beef carcasses into primal and sub-primal meat cuts and case-ready products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes sales from specialty products such as hides and variety meats, as well as logistics operations to move products through the supply chain.

Pork
Pork includes our operations related to processing live market hogs and fabricating pork carcasses into primal and sub-primal cuts and case-ready products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes our live swine group, related specialty product processing activities and logistics operations to move products through the supply chain.

Chicken
Chicken includes our domestic operations related to raising and processing live chickens into, and purchasing raw materials for fresh, frozen and value-added chicken products, as well as sales from specialty products. Our value-added chicken products primarily include breaded chicken strips, nuggets, patties and other ready-to-fix or fully cooked chicken parts. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, convenience stores, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes logistics operations to move products through our domestic supply chain and the global operations of our chicken breeding stock subsidiary.

Prepared Foods
Prepared Foods includes our operations related to manufacturing and marketing frozen and refrigerated food products and logistics operations to move products through the supply chain. This segment includes brands such as Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, State Fair®, as well as artisanal brands Aidells® and Gallo Salame®. Products primarily include ready-to-eat sandwiches, sandwich components such as flame-grilled hamburgers and Philly steaks, pepperoni, bacon, breakfast sausage, turkey, lunchmeat, hot dogs, flour and corn tortilla products, appetizers, snacks, prepared meals, ethnic foods, side dishes, meat dishes, breadsticks and processed meats. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, convenience stores, healthcare facilities, the military and other food processors, as well as to international export markets.

RAW MATERIALS AND SOURCES OF SUPPLY

Beef
The primary raw materials used in our beef operations are live cattle. We do not have facilities of our own to raise cattle but employ cattle buyers located throughout cattle producing areas who visit independent feed yards and public auctions to buy live cattle on the open spot market. These buyers are trained to select high quality animals, and we continually measure their performance. We also enter into various risk-sharing and procurement arrangements with producers to secure a supply of livestock for our facilities. Although we generally expect adequate supply of live cattle in the regions we operate, there may be periods of imbalance in supply and demand.

Pork
The primary raw materials used in our pork operations are live hogs. The majority of our live hog supply is obtained through various procurement relationships with independent producers. We employ hog buyers who make purchase agreements of various time durations as well as purchase hogs on a daily basis, generally a few days before the animals are processed. These buyers are trained to select high quality animals, and we continually measure their performance. Additionally, we raise a small number of weanling swine to sell to independent finishers and to supply a minimal amount of market hogs and live swine for our own processing needs. Although we generally expect adequate supply of live hogs in the regions we operate, there may be periods of imbalance in supply and demand.

Chicken
The primary raw materials used in our domestic chicken operations are corn and soybean meal used as feed and live chickens raised primarily by independent contract farmers. Our vertically-integrated chicken process begins with the grandparent breeder flocks and ends with broilers for processing. Breeder flocks (i.e., grandparents) are raised to maturity in grandparent growing and laying farms where fertile eggs are produced. Fertile eggs are incubated at the grandparent hatchery and produce pullets (i.e., parents). Pullets are raised to 20 weeks of age, sent to breeder houses, and the resulting eggs are sent to our hatcheries. Once chicks have hatched, they are sent to broiler farms. There, contract farmers care for and raise the chicks according to our standards, with advice from our technical service personnel, until the broilers reach the desired processing weight. Adult chickens are transported to processing facilities where they are harvested and converted into finished products, which are then sent to distribution centers and delivered to customers.

We operate feed mills to produce scientifically-formulated feeds. In fiscal 2023, corn, soybean meal and other feed ingredients were major production costs, representing roughly 61% of our cost of growing a live chicken domestically. In addition to feed ingredients to grow the chickens, we use cooking ingredients, packaging materials and cryogenic agents. We believe our sources of supply for these materials are adequate for our present needs, and we do not anticipate any difficulty in acquiring these materials in the future.

While we produce nearly all our inventory of breeder chickens and live broilers, we also purchase ice-packed or deboned chicken to meet production and sales requirements.

Prepared Foods
The primary raw materials used in our prepared foods operations are commodity-based raw materials, including beef, pork, chicken, turkey, flour, vegetables, cheese, eggs, seasonings and other cooking ingredients. Some of these raw materials are provided by our other segments, while others may be purchased from numerous suppliers and manufacturers. We believe the sources of supply of raw materials are adequate for our present needs.

SEASONAL DEMAND

Demand for beef, chicken, pork and certain prepared foods products, such as hot dogs and smoked sausage, generally increases during the spring and summer months and generally decreases during the winter months. Other prepared foods products, such as prepared meals, meat dishes, appetizers, bacon, and breakfast sausage, generally experience increased demand during the winter months, primarily due to the holiday season, while demand generally decreases during the spring and summer months.

CUSTOMERS

Walmart Inc. accounted for 18.6% of our fiscal 2023 consolidated sales. Sales to Walmart Inc. were included in all of our segments. Any extended discontinuance of sales to this customer could, if not replaced, have a material impact on our operations. No other single customer or customer group represented more than 10% of fiscal 2023 consolidated sales.

COMPETITION

Our food products compete with those of other food producers and processors and certain prepared food manufacturers. Additionally, our food products compete in markets around the world. We seek to achieve a leading market position for our products via our principal marketing and competitive strategy, which includes:

- identifying target markets for value-added products;
- concentrating production, sales and marketing efforts to appeal to and enhance demand from those markets; and
- utilizing our national distribution systems and customer support services.

Past efforts indicate customer demand can be increased and sustained through application of our marketing strategy, as supported by our distribution systems. The principal competitive elements are price, product safety and quality, brand identification, innovation, breadth and depth of product offerings, availability of products, customer service and credit terms.

FOREIGN OPERATIONS

We sold products in approximately 140 countries and regions in fiscal 2023. Major sales markets include Australia, Canada, Central America, Chile, China, the European Union, the United Kingdom, Japan, Mexico, Malaysia, the Middle East, Singapore, South Korea, Taiwan and Thailand. We have the following foreign operations:

- Cobb-Vantress, a chicken breeding stock subsidiary, has business interests in Argentina, Brazil, China, Colombia, the Dominican Republic, India, the Netherlands, New Zealand, Peru, the Philippines, Spain, Turkey, and the United Kingdom.
- Tyson Asia-Pacific consists of vertically-integrated chicken production operations in Thailand, multi-protein further-processing operations in Malaysia, a beef production operation in Australia, a producer and distributor of value-added and cooked chicken and beef products in the Kingdom of Saudi Arabia, and joint venture interests in two non-consolidated poultry businesses in Malaysia and one in the Kingdom of Saudi Arabia.
- Tyson China-Korea, with locations in China and South Korea, consists of vertically-integrated chicken production operations, multi-protein further-processing operations, and a joint venture interest in a non-consolidated chicken processing business. Tyson China also sells beef, pork, and chicken products imported from Tyson production facilities in the United States and other global operations.
- Tyson Europe sells chicken products throughout the United Kingdom and Europe produced from our other global operations and co-packer arrangements and has a chicken further processing operation in the Netherlands.
- Vibra Agroindustrial S.A., a joint venture in Brazil in which we have a minority interest, is a vertically-integrated chicken processing business.
- Holding Agro Industrial S.A., a joint venture in Argentina and Uruguay in which we have a minority interest, is a vertically-integrated chicken processing business.
- Godrej Tyson Foods, a joint venture in India in which we have a minority interest, is primarily a chicken processing business.
- Tyson Mexico Trading Company, a Mexican subsidiary, sells chicken and prepared foods products primarily from our U.S. operations and co-packer arrangements.

We continue to evaluate growth opportunities in foreign locations. Additional information regarding export sales and long-lived assets located in foreign locations is set forth in Part II, Item 8, Notes to Consolidated Financial Statements, Note 17: Segment Reporting.

RESEARCH AND DEVELOPMENT

We conduct continuous research and development activities to improve product development, to automate manual processes in our processing facilities and grow-out operations, and to improve chicken breeding stock. Our Discovery Center in Springdale, Arkansas, includes more than 40,000 square feet of United States Department of Agriculture ("USDA") and United States Food and Drug Administration ("FDA") pilot plant space, consumer sensory and focus group areas, packaging labs and 19 research kitchens. The center enables us to bring new market-leading retail and foodservice products to the customer quickly and efficiently. Additionally, we have a Manufacturing Automation Center in Springdale, Arkansas, designed to grow the development of new manufacturing solutions and to enhance team member training on new technology. Further, we have research and development capabilities located in several international locations where we operate.

ENVIRONMENTAL REGULATION AND FOOD SAFETY

Environmental Regulation

Our facilities for processing beef, pork, chicken, turkey and prepared foods, milling feed and housing live chickens and swine are subject to a variety of international, federal, state and local environmental laws and regulations, which include provisions relating to all environmental media - air, land and water, and generally provide for protection of the environment.

We believe we are in substantial compliance with such applicable laws and regulations and are not aware of any violations of such laws and regulations likely to result in material penalties or material increases in compliance costs. The cost of compliance with such laws and regulations has not had a material adverse effect on our capital expenditures, earnings or competitive position, and except as described below, is not anticipated to have a material adverse effect in the future.

Food Safety

We work to ensure our products meet high standards of food safety and quality. In addition to our own internal Food Safety and Quality Assurance oversight and review, our beef, pork, chicken, and prepared foods products are subject to inspection, primarily by the USDA and the United States Food and Drug Administration ("FDA"). We also participate in the USDA's Hazard Analysis and Critical Control Points ("HACCP") program or FDA's Hazard Analysis and Risk-Based Prevention Controls ("HARPC") program as applicable and are subject to the Sanitation Standard Operating Procedures and the Public Health Security and Bioterrorism Preparedness and Response Act of 2002. Additionally, our foreign operations are subject to various other food safety and quality assurance oversight and review.

Greenhouse Gas Emissions

Various federal, state, regulatory agencies, and non-U.S. governments continue to consider and adopt programs to regulate, report, and control greenhouse gas emissions. Although we have not incurred significant costs or capital expenditures, due to continuing uncertainty surrounding this issue, it is premature to speculate on the specific nature of impacts that imposition of greenhouse gas emission controls would have on us and whether such impacts would have a material adverse effect.

Tyson closely monitors developments in this area and strives to mitigate risks related to greenhouse gas emissions through sustainability initiatives. For example, we have voluntarily sets goals to reduce greenhouse gas emissions in accordance with the Science Based Targets initiative (SBTi) criteria, including our ambition to reach net-zero greenhouse gas emissions by 2050. We continue to evaluate the plans and associated costs of achieving our greenhouse gas emission reduction goals.

Sustainability

Through our Formula to Feed the Future, we aim to bring together a diverse set of expertise and the scalable resources needed to reimagine our people and community impact, drive product responsibility from farm to table, and work toward sustaining natural resources and achieving net-zero greenhouse gas emissions. We are reimagining our people and community impact by enabling workers to succeed while supporting the growth of our communities. We aim to drive product responsibility from farm to table by delivering value to consumers with high-quality, sustainable, nutritious protein through our leading portfolio of products. Additionally, we are working toward sustaining natural resources and achieving net zero by driving practices in our own operations and supply chains to more sustainably produce protein for a growing population within planetary boundaries.

We were selected as a potential grant recipient in fiscal 2022 under the USDA's Partnerships for Climate-Smart Commodities grant program. With the help of the USDA grant, we plan to execute a five-year program that incentivizes farmer and rancher adoption of agricultural practices that have the potential to increase carbon sequestration and work to reduce greenhouse gas emissions in our supply chain and beyond.

We have also partnered with World Resources Institute to assess water risk and develop a water stewardship strategy, completed construction of Tyson Foods Center for Sustainable Broiler Research, and announced our global forest protection standard following deforestation risk assessment. Additionally, we established sustainability governance and oversight through the Governance and Nominating Committee of our Board of Directors. This Committee advises the Board on matters relating to corporate responsibility and sustainability, including environmental, social and governance matters affecting the Company. It also oversees the Company's key programs and oversees and reviews, at least annually, the Company's integration of sustainability principles into our business strategy and decision-making.

HUMAN CAPITAL MANAGEMENT

Employees and Labor Relations

As of September 30, 2023, we employed approximately 139,000 team members globally. Approximately 120,000 team members were employed in the United States, of whom approximately 114,000 were employed at non-corporate sites such as production facilities, warehouses, truck shops, hatcheries and feed mills. Approximately 19,000 team members were employed in other countries, primarily in Thailand and China. For fiscal 2023, our domestic workforce experienced a 2% decrease in retention rate from fiscal 2022 primarily driven by macro trends associated with a challenging labor environment. Approximately 33,000 team members in the United States were subject to collective bargaining agreements with various labor unions, with approximately 13% of those team members at locations either under negotiation for contract renewal or included under agreements expiring in fiscal 2024. The remaining agreements expire over the next several years. Approximately 6,000 team members in other countries were subject to collective bargaining agreements. We believe our overall relations with our workforce in both unionized and non-union settings are healthy.

Health, Safety and Wellbeing

We maintain a safety culture grounded on the premise of eliminating workplace incidents, risks and identified hazards. To keep our team members safe, we focus on ensuring that all team members receive appropriate training and equipment. For example, every production facility team member completes at least 13 hours of compliance, safety and food safety training per year, and new hourly employees receive 120 hours of classroom and on-the-job orientation. We created and implemented processes to help identify and eliminate safety events by reducing their frequency and severity. We also review and monitor our safety performance closely. Our goal is to reduce Occupational Safety and Health Administration ("OSHA") recordable incidents year over year. During fiscal 2023, our recordable incident rate declined 1% compared to fiscal 2022. As an expansion of our wellbeing culture and efforts to boost the overall health and wellness of our workforce, we continue to operate health clinics near our production facilities, giving team members and their families easier access to high-quality healthcare.

Diversity, Equity and Inclusion (DE&I)

We believe that diversity, equity and inclusion ("DE&I") is our strength. Our Company is diverse and consists of team members with a variety of experiences, backgrounds, beliefs and lifestyles. Our workforce consists of approximately 39% women and over 60% minority groups. We strive to continue cultivating a culture and vision that supports DE&I in every aspect of our business, from recruiting to individual development and team member engagement, with the objective of promoting and retaining talent. We also believe that having engaged team members with a sense of belonging is paramount to our continued success. The Company has eight employee-led business resource groups that support our team members and assist with efforts to build a culture of inclusion to ensure that everyone feels respected and valued. Some of our functional teams have also engaged formal DE&I councils to inform special projects and initiatives and many production facilities routinely host local diversity committees.

Talent and Development

Our talent strategy and philosophy "Grow With Us" is focused on attracting the best talent, recognizing and rewarding performance, while continually developing, engaging and retaining our team members. We focus on the team member experience, removing barriers to engagement, further modernizing the human resources process, focusing on frontline team member retention and continually improving equity and effectiveness of all talent practices. Consistent with this focus, we conducted our fourth OneTyson engagement survey, that included corporate and frontline team members for the purpose of evaluating our team member experience, internal performance and how we compared to other companies in multiple areas. In addition, through our Upward Academy Onsite Program, we offer English as a second language, high-school equivalency, citizenship, financial literacy and digital literacy training to all team members. As of September 30, 2023, the onsite program was operating at 58 Company locations. To expand access to Upward Academy to all team members, we have also launched Upward Academy online, a frontline career development program. This program helps team members further hone professional skills and creates opportunities for our team members to advance to higher-paying, more senior-level positions within the Company through college degrees, job skills training and workforce certifications at no cost. We have a goal to be the most sought after company within our markets and peer groups. We strive to grow and develop the different capabilities and skills that we need for the future, while maintaining a robust pipeline of talent throughout the organization.

MARKETING AND DISTRIBUTION

Our principal marketing objective is to be the preferred provider of beef, pork, chicken and prepared foods products for our customers and consumers. We build the Tyson®, Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, Aidells®, ibp® and State Fair® brands while supporting strong regional and emerging brands primarily through distinctive brand and product advertising, promotion and public relations efforts focused toward key consumer targets with specific needs. We identify growth and business opportunities through consumer and customer insights derived via leading research and analytic capabilities. We utilize our national distribution system and customer support services to achieve the leading market position for our products and brands.

We have the ability to produce and ship fresh, frozen and refrigerated products worldwide. Domestically, our distribution system extends to a broad network of food distributors and is supported by our owned or leased cold storage warehouses, public cold storage facilities and our transportation system. Our distribution centers accumulate fresh and frozen products so we can fill and consolidate partial-truckload orders into full truckloads, thereby decreasing shipping costs while increasing customer service. In addition, we provide our customers a wide selection of products that do not require large volume orders. Our distribution system enables us to supply large or small quantities of products to meet customer requirements anywhere in the continental United States. Internationally, we utilize both rail and truck refrigerated transportation to domestic ports, where consolidations take place to transport to foreign destinations.

PATENTS AND TRADEMARKS

We have filed a number of patent applications relating to our processes and products that either have been granted or are in the process of review. Because we do a significant amount of brand name and product line advertising to promote our products, we consider the protection of our trademarks to be important to our marketing efforts and we regularly register and apply for the registration of a number of trademarks. We also have developed non-public proprietary information regarding our production processes and other product-related matters. We utilize internal procedures and safeguards to protect the confidentiality of such information and, where appropriate, seek patent and/or other protection for the technology we utilize.

INDUSTRY PRACTICES

Our agreements with customers are generally short-term, primarily due to the nature of our products, industry practices and fluctuations in supply, demand and price for such products. In certain instances where we are selling further processed products to large customers, we may enter into written agreements whereby we will act as the exclusive or preferred supplier to the customer, with pricing terms that are either fixed or variable.

AVAILABILITY OF SEC FILINGS AND CORPORATE GOVERNANCE DOCUMENTS ON INTERNET WEBSITE

We maintain an internet website for investors at http://ir.tyson.com. On this website, we make available, free of charge, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, iXBRL (inline eXtensible Business Reporting Language) reports, and all amendments to any of those reports, as soon as reasonably practicable after we electronically file such reports with, or furnish such reports to, the Securities and Exchange Commission (the “SEC”). Also available on the website to review and print for investors are the Corporate Governance Principles, Audit Committee charter, Compensation and Leadership Development Committee charter, Governance and Nominating Committee charter, Strategy and Acquisitions Committee charter, Code of Conduct, Whistleblower Policy and other corporate governance policies. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov.

CAUTIONARY STATEMENTS RELEVANT TO FORWARD-LOOKING INFORMATION FOR THE PURPOSE OF “SAFE HARBOR” PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Certain information in this report constitutes forward-looking statements. Such forward-looking statements include, but are not limited to, current views and estimates of our outlook for fiscal 2024, other future economic circumstances, industry conditions in domestic and international markets, our performance and financial results (e.g., debt levels, return on invested capital, value-added product growth, capital expenditures, tax rates, access to foreign markets and dividend policy). These forward-looking statements are subject to a number of factors and uncertainties that could cause our actual results and experiences to differ materially from anticipated results and expectations expressed in such forward-looking statements. We wish to caution readers not to place undue reliance on any forward-looking statements, which speak only as of the date made. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Among the factors that may cause actual results and experiences to differ from anticipated results and expectations expressed in such forward-looking statements are the following: (i) global pandemics have had, and may in the future have, an adverse impact on our business and operations; (ii) the effectiveness of our financial excellence programs; (iii) access to foreign markets together with foreign economic conditions, including currency fluctuations, import/export restrictions and foreign politics; (iv) cyber attacks, other cyber incidents, security breaches or other disruptions of our information technology systems; (v) risks associated with our failure to consummate favorable acquisition transactions or integrate certain acquisitions' operations; (vi) the Tyson Limited Partnership's ability to exercise significant control over the Company; (vii) fluctuations in the cost and availability of inputs and raw materials, such as live cattle, live swine, feed grains (including corn and soybean meal) and energy; (viii) market conditions for finished products, including competition from other global and domestic food processors, supply and pricing of competing products and alternative proteins and demand for alternative proteins; (ix) outbreak of a livestock disease (such as African swine fever (ASF), avian influenza (AI) or bovine spongiform encephalopathy (BSE)), which could have an adverse effect on livestock we own, the availability of livestock we purchase, consumer perception of certain protein products or our ability to conduct our operations; (x) changes in consumer preference and diets and our ability to identify and react to consumer trends; (xi) effectiveness of advertising and marketing programs; (xii) significant marketing plan changes by large customers or loss of one or more large customers; (xiii) our ability to leverage brand value propositions; (xiv) changes in availability and relative costs of labor and contract farmers and our ability to maintain good relationships with team members, labor unions, contract farmers and independent producers providing us livestock, including as a result of our plan to relocate certain corporate team members to our world headquarters in Springdale, Arkansas; (xv) issues related to food safety, including costs resulting from product recalls, regulatory compliance and any related claims or litigation; (xvi) the effect of climate change and any legal or regulatory response thereto; (xvii) compliance with and changes to regulations and laws (both domestic and foreign), including changes in accounting standards, tax laws, environmental laws, agricultural laws and occupational, health and safety laws; (xviii) adverse results from litigation; (xix) risks associated with leverage, including cost increases due to rising interest rates or changes in debt ratings or outlook; (xx) impairment in the carrying value of our goodwill or indefinite life intangible assets; (xxi) our participation in a multiemployer pension plan; (xxii) volatility in capital markets or interest rates; (xxiii) risks associated with our commodity purchasing activities; (xxiv) the effect of, or changes in, general economic conditions; (xxv) impacts on our operations caused by factors and forces beyond our control, such as natural disasters, fire, bioterrorism, pandemics, armed conflicts or extreme weather; (xxvi) failure to maximize or assert our intellectual property rights; (xxvii) effects related to changes in tax rates, valuation of deferred tax assets and liabilities, or tax laws and their interpretation; and (xxviii) those factors listed under Item 1A. Risk Factors.

ITEM 1A. RISK FACTORS

These risks, which should be considered carefully with the information provided elsewhere in this report, could materially adversely affect our business, financial condition or results of operations. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or results of operations.

BUSINESS & OPERATIONAL RISK FACTORS

Global pandemics have had, and may in the future have, an adverse impact on our business and operations.

Our business relies on the health and wellbeing of our employees who run the day-to-day operations of the Company. Global pandemics, or localized epidemics, have had and may in the future have a significant adverse impact on our business and operations. Specifically, the COVID-19 pandemic negatively affected many parts of our business and operations, and the sustained, continuing impacts of the COVID-19 pandemic (including indirect effects from the immediate impacts of the pandemic) remain difficult to predict, including, but not limited to, the duration and spread of additional variants, the efficacy of vaccines against new variants and the speed at which normal economic and operating conditions can resume.

We have experienced, and expect to continue to experience, an increase in operating costs in connection with higher costs associated with protecting the health and safety of team members. There can be no assurance that the health and safety measures we have taken with respect to new COVID-19 variants or widespread illnesses, should a new global pandemic occur, will eradicate the risks associated with working in a critical infrastructure industry, including but not limited to, infection of our employees or a temporary reduction in the operating capacity of a facility. Further, there can be no assurance that we will not incur additional direct incremental expenses related to new variants or widespread illnesses going forward, and that such amounts will not be material or have a material impact on our business, cash flows or results of operations.

If a significant percentage of our workforce is unable to work, including because of illness, this could have an adverse effect on our operations and results of operations. For example, certain of our team members who claim to have tested positive for COVID-19, or their family members, have filed lawsuits seeking compensatory and punitive damages for wrongful death and personal injury claims in several states, and additional team members or family members of team members may assert similar claims as new COVID-19 variants, other contagions or if a new global pandemic arises. If we are unsuccessful in defending against such claims, we may experience significant losses and expenses in connection with these lawsuits, which could adversely affect our liquidity, results of operations and financial condition.

We have also experienced, and expect to continue to experience, disruption and volatility in our supply chain, which has resulted, and may continue to result, in increased costs for certain raw materials, packaging materials and transportation costs. Any future disruptions within our supply chain from a global pandemic will depend on a variety of factors and circumstances that remain difficult to predict. Other supply chain risks associated with a global pandemic include but are not limited to shutdowns or reduced operations at our suppliers' facilities, the continued inability of some of our contract producers to manage their livestock, supply chain disruptions for feed grains, changes in consumer orders due to shifting consumer patterns, changes in livestock and protein market prices, and additional disruptions in logistics or the distribution chain for our products, the occurrence of any of which have and may in the future result in a reduction in our fill rates to our customers. In addition, our operations, or those of independent contract poultry producers and producers who provide the live animals to our production operations, may become more limited in their ability to procure, deliver, or produce our food products because of labor shortages.

As a result of academic and in-restaurant dining shutdowns during the COVID-19 pandemic, each of our segments previously experienced a shift in demand from foodservice to retail. While each of our segments has subsequently experienced varying levels of foodservice recovery, the long-term impact of COVID-19 remains uncertain and will depend on a number of future developments, which are uncertain and cannot be predicted at this time. In addition, in the event of a protracted period of economic downturn either in the near term or as a result of a future global pandemic, demand for our foodservice products may remain below expectations or decrease further, and demand for our retail consumption products may also decrease, which could have an adverse impact on our results of operations.

We also face other risks associated with or potentially originated from the COVID-19 pandemic, including:

- additional increase in input cost may not be adequately captured through pricing;
- adverse changes to the global economy may subject us to risk of material intangible and long-lived asset impairments, adjustments for inventory and market volatility for items subject to fair value measurements such as derivatives and investments;
- an increase in working capital needs and/or an increase in trade accounts receivable write-offs (and associated reserves) as a result of increased financial pressures on our suppliers or customers who are not able to pay in a timely manner or at all;
- a shift in consumer spending as a result of an economic downturn, which could result in consumers moving to private label or lower price products; and
- litigation.

Actions taken by governmental authorities and other third parties in response to risks associated with COVID-19, or if in the event of a new global pandemic, are unknown and are impossible to predict with certainty. Nor can the Company predict whether or when a COVID-19 variant or widespread illness will or can disrupt our business in the future. Any such disruption could adversely impact our business and results of operations.

We may not realize any or all of the anticipated benefits of our financial excellence programs, which may prove to be more difficult, costly or time consuming than expected.

The Company approved a restructuring program in fiscal 2022 (the "2022 Program") to improve business performance, increase collaboration, enhance team member agility, enable faster decision-making and reduce redundancies. In conjunction with the 2022 Program, the Company relocated all of its corporate team members from its former Chicago, Downers Grove and Dakota Dunes area corporate locations to its world headquarters in Springdale, Arkansas. We anticipate the remaining workstreams of the 2022 Program and associated expenses will be complete in our fiscal 2025. For more information regarding this program, refer to Part II, Item 8. Notes to the Consolidated Financial Statements, Note 7: Restructuring and Related Charges. Additionally, in fiscal 2022, we launched a new productivity program to drive a better, faster and more agile organization that is supported by a culture of continuous improvement and faster decision-making.

The success of the financial excellence programs, or future financial excellence programs, including the realization of the anticipated benefits, will depend in part on our ability to successfully implement the programs in an efficient and effective manner. The implementation of the financial excellence programs may be more difficult, costly, or time consuming than expected, and the financial excellence programs may not result in any or all of the anticipated benefits. If we are unable to implement the financial excellence programs smoothly or successfully, or we otherwise do not capture the anticipated savings, our business, results of operations and financial condition for future periods could be negatively impacted.

In addition, we may incur higher costs than anticipated and the program impacts could result in performance shortfalls. The financial excellence programs may become a distraction for our organization and may disrupt our ongoing business operations; cause deterioration in team member morale; disrupt or weaken the internal control structures of the affected business operations; and result in negative publicity which could affect our corporate reputation. If we are unable to successfully manage the negative consequences of the financial excellence programs, our business, results of operations and financial condition for future periods could be adversely affected.

We are subject to risks associated with our international activities, which could negatively affect our sales to customers in foreign locations, as well as our operations and assets in such locations.
In fiscal 2023, we sold products to customers in approximately 140 countries. Major sales markets include Australia, Canada, Central America, Chile, China, the European Union, the United Kingdom, Japan, Mexico, Malaysia, the Middle East, Singapore, South Korea, Taiwan and Thailand. Our sales to customers in foreign countries for fiscal 2023 totaled $7.9 billion, of which $5.1 billion related to export sales from the United States. In addition, we had approximately $1.4 billion of long-lived assets located in foreign locations, primarily Brazil, China, the European Union, New Zealand and Thailand, at the end of fiscal 2023.

As a result, we are subject to various risks and uncertainties relating to international sales and operations, including:

- closing of borders by foreign countries to the import of beef, pork and poultry products due to animal disease or other perceived health or safety issues;
- impact of currency exchange rate fluctuations between the United States dollar and foreign currencies, particularly the Australian dollar, the Brazilian real, the British pound sterling, the Canadian dollar, the Chinese renminbi, the European euro, the Malaysian ringgit, the Mexican peso, and the Thai baht;
- political and economic conditions, including the ongoing conflicts between Ukraine and Russia, as well as political tension and conflict in the Middle East and elsewhere;
- difficulties and costs to comply with, and enforcement of remedies under, a wide variety of complex domestic and international laws, treaties and regulations, including, without limitation, the United States Foreign Corrupt Practices Act and economic and trade sanctions enforced by the United States Department of the Treasury's Office of Foreign Assets Control;
- different regulatory structures and unexpected changes in regulatory environments;
- 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;
- distribution costs, disruptions in shipping or reduced availability of freight transportation; and
- the impact of COVID-19 pandemic, including any resurgence and new or existing variants, on the global economy and on consumer demand worldwide; imposition of tariffs, quotas, trade barriers and other trade protection measures imposed by foreign countries regarding the importation of beef, pork, poultry and prepared foods products, in addition to import or export licensing requirements imposed by various foreign countries.

Negative consequences relating to these risks and uncertainties could jeopardize or limit our ability to transact business in one or more of those markets where we operate or in other developing markets and could adversely affect our financial results.

Our business and reputation could suffer if we are unable to protect our information technology systems against, or effectively respond to, cyber attacks, other cyber incidents or security breaches or if our information technology systems are otherwise disrupted.
Information technology is an important part of our business operations, and we rely on information technology systems to manage business data and increase efficiencies in our production and distribution facilities and inventory management processes. We also use information technology to process financial information and results of operations for internal reporting purposes and to comply with regulatory, legal and tax requirements. In addition, we depend on information technology for digital marketing and electronic communications between our facilities, personnel, customers and suppliers, including ordering and managing raw materials and inputs, receiving and processing purchase orders, shipping products to customers and processing other transactions. Communications between our facilities, personnel, customers and suppliers may include and is not limited to personal confidential information and payment card industry data, confidential and propriety intellectual property, trade secrets and other information and business and financial information. Like other companies, our information technology systems may be vulnerable to a variety of disruptions, including but not limited to the process of upgrading or replacing software, databases or components thereof, user errors, natural disasters, terrorist attacks, telecommunications failures, computer viruses, cyber attacks, hackers, unauthorized access attempts and other security issues. In addition, such incidents could result in unauthorized or accidental disclosure of material confidential information or regulated individual personal data.

We have in the past experienced, and may in the future face, cyber attacks, other cyber incidents or security breaches, and there can be no assurance that we will always be able to sufficiently mitigate the impacts to our business and operations. We have implemented and continue to evaluate security initiatives and disaster recovery plans to mitigate our exposure to these risks, but these measures may not be adequate. Attempted cyber attacks and other cyber incidents are occurring more frequently, are constantly evolving in nature, are becoming more sophisticated and are being made by groups and individuals with a wide range of motives and expertise. Techniques used to obtain unauthorized access to, or to sabotage, systems or networks, are constantly evolving and generally are not recognized until launched against a target. Therefore, we may be unable to anticipate these techniques, react in a timely manner, or implement adequate preventive measures, and we may face delays in our detection or remediation of, or other responses to, security breaches and other security-related incidents or vulnerabilities.

Any significant failure of our systems, including failures that prevent our systems from functioning as intended or our failure to timely identify or appropriately respond to cyber attacks or other cyber incidents, could cause transaction errors, processing inefficiencies, loss of customers and sales, have negative consequences on our team members and our business partners, have a negative impact on our operations or business reputation and expose us to liability, litigation and regulatory enforcement actions. If there is wide scale disruption to our systems, we may need to shut parts or all of our systems down to run tests and repairs. Any such downtime could have significant impacts on our ability to continue our business operations, including our ability to operate our facilities, manage and track inventory, manage and track incoming new orders and statuses of existing orders, and to continue to comply with regulatory, legal and tax requirements. In the event any significant failure of our systems requires us to upgrade or set up new systems, oversight and implementation of the new system and training personnel could be costly, there may be further disruptions from potential instability in the new system, and there may be heightened cybersecurity risks in connection with the migration of data to the new system. In addition, we may suffer financial and reputational damage or penalties because of the unauthorized disclosure of confidential information belonging to us or to our business partners, customers, consumers or suppliers. Finally, the disclosure of non-public information through external media channels could lead to the loss of intellectual property or damage our reputation and brand image. Similar risks exist with respect to the third-party vendors that we rely upon for aspects of our information technology support services and administrative functions, including health and benefit plan administration and certain finance and accounting functions, and systems managed, hosted, provided and/or used by third parties and their vendors. We have not experienced any significant cyber-related events in the current fiscal year.

We may not be able to successfully consummate favorable strategic acquisitions or divestitures or successfully integrate acquired businesses.
We periodically evaluate potential acquisitions, joint ventures and other initiatives, and may seek to expand our business through the acquisition of companies, processing plants, technologies, products and services. Acquisitions and joint ventures involve financial and operational risks and uncertainties, including:

- challenges in realizing the anticipated benefits of the transaction;
- difficulty integrating acquired businesses, technologies, operations and personnel with our existing business;
- diversion of management attention in connection with negotiating transactions and integrating the businesses acquired;
- difficulty identifying suitable candidates;
- consummating a transaction on terms that are favorable to us;
- challenges in retaining the acquired businesses' customers and key team members;
- inability to implement and maintain consistent standards, controls, procedures and information systems;
- exposure to unforeseen or undisclosed liabilities of acquired companies; and
- the availability and terms of additional debt or equity financing for any transaction.

We may not be able to address these risks and successfully develop these acquired companies or businesses into profitable units. If we are unable to do this, such expansion could adversely affect our financial results. Additionally, from time to time, we may divest businesses that do not meet our strategic objectives or do not meet our growth or profitability targets. We may not be able to complete desired or proposed divestitures on terms favorable to us. Gains or losses on the sales of, or lost operating income from, those businesses may affect our profitability and margins. Moreover, we may incur asset impairment charges related to divestitures that reduce our profitability. Our divestiture activities may present financial, managerial and operational risks. Those risks include diversion of management attention from existing businesses, difficulties separating personnel and financial and other systems, possible need for providing transition services to buyers, adverse effects on existing business relationships with suppliers and customers and indemnities and potential disputes with the buyers. Any of these factors could adversely affect our product sales, financial condition and results of operations.

Tyson Limited Partnership can exercise significant control.
As of September 30, 2023, Tyson Limited Partnership (the "TLP") owns 99.985% of the outstanding shares of the Company's Class B Common Stock, $0.10 par value ("Class B stock"), and the TLP and members of the Tyson family own, in the aggregate, 2.44% of the outstanding shares of the Company's Class A Common Stock, $0.10 par value ("Class A stock"), giving them, collectively, control of approximately 71.74% of the total voting power of the Company's outstanding voting stock. At this time, the TLP does not have a managing general partner, as such, the management rights of the managing general partner may be exercised by a majority of the percentage interests of the general partners. As of September 30, 2023, through a series of trusts, Mr. John Tyson, Chairman of the Board of Directors, controls 44.445% of the general partner percentage interests, and Ms. Barbara Tyson, a director of the Company, controls 11.115% of the general partner percentage interests (the remaining general partnership interests are held by the Donald J. Tyson Revocable Trust (44.44%)). As a result of these holdings, positions and directorships, the partners in the TLP have the ability to exert substantial influence or actual control over our management and affairs and over substantially all matters requiring action by our stockholders, including amendments to our restated certificate of incorporation and by-laws, the election and removal of directors, any proposed merger, consolidation or sale of all or substantially all of our assets and other corporate transactions. This concentration of ownership may also delay or prevent a change in control otherwise favored by our other stockholders and could depress our stock price. Additionally, as a result of the TLP's significant ownership of our outstanding voting stock, we are eligible for "controlled company" exemptions from certain corporate governance requirements of the New York Stock Exchange.

INDUSTRY RISK FACTORS

Fluctuations in commodity prices and in the availability of raw materials, especially feed grains, live cattle, live swine and other inputs could negatively impact our earnings.

Our results of operations and financial condition, as well as the selling prices for our products, are dependent upon the cost and supply of commodities and raw materials such as beef, pork, poultry, corn, soybean meal, packaging materials and energy and, to a lesser extent, cheese, fruit, seasoning blends, flour, corn syrup, corn oils, butter and sugar. Corn, soybean meal and other feed ingredients, for instance, represented roughly 61% of our cost of growing a live chicken in fiscal 2023.

Production and pricing of these commodities are determined by constantly changing market forces of supply and demand over which we have limited or no control. Such factors include, among other things, weather patterns throughout the world, outbreaks of disease, the global level of supply inventories and demand for grains and other feed ingredients, as well as agricultural and energy policies of domestic and foreign governments.

Volatility in our commodity and raw material costs directly impact our gross margin and profitability. The Company's objective continues to be to offset commodity price increases with pricing actions over time. However, we may not always be able to increase our product prices enough to sufficiently offset increased raw material costs due to consumer price sensitivity or the pricing postures of our competitors. In addition, if we increase prices to offset higher costs, we could experience lower demand for our products and sales volumes. Conversely, decreases in our commodity and other input costs may create pressure on us to decrease our prices. While we use derivative financial instruments, primarily futures and options, to reduce the effect of changing prices and as a mechanism to procure the underlying commodity, we do not fully hedge against changes in commodities prices.

Over time, if we are unable to price our products to cover increased costs, to offset operating cost increases with continuous improvement savings or are not successful in our commodity hedging program, then commodity and raw material price increases could materially and adversely affect our profitability, financial condition and results of operations.

The prices we receive for our products may fluctuate due to competition from other food producers and processors.

The food industry in general is intensely competitive. We face competition from other food producers and processors that have various product ranges and geographic reach. Some of the factors on which we compete include: pricing, product safety and quality, brand identification, innovation, breadth and depth of product offerings, availability of our products (including distribution channels used, such as e-commerce) and competing products, customer service, and credit terms.

From time to time in response to these competitive pressures or to maintain market share, we may need to reduce the prices for some of our products or increase or reallocate spending on marketing, advertising and promotions and new product innovation. Such pressures also may restrict our ability to increase prices in response to raw material and other cost increases. Any reduction in prices as a result of competitive pressures, or any failure to increase prices to offset cost increases, could harm our profit margins. If we reduce prices but we cannot increase sales volumes to offset the price changes, then our financial condition and results of operations will suffer. Alternatively, if we do not reduce our prices and our competitors seek advantage through pricing or promotional changes, our revenues and market share could be adversely affected.

Outbreaks of livestock diseases can adversely impact our ability to conduct our operations and the supply and demand for our products.

Supply of and demand for our products can be adversely impacted by outbreaks of livestock diseases, including African swine fever ("ASF"), Bovine Spongiform Encephalopathy, Foot and Mouth Disease and Highly Pathogenic Avian Influenza ("HPAI"), which can have a significant impact on our financial results. In recent years, ASF has impacted hog herds in China, Asia, Europe, and the Caribbean, and if an outbreak of ASF were to occur in the United States, the Company's supply of hogs and pork could be materially impacted. HPAI was detected within the United States in 2022 and additional new cases have been recently confirmed in certain states. Efforts are taken to control disease risks by adherence to good production practices and extensive precautionary biosecurity measures designed to ensure the health of livestock. However, outbreaks of disease and other events, which may be beyond our control, either in our own livestock or livestock owned by independent producers who sell livestock to us, could significantly affect demand for our products, consumer perceptions of certain protein products, the availability of livestock for purchase by us and our ability to conduct our operations. Moreover, the outbreak of livestock diseases, particularly in our Chicken segment, could have a significant effect on the livestock we own by requiring us to, among other things, destroy any affected livestock. Furthermore, an outbreak of disease could result in governmental restrictions on the import and export of our products to or from our suppliers, facilities or customers. This could also result in negative publicity that may have an adverse effect on our ability to market our products successfully and on our financial results.

Changes in consumer preference and failure to maintain favorable consumer perception of our brands and products could negatively impact our business.

The food industry in general is subject to changing consumer trends, demands and preferences. Trends within the food industry change often, and failure to identify and react to changes in these trends could lead to, among other things, reduced demand and price reductions for our brands and products. We strive to respond to consumer preferences and social expectations, but we may not be successful in our efforts.

We could be adversely affected if consumers lose confidence in the safety and quality of certain food products or ingredients, or the food safety system generally. Prolonged negative perceptions concerning the health implications of certain food products or ingredients or loss of confidence in the food safety system generally could influence consumer preferences and acceptance of some of our products and marketing programs. Continued negative perceptions and failure to satisfy consumer preferences could materially and adversely affect our product sales, financial condition and results of operations.

We have a number of iconic brands with significant value. Maintaining and continually enhancing the value of these brands is critical to the success of our business. Brand value is based in large part on consumer perceptions. Success in promoting and enhancing brand value depends in large part on our ability to provide high-quality products. Brand value could diminish significantly due to a number of factors, including consumer perception that we have acted in an irresponsible manner, adverse publicity about our products (whether or not valid), our failure to maintain the quality of our products, the failure of our products to deliver consistently positive consumer experiences or the products becoming unavailable to consumers.

Failure to continually innovate and successfully launch new products and maintain our brand image through marketing investment could adversely impact our operating results.
Our financial success is dependent on anticipating changes in consumer preferences, purchasing behaviors and dietary habits and successfully developing and launching new products and product extensions that consumers want in the channels where they shop. We devote significant resources to new product development and product extensions, however we may not be successful in developing innovative new products or our new products may not be commercially successful. To the extent we are not able to effectively gauge the direction of our key markets and successfully identify, develop, manufacture and market new or improved products in these changing markets, such as adapting to emerging e-commerce channels, our financial results and our competitive position will suffer. In addition, our introduction of new products or product extensions may generate litigation or other legal proceedings against us by competitors claiming infringement of their intellectual property or other rights, which could negatively impact our results of operations.

We also seek to maintain and extend the image of our brands through marketing investments, including advertising, consumer promotions and trade spend. Due to inherent risks in the marketplace associated with advertising, promotions and new product introductions, including uncertainties about trade and consumer acceptance, our marketing investments may not prove successful in maintaining or increasing our market share and could result in lower sales and profits. Continuing global focus on health and wellness, including weight management, and increasing media attention to the role of food marketing could adversely affect our brand image or lead to stricter regulations and greater scrutiny of food marketing practices.

Our success in maintaining, extending and expanding our brand image also depends on our ability to adapt to a rapidly changing media environment, including our increasing reliance on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands or our products on social or digital media could seriously damage our reputation and brand image.

We are subject to a variety of legal and regulatory restrictions on how and to whom we market our products, for instance marketing to children, which may limit our ability to maintain or extend our brand image. If we do not maintain or extend our brand image, then our product sales, financial condition and results of operations could be materially and adversely affected.

The loss of one or more of our largest customers could negatively impact our business.
Our business could suffer significant setbacks in sales and operating income if our customers' plans and/or markets change significantly or if we lost one or more of our largest customers, including, for example, Walmart Inc., which accounted for 18.6% of our sales in fiscal 2023. Our retail customers typically do not enter into written contracts, and if they do sign contracts, they generally are limited in scope and duration. There can be no assurance that significant customers will continue to purchase our products in the same mix or quantities or on the same terms as in the past. Alternative retail channels, such as convenience stores, dollar stores, drug stores, club stores and Internet-based retailers have increased their market share.

This trend towards alternative channels is expected to continue in the future. If we are not successful in expanding sales in alternative retail channels, our business or financial results may be adversely impacted. Many of our customers, such as supermarkets, warehouse clubs and food distributors, have consolidated in recent years, and consolidation is expected to continue throughout the United States and in other major markets. These consolidations have produced large, sophisticated customers with increased buying power who are more capable of operating with reduced inventories, opposing price increases, and demanding lower pricing, increased promotional programs and specifically tailored products. These customers also may use shelf space currently used for our products for their own private label products. Because of these trends, our volume growth could slow or we may need to lower prices or increase promotional spending for our products. Additionally, these large customers may demand more favorable terms that may expose us to greater risks, including uncapped indemnification and no limitation of liability provisions. Such terms may obligate us to pay significant amounts in connection with potential losses arising from claims and related legal proceedings, and any such claims could also affect our reputation and our relationship with customers. We generally attempt to limit the maximum amount of indemnification or liability that we could be exposed to under our contracts, but this is not always possible without risking the loss of a customer relationship, particularly with our more significant customers. The loss of a significant customer or a material reduction in sales to, or adverse change to trade terms with, a significant customer could materially and adversely affect our product sales, financial condition and results of operations.

Failure to leverage our brand value propositions to compete against private label products, especially during economic downturn, may adversely affect our profitability.
In many product categories, we compete not only with other widely advertised branded products, but also with private label products that generally are sold at lower prices. Consumers are more likely to purchase our products if they believe that our products provide a higher quality and greater value than less expensive alternatives. If the difference in quality between our brands and private label products narrows, or if there is a perception of such a narrowing, consumers may choose not to buy our products at prices that are profitable for us. In addition, in periods of economic uncertainty, consumers tend to purchase more lower-priced private label or other economy brands. To the extent this occurs, we could experience a reduction in the sales volume of our higher margin products or a shift in our product mix to lower margin offerings. In addition, in times of economic uncertainty, consumers reduce the amount of food that they consume away from home at our foodservice customers, which in turn reduces our product sales.

LABOR & EMPLOYMENT RISK FACTORS

Labor shortages and increased turnover or increases in employee and employee-related costs could have adverse effects on our profitability.
A number of factors have had and may continue to have adverse effects on the labor force available to us, including government regulations, which include laws and regulations related to workers' health and safety, wage and hour practices and immigration. Labor shortages and increased turnover rates within our team members have led to and could in the future lead to increased costs, such as increased overtime to meet demand and increased wage rates to attract and retain employees and could negatively affect our ability to efficiently operate our production facilities or otherwise operate at full capacity. An overall or prolonged labor shortage, lack of skilled labor, increased turnover or labor inflation could have a material adverse impact on our operations, results of operations, liquidity or cash flows.

We depend on the availability of, and good relations with, our team members and their labor unions.
We have approximately 139,000 team members, approximately 39,000 of whom are covered by collective bargaining agreements or are members of labor unions. Our operations depend on the availability and relative costs of labor and maintaining good relations with team members and the labor unions. If we fail to maintain good relations with our team members or with the labor unions, we may experience labor strikes or work stoppages, which could adversely affect our financial results.

If we are unable to attract, hire or retain key team members or a highly skilled and diverse global workforce, it could have a negative impact on our business, financial condition or results of operations.
Our continued growth requires us to attract, hire, retain and develop key team members, including our executive officers and senior management team, and maintain a highly skilled and diverse global workforce. We compete to attract and hire highly skilled team members and our own team members are highly sought after by our competitors and other companies. Competition could cause us to lose talented team members, and unplanned turnover could deplete our institutional knowledge and result in increased costs due to increased competition for team members. In addition, our compensation arrangements may not always be successful in attracting new employees or retaining our existing team members.

We depend on contract farmers and independent producers to supply us with livestock.
We contract primarily with independent contract farmers to raise the live chickens and turkeys processed in our poultry operations. A majority of our cattle and hogs are purchased from independent producers who sell livestock to us under marketing contracts or on the open market. If we do not attract and maintain contracts with farmers or maintain marketing and purchasing relationships with independent producers, our production operations could be negatively affected. Certain of our competitors may also negotiate more favorable contract terms that could provide them with competitive advantages and affect our supply.

LEGAL & REGULATORY RISK FACTORS

If our products become contaminated, we may be subject to product liability claims and product recalls, which could adversely affect our financial results and damage our reputation.

Our products may be subject to contamination by foreign materials or disease-producing organisms or pathogens, such as Listeria monocytogenes, Salmonella and E. coli. These organisms and pathogens are found generally in the environment and there is a risk that one or more, as a result of food processing, could be present in our products. These organisms and pathogens also can be introduced to our products as a result of improper handling at the further-processing, foodservice or consumer level. These risks may be controlled, but may not be eliminated, by adherence to good manufacturing practices and finished product testing. We have little, if any, control over handling procedures once our products have been shipped for distribution. Even an inadvertent shipment of contaminated products may be a violation of law and may lead to increased risk of exposure to product liability claims, increased scrutiny and penalties, including injunctive relief and plant closings, by federal and state regulatory agencies, and adverse publicity, which could exacerbate the associated negative consumer reaction. Some of our commercial contracts with our customers have uncapped indemnification clauses or no limitation of liability provisions, so any of these occurrences could cause us to pay significant amounts in penalties and spend significant resources, which could have a material adverse effect on our financial results. While we also benefit from certain indemnification obligations from our customers, such protections may not adequately cover all claims brought against us or cover only a portion of such claim. In addition, we may be required to recall some of our products if they spoil, become contaminated, are tampered with or are mislabeled. A widespread product recall could result in significant losses due to the costs of a recall, the destruction of product inventory and lost sales due to the unavailability of product for a period of time. Such a product recall also could result in adverse publicity, damage to our reputation, and a loss of consumer confidence in our products, which could have a material adverse effect on our business results and the value of our brands.

New or more stringent domestic and international government regulations could impose material costs on us and could adversely affect our business.

Our operations are subject to extensive federal, state and foreign laws and regulations by authorities that oversee food safety standards and processing, packaging, storage, distribution, advertising, labeling and export of our products. See “Environmental Regulation and Food Safety” in Item 1 of this Annual Report on Form 10-K for more information. Changes in laws or regulations that impose additional regulatory requirements on us (including the United Kingdom’s exit from the European Union) could increase our cost of doing business or restrict our actions, causing our results of operations to be adversely affected. For example, increased governmental interest in advertising practices may result in regulations that could require us to change or restrict our advertising practices. Additionally, new laws in the European Union requiring traceability of commodities from source of origin and verification that commodities are deforestation free could impact commodity sourcing, pricing and our ability to place products in certain markets.

Increased government regulations to limit carbon dioxide, methane and other greenhouse gas emissions as a result of concern over climate change, as well as alternative energy policies and sustainability initiatives (including those related to single use plastics), may result in increased compliance costs, capital expenditures and other financial obligations for us. We use natural gas, diesel fuel and electricity in the manufacturing and distribution of our products. Legislation or regulation affecting these inputs could materially affect our profitability.

Climate change and any legal or regulatory responses may have a long-term adverse impact on our business and results of operations.

Climate change and rising global temperatures may contribute to changing weather patterns, elongated drought periods, heavier or more frequent storms and wildfires, and increased frequency and severity of natural disasters. Decreased agricultural productivity in certain regions of the world caused by changing weather patterns has limited and may continue to limit the availability, or may increase the cost, of key agricultural commodities and natural resource ingredients and manufacturing inputs, as well as raw materials such as beef, pork, poultry, corn, soybean meal and other feed ingredients. This in turn could lead to increased food insecurity in communities around the world. Increased frequency or duration of extreme weather conditions could also impair production capabilities, disrupt our supply chain or impact demand for our products. In addition, climate change could affect our ability to procure needed commodities at costs and in quantities we currently experience and may require us to make additional unplanned capital expenditures.

Increasing concern over climate change also may adversely impact demand for our products due to changes in consumer preferences and result in additional legal or regulatory requirements designed to manage greenhouse gas emissions, climate risks, and resulting environmental impacts. Increased energy or compliance costs and expenses due to increased legal or regulatory requirements could be prohibitively costly and may cause disruptions in, or an increase in the costs associated with, the running of our production facilities. Furthermore, compliance with any such legal or regulatory requirements may require us to make significant changes to our business operations and strategy, which will likely incur substantial time, attention and costs. Even if we make changes to align ourselves with such legal or regulatory requirements, we may still be subject to significant fines if such laws and regulations are interpreted and applied in a manner inconsistent with our practices. The effects of climate change and legal or regulatory initiatives to address climate change could have a long-term adverse impact on our business and results of operations.

Finally, we currently provide certain climate-related disclosures, and from time to time, we establish and publicly announce goals and commitments to reduce our carbon footprint. These disclosures and goals, and our progress towards these commitments, may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future. There can be no assurance that our current disclosures and targets, and the methodologies that we currently use to support our disclosures and progress towards our targets, will satisfy any new regulations and legal requirements in the U.S. and abroad, and the costs of aligning our current disclosures and goals to any new legal requirements may be significant. Additionally, if we fail to achieve or improperly report on our progress toward achieving our carbon emissions reduction goals and commitments, the resulting negative publicity could adversely affect consumer preference for our products.

The Company is subject to stringent environmental regulation and potentially subject to environmental litigation, proceedings, and investigations.
Our past and present business operations and ownership and operation of real property are subject to stringent federal, state, and local environmental laws and regulations pertaining to the discharge of materials into the environment, and the handling and disposition of wastes (including solid and hazardous wastes) or otherwise relating to protection of the environment. Compliance with these laws and regulations, and the ability to comply with any modifications to these laws and regulations, is material to our business. New matters or sites may be identified in the future that will require additional investigation, assessment, or expenditures. In addition, some of our facilities have been in operation for many years and, over time, we and other prior operators of these facilities may have generated and disposed of wastes that now may be considered hazardous. Future discovery of contamination of property underlying or in the vicinity of our present or former properties or manufacturing facilities and/or waste disposal sites could require us to incur additional expenses. The occurrence of any of these events, the implementation of new laws and regulations, or stricter interpretation of existing laws or regulations, could adversely affect our financial results.

Legal claims, class action lawsuits, other regulatory enforcement actions, or failure to comply with applicable legal standards or requirements could affect our product sales, reputation and profitability.
We operate in a highly regulated environment with constantly evolving legal and regulatory frameworks. Consequently, we are subject to heightened risk of legal claims or other regulatory enforcement actions. Although we have implemented policies and procedures designed to ensure compliance with existing laws and regulations, there can be no assurance that our team members, contractors, or agents will not violate our policies and procedures. Moreover, a failure to maintain effective control processes could lead to violations, unintentional or otherwise, of laws and regulations. Legal claims or regulatory enforcement actions arising out of our failure or alleged failure to comply with applicable laws and regulations, including those contained in Item 3, Legal Proceedings and Part II, Item 8, Notes to Consolidated Financial Statements, Note 20: Commitments and Contingencies in this Annual Report on Form 10-K, could subject us to civil and criminal penalties, including debarment from governmental contracts that could materially and adversely affect our product sales, reputation, financial condition and results of operations. Loss of or failure to obtain necessary permits and registrations could delay or prevent us from meeting current product demand, introducing new products, building new facilities or acquiring new businesses and could adversely affect operating results.

FINANCIAL RISK FACTORS

Our level of indebtedness and the terms of our indebtedness could negatively impact our business and liquidity position.
Our indebtedness, including borrowings under our revolving credit and term loan facilities and commercial paper program, may increase from time to time for various reasons, including fluctuations in operating results, working capital needs, capital expenditures and possible acquisitions, joint ventures or other significant initiatives. Our consolidated indebtedness level could adversely affect our business because:

- it may limit or impair our ability to obtain financing in the future;
- our credit ratings (or any decrease to our credit ratings) could restrict or impede our ability to access capital markets at desired interest rates and increase our borrowing costs;
- it may reduce our flexibility to respond to changing business and economic conditions or to take advantage of business opportunities that may arise;
- a portion of our cash flow from operations must be dedicated to interest payments on our indebtedness and is not available for other purposes; and
- it may restrict our ability to pay dividends.

Our revolving credit and term loan facilities contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens and encumbrances; incur debt; merge, dissolve, liquidate or consolidate; make acquisitions and investments; dispose of or transfer assets; change the nature of our business; engage in certain transactions with affiliates; and enter into hedging transactions, in each case, subject to certain qualifications and exceptions. In addition, we are required to maintain a minimum interest expense coverage ratio.

Our senior notes also contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens; engage in certain sale/leaseback transactions; and engage in certain consolidations, mergers and sales of assets.

An impairment in the carrying value of our goodwill or indefinite life intangible assets could negatively impact our consolidated results of operations and net worth.

Goodwill and indefinite life intangible assets are initially recorded at fair value and not amortized but are reviewed for impairment at least annually or more frequently if impairment indicators arise. In assessing the carrying value of goodwill and indefinite life intangible assets, we make estimates and assumptions about sales growth, operating margins, royalty rates, valuation multiples, and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data. There are inherent uncertainties related to these factors and management's judgment in applying these factors. Goodwill valuations have been calculated principally using income and market approaches. The income approach is based on the present value of future cash flows of each reporting unit and are believed to reflect market participant views which would exist in an exit transaction. The market approach measures value based on what other purchasers in the market have paid for assets or business interests that can be considered reasonably similar to each reporting unit and are believed to reflect market participant views which would exist in an exit transaction. Indefinite life intangible asset valuations have been calculated principally using relief-from-royalty and excess earnings approaches and are believed to reflect market participant views which would exist in an exit transaction. Under these valuation approaches, we are required to make various judgmental assumptions about appropriate sales growth, operating margins, royalty rates and discount rates, amongst other assumptions. Disruptions in global credit and other financial markets and deterioration of economic conditions, including as a result of inflation, could, among other things, cause us to increase the discount rate used in the valuations. We could be required to evaluate the recoverability of goodwill and indefinite life intangible assets prior to the annual assessment if we experience disruptions to the business, unexpected significant declines in operating results, divestiture of a significant component of our business, increased discount rates or sustained market capitalization declines. These types of events and the resulting analyses could result in impairment charges in the future, which could be substantial. At September 30, 2023, we had $14.0 billion of goodwill and indefinite life intangible assets, which represented approximately 38.5% of total assets.

Participation in a Multiemployer Pension Plan could adversely affect our business.

We participate in a "multiemployer" pension plan that provides defined benefits to certain team members covered by collective bargaining agreements. This type of plan is typically administered by a board of trustees composed of the management of the participating companies and labor representatives. We are required to make periodic contributions to this plan to allow the plan to meet its pension benefit obligation to its participants. Our required contributions to this fund could increase because of a shrinking contribution base as a result of the insolvency or withdrawal of other companies that currently contribute to this fund, inability or failure of withdrawing companies to pay their withdrawal liability, lower than expected returns on pension fund assets or other funding deficiencies. In the event that we withdraw from participation in this plan, then applicable law could require us to make additional lump-sum contributions to the plan, and we would have to reflect that as an expense in our consolidated statement of operations and as a liability on our consolidated balance sheet. Our withdrawal liability would depend on the extent of the plan's funding of vested benefits. The plan in which we participate is reported to have a significant underfunded liability. Such underfunding could increase the size of our potential withdrawal liability. In the event a withdrawal or partial withdrawal were to occur with respect to the multiemployer plan, the impact to our consolidated financial statements could be material.

Volatility in the capital markets or interest rates could adversely impact our pension costs and the funded status of our pension plans.

We sponsor a number of defined benefit plans for team members. The difference between plan obligations and assets, which signifies the funded status of the plans, is a significant factor in determining the net periodic benefit costs of the pension plans and our ongoing funding requirements. At September 30, 2023, the funded status of our defined benefit pension plans was an underfunded position of $149 million, as compared to an underfunded position of $159 million at the end of fiscal 2022. Changes in interest rates and the market value of plan assets can impact the funded status of the plans and cause volatility in the net periodic benefit cost and our future funding requirements. The exact amount of cash contributions made to pension plans in any year is dependent upon a number of factors, including minimum funding requirements.

Market fluctuations could negatively impact our operating results as we hedge certain transactions.

Our business is exposed to fluctuating market conditions. We use derivative financial instruments to reduce our exposure to various market risks including changes in commodity prices, interest rates and foreign exchange rates. We hold certain positions, primarily in grain and livestock futures, that are not hedges for financial reporting purposes. These positions are marked to fair value, and the unrealized gains and losses are reported in earnings at each reporting date. Therefore, losses on these contracts will adversely affect our reported operating results. While these contracts reduce our exposure to changes in prices for commodity products, the use of such instruments may ultimately limit our ability to benefit from favorable commodity prices.

GENERAL RISK FACTORS

Deterioration of economic conditions, including recession, financial instability or inflation, could negatively impact our business.

Our business may be adversely affected by changes in economic conditions, including inflation, interest rates, access to capital markets, consumer spending rates, energy availability and costs (including fuel surcharges) and the effects of governmental initiatives to manage economic conditions. Any such changes could adversely affect the demand for our products, or the cost and availability of our needed raw materials, cooking ingredients and packaging materials, thereby negatively affecting our financial results.

Disruptions in global credit and other financial markets and deterioration of economic conditions could, among other things:

- make it more difficult or costly for us to obtain financing for our operations or investments or to refinance our debt in the future;
- cause our lenders to depart from prior credit industry practice and make more difficult or expensive the granting of any amendment of, or waivers under, our credit agreements to the extent we may seek them in the future;
- impair the financial condition of some of our customers and suppliers, thereby increasing customer bad debts or non-performance by suppliers;
- negatively impact global demand for protein products, which could result in a reduction of sales, operating income and cash flows;
- decrease the value of our investments in equity and debt securities, including our marketable debt securities, company-owned life insurance and pension and other postretirement plan assets;
- negatively impact our commodity purchasing activities if we are required to record losses related to derivative financial instruments; or
- impair the financial viability of our insurers.

In addition, consumer spending may decline at any time for reasons beyond our control, and the risks associated with our businesses may become more acute in periods of a slowing economy or recession, which may reduce consumer confidence and result in a decrease in consumer demand for our products. Furthermore, inflation, which has significantly risen, has and may continue to increase our operational costs, including labor costs and grain and feed ingredient costs, and continued increases in interest rates in response to concerns about inflation may have the effect of further increasing economic uncertainty and heightening these risks. As a result, instability and weakness of the U.S. and global economies, including due to the effects caused by disruptions to financial markets, inflation, recession, high unemployment, geopolitical events and other effects caused by the COVID-19 pandemic, and the negative effects on consumers' spending, may materially negatively affect our business and results of operations. A prolonged period of reduced consumer spending could have an adverse effect on our business and our results of operations.

Extreme factors or forces beyond our control could negatively impact our business.

Our ability to make, move and sell products is critical to our success. Natural disasters, fire, bioterrorism, pandemic or extreme weather, including droughts, floods, excessive cold or heat, hurricanes or other storms, could impair the health or growth of livestock or interfere with our operations due to power outages, fuel shortages, decrease in availability of water, damage to our production and processing facilities or disruption of transportation channels or unfavorably impact the demand for, or our consumers' ability to purchase our products, among other things. Any of these factors could have an adverse effect on our financial results.

Failure to maximize or to successfully assert our intellectual property rights could impact our competitiveness.

We consider our intellectual property rights, particularly and most notably our trademarks, but also our trade secrets, patents and copyrights, to be a significant and valuable aspect of our business. We attempt to protect our intellectual property rights through a combination of trademark, trade secret, patent and copyright laws, as well as licensing agreements, third-party nondisclosure and assignment agreements and policing of third-party misuses of our intellectual property. We cannot be sure that these intellectual property rights will be maximized or that they can be successfully asserted. There is a risk that we will not be able to obtain and perfect our own or, where appropriate, license intellectual property rights necessary to support new product introductions.

We cannot be sure that these rights, if obtained, will not be invalidated, circumvented or challenged in the future. In addition, even if such rights are obtained in the United States, the laws of some of the other countries in which our products are or may be sold do not protect our intellectual property rights to the same extent as the laws of the United States. Our failure to perfect or successfully assert our intellectual property rights could make us less competitive and could have an adverse effect on our business, operating results and financial condition.

We may incur additional tax expense or become subject to additional tax liabilities.
We are subject to taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in determining our provision for income taxes. Our total income tax expense could be affected by changes in tax rates in various jurisdictions, changes in the valuation of deferred tax assets and liabilities or changes in tax laws or their interpretation. We are also subject to the examination of our tax returns and other tax matters by the Internal Revenue Service and other tax authorities. There can be no assurance as to the outcome of these examinations. If a taxing authority disagrees with the positions we have taken, we could face additional tax liability, including interest and penalties, which could adversely affect our financial results. In December 2021, we received an assessment from the Mexican tax authorities related to the 2015 sale of our direct and indirect equity interests in subsidiaries which held our Mexico operations. At September 30, 2023, the assessment totaled approximately $488 million (8.6 billion Mexican pesos), which includes tax, inflation adjustment, interest and penalties. We believe the assertions made in the assessment letter have no merit and will defend our positions through the Mexican administrative appeal process and litigation, if necessary. Based on our analysis of this assessment in accordance with Financial Accounting Standards Board ("FASB") guidance related to unrecognized tax benefits, we have not recorded a liability related to the issue.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The following table summarizes our domestic properties as of September 30, 2023:

	Number of Facilities(1)			
	Owned	Leased	Total	Capacity(2)
Beef Segment Facilities	14	—	14	155,000 head
Pork Segment Facilities	7	—	7	471,000 head
Chicken Segment Facilities	176	7	183	45 million head
Prepared Foods Segment Facilities	36	—	36	71 million pounds

(1) Certain facilities produce products that are reported in multiple segments. For presentation purposes, facilities are reflected in the segment that had the majority of the facility's production. Additionally, livestock grower farms are excluded.
(2) Capacity per week is not an indication of production rates. Capacity per week is based on the following: Beef and Pork (six day week) and Chicken and Prepared Foods (five day week). Utilization of capacity varies by facility based on the type of products assigned and the level of demand for those products.

Beef
Beef facilities include various phases of harvesting live cattle and fabricating beef products and specialty products. We also have various facilities which have rendering operations along with tanneries and hide treatment operations. The Beef segment includes five case-ready operations that share facilities with the Pork segment. One of the beef facilities contains a tallow refinery.

Pork
Pork facilities include various phases of harvesting live hogs and fabricating pork products and specialty products. The Pork segment includes five case-ready operations that share facilities with and are included in the Beef segment in the table above.

Chicken
Our vertically-integrated Chicken operations facilities include processing facilities, rendering facilities, blending mills, feed mills, grain elevators and broiler hatcheries. The Chicken processing facilities include various phases of harvesting, dressing, cutting, packaging, deboning and further-processing. We also have animal nutrition operations, which are associated with the Chicken rendering facilities or within various Chicken processing facilities. The blending mills, feed mills, grain elevators and broiler hatcheries have sufficient capacity to meet the needs of the chicken growout operations. The Chicken segment includes one processing facility that shares a facility with and is included in the Prepared Foods segment in the table above. As described in Part II, Item 8, Notes to Consolidated Financial Statements, Note 7: Restructuring and Related Charges, we announced the closures of six Chicken segment facilities of which two have closed as of September 30, 2023 and four are expected to close in the first half of fiscal 2024.

Prepared Foods
Our Prepared Foods segment includes processing facilities and a vertically-integrated turkey operation. Our Prepared Foods facilities process fresh and frozen chicken, turkey, beef, pork and other raw materials into ready-to-eat sandwiches, sandwich components such as flame-grilled hamburgers and Philly steaks, pizza toppings, raw and processed meats, appetizers, prepared meals, ethnic foods, flour and corn tortilla products and meat dishes.

We own and lease domestic distribution and cold storage facilities that support the supply chains of all our segment operations and are not specifically dedicated to individual segments.

Our International/Other foreign production operations in Asia-Pacific and China-Korea include one beef facility, 21 chicken processing facilities, three feed mills and one broiler hatchery. The processing facilities include various phases of harvesting, dressing, cutting, packaging, deboning and further-processing. We also have a foreign production operation in Europe which includes a chicken further-processing facility.

We believe our present facilities are generally adequate and suitable, have sufficient capacity and are appropriately utilized for our current purposes. Fluctuations in inventories, production and utilization may occur based upon seasonal or other changes in demand for our products. We regularly engage in construction and other capital improvement projects intended to expand capacity and improve the efficiency of our processing and support facilities. We also consider the efficiencies of our operations and may from time to time consider changing the number or type of facilities we operate to align with our capacity needs.

ITEM 3. LEGAL PROCEEDINGS

Refer to the description of the Broiler Antitrust Civil Litigation, the Broiler Chicken Grower Litigation, the Pork Antitrust Litigation, the Beef Antitrust Litigation and the Wage Rate Litigation under the heading “Commitments and Contingencies” in Part II, Item 8, Notes to Consolidated Financial Statements, Note 20: Commitments and Contingencies, which discussion is incorporated herein by reference.

On June 19, 2005, the Attorney General and the Secretary of the Environment of the State of Oklahoma filed a complaint in the United States District Court for the Northern District of Oklahoma against Tyson Foods, Inc., three subsidiaries and six other poultry integrators. The complaint, which was subsequently amended, asserts a number of state and federal causes of action including, but not limited to, counts under the Comprehensive Environmental Response, Compensation, and Liability Act, Resource Conservation and Recovery Act, and state-law public nuisance theories. Oklahoma alleges that the defendants and certain contract growers who were not joined in the lawsuit polluted the surface waters, groundwater and associated drinking water supplies of the Illinois River Watershed through the land application of poultry litter. Oklahoma’s claims were narrowed through various rulings issued before and during trial and its claims for natural resource damages were dismissed by the district court in a ruling issued on July 22, 2009, which was subsequently affirmed on appeal by the Tenth Circuit Court of Appeals. A non-jury trial of the remaining claims including Oklahoma’s request for injunctive relief began on September 24, 2009. Closing arguments were held on February 11, 2010. On January 18, 2023, the district court entered Findings of Fact and Conclusions of Law in favor of the State of Oklahoma and directed the parties to confer in an attempt to reach an agreement on appropriate remedies by March 17, 2023. On March 17, 2023, the parties received a 90-day extension from the district court and continued to confer on appropriate remedies. On June 12, 2023, the Court ordered the parties to mediation. The parties attended an in-person mediation on October 12, 2023, but were unable to reach a resolution. Defendants subsequently filed a post-trial motion to dismiss, which remains pending.

Other Matters
As of September 30, 2023, we had approximately 139,000 team members and, at any time, have various employment practices matters outstanding. In the aggregate, these matters are important to the Company, and we devote considerable resources to managing employment issues. Additionally, we are subject to other lawsuits, investigations and claims (some of which involve substantial amounts) arising out of the conduct of our business. While the ultimate results of these matters cannot be determined, they are not expected to have a material adverse effect on our consolidated results of operations or financial position.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Each of our executive officers serve one-year terms from the date of their election, or until their successors are appointed and qualified. Chairman of the Board of Directors John Tyson is the father of Chief Financial Officer John R. Tyson and nephew of Director Barbara A. Tyson. No other family relationships exist among these officers. The name, title, age (as of September 30, 2023) and calendar year of initial election to executive office of our executive officers are listed below:

Name	Title	Age	Year Elected Executive Officer
John H. Tyson	Chairman of the Board of Directors	70	2011
Adam Deckinger	General Counsel and Secretary	47	2023
Melanie Boulden	Group President, Prepared Foods and Chief Growth Officer	51	2023
Donnie King	President and Chief Executive Officer	61	2019
Wes Morris	Group President, Poultry	58	2023
Jason Nichol	Chief Customer Officer	51	2021
Johanna Söderström	Executive Vice President and Chief People Officer	52	2020
Brady Stewart	Group President, Beef, Pork and Chief Supply Chain Officer	44	2023
Phillip Thomas	Vice President, Controller and Chief Accounting Officer	48	2020
Amy Tu	President, International	56	2017
John R. Tyson	Executive Vice President and Chief Financial Officer	33	2019

John H. Tyson has served as Chairman of the Board of Directors since 1998 and was previously Chief Executive Officer of the Company from 2000 until 2006. Mr. Tyson was initially employed by the Company in 1973.

Adam Deckinger was appointed as General Counsel and Secretary in January 2023 after serving as Senior Vice President and Head of Law and Compliance since November 2022. Prior to that role, Mr. Deckinger served as Vice President and Associate General Counsel since his initial employment with the Company in April 2018. Mr. Deckinger was employed by The Boeing Company prior to joining the Company.

Melanie Boulden was appointed Group President, Prepared Foods in September 2023 after serving as Chief Growth Officer since her initial employment with the Company in February 2023. Prior to joining the Company, Ms. Boulden was employed by The Coca-Cola Company from 2019 to 2022, Reebok International from 2018 to 2019, and Crayola and Kraft Foods prior to that.

Donnie King was appointed President and Chief Executive Officer in June 2021 after serving as Chief Operating Officer since February 2021 and Group President Poultry since September 2020. Mr. King served as Chief Administration Officer from February 2019 to September 2020 in addition to the role of Group President, International from January 2019 to February 2020. Mr. King previously served as President, North American Operations from 2015 to 2016 and President, North American Operations and Foodservice in 2014. Mr. King was initially employed by Valmac Industries in 1982. Valmac Industries was acquired by the Company in 1984. Mr. King was self-employed from 2016 to February 2019 before returning to the Company.

Wes Morris was appointed Group President, Poultry in January 2023 after serving as a consultant to the Company since October 2020. Mr. Morris was previously employed by the Company from 1999 until 2017, and has served in many leadership roles including President, Prepared Foods Operations. Mr. Morris was employed by Simmons Foods before his return to the Company.

Jason Nichol was appointed Chief Customer Officer in February 2021 after serving as Senior Vice President, Walmart since March 2016 and as Vice President, Walmart since his initial employment with the Company in April 2015. Mr. Nichol was employed by Nabisco, Cott Beverages and Scotts Miracle-Gro prior to joining the Company.

Johanna Söderström was appointed Executive Vice President and Chief People Officer in October 2021 after serving as Executive Vice President and Chief Human Resources Officer since her initial employment with the Company in July 2020. Ms. Söderström was employed by Dow Chemical Company prior to joining the Company.

Brady Stewart was appointed Group President, Beef, Pork and Chief Supply Chain Officer in August 2023 after serving as Group President, Fresh Meats since his initial employment with the Company in January 2023. Prior to joining the Company, Mr. Stewart was employed by Smithfield Foods from 2017 to 2022 and the Kansas City Sausage Company prior to that.

Phillip Thomas was appointed Vice President, Controller and Chief Accounting Officer in July 2020 after serving as Vice President and Assistant Controller since March 2014, prior to which he served as Senior Director Financial Reporting since his initial employment with the Company in July 2008.

Amy Tu was appointed President, International in October 2022. Ms. Tu also held the role of Chief Administrative Officer from October 2022 to August 2023. Prior to that role, Ms. Tu served as Executive Vice President and Chief Legal Officer and Secretary from October 2021 to January 2023, as Executive Vice President, General Counsel and Secretary from November 2020 to October 2021 and as Executive Vice President and General Counsel since her initial employment with the Company in December 2017. Ms. Tu was employed by The Boeing Company prior to joining the Company.

John R. Tyson was appointed Executive Vice President and Chief Financial Officer in October 2022 after serving as Executive Vice President, Strategy and Chief Sustainability Officer since October 2021, as Chief Sustainability Officer from September 2019 to October 2021, and as Director, Office of the Chief Executive Officer since his initial employment with the Company in May 2019. Mr. Tyson has been an observer at the Company's board of directors' meetings since 2014. He was employed by J.P. Morgan and as a private equity and venture capital investor prior to joining the Company.

PART II

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

We have, issued and outstanding, two classes of capital stock, Class A stock and Class B stock. Holders of Class B stock may convert such stock into Class A stock on a share-for-share basis. Holders of Class B stock are entitled to 10 votes per share and holders of Class A stock are entitled to one vote per share on matters submitted to shareholders for approval. As of October 28, 2023, there were approximately 25,000 holders of record of our Class A stock and six holders of record of our Class B stock.

DIVIDENDS

Cash dividends cannot be paid to holders of Class B stock unless they are simultaneously paid to holders of Class A stock. The per share amount of the cash dividend paid to holders of Class B stock cannot exceed 90% of the cash dividend simultaneously paid to holders of Class A stock. In fiscal 2023, the annual dividend rate for Class A stock was $1.92 per share and the annual dividend rate for Class B stock was $1.728 per share. Effective November 10, 2023, the Board of Directors increased the quarterly dividend previously declared on August 10, 2023, to $0.49 per share on our Class A common stock and $0.441 per share on our Class B common stock. The increased quarterly dividend is payable on December 15, 2023, to shareholders of record at the close of business on December 1, 2023. The Board also declared a quarterly dividend of $0.49 per share on our Class A common stock and $0.441 per share on our Class B common stock, payable on March 15, 2024, to shareholders of record at the close of business on March 1, 2024. We anticipate the remaining quarterly dividends in fiscal 2024 will be $0.49 and $0.441 per share of our Class A and Class B stock, respectively. This results in an annual dividend rate in fiscal 2024 of $1.96 for Class A shares and $1.764 for Class B shares, or a 2% increase compared to the fiscal 2023 annual dividend rate. We have paid uninterrupted quarterly dividends on common stock each year since 1977.

MARKET INFORMATION

Our Class A stock is traded on the New York Stock Exchange under the symbol "TSN." No public trading market currently exists for our Class B stock.

ISSUER PURCHASES OF EQUITY SECURITIES

The table below provides information regarding our purchases of Class A stock during the periods indicated.

Period	Total Number of Shares Purchased (2)		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (3)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
Jul. 2, 2023 to Jul. 29, 2023	73,856	$	52.72	—	7,301,400
Jul. 30, 2023 to Sept. 2, 2023	86,157		54.69	—	7,301,400
Sept. 3, 2023 to Sept. 30, 2023	33,416		52.57	—	7,301,400
Total	193,429	$	53.57	—	7,301,400

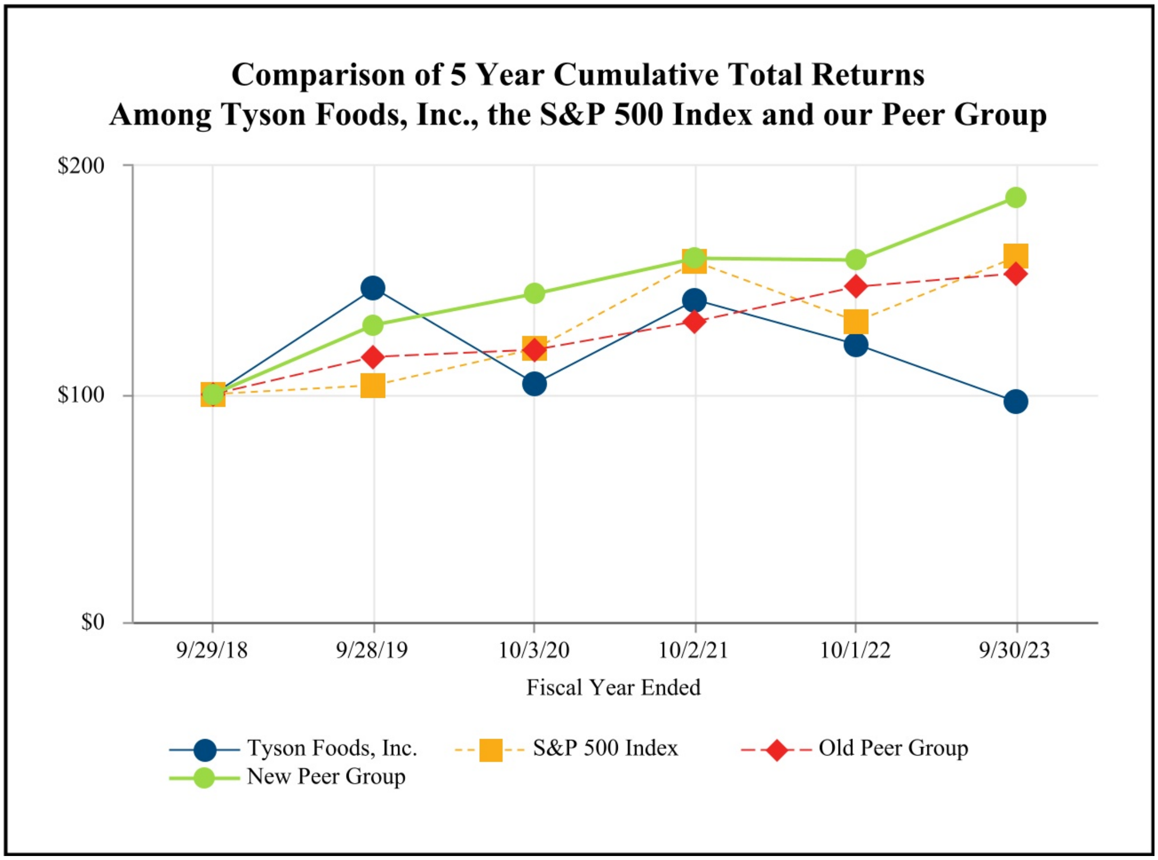
(1) On February 7, 2003, our Board of Directors approved a program to repurchase up to 25 million shares of Class A common stock from time to time in open market or privately negotiated transactions. On May 3, 2012, our Board of Directors approved an increase of 35 million shares, on January 30, 2014, our Board of Directors approved an increase of 25 million shares and on February 4, 2016, our Board of Directors approved an increase of 50 million shares under the program. The program has no fixed or scheduled termination date.

(2) We purchased 193,429 shares during the period that were not made pursuant to our previously announced stock repurchase program but were purchased to fund certain Company obligations under our equity compensation plans. These transactions included 165,441 shares purchased in open market transactions and 27,988 shares withheld to cover required tax withholdings on the vesting of restricted stock.

(3) Shares purchased during the period pursuant to our previously announced stock repurchase program.

PERFORMANCE GRAPH

The following graph shows a five-year comparison of cumulative total returns for our Class A stock, the Standard & Poor's ("S&P") 500 Index, our old peer group and our new peer group of companies described below.



	Fiscal Years Ended					
	9/29/18	9/28/19	10/3/20	10/2/21	10/1/22	9/30/23
Tyson Foods, Inc.	$ 100.00	$ 146.23	$ 104.29	$ 141.12	$ 121.45	$ 96.20
S&P 500 Index	100.00	103.72	119.51	157.80	131.85	160.31
Old Peer Group	100.00	115.97	119.31	131.90	146.85	152.76
New Peer Group	100.00	129.98	143.64	159.24	158.38	186.28

The total cumulative return on investment (change in the year-end stock price plus reinvested dividends), which is based on the stock price or composite index at the end of fiscal 2018, is presented for each of the periods for the Company, the S&P 500 Index and our old and new peer groups. The graph compares the performance of the Company's Class A common stock with that of the S&P 500 Index and our old and new peer groups, with the return of each company in the peer groups weighted on market capitalization. The stock price performance of the Company's Class A common stock shown in the above graph is not necessarily indicative of future stock price performance. During fiscal 2023, we changed our peer group to include geographically relevant peers in addition to those operating in the manufacturing, food and CPG industries. Our new peer group includes: Albertsons Companies, Archer Daniels Midland Co., Bunge Ltd., Caterpillar Inc., Coca-Cola Co., Deere & Co., J.B. Hunt Transport Services, Kraft Heinz Co., Mondelez International, Inc., PepsiCo Inc., Performance Food Group, Sysco Corp., United Natural Foods, U.S. Foods Holding, Proctor & Gamble and Walmart Inc.

The complete list of our old peer group includes: Archer-Daniels-Midland Company, Bunge Limited, Campbell Soup Company, ConAgra Foods, Inc., General Mills, Inc., Hormel Foods Corp., Kellogg Co., Kraft Heinz Company, Mondelez International Inc., PepsiCo, Inc., Pilgrim's Pride Corporation, The Coca-Cola Company, The Hershey Company and The J.M. Smucker Company.

The information in this "Performance Graph" section shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Securities Exchange Act of 1934.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OBJECTIVE

The following discussion provides an analysis of the Company's financial condition, cash flows and results of operations from management's perspective and should be read in conjunction with the consolidated financial statements and notes thereto included in Part II, Item 8 of this Annual Report on Form 10-K. Our objective is to also provide discussion of events and uncertainties known to management that are reasonably likely to cause reported financial information not to be indicative of future operating results or of future financial condition and to offer information that provides understanding of our financial condition, cash flows and results of operations. Refer to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2021 for additional information related to fiscal 2021.

DESCRIPTION OF THE COMPANY

We are one of the world's largest food companies and a recognized leader in protein. Founded in 1935 by John W. Tyson and grown under four generations of family leadership, the Company has a broad portfolio of products and brands including Tyson®, Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, Aidells®, ibp® and State Fair®.

We operate in four reportable segments: Beef, Pork, Chicken and Prepared Foods. We measure segment profit as operating income (loss). International/Other primarily includes our foreign operations in Australia, China, Malaysia, Mexico, the Netherlands, South Korea, Thailand and the Kingdom of Saudi Arabia, third-party merger and integration costs and corporate overhead related to Tyson New Ventures, LLC. For further description of the business, refer to Part I, Item 1, Business.

OVERVIEW

Fiscal year

We utilize a 52- or 53-week accounting period ending on the Saturday closest to September 30. The Company's accounting cycle resulted in a 52-week year for fiscal 2023, 2022 and 2021.

General

Sales decreased slightly to $52.9 billion in fiscal 2023 as compared to fiscal 2022, largely due to decreased sales volumes in our Beef and Pork segments and lower average sales price in our Chicken and Pork segments, partially offset by increased sales volumes in our Chicken segment. We incurred an operating loss of $395 million in fiscal 2023 as compared to operating income of $4,410 million fiscal 2022, as we experienced lower operating income in all our segments other than the Prepared Foods segment. In fiscal 2023, our operating income was impacted by $781 million of goodwill impairment charges, $322 million of plant closure charges, $156 million of legal contingency accruals, $124 million of restructuring and related charges, $17 million of product line discontinuation charges, and benefited by $53 million of insurance proceeds, net of costs incurred, related to fires at our production facilities and $19 million related to the relocation of a production facility in China. In fiscal 2022, our results were impacted by $66 million of restructuring and related charges and $62 million of insurance proceeds, net of costs incurred related to fires at our production facilities.

Market Environment

According to the USDA, domestic protein production (beef, pork, chicken and turkey) decreased slightly in fiscal 2023 compared to fiscal 2022. All segments experienced inflation in operating costs, especially in labor and certain materials, however, the rate of inflation started to decrease and protein prices began to level off. We continue to pursue recovery of increased input costs through pricing. Additionally, the conflict between Ukraine and Russia has led to economic sanctions against Russia and certain regions of Ukraine and Belarus. As of September 30, 2023, the impact of this conflict has not had a material direct impact on our consolidated financial performance. However, the conflict is still ongoing and there are many risks and uncertainties in relation to the conflict that are outside of our control. Furthermore, the conflict in the Middle East escalated in October 2023 creating economic and political uncertainty within the region. If these conflicts escalate further, impact additional regions or countries, or additional economic sanctions are imposed, it could have a material impact on our business operations and financial performance. The Beef segment experienced reduced supply of market-ready cattle and increased live cattle costs. The Pork segment experienced sufficient supply and reduced live hog costs, but was negatively impacted by softening global demand. The Chicken segment experienced increased feed ingredient and other input costs along with excess domestic supply impacts to sales pricing. The Prepared Foods segment experienced decreased raw material costs primarily due to lower meat costs.

The Federal Reserve has increased interest rates, and it is anticipated that interest rates will continue to rise in the near term. Our direct exposure to rising interest rates is somewhat tempered given our strong liquidity position in addition to our current debt structure in which most of our borrowings have fixed interest rates. At September 30, 2023, we had $3.0 billion of liquidity and our current debt was $1.9 billion. Should we need to issue additional debt or borrow under our existing revolving and term loan facilities, we may be exposed to higher interest rates than our current outstanding borrowings.

Margins

Our total operating margin was (0.7)% in fiscal 2023. Operating margins by segment were as follows:

- Beef – (0.5)%
- Pork – (2.4)%
- Chicken – (4.5)%
- Prepared Foods – 8.4%

Strategy

Our strategy is to sustainably feed the world with the fastest growing protein brands. We intend to achieve our strategy as we: grow our business by delivering superior value to consumers and customers; deliver fuel for growth and returns through commercial, operational and financial excellence; and sustain our Company and our world for future generations.

We launched a new productivity program in fiscal 2022 to drive a better, faster and more agile organization that is supported by a culture of continuous improvement and faster decision-making. The execution of the program is supported by a program management office that ensures delivery of key project milestones and reports on savings achievements connected with the three pillars of the program. The first pillar is operational and functional excellence, which includes functional efficiency efforts in Finance, HR and Procurement focused on applying best practices to reduce costs. The second pillar is the use of new digital solutions like artificial intelligence and predictive analytics to drive efficiency in operations, supply chain planning, logistics and warehousing. The third pillar is automation, which will leverage automation and robotics technologies to automate difficult and higher turnover positions. We expect the productivity savings to be recognized in each of our reportable segments as they benefit from the achievements connected with the three pillars of the program. At this time, we do not anticipate costs associated with this program to be material and capital expenditures associated with automation and other activities are included in our capital expenditure expectations. We were targeting $1 billion in productivity savings by the end of fiscal 2024 relative to a fiscal 2021 cost baseline. We realized more than $700 million of productivity savings in fiscal 2022, which partially offset the impacts of inflationary market conditions, and we surpassed our aggregate $1 billion target in fiscal 2023, more than a year ahead of our plan.

The Company approved a restructuring program in fiscal 2022, the 2022 Program, which is expected to improve business performance, increase collaboration, enhance team member agility, enable faster decision-making and reduce redundancies. In conjunction with the 2022 Program, the Company relocated all of its corporate team members from the Chicago, Downers Grove and Dakota Dunes area corporate locations to its world headquarters in Springdale, Arkansas, through a phased relocation commencing in early calendar year 2023. In the third quarter of fiscal 2023, the Company approved an extension to the program related to removing additional redundancies in corporate overhead. We recognized $124 million and $66 million of pretax charges in fiscal 2023 and 2022, respectively, associated with the 2022 Program consisting of severance related costs, relocation and related costs, accelerated depreciation, contract and lease termination and professional and other fees. The Company currently anticipates the 2022 Program will result in cumulative pretax charges of approximately $224 million. As the Company continues to evaluate its business strategies and long-term growth targets, additional restructuring activities may occur. The following tables set forth the pretax impact of restructuring and related charges in the Consolidated Statements of Income and the pretax impact by our reportable segments for fiscal years ended 2023 and 2022. For further description refer to Part II, Item 8, Notes to the Consolidated Financial Statements, Note 7: Restructuring and Related Charges (in millions).

	2023	2022
Cost of Sales	$ 29	$ 18
Selling, General and Administrative	95	48
Total Restructuring and related charges, pretax	$ 124	$ 66

	2022 charges	2023 charges	Estimated future charges	Total estimated 2022 Program charges
Beef	$ 16	$ 33	$ 3	$ 52
Pork	5	11	1	17
Chicken	6	16	2	24
Prepared Foods	36	49	24	109
International/Other	3	15	4	22
Total Restructuring and related charges, pretax	$ 66	$ 124	$ 34	$ 224

SUMMARY OF RESULTS

Sales in millions

		2023		2022		2021
Sales	$	52,881	$	53,282	$	47,049
Change in sales volume		1.0 %		(0.3)%		
Change in average sales price		(1.5)%		12.3 %		
Sales growth		(0.8)%		13.2 %		

2023 vs. 2022 –

- **Sales Volume** – Sales were positively impacted by a increase in sales volume, which accounted for an increase of $507 million, driven by increased volumes in our Chicken segment partially offset by decreased volumes in our Beef segment due to the reduced domestic availability of live cattle and our Pork segment as a result of balancing our supply with customer demand.
- **Average Sales Price** – Sales were negatively impacted by lower average sales prices, which accounted for a decrease of $752 million, driven by reduced pricing in our Pork and Chicken segments, partially offset by higher average sales prices in our Beef and Prepared Foods segments.
- The above change in average sales price for fiscal 2023 excludes the impact of a $156 million reduction of Sales from the recognition of legal contingency accruals.

2022 vs. 2021 –

- **Sales Volume** – Sales were negatively impacted by a decrease in sales volume, which accounted for a decrease of $121 million, driven by decreased volumes in our Pork and Prepared Foods segments and impacts associated with the challenging labor environment and continued supply chain constraints, partially offset by an increase in sales volume in our Chicken segment.
- **Average Sales Price** – Sales were positively impacted by higher average sales prices, which accounted for an increase of $5,809 million. The increase in average sales price was primarily due to the current inflationary environment and recovery of rapidly rising costs.
- The above change in average sales price for fiscal 2022 excludes the impact of a $545 million reduction of Sales from the recognition of legal contingency accruals in fiscal 2021.

Cost of Sales in millions

		2023		2022		2021
Cost of sales	$	50,250	$	46,614	$	40,523
Gross profit		2,631		6,668		
Cost of sales as a percentage of sales		95.0 %		87.5 %		

2023 vs. 2022 –

- Cost of sales increased $3,636 million. Higher sales volume increased cost of sales $444 million while higher input cost per pound increased cost of sales $3,192 million.
  - The $3,192 million impact of higher input cost per pound was impacted by:
    - Increase in live cattle costs of approximately $2,135 million in our Beef segment.
    - Increase due to net derivative losses of $117 million in fiscal 2023, compared to net derivative gains of $225 million in fiscal 2022 due to our risk management activities. These amounts exclude offsetting impacts from related physical purchase transactions, which are included in the change in live cattle and hog costs and raw material and feed ingredient costs described herein.
    - Increase of $322 million due to costs associated with plant closures.
    - Increase of $238 million related to inventory lower of cost or net realizable value adjustments.
    - Increase of approximately $36 million in our Chicken segment related to net increases in feed ingredients costs and growout expenses, partially offset by reduced outside meat purchases.
    - Increase of approximately $24 million in our Chicken segment due to $11 million of insurance proceeds, net of costs incurred, in fiscal 2023 compared to $35 million of insurance proceeds, net of costs incurred, in fiscal 2022 related to the fire at our production facility in fiscal 2021.
    - Decrease in live hog costs of approximately $295 million in our Pork segment.
    - Decrease in freight and transportation costs of approximately $175 million.
    - Decrease in raw material and other input costs of approximately $45 million in our Prepared Foods segment.

        - Remaining increase in costs across all of our segments primarily driven by net impacts on average cost per pound from mix changes as well as the impact of the inflationary environment on our labor and other input costs, partially offset by savings from our productivity program.
    - The $444 million impact of increased sales volume was primarily driven by increased volumes in our Chicken segment.

2022 vs. 2021 –

- Cost of sales increased $6,091 million. Lower sales volume decreased cost of sales $104 million while higher input cost per pound increased cost of sales $6,195 million.
    - The $6,195 million impact of higher input cost per pound was impacted by:
        - Increase in live cattle costs of approximately $1,950 million in our Beef segment.
        - Increase of approximately $635 million in our Chicken segment related to the net impact of increased feed ingredient costs and growout expenses, partially offset by a reduction in outside meat purchases.
        - Increase in raw material and other input costs of approximately $615 million in our Prepared Foods segment.
        - Increase in live hog costs of approximately $270 million in our Pork segment.
        - Increase in freight and transportation costs of approximately $485 million.
        - Increase of approximately $120 million in frontline bonuses.
        - Increase due to the recognition of a $784 million gain on the sale of our pet treats business in fiscal 2021.
        - Decrease due to net derivative gains of $225 million in fiscal 2022, compared to net derivative gains of $14 million in fiscal 2021 due to our risk management activities. These amounts exclude offsetting impacts from related physical purchase transactions, which are included in the change in live cattle and hog costs and raw material and feed ingredient costs described herein.
        - Decrease of approximately $81 million in our Chicken segment related to the recognition of legal contingency accruals in fiscal 2021.
        - Decrease of approximately $58 million in our Chicken segment related to insurance proceeds, net of costs incurred, related to the fire at our production facility in the fourth quarter of fiscal 2021.
        - Decrease of approximately $27 million in our Beef segment related to insurance proceeds related to the fire at our production facility in the fourth quarter of fiscal 2019.
        - Remaining increase in costs across all of our segments primarily driven by net impacts on average cost per pound from mix changes, the impact of the inflationary environment on our labor and other input costs and restructuring and related charges, partially offset by savings from our productivity program.
    - The $104 million impact of lower sales volume was primarily driven by decreased volumes in our Pork and Prepared Foods segments.

Selling, General and Administrative			in millions
	2023	2022	2021
Selling, general and administrative	$ 2,245	$ 2,258	$ 2,130
As a percentage of sales	4.2 %	4.2 %	

2023 vs. 2022 –

- Decrease of $13 million in selling, general and administrative was primarily driven by:
    - Decrease of $171 million in employee costs primarily from incentive-based compensation.
    - Decrease of $26 million in professional fees.
    - Increase of $71 million from a gain recognized in the fiscal year ended October 1, 2022 from recoveries related to a cattle suppliers misappropriation of Company funds.
    - Increase of $57 million in marketing, advertising and promotion expenses.
    - Increase of $47 million in restructuring and related costs.

2022 vs. 2021 –

- Increase of $128 million in selling, general and administrative was primarily driven by:
    - Increase of $48 million in restructuring and related costs.
    - Increase of $47 million in marketing, advertising and promotion expenses.
    - Increase of $38 million in technology related costs.
    - Increase of $34 million in employee costs.
    - Increase of $24 million in donations.

- Increase of $15 million in travel and entertainment costs.
- Decrease of $33 million in commission and brokerage fees.
- Decrease of $27 million in depreciation and amortization.
- Decrease of $16 million from the change in the impact of a cattle supplier's misappropriation of Company funds, resulting from a $71 million gain related to the recovery of cattle inventory in the fiscal year ended October 1, 2022 as compared to a $55 million gain recognized in the fiscal year ended October 2, 2021.

Goodwill Impairment

2023 vs 2022

- During the third quarter of fiscal 2023, we experienced lower than anticipated operating results and changing market fundamentals, as well as a drop in our market capitalization to below our book value. Consequently, we performed an interim assessment of goodwill and recorded a $448 million goodwill impairment charge. In the fourth quarter of fiscal 2023, long-term treasury rates increased which caused an increase in the discount rates we utilize in determining the fair value of our reporting units. The increased discount rates caused the Company to perform goodwill impairment assessments in the fourth quarter of fiscal 2023, which resulted in an additional $333 million goodwill impairment charge.

Interest Expense in millions

	2023	2022
	$ 355	$ 365

2023 / 2022 –

- Interest expense primarily included interest expense related to our senior notes, commercial paper, term loans and commitment fees incurred on our revolving credit facility less capitalized interest. The decrease in interest expense in fiscal 2023 was primarily due to increased capitalized interest of $25 million and the impact of the redemption of the June 2022 Senior Notes in fiscal 2022, partially offset by increased commercial paper term loan balances.

Other (Income) Expense, net in millions

	2023	2022
	$ (42)	$ (87)

2023 – Included $22 million of production facilities fire insurance proceeds, $17 million of foreign exchange gains and $12 million of joint venture earnings.

2022 – Included $58 million of foreign exchange losses, $52 million of production facilities fires insurance proceeds, $45 million of joint venture earnings and $37 million of gains on equity investments due to observable price changes in fiscal 2022.

Effective Tax Rate

	2023	2022
	4.3 %	21.7 %

The percentage impacts on the effective tax rate were greater in fiscal 2023 due to the level of pretax income (loss) in fiscal 2023 compared to fiscal 2022. Additionally, tax benefits increased the effective tax rate on a pretax loss in fiscal 2023 and decreased the effective tax rate on pretax income in fiscal 2022.

2023 – The effective tax rate is lower than the statutory rate due to a $781 million non-deductible goodwill impairment, partially offset by income tax credits and a $26 million benefit from the remeasurement of deferred income taxes, primarily due to legislation decreasing state tax rates enacted in fiscal 2023.

2022 – The effective tax rate includes a $36 million benefit from the remeasurement of deferred income taxes, primarily due to legislation decreasing state tax rates enacted in fiscal 2022.

Net Income (Loss) Attributable to Tyson in millions, except per share data

	2023	2022
Net income (loss) attributable to Tyson	$ (648)	$ 3,238
Net income (loss) attributable to Tyson - per diluted share	(1.87)	8.92

2023 – Included the following items:

- $757 million pretax, or ($2.13) per diluted share, of goodwill impairment charges (non-tax deductible) net of $24 million associated with Net Income (Loss) Attributable to Noncontrolling Interests.
- $322 million pretax, or ($0.67) per diluted share, of charges related to plant closures.
- $156 million pretax, or ($0.33) per diluted share, related to the recognition of legal contingency accruals.
- $124 million pretax, or ($0.26) per diluted share, of restructuring and related charges.

- $75 million pretax, or $0.16 per diluted share, of production facilities fire insurance proceeds, net of costs incurred.
- $26 million post tax, or $0.07 per diluted share, from remeasurement of net deferred tax liabilities at lower enacted state tax rates.
- $17 million pretax, or ($0.04) per diluted share, of product line discontinuation charges.
- $16 million pretax, or $0.03 per diluted share, related to the relocation of a production facility in China net of $3 million associated with Net Income (Loss) Attributable to Noncontrolling Interests.

2022 – Included the following items:
- $114 million pretax, or $0.23 per diluted share, of production facilities fire insurance proceeds, net of costs incurred.
- $66 million pretax, or ($0.14) per diluted share, of restructuring and related charges.
- $36 million post tax, or $0.10 per diluted share, from remeasurement of net deferred tax liabilities at lower enacted state tax rates.

SEGMENT RESULTS

We operate in four reportable segments: Beef, Pork, Chicken, and Prepared Foods. International/Other primarily includes our foreign operations in Australia, China, Malaysia, Mexico, the Netherlands, South Korea, Thailand and the Kingdom of Saudi Arabia, third-party merger and integration costs and corporate overhead related to Tyson New Ventures, LLC. Additional information regarding the geographic areas of our foreign operations is set forth in Part II, Item 8, Notes to Consolidated Financial Statements, Note 17: Segment Reporting. The following table is a summary of segment sales and operating income (loss) for fiscal years ended 2023, 2022 and 2021, which is how we measure segment income (loss):

in millions

	Sales			Operating Income (Loss)		
	2023	2022	2021	2023	2022	2021
Beef	$ 19,325	$ 19,854	$ 17,999	$ (91)	$ 2,502	$ 3,240
Pork	5,768	6,414	6,277	(139)	193	328
Chicken	17,060	16,961	13,733	(770)	955	(625)
Prepared Foods	9,845	9,689	8,853	823	746	1,456
International/Other	2,515	2,355	1,990	(218)	14	(3)
Intersegment Sales	(1,632)	(1,991)	(1,803)	—	—	—
Total	$ 52,881	$ 53,282	$ 47,049	$ (395)	$ 4,410	$ 4,396

in millions

Beef Segment Results	2023	2022	Change 2023 vs. 2022	2021	Change 2022 vs. 2021
Sales	$ 19,325	$ 19,854	$ (529)	$ 17,999	$ 1,855
Sales Volume Change			(3.1)%		0.1 %
Average Sales Price Change			0.4 %		10.2 %
Operating Income (Loss)	$ (91)	$ 2,502	$ (2,593)	$ 3,240	$ (738)
Operating Margin	(0.5)%	12.6 %		18.0 %	

2023 vs. 2022 –
- **Sales Volume** – Sales volume decreased in fiscal 2023 due to lower availability of live cattle.
- **Average Sales Price** – Average sales price increased slightly due to price increases associated with reduced live cattle supply and increased input costs, partially offset by reduced export demand and softening demand.
- **Operating Income (Loss)** – Operating income decreased due to unfavorable market conditions, including higher fed cattle costs. Additionally, operating income in fiscal 2023 was impacted by a $333 million goodwill impairment charge and benefited from $42 million of insurance proceeds related to a fire at a production facility in fiscal 2019, partially offset by $33 million of restructuring and related charges. Operating income in fiscal 2022 was impacted by $27 million of insurance proceeds related to a fire at a production facility in fiscal 2019, and $16 million of restructuring and related charges.

2022 vs. 2021 –
- **Sales Volume** – Sales volume was relatively flat in fiscal 2022.
- **Average Sales Price** – Average sales price increased as input costs such as live cattle, labor and freight and transportation costs increased and demand for our beef products remained strong in the first half of the fiscal year.

- **Operating Income** – Operating income decreased as margins compressed from historically high levels, paired with continued increased operating costs as a result of inflationary market environment. Operating income benefited from a $71 million gain due to a settlement in fiscal 2022, compared to a $55 million gain from the recovery of cattle inventory in fiscal 2021, related to a cattle supplier's misappropriation of Company funds. Additionally, operating income in fiscal 2022 benefited from $27 million of insurance proceeds related to a fire at a production facility in the fourth quarter of fiscal 2019, partially offset by $16 million of restructuring and related charges.

Pork Segment Results in millions

	2023	2022	Change 2023 vs. 2022	2021	Change 2022 vs. 2021
Sales	$ 5,768	$ 6,414	$ (646)	$ 6,277	$ 137
Sales Volume Change			(2.2)%		(1.9)%
Average Sales Price Change			(7.9)%		4.1 %
Operating Income (Loss)	$ (139)	$ 193	$ (332)	$ 328	$ (135)
Operating Margin	(2.4)%	3.0 %		5.2 %	

2023 vs. 2022 –

- **Sales Volume** – Sales volume decreased as a result of balancing our supply with customer demand.
- **Average Sales Price** – Average sales price decreased due to reduced global demand.
- **Operating Income (Loss)** – Operating income decreased due to compressed pork margins, increased operating costs as a result of the inflationary market environment, losses incurred in our live hog operations and impacts from a production facility fire in the third quarter of fiscal 2023.

2022 vs. 2021 –

- **Sales Volume** – Sales volume decreased due to reduced domestic availability of live hogs.
- **Average Sales Price** – Average sales price increased as input costs such as live hogs, labor, freight and transportation costs increased, partially offset by unfavorable mix associated with labor shortages.
- **Operating Income** – Operating income decreased due to periods of compressed pork margins and increased operating costs as a result of the inflationary market environment. Additionally, volatile market conditions resulted in net derivative gains of $10 million in fiscal 2022 and net derivative losses of $90 million in fiscal 2021, which excludes the impacts of related physical purchase transactions.

Chicken Segment Results in millions

	2023	2022	Change 2023 vs. 2022	2021	Change 2022 vs. 2021
Sales	$ 17,060	$ 16,961	$ 99	$ 13,733	$ 3,228
Sales Volume Change			3.4 %		0.7 %
Average Sales Price Change			(1.9)%		18.1 %
Operating Income (Loss)	$ (770)	$ 955	$ (1,725)	$ (625)	$ 1,580
Operating Margin	(4.5)%	5.6 %		(4.6)%	

2023 vs. 2022 –

- **Sales Volume** – Sales volume increased primarily due to improved domestic production and the sell-through of inventory, partially offset by strategic initiative mix impacts.
- **Average Sales Price** – Average sales price decreased due to the challenging market conditions. The change in average sales price for the fiscal 2023 excludes the impact of a $156 million reduction of Sales from the recognition of legal contingency accruals.
- **Operating Income (Loss)** – Operating income decreased in fiscal 2023 primarily due to the impacts of inflationary market conditions as well as operational impacts associated with strategic decisions in the first half of fiscal 2023. Operating income in fiscal 2023 was impacted by $300 million of higher feed ingredient costs and $80 million of net derivative losses as compared to $195 million of net derivative gains in fiscal 2022. Operating income in fiscal 2023 was impacted by $322 million in plant closure charges, $210 million of goodwill impairment charges, $156 million in legal contingency accruals and $16 million in restructuring and related charges, offset by $11 million of insurance proceeds, net of costs incurred associated with a production facility fire in fiscal 2021.

2022 vs. 2021 –

- **Sales Volume** – Sales volume increased primarily due to improved domestic production partially offset by inventory growth and strategic initiative mix impacts.

- **Average Sales Price** – Average sales price increased primarily due to the effects of pricing initiatives in an inflationary cost environment.
- **Operating Income (Loss)** – Operating income increased in fiscal 2022 primarily due to higher average sales prices and increased sales volume, partially offset by the impacts of inflationary market conditions including increased supply chain and labor costs. Operating income in fiscal 2022 was impacted by $595 million of higher feed ingredient costs, offset by $195 million of net derivative gains as compared to $65 million of net derivative gains in fiscal 2021. Additionally, operating income in fiscal 2022 benefited from $35 million of insurance proceeds, net of costs incurred related to a fire at a production facility. Operating income in fiscal 2021 was impacted by $626 million of losses from the recognition of legal contingency accruals and $23 million of expenses related to a fire at a production facility.

Prepared Foods Segment Results in millions

	2023	2022	Change 2023 vs. 2022	2021	Change 2021 vs. 2020
Sales	$ 9,845	$ 9,689	$ 156	$ 8,853	$ 836
Sales Volume Change			0.3 %		(4.1)%
Average Sales Price Change			1.3 %		13.5 %
Operating Income	$ 823	$ 746	$ 77	$ 1,456	$ (710)
Operating Margin	8.4 %	7.7 %		16.4 %	

2023 vs. 2022 –

- **Sales Volume** – Sales volume increased slightly for fiscal 2023 as increased retail volumes were partially offset by a reduction in foodservice volumes.
- **Average Sales Price** – Average sales price increased due to the effects of revenue management in an inflationary cost environment and favorable product mix.
- **Operating Income** – Operating income increased in fiscal 2023 driven by higher average sales prices and a $45 million reduction in raw material costs, partially offset by increased marketing, advertising and promotion spend. Operating income in fiscal 2023 was impacted by $17 million of product line discontinuation charges and $49 million of restructuring and related charges.

2022 vs. 2021 –

- **Sales Volume** – Sales volume decreased in fiscal 2022 due to the impacts of uneven foodservice recovery, the divestiture of our pet treats business in the fourth quarter of fiscal 2021, increased pricing and a challenging supply environment impacting the first half of fiscal 2022.
- **Average Sales Price** – Average sales price increased due to the effects of revenue management in an inflationary cost environment.
- **Operating Income** – Operating income decreased in fiscal 2022 due to the recognition of a $784 million gain on the sale of our pet treats business in the fourth quarter of fiscal 2021. Higher average sales prices were offset by the impacts of inflationary market conditions, including $615 million of increased raw materials and other input costs in fiscal 2022 in addition to increased supply chain and labor costs. Additionally, operating income in fiscal 2022 was impacted by $36 million of restructuring and related charges.

International/Other Results in millions

	2023	2022	Change 2023 vs. 2022	2021	Change 2022 vs. 2021
Sales	$ 2,515	$ 2,355	$ 160	$ 1,990	$ 365
Operating Income (Loss)	(218)	14	(232)	(3)	17

2023 vs. 2022 –

- **Sales** – Sales increased due to volume growth and pricing actions to offset the high inflationary cost environment, which was partially offset by foreign exchange rate movements.
- **Operating Loss** – Operating income (loss) decreased in fiscal 2023 due to a $238 million goodwill impairment.

2022 vs. 2021 –

- **Sales** – Sales increased due to volume growth and higher pricing in an inflationary cost environment.
- **Operating Loss** – Operating income increased primarily due to $27 million of charges incurred in 2021 related to the relocation of a production facility in China which did not recur in fiscal 2022, partially offset by the impacts of global inflationary market conditions.

LIQUIDITY AND CAPITAL RESOURCES

Our cash needs for working capital, capital expenditures, growth opportunities, repurchases of senior notes, repayment of maturing debt, the payment of dividends and share repurchases are expected to be met with current cash on hand, cash flows provided by operating activities or short-term borrowings. Based on our current expectations, we believe our liquidity and capital resources will be sufficient to operate our business. However, we may take advantage of opportunities to generate additional liquidity or refinance existing debt through capital market transactions. The amount, nature and timing of any capital market transactions will depend on our operating performance and other circumstances; our then-current commitments and obligations; the amount, nature and timing of our capital requirements; any limitations imposed by our current credit arrangements; and overall market conditions.

Cash Flows from Operating Activities		in millions
	2023	2022
Net income (loss)	$ (649)	$ 3,249
Non-cash items in net income (loss):		
Depreciation and amortization	1,339	1,202
Deferred income taxes	(183)	264
Impairment of goodwill	781	—
Impairments and disposals of assets	101	34
Stock-based compensation expense	61	93
Other, net	115	(51)
Net changes in operating assets and liabilities	187	(2,104)
Net cash provided by operating activities	$ 1,752	$ 2,687

- The decrease in net cash provided by operating activities was primarily due to lower earnings as a result of operations and a decrease in Accounts Payable, offset by decreases in legal, annual incentive and tax payments, decreases in Accounts Receivable and Inventory, and an increase in insurance proceeds received.

Cash Flows from Investing Activities		in millions
	2023	2022
Additions to property, plant and equipment	$ (1,939)	$ (1,887)
(Purchases of)/Proceeds from marketable securities, net	(2)	(1)
Acquisitions, net of cash acquired	(262)	—
Acquisition of equity investments	(115)	(177)
Other, net	19	130
Net cash used for investing activities	$ (2,299)	$ (1,935)

- Additions to property, plant and equipment included spending for production growth, safety and animal well-being, new equipment, infrastructure replacements and upgrades to maintain competitive standing and position us for future opportunities.
  - Approximately $1.3 billion will be necessary to complete buildings and equipment under construction at September 30, 2023.
  - We expect capital expenditures between $1 billion and $1.5 billion for fiscal 2024. Capital expenditures include investments in profit improvement projects as well as projects for maintenance and repair. This includes completion of capacity expansion projects as well as new equipment, automation technology and processes for product innovation.
- Acquisitions, net of cash for fiscal 2023 included $223 million, net of cash acquired, for our acquisition of Williams Sausage Company and $39 million for the 60% equity stake in Supreme Foods Processing Company, a producer and distributor of value-added and cooked chicken and beef products.
- Acquisition of equity investments for fiscal 2023 primarily included: the purchase of minority interest in a global insect-based ingredients company; the purchase of a minority interest in a fully integrated poultry company in the Middle East that produces broiler chickens and operates hatcheries and feed mills; and deferred payments related to prior year equity method investment.
- Acquisition of equity investments for fiscal 2022 included the purchase of a minority interest in a South American-based fully integrated poultry company.
- Other, net for fiscal 2023 primarily included insurance proceeds received related to fires at our production facilities. Other, net for fiscal 2022 primarily included insurance proceeds received related to fires at our production facilities, proceeds from the disposition of assets and changes in deposits for capital expenditures.

Cash Flows from Financing Activities

in millions		
	2023	2022
Proceeds from issuance of debt	$ 1,130	$ 103
Payments on debt	(603)	(1,191)
Proceeds from issuance of commercial paper	7,693	—
Repayments of commercial paper	(7,103)	—
Purchases of Tyson Class A common stock	(354)	(702)
Dividends	(670)	(653)
Stock options exercised	11	126
Other, net	(16)	(6)
Net cash provided by (used for) financing activities	$ 88	$ (2,323)

- During fiscal 2023, proceeds from issuance of debt included $1 billion of proceeds from the issuance of a term loan facility due May 2026.
- Payments on debt included:
  - **2023** – In September 2023, we extinguished the $400 million outstanding balance of our senior notes due September 2023.
  - **2022** – In March 2022, we extinguished the $1 billion outstanding balance of our senior notes due June 2022.
- Purchases of Tyson Class A common stock included:
  - $300 million and $587 million of cash paid for shares repurchased pursuant to our share repurchase program in fiscal 2023 and 2022, respectively.
  - $54 million and $115 million for shares repurchased to fund certain obligations under our equity compensation plans in fiscal 2023 and 2022, respectively.
- Dividends paid during fiscal 2023 included a 4% increase to our fiscal 2022 quarterly dividend rate.

Liquidity

in millions	Commitments Expiration Date	Facility Amount	Outstanding Letters of Credit (no draw downs)	Amount Borrowed	Amount Available at September 30, 2023
Cash and cash equivalents					$ 573
Short-term investments					15
Term loan facility	May 2026	$ 1,000	$ —	$ 1,000	—
Term loan facility	May 2028	750	—	—	750
Revolving credit facility	September 2026	2,250	—	—	2,250
Commercial Paper					(592)
Total liquidity					$ 2,996

- Liquidity includes cash and cash equivalents, short-term investments, and availability under our revolving credit and term loan facilities, less the outstanding commercial paper balance.
- At September 30, 2023, we had current debt of $1,895 million, which we intend to pay with cash generated from our operating activities and other existing or new liquidity sources.
- In fiscal 2023, we executed two new term loan facilities totaling $1.75 billion to refinance our short-term promissory notes ("commercial paper program") and for general corporate purposes. The first term loan facility totaling $1.0 billion matures on May 3, 2026 and we borrowed the full $1.0 billion available under this loan facility. The second term loan facility totaling $750 million matures on May 3, 2028 and at September 30, 2023, we had no outstanding borrowings under this facility. In November 2023, we borrowed the full $750 million available under the second term loan facility to refinance the outstanding commercial paper and for general corporate purposes.
- The revolving credit facility supports our short-term funding needs and also serves to backstop our commercial paper program. We had no borrowings under the revolving credit facility during fiscal 2023. Under the terms of the facility, we have the option to establish incremental commitment increases of up to $500 million if certain conditions are met.
- We expect net interest expense will approximate $400 million for fiscal 2024.
- Our ratio of short-term assets to short-term liabilities ("current ratio") was 1.3 to 1 and 1.8 to 1 at September 30, 2023, and October 1, 2022, respectively. The decrease in fiscal 2023 was primarily due to decreased cash and cash equivalents and increased current debt.

- At September 30, 2023, $539 million of our cash was held in the international accounts of our foreign subsidiaries. Generally, we do not rely on the foreign cash as a source of funds to support our ongoing domestic liquidity needs. We manage our worldwide cash requirements by reviewing available funds among our foreign subsidiaries and the cost effectiveness with which those funds can be accessed. We intend to repatriate any excess cash (net of applicable withholding taxes) not subject to regulatory requirements and to indefinitely reinvest outside of the United States the remainder of cash held by foreign subsidiaries. We do not expect the regulatory restrictions or taxes on repatriation to have a material effect on our overall liquidity, financial condition or the results of operations for the foreseeable future.

Capital Resources

Credit and Term Loan Facilities
Cash flows from operating activities and cash on hand are our primary sources of liquidity for funding debt service, capital expenditures, dividends and share repurchases. We also have a revolving credit facility, with a committed capacity of $2.25 billion, to provide additional liquidity for working capital needs and to backstop our commercial paper program. Additionally, we have $1.75 billion in committed term loan facilities of which $1.0 billion was drawn upon as of September 30, 2023.

At September 30, 2023, amounts available for borrowing under our revolving credit and term loan facilities totaled $3.0 billion. Our revolving credit facility is funded by a syndicate of 20 banks, with commitments ranging from $35 million to $175 million per bank.

Commercial Paper Program
Our commercial paper program provides a low-cost source of borrowing to fund general corporate purposes including working capital requirements. The maximum borrowing capacity under the commercial paper program is $1.5 billion. The maturities of the notes may vary, but may not exceed 397 days from the date of issuance. As of September 30, 2023, we had $592 million commercial paper outstanding under this program with maturities less than 20 days. Our ability to access commercial paper in the future may be limited or its costs increased.

Capitalization
To monitor our credit ratings and our capacity for long-term financing, we consider various qualitative and quantitative factors. We monitor the ratio of our net debt to EBITDA as support for our long-term financing decisions. At September 30, 2023, and October 1, 2022, the ratio of our net debt to EBITDA was 9.1x and 1.3x, respectively. Refer to Other Key Financial Measures below for an explanation and reconciliation to comparable Generally Accepted Accounting Principles (“GAAP”) measures. The increase in this ratio at September 30, 2023 is due to an increase in net debt of $1,629 million and a decrease of $4,712 million in EBITDA.

Credit Ratings

Term Loan Facility due May 2028
Standard & Poor’s Rating Services’, a Standard & Poor’s Financial Services LLC business (“S&P”), applicable rating is “BBB+”. Moody’s Investor Service, Inc.’s (“Moody’s”) applicable rating is “Baa2”. The below table outlines the commitment fee on any unused borrowing capacity and the borrowing spread on the outstanding principal balance of our term loan facility due May 2028 that corresponds to the applicable ratings levels from S&P and Moody’s.

Ratings Level (Moody’s/S&P)	Commitment Fee	Borrowing Spread
Baal/BBB+ or above (current level)	0.100 %	1.625 %
Baa2/BBB	0.125 %	1.750 %
Baa3/BBB- or lower	0.175 %	1.875 %

Term Loan Facility due May 2026
S&P applicable rating is “BBB+” and Moody’s applicable rating is “Baa2”. The below table outlines the borrowing spread on the outstanding principal balance of our term loan facility due May 2026 that corresponds to the applicable ratings levels from S&P and Moody’s.

Ratings Level (Moody’s/S&P)	Borrowing Spread
A2/A or above	0.875 %
A3/A-	1.000 %
Baal/BBB+ (current level)	1.125 %
Baa2/BBB	1.250 %
Baa3/BBB- or lower	1.375 %

Revolving Credit Facility
S&P's applicable rating is “BBB+.” Moody's applicable rating is “Baa2.” The below table outlines the fees paid on the unused portion of the facility (“Facility Fee Rate”) and letter of credit fees and borrowings (“All-in Borrowing Spread”) that corresponds to the applicable ratings levels from S&P and Moody's.

Ratings Level (S&P/Moody’s)	Facility Fee Rate	All-in Borrowing Spread
A2/A or above	0.700 %	0.875 %
A3/A-	0.090 %	1.000 %
Baal/BBB+ (current level)	0.100 %	1.125 %
Baa2/BBB	0.125 %	1.250 %
Baa3/BBB or lower	0.175 %	1.375 %

In the event the ratings fall within different levels, the applicable rate will be based upon the higher of the two Levels or, if there is more than a one-notch split between the two Levels, then the Applicable Rate will be based upon the Level that is one Level below the higher Level.

Debt Covenants
Our revolving credit and term loan facilities contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens and encumbrances; incur debt; merge, dissolve, liquidate or consolidate; make acquisitions and investments; dispose of or transfer assets; change the nature of our business; engage in certain transactions with affiliates; and enter into hedging transactions, in each case, subject to certain qualifications and exceptions. In addition, we are required to maintain a minimum interest expense coverage ratio.

Our senior notes also contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens; engage in certain sale/leaseback transactions; and engage in certain consolidations, mergers and sales of assets.

We were in compliance with all debt covenants at September 30, 2023 and expect that we will maintain compliance.

Pension Plans
As further described in Part II, Item 8, Notes to Consolidated Financial Statements, Note 15: Pensions and Other Postretirement Benefits, the funded status of our defined benefit pension plans is defined as the amount the projected benefit obligation exceeds the plan assets. The funded status of the plans is an underfunded position of $149 million at the end of fiscal 2023 as compared to an underfunded position of $159 million at the end of fiscal 2022. We contributed $13 million in fiscal 2023 and expect to contribute approximately $15 million of cash to our pension plans in fiscal 2024. The exact amount of cash contributions made to pension plans in any year is dependent upon a number of factors, including minimum funding requirements. As a result, the actual funding in fiscal 2024 may be different from the estimate.

Off-Balance Sheet Arrangements
We do not have any off-balance sheet arrangements material to our financial position or results of operations. The off-balance sheet arrangements we have are guarantees of obligations related to certain outside third parties, including leases, debt and livestock grower loans, and residual value guarantees covering certain operating leases for various types of equipment. See Part II, Item 8, Notes to Consolidated Financial Statements, Note 20: Commitments and Contingencies for further discussion.

CONTRACTUAL OBLIGATIONS

The following table summarizes our contractual obligations as of September 30, 2023 (in millions):

	Payments Due by Period				
	2024	2025-2026	2027-2028	2029 and thereafter	Total
Debt principal payments [1]	$ 1,899	$ 1,844	$ 1,387	$ 4,452	$ 9,582
Interest payments [2]	416	696	481	2,800	4,393
Guarantees [3]	12	34	15	24	85
Operating lease obligations [4]	171	221	100	99	591
Purchase obligations [5]	424	444	129	149	1,146
Capital expenditures [6]	1,067	248	—	—	1,315
Other long-term liabilities [7]	—	—	—	—	842
Total contractual commitments	$ 3,989	$ 3,487	$ 2,112	$ 7,524	$ 17,954

(1) In the event of a default on payment, acceleration of the principal payments could occur.

(2) Interest payments include interest on all outstanding debt. Payments are estimated for variable rate and variable term debt based on effective interest rates at September 30, 2023, and expected payment dates.

(3) Amounts include guarantees of obligations related to certain outside third parties, which consist of leases, debt and livestock grower loans, all of which are substantially collateralized by the underlying assets, as well as residual value guarantees covering certain operating leases for various types of equipment. The amounts included are the maximum potential amount of future payments.

(4) For additional information regarding operating leases, refer to Part II, Item 8, Notes to the Consolidated Financial Statements, Note 6: Leases.

(5) Amounts include agreements with a remaining term in excess of one year to purchase goods or services that are enforceable and legally binding and specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. The purchase obligations amount included items, such as future purchase commitments for grains and livestock purchase contracts, that provide terms that meet the above criteria. For certain grain purchase commitments with a fixed quantity provision, we have assumed the future obligations under the commitment based on available commodity futures prices as published in observable active markets as of September 30, 2023. We have excluded future purchase commitments for contracts that do not meet these criteria. Purchase orders are not included in the table, as a purchase order is an authorization to purchase and is cancellable. Contracts for goods or services that contain termination clauses without penalty have also been excluded.

(6) Amounts include estimated amounts to complete buildings and equipment under construction as of September 30, 2023.

(7) Other long-term liabilities primarily consist of deferred compensation, deferred income, self-insurance and asset retirement obligations. We are unable to reliably estimate the amount and timing of the remaining payments beyond fiscal 2023; therefore, we have only included the total liability in the table above. We also have employee benefit obligations consisting of pensions and other postretirement benefits of $193 million that are excluded from the table above. A discussion of the Company's pension and postretirement plans, including funding matters, is included in Part II, Item 8, Notes to Consolidated Financial Statements, Note 15: Pensions and Other Postretirement Benefits.

In addition to the amounts shown above in the table, we have unrecognized tax benefits of $117 million and related interest and penalties of $50 million at September 30, 2023, recorded in Other long-term liabilities.

The potential maximum contractual obligation associated with our cash flow assistance programs at September 30, 2023, based on the estimated fair values of the livestock supplier's net tangible assets on that date, aggregated to approximately $295 million. After analyzing residual credit risks and general market conditions, we have recorded an $8 million allowance for these programs' estimated credit losses at September 30, 2023.

OTHER KEY FINANCIAL MEASURES

The following are other key financial measures used by the Company for the purposes of assessing performance and highlighting operational trends as well as our ability to generate earnings sufficient to service our debt:

in millions, except ratio data

	2023	2022	2021
Net income (loss)	$ (649)	$ 3,249	$ 3,060
Less: Interest income	(30)	(17)	(8)
Add: Interest expense	355	365	428
Add/(Less): Income tax expense (benefit)	(29)	900	981
Add: Depreciation	1,100	945	934
Add: Amortization (a)	229	246	261
EBITDA	$ 976	$ 5,688	$ 5,656
Total gross debt	$ 9,506	$ 8,321	$ 9,348
Less: Cash and cash equivalents	(573)	(1,031)	(2,507)
Less: Short-term investments	(15)	(1)	—
Total net debt	$ 8,918	$ 7,289	$ 6,841
Ratio Calculations:			
Gross debt/EBITDA	9.7x	1.5x	1.7x
Net debt/EBITDA	9.1x	1.3x	1.2x
Return on invested capital (b)	(1.4 %)	13.4 %	13.3 %
Total debt to capitalization (c)	34.2 %	29.6 %	34.4 %
Book value per share (d)	$ 51.37	$ 55.04	$ 48.95

(a) Excludes the amortization of debt issuance and debt discount expense of $10 million, $11 million, $19 million for fiscal 2023, 2022 and 2021, respectively, as it is included in Interest expense.

(b) Return on invested capital is calculated by dividing after-tax operating income (loss), calculated by applying the Company's effective tax rate to operating income (loss), by the average of beginning and ending total debt and shareholders' equity less cash and cash equivalents.

(c) For the total debt to capitalization calculation, capitalization is defined as total debt plus total shareholders' equity.

(d) Book value per share is calculated by dividing shareholders' equity by the sum of Class A and B shares outstanding.

EBITDA is defined as net income (loss) before interest, income taxes, depreciation and amortization. Net debt to EBITDA represents the ratio of our debt, net of cash and short-term investments, to EBITDA. EBITDA and net debt to EBITDA are presented as supplemental financial measurements in the evaluation of our business. We believe the presentation of these financial measures helps investors to assess our operating performance from period to period, including our ability to generate earnings sufficient to service our debt, enhances understanding of our financial performance and highlights operational trends. These measures are widely used by investors and rating agencies in the valuation, comparison, rating and investment recommendations of companies; however, the measurements of EBITDA and net debt to EBITDA may not be comparable to those of other companies, which limits their usefulness as comparative measures. EBITDA and net debt to EBITDA are not measures required by or calculated in accordance with generally accepted accounting principles ("GAAP") and should not be considered as substitutes for net income or any other measure of financial performance reported in accordance with GAAP or as a measure of operating cash flow or liquidity. EBITDA is a useful tool for assessing, but is not a reliable indicator of, our ability to generate cash to service our debt obligations because certain of the items added to net income to determine EBITDA involve outlays of cash. As a result, actual cash available to service our debt obligations will be different from EBITDA. Investors should rely primarily on our GAAP results, and use non-GAAP financial measures only supplementally, in making investment decisions.

RECENTLY ISSUED/ADOPTED ACCOUNTING PRONOUNCEMENTS

Refer to the discussion under Part II, Item 8, Notes to Consolidated Financial Statements, Note 1: Business and Summary of Significant Accounting Policies and Note 2: Changes in Accounting Principles.

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements requires us to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The following is a summary of certain accounting estimates we consider critical. These estimates require levels of subjectivity and judgment, which could result in actual results differing from our estimates.

Contingent liabilities

Description

We are subject to lawsuits, investigations and other claims related to wage and hour/labor, antitrust, environmental, product, taxing authorities and other matters, and are required to assess the likelihood of any adverse judgments or outcomes to these matters, as well as potential ranges of probable losses.

A determination of the amount of reserves and disclosures required, if any, for these contingencies is made after considerable analysis of each individual issue. We accrue for contingent liabilities when an assessment of the risk of loss is probable and can be reasonably estimated. We disclose contingent liabilities when the risk of loss is reasonably possible or probable.

Judgments and Uncertainties

Our contingent liabilities contain uncertainties because the eventual outcome will result from future events, and determination of current reserves requires estimates and judgments related to future changes in facts and circumstances, differing interpretations of the law and assessments of the amount of damages, and the effectiveness of strategies or other factors beyond our control.

Effect if Actual Results Differ From Assumptions

We have not made any material changes in the accounting methodology used to establish our contingent liabilities during the past three fiscal years. As set forth in Part II, Item 8, Notes to the Consolidated Financial Statements, Note 20: Commitments and Contingencies, we recognized $156 million and $626 million of charges in fiscal 2023 and 2021, respectively, from legal accruals related to our broiler antitrust civil litigation, broiler chicken grower litigation, and wage rate litigation based on our assessment of the likelihood and amount of probable losses. We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate our contingent liabilities. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to gains or losses that could be material.

Revenue recognition

Description

We recognize revenue for the sale of our product at the point in time when our performance obligation has been satisfied and control of the product has transferred to our customer, which generally occurs upon shipment or delivery to a customer based on terms of the sale. Revenue is measured by the transaction price, which is defined as the amount of consideration we expect to receive in exchange for providing goods to customers. The transaction price is adjusted for estimates of known or expected variable consideration, which includes consumer incentives, trade promotions, and allowances, such as coupons, discounts, rebates, volume-based incentives, cooperative advertising, and other programs. Variable consideration related to these programs is recorded as a reduction to revenue based on amounts we expect to pay.

Judgments and Uncertainties

The transaction price contains estimates of known or expected variable consideration. We base these estimates on current performance, historical utilization, and projected redemption rates of each program. We review and update these estimates regularly until the incentives or product returns are realized and the impact of any adjustments are recognized in the period the adjustments are identified.

Effect if Actual Results Differ From Assumptions

We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to recognize revenue. As noted above, estimates are made based on historical experience and other factors. Typically, programs that are offered have a short duration, and historically, the difference between actual experience compared to estimated redemptions and performance has not been significant to the quarterly or annual financial statements. However, if the level of redemption rates or performance were to vary significantly from estimates, we may be exposed to gains or losses that could be material. We have not made any material changes in the accounting methodology used to recognize revenue during the past three fiscal years.

Accrued self-insurance

Description

We are self-insured for certain losses related to health and welfare, workers' compensation, auto liability and general liability claims. We use an independent third-party actuary to assist in determining our self-insurance liability. We and the actuary consider a number of factors when estimating our self-insurance liability, including claims experience, demographic factors, severity factors and other actuarial assumptions. We periodically review our estimates and assumptions with our third-party actuary to assist us in determining the adequacy of our self-insurance liability. Our policy is to maintain an accrual at the actuarial estimated median.

Judgments and Uncertainties
Our self-insurance liability contains uncertainties due to assumptions required and judgments used. Costs to settle our obligations, including legal and healthcare costs, could increase or decrease causing estimates of our self-insurance liability to change. Incident rates, including frequency and severity, could increase or decrease causing estimates in our self-insurance liability to change.

Effect if Actual Results Differ From Assumptions
We have not made any material changes in the accounting methodology used to establish our self-insurance liability during the past three fiscal years. We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate our self-insurance liability. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to gains or losses that could be material. A 10% change in the actuarial estimate at September 30, 2023, would not have a significant impact on our liability.

Income taxes

Description
We estimate total income tax expense based on statutory tax rates and tax planning opportunities available to us in various jurisdictions in which we earn income. Income tax includes an estimate for withholding taxes on earnings of foreign subsidiaries expected to be remitted but does not include an estimate for taxes on earnings considered to be indefinitely invested in the foreign subsidiary. Deferred income taxes are recognized for the future tax effects of temporary differences between financial and income tax reporting using tax rates in effect for the years in which the differences are expected to reverse. Valuation allowances are recorded when it is likely a tax benefit will not be realized for a deferred tax asset. We record unrecognized tax benefit liabilities for known or anticipated tax issues based on our analysis of whether, and the extent to which, additional taxes will be due.

Judgments and Uncertainties
Changes in projected future earnings could affect the recorded valuation allowances in the future. Our calculations related to income taxes contain uncertainties due to judgment used to calculate tax liabilities in the application of complex tax regulations across the tax jurisdictions where we operate. Our analysis of unrecognized tax benefits contains uncertainties based on judgment used to apply the more likely than not recognition and measurement thresholds.

Effect if Actual Results Differ From Assumptions
Due to the complexity of some of these judgments and uncertainties, the ultimate resolution may result in a payment that is materially different from the current estimate of the tax liabilities. To the extent we prevail in matters for which unrecognized tax benefit liabilities have been established, or are required to pay amounts in excess of our recorded unrecognized tax benefit liabilities, our effective tax rate in a given financial statement period could be materially affected. An unfavorable tax settlement would require use of our cash and generally result in an increase in our effective tax rate in the period of resolution. A favorable tax settlement would generally be recognized as a reduction in our effective tax rate in the period of resolution. Changes in tax laws and rates could affect recorded deferred tax assets and liabilities in the future. Other than those potential impacts, we do not believe there is a reasonable likelihood there will be a material change in the tax related balances or valuation allowances.

Defined benefit pension plans

Description
We sponsor four defined benefit pension plans that provide retirement benefits to certain team members. We also participate in a multi-employer plan that provides defined benefits to certain team members covered by collective bargaining agreements. Such plans are usually administered by a board of trustees composed of the management of the participating companies and labor representatives. We use independent third-party actuaries to assist us in determining our pension obligations and net periodic benefit cost. We and the actuaries review assumptions that include estimates of the present value of the projected future pension payment to all plan participants, taking into consideration the likelihood of potential future events such as salary increases and demographic experience. We accumulate and amortize the effect of actuarial gains and losses over future periods. Net periodic benefit cost for the defined benefit pension plans was $6 million in fiscal 2023. The projected benefit obligation was $176 million at the end of fiscal 2023. Unrecognized actuarial gain was $13 million at the end of fiscal 2023. We currently expect net periodic benefit cost associated with our pension plans to be approximately $7 million in fiscal 2024. We expect to contribute approximately $15 million of cash to our pension plans in fiscal 2024. The exact amount of cash contributions made to pension plans in any year is dependent upon a number of factors, including minimum funding requirements.

Judgments and Uncertainties
Our defined benefit pension plans contain uncertainties due to assumptions required and judgments used. The key assumptions used in developing the required estimates include such factors as discount rates, expected returns on plan assets, retirement rates, and mortality. These assumptions can have a material impact upon the funded status and the net periodic benefit cost. The expected liquidation of certain plans has been considered along with these assumptions. The discount rates were determined using a cash flow matching technique whereby the rates of a yield curve, developed from high-quality debt securities, were applied to the benefit obligations to determine the appropriate discount rate. In determining the long-term rate of return on plan assets, we first examined historical rates of return for the various asset classes within the plans. We then determined a long-term projected rate-of-return based on expected returns. Investment, management and other fees paid out of plan assets are factored into the determination of asset return assumptions. Retirement rates are based primarily on actual plan experience, while standard actuarial tables are used to estimate mortality. It is reasonably likely that changes in external factors will result in changes to the assumptions used to measure pension obligations and net periodic benefit cost in future periods.

The risks of participating in multi-employer plans are different from single-employer plans. The net pension cost of the multi-employer plans is equal to the annual contribution determined in accordance with the provisions of negotiated labor contracts. Assets contributed to such plans are not segregated or otherwise restricted to provide benefits only to our team members. The future cost of these plans is dependent on a number of factors including the funded status of the plans and the ability of the other participating companies to meet ongoing funding obligations.

Effect if Actual Results Differ From Assumptions
We have not made any material changes in the accounting methodology used to establish our pension obligations and net periodic benefit cost during the past three fiscal years. We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate our pension obligations and net periodic benefit cost. However, if actual results are not consistent with our estimates or assumptions, they are accumulated and amortized over future periods and, therefore generally affect the net periodic benefit cost in future periods. A 1% change in the discount rate at September 30, 2023, would not have a significant impact on the projected benefit obligation or net periodic benefit cost. A 1% change in the return on plan assets at September 30, 2023, would not have a significant impact on net periodic benefit cost. The sensitivities reflect the impact of changing one assumption at a time with the remaining assumptions held constant. Economic factors and conditions often affect multiple assumptions simultaneously and the effect of changes in assumptions are not necessarily linear.

Impairment of goodwill and indefinite life intangible assets

Description
Goodwill and indefinite life intangible assets are evaluated for impairment annually or more frequently if events or circumstances indicate it is more likely than not that the fair value of a reporting unit or indefinite life intangible asset is less than its carrying amount. We have elected to make the first day of the fourth quarter the annual impairment assessment date for goodwill and indefinite life intangible assets. However, we could be required to evaluate the recoverability of goodwill and indefinite life intangible assets outside of the required annual assessment if, among other things, we experience disruptions to the business, unexpected significant declines in operating results, divestiture of a significant component of the business, sustained decline in market capitalization or significant changes in macro-economic factors such as increased interest and discount rates.

We evaluate goodwill for impairment by first performing a qualitative assessment to determine whether a quantitative goodwill test is necessary. If it is determined, based on qualitative factors, the fair value of the reporting unit may more likely than not be less than its carrying amount or if significant changes to macro-economic factors related to the reporting unit have occurred that could materially impact fair value, a quantitative goodwill impairment test would be required. The quantitative test compares the fair value of a reporting unit with its carrying amount. Additionally, we can elect to forgo the qualitative assessment and perform the quantitative test. Upon performing the quantitative test, if the carrying value of the reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of goodwill.

For indefinite life intangible assets, a qualitative assessment can also be performed to determine whether the existence of events and circumstances indicates it is more likely than not an intangible asset is impaired. Similar to goodwill, we can also elect to forgo the qualitative test for indefinite life intangible assets and perform the quantitative test. Upon performing the quantitative test, if the carrying value of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

Judgments and Uncertainties

We estimate the fair value of our reporting units considering the use of various valuation techniques, with the primary technique being an income approach (discounted cash flow method) and another technique being a market approach (guideline public company method), which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy. We include assumptions about sales growth, operating margins, discount rates and valuation multiples which consider our budgets, business plans, economic projections and marketplace data, and are believed to reflect market participant views which would exist in an exit transaction. Assumptions are also made for varying growth rates for periods beyond the long-term business plan period. Generally, we utilize operating margin assumptions based on future expectations, macro-economic trends, operating margins historically realized in the reporting units' industries and industry marketplace valuation multiples. We consider reporting units that have 20% or less excess fair value over carrying amount to have a heightened risk of impairment. Our fiscal 2022 and 2021 goodwill impairment analyses did not result in impairment charges.

During the third quarter of fiscal 2023, we experienced lower than previously anticipated operating results and changing market fundamentals, as well as a drop in our market capitalization to below book value. Consequently, based on our qualitative assessment, we determined it was necessary to perform a quantitative assessment for all of our reporting units. Based on this assessment, we determined that all of our reporting units' estimated fair values exceeded their carrying values other than one of our Chicken segment reporting units and two of our International/Other reporting units. For these reporting units, we recognized a $448 million goodwill impairment charge including $210 million to partially impair the goodwill of a Chicken segment reporting unit and $238 million to fully impair the goodwill of two of our International/Other reporting units.

We performed our annual impairment assessment as of the first day of our fourth quarter of fiscal 2023 and determined it was necessary to perform quantitative assessments for our Beef, Pork and two Chicken segment reporting units, as all of these reporting units were at heightened risk of impairment following the third quarter assessment. Based on this assessment, we determined that our Beef, Pork and two Chicken reporting units' estimated fair values exceeded their carrying value, and thus, it did not result in any additional goodwill impairments.

However, during the fourth quarter of fiscal 2023, we experienced an increase in long-term treasury rates which caused a net 50 basis point increase in the discount rates used in estimating the fair value of the reporting units. Consequently, because of our qualitative assessment, we determined it was necessary to perform a quantitative assessment for our Beef, Pork and two Chicken segment reporting units as of September 30, 2023. Based on this quantitative assessment, we determined that our Pork and two Chicken segment reporting units' estimated fair values exceeded their carrying values. The fair value of our Beef reporting unit, which had $676 million of goodwill at the time of the assessment, did not exceed its carrying value. For the Beef reporting unit, the increased discount rate resulted in a decrease in its estimated fair value to below its carrying value. Accordingly, we recognized a $333 million goodwill impairment charge to partially impair its goodwill. Following the September 30, 2023 assessment, our Beef, Pork and two Chicken segment reporting units, with total goodwill of approximately $3.8 billion, are at heightened risk of impairment.

Our Beef segment reporting unit had goodwill of $0.3 billion at September 30, 2023, after the impairment. In estimating its fair value, we generally assumed operating margins in future years would normalize over time as we believe this is consistent with market participant views in an exit transaction. The current year results are not indicative of future market participant expectations in an exit transaction primarily due to challenging market conditions associated with lower cattle supplies which impacts we expect to be mostly temporary in nature. The Beef reporting unit's goodwill was written down to its fair value resulting in no excess fair value over carrying amount as of September 30, 2023. Any increase in the discount rate or reduced estimated long-term operating margins to below 2.0%-3.0% (breakeven), with all other assumptions unchanged, would have caused the carrying value of this reporting unit to exceed its fair value, which may have resulted in an additional material goodwill impairment loss.

Our Pork segment reporting unit had goodwill at September 30, 2023 of $0.4 billion. We generally assumed operating margins in future years would normalize over time as we believe this is consistent with market participant views in an exit transaction. Had we assumed future operating margins consistent with those in fiscal 2023, we would have failed the impairment quantitative tests, which may have resulted in material goodwill impairment losses. The current year results are not indicative of future market participant expectations in an exit transaction primarily due to challenging market conditions associated with higher availability of live hogs supplies during a period of reduced global demand and compressed pork margins which impacts we expect to be mostly temporary in nature. To pass the impairment quantitative tests, projected long-term operating margins, utilizing the discounted cash flow method, had to average approximately 4.0%-5.0% (breakeven). Additionally, a hypothetical increase in the discount rate of approximately 10-25 basis points at September 30, 2023, with all other assumptions unchanged, would have caused the carrying value of this reporting unit to exceed its fair value, which may have resulted in a material goodwill impairment loss.

Our Chicken segment reporting units had goodwill at September 30, 2023 of $3.1 billion. We generally assumed operating margins in future years would normalize over time as we believe this is consistent with market participant views in an exit transaction. Had we assumed future operating margins consistent with those realized in fiscal 2023, we would have failed the impairment quantitative test, which may have resulted in material goodwill impairment losses. The current year results are not indicative of future market participant expectations in an exit transaction primarily due to challenging market conditions associated with excess domestic supply impacts, losses incurred associated with derivatives, legal contingencies, and restructuring, which impacts we expect to be mostly temporary in nature. To pass the impairment quantitative test, projected long-term operating margins, utilizing the discounted cash flow method, had to average approximately 5.0%-6.0% (breakeven). Additionally, a hypothetical increase in the discount rate of approximately 25-50 basis points at September 30, 2023, with all other assumptions unchanged, would have caused the carrying values of the Chicken segment's reporting units to approximate its fair value, which may have resulted in a material goodwill impairment loss.

Our remaining reporting units had goodwill of $6.0 billion at September 30, 2023, and were not considered at heightened risk of impairment as of the date of its most recent estimated fair value determination which was in the third quarter of fiscal 2023. A hypothetical increase in the discount rate of approximately 125-150 basis points as of the date of its most recent estimated fair value determination, with all other assumptions unchanged, would have caused the carrying value of the Prepared Foods reporting unit, with goodwill of $5.9 billion at September 30, 2023, to approximate its fair value. Discount rates utilized in the discounted cash flow method have increased approximately 50 basis points since the third quarter of fiscal 2023 assessment through September 30, 2023.

The fair value of our indefinite life intangible assets is calculated principally using multi-period excess earnings and relief-from-royalty valuation approaches, which uses significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy, and is believed to reflect market participant views which would exist in an exit transaction. Under these valuation approaches, we are required to make estimates and assumptions about sales growth, operating margins, royalty rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data. We consider indefinite life intangible assets that have 20% or less excess fair value over carrying amount to have a heightened risk of impairment. Our fiscal 2023, 2022, and 2021 indefinite life intangible assets impairment analyses did not result in an impairment charge.

All of our indefinite life intangible assets estimated fair values exceeded their carrying values by more than 20% at the date of the most recent estimated fair value determination, which was in the annual assessment as of the beginning of the fourth quarter of fiscal 2023, other than two of our Prepared Foods brands with carrying values of $0.5 billion and $0.3 billion at September 30, 2023. For the brand with a carrying value $0.5 billion, a hypothetical increase in the discount rate of approximately 50 basis points as of the date of the most recent estimated fair value, with all other assumptions unchanged, would have caused the carrying value to approximate its fair value. For the brand with a carrying value $0.3 billion, a hypothetical increase in the discount rate of approximately 100 basis points as of the date of the most recent estimated fair value, with all other assumptions unchanged, would have caused the carrying value to approximate its fair value. We generally assumed operating margins and growth rates in future years would normalize over time as we believe this is consistent with market participant views in an exit transaction. Had we assumed future operating margins and growth rates consistent with those realized in fiscal 2023, we would have failed the impairment quantitative test, which may have resulted in material impairment losses. The current year results are not indicative of future market participant expectations in an exit transaction primarily due to the impacts of rapid inflationary pressures and volatile market conditions which impacts we expect to be mostly temporary in nature. We do not currently consider any of our other indefinite life intangible assets, which had aggregate carrying value of $3.3 billion at September 30, 2023, to be at heightened risk of impairment.

Effect if Actual Results Differ From Assumptions
We have not made material changes in the accounting methodology used to evaluate impairment of goodwill and intangible assets during the last three years.

Our impairment analysis contains inherent estimates and assumptions, many of which are outside the control of management including interest rates, cost of capital, tax rates, market EBITDA comparables and credit ratings, which could positively or negatively impact the anticipated future economic and operating conditions. The assumptions and estimates used in determining fair value require considerable judgement and are sensitive to changes in underlying assumptions. These assumptions can change in future periods as a result of overall economic conditions, including the impacts of inflationary pressures, increased interest and discount rates, global supply chain constraints and decreased market capitalization, amongst others. As a result, there can be no assurance that estimates and assumptions made for the purpose of assessing impairments will prove to be an accurate prediction of the future. Potential circumstances that could have a negative effect on the fair value of our reporting units and indefinite life intangible assets include, but are not limited to, lower than forecasted growth rates or operating margins and changes in discount rates. A reduction in the estimated fair value of the reporting units and indefinite life intangible assets could trigger an impairment in the future. We cannot predict the occurrence of certain events or changes in circumstances that might adversely affect the carrying value of our goodwill and indefinite life intangible assets.

We continuously evaluate the changing macro-economic conditions including inflationary pressures, rising interest rates, demand outlook and export markets as well as the Company's decreased market capitalization. Our reporting units with heightened risk of future impairments with $3.8 billion carrying value at September 30, 2023, as well as the brand with $0.5 billion carrying value, as described above, all have less than 10% of excess fair value above carrying value as of the date of the most recent estimated fair value determination. Consequently, their estimated fair values remain highly sensitive to future discount rate increases, changing macro-economic conditions and achievement of projected long-term operating margins. Discount rates increased by approximately 50 basis points from the date of our annual impairment assessment to September 30, 2023. Although the remaining reporting units and indefinite life intangible assets generally had more than 20% excess fair value over carrying amount as of the date of the most recent estimated fair value determination, they are also susceptible to impairments if any assumptions, estimates, or market factors significantly change in the future.

Impairment of long-lived assets and definite life intangibles

Description
Long-lived assets and definite life intangibles are evaluated for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable. Examples include a significant adverse change in the extent or manner in which we use the asset, a change in its physical condition, or an unexpected change in financial performance.

When evaluating long-lived assets and definite life intangibles for impairment, we compare the carrying value of the asset to the asset's estimated undiscounted future cash flows. An impairment is indicated if the estimated future cash flows are less than the carrying value of the asset group. For assets held for sale, we compare the carrying value of the disposal group to fair value. The impairment is the excess of the carrying value over the fair value of the asset.

We recorded charges related to long-lived assets of $101 million, $34 million and $60 million, in fiscal 2023, 2022 and 2021, respectively.

Judgments and Uncertainties
Our impairment analysis contains uncertainties due to judgment in assumptions, including useful lives and intended use of assets, observable market valuations, forecasted sales growth, operating margins, royalty rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data that reflects the risk inherent in future cash flows to determine fair value.

Effect if Actual Results Differ From Assumptions
We have not made any material changes in the accounting methodology used to evaluate the impairment of long-lived assets or definite life intangibles during the last three fiscal years. We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate impairments or useful lives of long-lived assets or definite life intangibles. However, if actual results are not consistent with our estimates and assumptions used to calculate estimated future cash flows, we may be exposed to impairment losses that could be material. We periodically conduct projects to strategically evaluate optimization of such items as network capacity, manufacturing efficiencies and business technology. If we have a significant change in strategies, outlook, or a manner in which we plan to use these assets, we may be exposed to future impairments.

Business Combinations

Description
We account for acquired businesses using the acquisition method of accounting, which requires that once control of a business is obtained, 100% of the assets acquired and liabilities assumed, including amounts attributed to noncontrolling interests, be recorded at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill.

We use various models to determine the value of assets acquired and liabilities assumed such as net realizable value to value inventory, cost method and market approach to value property, relief-from-royalty and multi-period excess earnings to value intangibles and discounted cash flow to value goodwill.

For significant acquisitions we may use independent third-party valuation specialists to assist us in determining the fair value of assets acquired and liabilities assumed.

Judgments and Uncertainties
Significant judgment is often required in estimating the fair value of assets acquired and liabilities assumed, particularly intangible assets. We make estimates and assumptions about projected future cash flows including sales growth, operating margins, attrition rates, and discount rates based on historical results, business plans, expected synergies, perceived risk and marketplace data considering the perspective of marketplace participants.

Determining the useful life of an intangible asset also requires judgment as different types of intangible assets will have different useful lives and certain assets may be considered to have indefinite useful lives.

Effect if Actual Results Differ From Assumptions
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, which could result in subsequent impairments. For more information regarding business combinations, refer to Part II, Item 8, Notes to Consolidated Financial Statements, Note 3: Acquisitions and Dispositions.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk relating to our operations results primarily from changes in commodity prices, interest rates and foreign exchange rates, as well as credit risk concentrations. To address certain of these risks, we enter into various derivative transactions as described below. If a derivative instrument is accounted for as a hedge, depending on the nature of the hedge, changes in the fair value of the instrument either will be offset against the change in fair value of the hedged assets, liabilities or firm commitments through earnings, or be recognized in Other Comprehensive Income (Loss) until the hedged item is recognized in earnings. The ineffective portion of an instrument's change in fair value is recognized immediately.

Further, we hold certain positions, primarily in grain and livestock futures that either do not meet the criteria for hedge accounting or are not designated as hedges. With the exception of normal purchases and normal sales that are expected to result in physical delivery, we record these positions at fair value, and the unrealized gains and losses are reported in earnings at each reporting date.

The sensitivity analyses presented below are the measures of potential changes in fair value resulting from hypothetical changes in market prices related to commodities. Sensitivity analyses do not consider the actions we may take to mitigate our exposure to changes, nor do they consider the effects such hypothetical adverse changes may have on overall economic activity. Actual changes in market prices may differ from hypothetical changes.

COMMODITIES RISK
We purchase certain commodities, such as grains and livestock, during normal operations. As part of our commodity risk management activities, we use derivative financial instruments, primarily forwards and options, to reduce the effect of changing prices and as a mechanism to procure the underlying commodity. However, as the commodities underlying our derivative financial instruments can experience significant price fluctuations, any requirement to mark-to-market the positions that have not been designated or do not qualify as hedges could result in volatility in our results of operations. Contract terms of a hedge instrument closely mirror those of the hedged item providing a high degree of risk reduction and correlation. Contracts designated and highly effective at meeting this risk reduction and correlation criteria are recorded using hedge accounting. We generally do not hedge anticipated transactions beyond 18 months. The following table presents a sensitivity analysis resulting from a hypothetical change of 10% in market prices as of September 30, 2023 and October 1, 2022, on the fair value of open positions. The fair value of such positions is a summation of the fair values calculated for each commodity by valuing each net position at quoted forward and option prices. The market risk exposure analysis included both derivatives designated as hedge instruments and derivatives not designated as hedge instruments.

Effect of 10% change in fair value		in millions
	2023	2022
Livestock:		
Live Cattle	$ 68	$ 14
Lean Hogs	10	30
Grain:		
Corn	23	40
Soybean Meal	22	25

INTEREST RATE RISK
At September 30, 2023, we had variable rate debt of $1,608 million with a weighted average interest rate of 6.2%. A hypothetical 10% increase in interest rates effective at September 30, 2023, and October 1, 2022, would not have a significant effect on variable interest expense.

Additionally, changes in interest rates impact the fair value of our fixed-rate debt. At September 30, 2023, we had fixed-rate debt of $7,898 million with a weighted average interest rate of 4.5%. Market risk for fixed-rate debt is estimated as the potential increase in fair value, resulting from a hypothetical 10% decrease in interest rates. A hypothetical 10% change in interest rates would have changed the fair value of our fixed-rate debt by approximately $215 million at September 30, 2023 and October 1, 2022. The fair values of our debt were estimated based on quoted market prices and/or published interest rates.

We are subject to interest rate risk associated with our pension and post-retirement benefit obligations. Changes in interest rates impact the liabilities associated with these benefit plans as well as the amount of income or expense recognized for these plans. Declines in the value of the plan assets could diminish the funded status of the pension plans and potentially increase the requirements to make cash contributions to these plans. See Part II, Item 8, Notes to Consolidated Financial Statements, Note 15: Pensions and Other Postretirement Benefits for additional information.

FOREIGN CURRENCY RISK

We have foreign exchange exposure from fluctuations in foreign currency exchange rates primarily as a result of certain receivable and payable balances. The primary currencies we have exposure to are the Australian dollar, the Brazilian real, the British pound sterling, the Canadian dollar, the Chinese renminbi, the European euro, the Malaysian ringgit, the Mexican peso, and the Thai baht. We periodically enter into foreign exchange forward and option contracts to hedge some portion of our foreign currency exposure. A hypothetical 10% change in foreign exchange rates related to the foreign exchange forward and option contracts would have had a $17 million and $25 million impact on pretax income at September 30, 2023 and October 1, 2022, respectively.

CONCENTRATIONS OF CREDIT RISK

Our financial instruments exposed to concentrations of credit risk consist primarily of cash equivalents and trade receivables. Our cash equivalents are in high quality securities placed with major banks and financial institutions. Concentrations of credit risk with respect to receivables are limited due to our large number of customers and their dispersion across geographic areas. We perform periodic credit evaluations of our customers' financial condition and generally do not require collateral. At September 30, 2023 and October 1, 2022, 15.9% and 16.4%, respectively, of our net accounts receivable balance was due from Walmart Inc. No other single customer or customer group represented 10% or greater of net accounts receivable.

TYSON FOODS, INC.
CONSOLIDATED STATEMENTS OF INCOME

in millions, except per share data

	fiscal year ended		
	September 30, 2023	October 1, 2022	October 2, 2021
Sales	$ 52,881	$ 53,282	$ 47,049
Cost of Sales	50,250	46,614	40,523
Gross Profit	2,631	6,668	6,526
Selling, General and Administrative	2,245	2,258	2,130
Goodwill Impairment	781	—	—
Operating Income (Loss)	(395)	4,410	4,396
Other (Income) Expense:			
Interest income	(30)	(17)	(8)
Interest expense	355	365	428
Other, net	(42)	(87)	(65)
Total Other (Income) Expense	283	261	355
Income (Loss) before Income Taxes	(678)	4,149	4,041
Income Tax Expense (Benefit)	(29)	900	981
Net Income (Loss)	(649)	3,249	3,060
Less: Net Income (Loss) Attributable to Noncontrolling Interests	(1)	11	13
Net Income (Loss) Attributable to Tyson	$ (648)	$ 3,238	$ 3,047
Net Income (Loss) Per Share Attributable to Tyson:			
Class A Basic	$ (1.87)	$ 9.18	$ 8.57
Class B Basic	$ (1.68)	$ 8.25	$ 7.70
Diluted	$ (1.87)	$ 8.92	$ 8.34

See accompanying Notes to Consolidated Financial Statements.

TYSON FOODS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

			in millions fiscal year ended
	September 30, 2023	October 1, 2022	October 2, 2021
Net Income (Loss)	$ (649)	$ 3,249	$ 3,060
Other Comprehensive Income (Loss), Net of Taxes:			
Derivatives accounted for as cash flow hedges	2	1	2
Investments	1	(7)	(1)
Currency translation	29	(162)	17
Postretirement benefits	5	43	(11)
Total Other Comprehensive Income (Loss), Net of Taxes	37	(125)	7
Comprehensive Income (Loss)	(612)	3,124	3,067
Less: Comprehensive Income (Loss) Attributable to Noncontrolling Interests	(1)	11	13
Comprehensive Income (Loss) Attributable to Tyson	$ (611)	$ 3,113	$ 3,054

See accompanying Notes to Consolidated Financial Statements.

TYSON FOODS, INC.
CONSOLIDATED BALANCE SHEETS

	in millions, except share and per share data	
	September 30, 2023	October 1, 2022
Assets		
Current Assets:		
Cash and cash equivalents	$ 573	$ 1,031
Accounts receivable, net	2,476	2,577
Inventories	5,328	5,514
Other current assets	345	508
Total Current Assets	8,722	9,630
Net Property, Plant and Equipment	9,634	8,685
Goodwill	9,878	10,513
Intangible Assets, net	6,098	6,252
Other Assets	1,919	1,741
Total Assets	$ 36,251	$ 36,821
Liabilities and Shareholders' Equity		
Current Liabilities:		
Current debt	$ 1,895	$ 459
Accounts payable	2,594	2,483
Other current liabilities	2,010	2,371
Total Current Liabilities	6,499	5,313
Long-Term Debt	7,611	7,862
Deferred Income Taxes	2,308	2,458
Other Liabilities	1,578	1,377
Commitments and Contingencies (Note 20)		
Shareholders' Equity:		
Common stock ($0.10 par value):		
Class A-authorized 900 million shares, issued 378 million shares	38	38
Convertible Class B-authorized 900 million shares, issued 70 million shares	7	7
Capital in excess of par value	4,560	4,553
Retained earnings	18,760	20,084
Accumulated other comprehensive gain (loss)	(260)	(297)
Treasury stock, at cost – 92 million shares at September 30, 2023 and 88 million shares at October 1, 2022	(4,972)	(4,683)
Total Tyson Shareholders' Equity	18,133	19,702
Noncontrolling Interests	122	109
Total Shareholders' Equity	18,255	19,811
Total Liabilities and Shareholders' Equity	$ 36,251	$ 36,821

See accompanying Notes to Consolidated Financial Statements.

TYSON FOODS, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

						in millions fiscal year ended
	September 30, 2023		October 1, 2022		October 2, 2021	
	Shares	Amount	Shares	Amount	Shares	Amount
Class A Common Stock:						
Balance at beginning and end of year	378	$ 38	378	$ 38	378	$ 38
Class B Common Stock:						
Balance at beginning and end of year	70	7	70	7	70	7
Capital in Excess of Par Value:						
Balance at beginning of year		4,553		4,486		4,433
Stock-based compensation and other		7		67		53
Balance at end of year		4,560		4,553		4,486
Retained Earnings:						
Balance at beginning of year		20,084		17,502		15,100
Net income (loss) attributable to Tyson		(648)		3,238		3,047
Dividends		(676)		(656)		(645)
Balance at end of year		18,760		20,084		17,502
Accumulated Other Comprehensive Income (Loss), Net of Tax:						
Balance at beginning of year		(297)		(172)		(179)
Other comprehensive income (loss)		37		(125)		7
Balance at end of year		(260)		(297)		(172)
Treasury Stock:						
Balance at beginning of year	88	(4,683)	83	(4,138)	83	(4,145)
Purchase of Class A common stock	6	(354)	8	(702)	1	(67)
Stock-based compensation	(2)	65	(3)	157	(1)	74
Balance at end of year	92	(4,972)	88	(4,683)	83	(4,138)
Total Shareholders' Equity Attributable to Tyson		$ 18,133		$ 19,702		$ 17,723
Equity Attributable to Noncontrolling Interests:						
Balance at beginning of year		$ 109		$ 131		$ 132
Net income (loss) attributable to noncontrolling interests		(1)		11		13
Distributions to noncontrolling interest		(14)		(11)		(8)
Business combinations		28		—		—
Currency translation and other		—		(22)		(6)
Total Equity Attributable to Noncontrolling Interests		$ 122		$ 109		$ 131
Total Shareholders' Equity		$ 18,255		$ 19,811		$ 17,854

See accompanying Notes to Consolidated Financial Statements.

TYSON FOODS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

			in millions fiscal year ended
	September 30, 2023	October 1, 2022	October 2, 2021
Cash Flows From Operating Activities:			
Net income (loss)	$ (649)	$ 3,249	$ 3,060
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation	1,100	945	934
Amortization	239	257	280
Deferred income taxes	(183)	264	(125)
Impairment of goodwill	781	—	—
Gain on disposition of business	—	—	(784)
Impairments and disposals of assets	101	34	60
Stock-based compensation expense	61	93	91
Other, net	115	(51)	(57)
(Increase) decrease in accounts receivable	136	(176)	(508)
(Increase) decrease in inventories	175	(1,195)	(567)
Increase (decrease) in accounts payable	47	302	351
Increase (decrease) in income taxes payable/receivable	108	(580)	421
Increase (decrease) in interest payable	—	(13)	(5)
Net changes in other operating assets and liabilities	(279)	(442)	689
Cash Provided by Operating Activities	1,752	2,687	3,840
Cash Flows From Investing Activities:			
Additions to property, plant and equipment	(1,939)	(1,887)	(1,209)
Purchases of marketable securities	(34)	(35)	(72)
Proceeds from sale of marketable securities	32	34	70
Proceeds from sale of businesses	—	—	1,188
Acquisitions, net of cash acquired	(262)	—	—
Acquisition of equity investments	(115)	(177)	(44)
Other, net	19	130	125
Cash Provided by (Used for) Investing Activities	(2,299)	(1,935)	58
Cash Flows From Financing Activities:			
Proceeds from issuance of debt	1,130	103	585
Payments on debt	(603)	(1,191)	(2,632)
Proceeds from issuance of commercial paper	7,693	—	—
Repayments of commercial paper	(7,103)	—	—
Purchases of Tyson Class A common stock	(354)	(702)	(67)
Dividends	(670)	(653)	(636)
Stock options exercised	11	126	41
Other, net	(16)	(6)	(22)
Cash Provided by (Used for) Financing Activities	88	(2,323)	(2,731)
Effect of Exchange Rate Change on Cash	1	(35)	4
(Decrease) Increase in Cash and Cash Equivalents and Restricted Cash	(458)	(1,606)	1,171
Cash and Cash Equivalents and Restricted Cash at Beginning of Year	1,031	2,637	1,466
Cash and Cash Equivalents and Restricted Cash at End of Year	573	1,031	2,637
Less: Restricted Cash at End of Year	—	—	130
Cash and Cash Equivalents at End of Year	$ 573	$ 1,031	$ 2,507

See accompanying Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
TYSON FOODS, INC.

NOTE 1: BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business
Tyson Foods, Inc. (collectively, “Company,” “we,” “us” or “our”), is one of the world’s largest food companies and a recognized leader in protein. Founded in 1935 by John W. Tyson and grown under four generations of family leadership, the Company has a broad portfolio of products and brands including Tyson®, Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, Aidells®, ibp® and State Fair®. We innovate continually to make protein more sustainable, tailor food for everywhere it’s available and raise the world’s expectations for how much good food can do.

Consolidation
The consolidated financial statements include the accounts of all wholly-owned subsidiaries, as well as majority-owned subsidiaries over which we exercise control and, when applicable, entities for which we have a controlling financial interest or variable interest entities for which we are the primary beneficiary. All significant intercompany accounts and transactions have been eliminated in consolidation.

Fiscal Year
We utilize a 52- or 53-week accounting period ending on the Saturday closest to September 30. The Company’s accounting cycle resulted in a 52-week year for fiscal 2023, 2022 and 2021.

Cash and Cash Equivalents
Cash equivalents consist of investments in short-term, highly liquid securities having original maturities of three months or less, which are made as part of our cash management activity. The carrying values of these assets approximate their fair values. We primarily utilize a cash management system with a series of separate accounts consisting of lockbox accounts for receiving cash, concentration accounts where funds are moved to, and several zero-balance disbursement accounts for funding payroll, accounts payable, livestock procurement, livestock grower payments, etc. As a result of our cash management system, checks issued, but not presented to the banks for payment, may result in negative book cash balances. These negative book cash balances are included in accounts payable and other current liabilities. Checks outstanding in excess of related book cash balances totaled approximately $125 million and $135 million at September 30, 2023, and October 1, 2022, respectively.

Accounts Receivable
We record accounts receivable at net realizable value. This value includes an appropriate allowance for estimated credit losses to reflect any loss anticipated on the accounts receivable balances and charged to the allowance for credit losses. We calculate this allowance based on our history of write-offs, future economic conditions, level of past due accounts, and relationships with and economic status of our customers. At September 30, 2023, and October 1, 2022, our allowance for credit losses was $31 million and $29 million, respectively. We generally do not have collateral for our receivables, but we do periodically evaluate the credit worthiness of our customers.

Inventories
Processed products, livestock and supplies and other are valued at the lower of cost or net realizable value. Cost includes purchased raw materials, live purchase costs, livestock growout costs (primarily feed, livestock grower pay and catch and haul costs), labor and manufacturing and production overhead, which are related to the purchase and production of inventories. At September 30, 2023, the cost of inventories was determined by either the first-in, first-out (“FIFO”) method or the weighted-average method, which is consistent with the methods used at October 1, 2022. Inventories are presented net of lower of cost or net realizable value adjustments of $145 million and $60 million as of September 30, 2023 and October 1, 2022, respectively. The following table reflects the major components of inventory as of September 30, 2023 and October 1, 2022 (in millions):

	2023	2022
Processed products	$ 2,847	$ 3,188
Livestock	1,594	1,454
Supplies and other	887	872
Total inventory	$ 5,328	$ 5,514

Property, Plant and Equipment
Property, plant and equipment are stated at cost and generally depreciated on a straight-line method over the estimated lives for buildings and leasehold improvements of 10 to 33 years, machinery and equipment of 3 to 12 years and land improvements and other of 3 to 20 years. Major repairs and maintenance costs that significantly extend the useful life of the related assets are capitalized. Normal repairs and maintenance costs are charged to operations. We review the carrying value of long-lived assets at each balance sheet date if indication of impairment exists. Recoverability is assessed using undiscounted cash flows based on historical results and current projections of earnings before interest, taxes, depreciation and amortization. We measure impairment as the excess of carrying value over the fair value of an asset group. The fair value of an asset group is generally measured using discounted cash flows including market participant assumptions of future operating results and discount rates.

Goodwill and Intangible Assets
Definite life intangibles are initially recorded at fair value and amortized over the estimated period of benefit. Brands and trademarks are generally amortized using the straight-line method over 20 years or less. Customer relationships and supply arrangements are generally amortized over 7 to 30 years based on the pattern of revenue expected to be generated from the use of the asset. The gross cost and accumulated amortization of intangible assets are removed when the recorded amounts are fully amortized and the asset is no longer in use or the contract has expired. Amortization expense is generally recognized in selling, general, and administrative expense. We review the carrying value of definite life intangibles at each balance sheet date if indication of impairment exists. Recoverability is assessed using undiscounted cash flows based on historical results and current projections of earnings before interest, taxes, depreciation and amortization. We measure impairment as the excess of carrying value over the fair value of the definite life intangible asset group. We use various valuation techniques to estimate fair value, with the primary techniques being discounted cash flows, relief-from-royalty and multi-period excess earnings valuation approaches, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy. Under these valuation approaches, we are required to make estimates and assumptions about sales growth, operating margins, royalty rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data.

Goodwill and indefinite life intangible assets are initially recorded at fair value and not amortized, but are reviewed for impairment at least annually or more frequently if impairment indicators arise. Our goodwill is allocated by reporting unit and is evaluated for impairment by first performing a qualitative assessment to determine whether a quantitative goodwill test is necessary. If it is determined, based on qualitative factors, the fair value of the reporting unit may more likely than not be less than carrying amount, or if significant changes to macro-economic factors related to the reporting unit have occurred that could materially impact fair value, a quantitative goodwill impairment test would be required. Additionally, we can elect to forgo the qualitative assessment and perform the quantitative test. The quantitative test is to identify if a potential impairment exists by comparing the fair value of a reporting unit with its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds the fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of goodwill.

We estimate the fair value of our reporting units considering the use of various valuation techniques, with the primary technique being an income approach (discounted cash flow method), with another technique being a market approach (guideline public company method), which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy. We include assumptions about sales growth, operating margins, discount rates and valuations multiples which consider our budgets, business plans, economic projections and marketplace data, and are believed to reflect market participant views which would exist in an exit transaction. Assumptions are also made for varying perpetual growth rates for periods beyond the long-term business plan period. Generally, we utilize operating margin assumptions based on future expectations, operating margins historically realized in the reporting units' industries and industry marketplace valuation multiples.

Some of the inherent estimates and assumptions used in determining fair value of the reporting units are outside the control of management, including interest rates, cost of capital, tax rates, market EBITDA comparables and credit ratings. While we believe we have made reasonable estimates and assumptions to calculate the fair value of the reporting units, it is possible a material change could occur. If our actual results are not consistent with our estimates and assumptions used to calculate fair value, it could result in additional material impairments of our goodwill.

During the third quarter of fiscal 2023, we experienced lower than anticipated operating results and changing market fundamentals, as well as a drop in our market capitalization to below book value. Consequently, we performed an interim assessment of goodwill and recorded a $448 million goodwill impairment charge of which $210 million and $238 million was recognized in our Chicken segment and International/Other, respectively. We performed our annual impairment assessment as of the first day of our fourth quarter in fiscal 2023, and it did not result in an additional goodwill impairment. However, during the fourth quarter of fiscal 2023, we experienced an increase in long-term treasury rates which caused a net 50 basis point increase in the discount rates used in estimating the fair value of the reporting units, and we determined it was necessary to perform a quantitative assessment for the Beef, Pork and two Chicken segment reporting units as of September 30, 2023. Based on this quantitative assessment, we determined that our Pork and two Chicken segment reporting units' estimated fair values exceeded their carrying values. For the Beef reporting unit, the increased discount rate resulted in a decrease in its estimated fair value to below its carrying value. Accordingly, we recognized a $333 million goodwill impairment charge to partially impair its goodwill. During fiscal 2022 and 2021, we determined none of our reporting units’ fair values were below its carrying value.

We consider reporting units that have 20% or less excess fair value over carrying amount to have a heightened risk of impairment. The following reporting units' were considered at heightened risk of impairment as of the date of the most recent estimated fair value determination: our Chicken segment reporting units, our Beef reporting unit and our Pork reporting unit with goodwill totaling $3.1 billion, $0.3 billion and $0.4 billion, respectively, at September 30, 2023.

For our indefinite life intangible assets, a qualitative assessment can also be performed to determine whether the existence of events and circumstances indicates it is more likely than not an intangible asset is impaired. Similar to goodwill, we can also elect to forgo the qualitative test for indefinite life intangible assets and perform the quantitative test. Upon performing the quantitative test, if the carrying value of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

The fair value of our indefinite life intangible assets is calculated principally using multi-period excess earnings and relief-from-royalty valuation approaches, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy, and is believed to reflect market participant views which would exist in an exit transaction. Under these valuation approaches, we are required to make estimates and assumptions about sales growth, operating margins, royalty rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data. During fiscal 2023, 2022 and 2021, we determined the fair value of each of our indefinite life intangible assets exceeded its carrying value. We consider indefinite life intangible assets that have 20% or less excess fair value over carrying amount to have a heightened risk of impairment. All of our indefinite life intangible assets’ estimated fair value exceeded their carrying value by more than 20% at the date of their most recent estimated fair value determination, which was in the annual assessment as of the beginning of the fourth quarter of fiscal 2023, other than two of our Prepared Foods brands with carrying values of $0.5 billion and $0.3 billion as of September 30, 2023.

Our reporting units with heightened risk of future impairments with $3.8 billion carrying value at September 30, 2023, as well as the brand with $0.5 billion carrying value, as described above, all have less than 10% of excess fair value above carrying value as of the date of the most recent estimated fair value determination. Consequently, their estimated fair values remain highly sensitive to future discount rate increases, changing macro-economic conditions and achievement of projected long-term operating margins. Discount rates increased by approximately 50 basis points from the date of our annual impairment assessment to September 30, 2023. Although the remaining reporting units and indefinite life intangible assets generally had more than 20% excess fair value over carrying amount as of the date of the most recent estimated fair value determination, they are also susceptible to impairments if any assumptions, estimates, or market factors significantly change in the future.

Leases

We determine if an agreement is or contains a lease at its inception by evaluating if an identified asset exists that we control for a period of time. When a lease exists, we classify it as a finance or operating lease and record a right-of-use (“ROU”) asset and a corresponding lease liability at lease commencement. We have elected to not record leases with a term of 12 months or less in our Consolidated Balance Sheets, and accordingly, lease expense for these short-term leases is recognized on a straight-line basis over the lease term. Finance lease assets are presented within Net Property, Plant and Equipment, and finance lease liabilities are presented within Current and Long-Term Debt in our Consolidated Balance Sheets. Finance lease disclosures are omitted as they are deemed immaterial. Operating ROU assets are presented within Other Assets, and operating lease liabilities are recorded within Other current liabilities and Other Liabilities in our Consolidated Balance Sheets. Lease assets are subject to review for impairment within the related long-lived asset group.

ROU assets are presented in our Consolidated Balance Sheets based on the present value of the corresponding liabilities and are adjusted for any prepayments, lease incentives received or initial direct costs incurred. The measurement of our ROU assets and liabilities includes all fixed payments and any variable payments based on an index or rate. Variable lease payments which do not depend on an index, or where rates are unknown, are excluded from lease payments in the measurement of the ROU asset and lease liability, and accordingly, are recognized as lease expense in the period the obligation for those payments is incurred. The present value of lease payments is based on our incremental borrowing rate according to the lease term and information available at the lease commencement date, as our lease arrangements generally do not provide an implicit interest rate. The incremental borrowing rate is derived using a hypothetically-collateralized borrowing cost, based on our revolving credit facility, plus a country risk factor, where applicable. We consider our credit rating and the current economic environment in determining the collateralized rate.

Our lease arrangements can include fixed or variable non-lease components, such as common area maintenance, taxes and labor. We account for each lease and any non-lease components associated with that lease as a single lease component for all asset classes, except production and livestock grower asset classes embedded in service and supply agreements, and other asset classes that include significant maintenance or service components. We account for lease and non-lease components of an agreement separately based on relative stand-alone prices either observable or estimated if observable prices are not readily available. For asset classes where an election was made not to separate lease and non-lease components, all costs associated with a lease contract are disclosed as lease costs. The accounting for some of the Company's leases may require significant judgment when determining whether a contract is or contains a lease, the lease term, and the likelihood of exercising renewal or termination options. Our leases can include options to extend or terminate use of the underlying assets. These options are included in the lease term used to determine ROU assets and corresponding liabilities when we are reasonably certain we will exercise the option. Additionally, certain leases can have residual value guarantees, which are included within our operating lease liabilities when considered probable. Our lease agreements do not include significant restrictions or covenants.

Recognition, measurement and presentation of expenses and cash flows arising from a lease will depend on classification as a finance or operating lease. Operating lease expense is recognized on a straight-line basis over the lease term, whereas the amortization of finance lease assets is recognized on a straight-line basis over the shorter of the estimated useful life of the underlying asset or the lease term. Operating lease expense and finance lease amortization are presented in Cost of Sales or Selling, General and Administrative in our Consolidated Statements of Income depending on the nature of the leased item. Interest expense on finance lease obligations is recorded over the lease term and is presented in Interest expense, based on the effective interest method. All operating lease cash payments and interest on finance leases are presented within Cash flows from operating activities and all finance lease principal payments are presented within cash flows from financing activities in our Consolidated Statements of Cash Flows.

Investments

We have investments in joint ventures and other entities. The equity method of accounting is used for entities in which we exercise significant influence but do not have a controlling interest or a variable interest in which we are the primary beneficiary. Under the equity method of accounting, the initial investment is recorded at cost and the investment is subsequently adjusted for its proportionate share of earnings or losses and dividends, including consideration of basis differences resulting from the difference between the initial carrying amount of the investment and the underlying equity in net assets, as applicable. Equity method investments totaled $580 million and $477 million at September 30, 2023 and October 1, 2022, respectively.

Investments not accounted for using the equity method do not have readily determinable fair values and do not qualify for the practical expedient to measure the investment using a net asset value per share. These investments are recorded using the measurement alternative in which our equity interests are recorded at cost, less impairments, adjusted for observable price changes in orderly transactions for an identical or similar investment of the same issuer. At each reporting period, we assess if these investments continue to qualify for this measurement alternative. An impairment is recorded when there is evidence that the expected fair value of the investment has declined to below the recorded cost. Adjustments to the carrying value are recorded in Other, net in the Consolidated Statements of Income. Investments in joint ventures and other entities are reported in the Consolidated Balance Sheets in Other Assets.

We also have investments in marketable debt securities. We have determined all of our marketable debt securities are available-for-sale investments. These investments are reported at fair value based on quoted market prices as of the balance sheet date, with unrealized gains and losses, net of tax, recorded in other comprehensive income.

The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization is recorded in interest income. The cost of securities sold is based on the specific identification method. Realized gains and losses on the sale of debt securities and declines in value due to credit-related factors are recorded on a net basis in other income. Interest and dividends on securities classified as available-for-sale are recorded in interest income.

Accrued Self-Insurance

We use a combination of insurance and self-insurance mechanisms in an effort to mitigate the potential liabilities for health and welfare, workers' compensation, auto liability and general liability risks. Liabilities associated with our risks retained are estimated, in part, by considering claims experience, demographic factors, severity factors and other actuarial assumptions.

Other Current Liabilities

Other current liabilities as of September 30, 2023 and October 1, 2022, include (in millions):

	2023	2022
Accrued salaries, wages and benefits	$ 672	$ 995
Taxes payable	156	277
Accrued current legal contingencies	289	215
Other	893	884
Total other current liabilities	$ 2,010	$ 2,371

Defined Benefit Plans

We recognize the funded status of defined pension and postretirement plans in the Consolidated Balance Sheets. The funded status is measured as the difference between the fair value of the plan assets and the benefit obligation. We measure our plan assets and liabilities at the end of our fiscal year. For a defined benefit pension plan, the benefit obligation is the projected benefit obligation; for any other defined benefit postretirement plan, such as a retiree health care plan, the benefit obligation is the accumulated postretirement benefit obligation. Any overfunded status is recognized as an asset and any underfunded status is recognized as a liability. Any transitional asset/liability, prior service cost or actuarial gain/loss that has not yet been recognized as a component of net periodic cost is recognized in accumulated other comprehensive income. Accumulated other comprehensive income will be adjusted as these amounts are subsequently recognized as a component of net periodic benefit costs in future periods.

Derivative Financial Instruments

We purchase certain commodities, such as grains and livestock, during normal operations. As part of our commodity risk management activities, we use derivative financial instruments, primarily futures and options, to reduce our exposure to various market risks related to these purchases, as well as to changes in foreign currency exchange and interest rates. Contract terms of a financial instrument qualifying as a hedge instrument closely mirror those of the hedged item, providing a high degree of risk reduction and correlation. Contracts designated and highly effective at meeting risk reduction and correlation criteria are recorded using hedge accounting. If a derivative instrument is accounted for as a hedge, depending on the nature of the hedge, changes in the fair value of the instrument either will be offset against the change in fair value of the hedged assets, liabilities or firm commitments through earnings, or be recognized in Other Comprehensive Income (Loss) until the hedged item is recognized in earnings. The ineffective portion of an instrument’s change in fair value is recognized immediately. Instruments we hold as part of our risk management activities that do not meet the criteria for hedge accounting are marked to fair value with unrealized gains or losses reported currently in earnings. Changes in market value of derivatives used in our risk management activities relating to inputs of forward sales contracts are recorded in Cost of Sales. Changes in market value of derivatives used in our risk management activities surrounding inventories on hand or anticipated purchases of inventories are recorded in Cost of Sales. Changes in market value of derivatives used in our risk management activities related to interest rates are recorded in Interest expense. Changes in the market value of derivatives used in our risk management activities related to foreign exchange contracts are recorded in Other, net. We generally do not hedge anticipated transactions beyond 18 months.

Litigation Accruals

There are a variety of legal proceedings pending or threatened against us. Accruals are recorded when it is probable a liability has been incurred and the amount of the liability can be reasonably estimated based on current law, progress of each case, opinions and views of legal counsel and other advisers, our experience in similar matters and intended response to the litigation. These amounts, which are not discounted and are exclusive of claims against third parties, are adjusted periodically as assessment efforts progress or additional information becomes available. We expense amounts for administering or litigating claims as incurred. Accruals for legal proceedings are included in Other current liabilities in the Consolidated Balance Sheets.

Supplier Financing Programs

We have supplier financing programs with financial institutions, in which we agree to pay the financial institution the stated amount of confirmed invoices on the invoice due date for participating suppliers. Participation in these programs is optional and solely up to the supplier, who negotiates the terms of the arrangement directly with the financial institution and may allow early payment. Supplier participation in these programs has no bearing on the Company's amounts due. The payment terms that we have with participating suppliers under these programs are generally up to 120 days. We do not have an economic interest in a supplier's participation in the program or a direct financial relationship with the financial institution funding the program. We are responsible for ensuring that participating financial institutions are paid according to the terms negotiated with the supplier. The outstanding payment obligations due to the financial institutions as of the end of a period are included in accounts payable in the Consolidated Balance Sheets. The activity related to these programs is reflected within the operating activities section of the Consolidated Statements of Cash Flows. Supplier financing program disclosures are omitted as they are deemed immaterial.

Revenue Recognition
We recognize revenue mainly through retail, foodservice, international, industrial and other distribution channels. Our revenues primarily result from contracts with customers and are generally short term in nature with the delivery of product as the single performance obligation. We recognize revenue for the sale of the product at the point in time when our performance obligation has been satisfied and control of the product has transferred to our customer, which generally occurs upon shipment or delivery to a customer based on terms of the sale. We elected to account for shipping and handling activities that occur after the customer has obtained control of the product as a fulfillment cost rather than an additional promised service. Our contracts are generally less than one year, and therefore we recognize costs paid to third party brokers to obtain contracts as expenses. Additionally, items that are not material in the context of the contract are recognized as expense. Any taxes collected on behalf of government authorities are excluded from net revenues.

Revenue is measured by the transaction price, which is defined as the amount of consideration we expect to receive in exchange for providing goods to customers. The transaction price is adjusted for estimates of known or expected variable consideration, which includes consumer incentives, trade promotions, and allowances, such as coupons, discounts, rebates, volume-based incentives, cooperative advertising, and other programs. Variable consideration related to these programs is recorded as a reduction to revenue based on amounts we expect to pay. We base these estimates on current performance, historical utilization, and projected redemption rates of each program. We review and update these estimates regularly until the incentives or product returns are realized and the impact of any adjustments are recognized in the period the adjustments are identified. In many cases, key sales terms such as pricing and quantities ordered are established on a regular basis such that most customer arrangements and related incentives have a duration of less than one year. Amounts billed and due from customers are short term in nature and are classified as receivables since payments are unconditional and only the passage of time is required before payments are due. Additionally, we do not grant payment financing terms greater than one year. Freight expense associated with products shipped to customers is recognized in cost of sales.

Advertising Expenses
Advertising expense is charged to operations in the period incurred and is recorded as selling, general and administrative expense. Advertising expense totaled $339 million, $283 million, and $246 million in fiscal 2023, 2022 and 2021, respectively.

Research and Development
Research and development costs are expensed as incurred. Research and development costs totaled $114 million, $108 million, $114 million in fiscal 2023, 2022 and 2021, respectively.

Business Combinations
We account for acquired businesses using the acquisition method of accounting, which requires that once control of a business is obtained, 100% of the assets acquired and liabilities assumed, including amounts attributable to noncontrolling interests, be recorded at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. Acquisition-related expenses including transaction and integration costs are expensed as incurred.

We use various models to determine the value of assets acquired such as net realizable value to value inventory, cost method and market approach to value property, relief-from-royalty and multi-period excess earnings to value intangibles, and discounted cash flow to value goodwill. We make estimates and assumptions about projected future cash flows including sales growth, operating margins, attrition rates, and discount rates based on historical results, business plans, expected synergies, perceived risk, and marketplace data considering the perspective of marketplace participants. Determining the useful life of an intangible asset also requires judgment as different types of intangible assets will have different useful lives and certain assets may be considered to have indefinite useful lives.

Government Assistance Programs
We periodically receive government assistance typically in the form of cash grants or refundable tax credits (collectively "Grant" or "Grants"). The Grants generally specify conditions that must be met in order for the Grants to be earned, such as employment, employee retention targets, and construction or acquisition of property and equipment and are often time-bound. If conditions are not satisfied or if the duration period for the arrangement is not met, the Grants may be subject to reduction, repayment, or termination.

During fiscal years 2023, 2022, and 2021, we received amounts related to Grants that were not material to the financial statements; however, this conclusion can change based on additional grants received in the future. To the extent amounts have been received by the Company in advance of completion of the conditions, they have been recognized in other current liabilities or other liabilities in the Consolidated Balance Sheets, as appropriate.

Use of Estimates
The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States, which require us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. During fiscal 2023, we revised estimates and recorded adjustments of approximately $30 million primarily to reduce certain employee compensation accruals recorded as of October 1, 2022.

Recently Issued Accounting Pronouncements

In March 2023, the FASB issued authoritative guidance intended to address issues related to arrangements between entities under common control such as terms and conditions an entity should consider for determining whether a lease exists and the classification and accounting for that lease as well as accounting for leasehold improvements associated with leases between entities under common control. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2023, our fiscal 2025 and can be applied using either the prospective or retrospective approach. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

In March 2020, the FASB issued guidance providing optional expedients and exceptions to account for the effects of reference rate reform to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued. The optional guidance, which became effective on March 12, 2020 and was set to end on December 31, 2022, was extended by new guidance issued by the FASB on December 21, 2022 to apply through December 31, 2024. The temporary accounting relief provided in the optional guidance has not impacted our consolidated financial statements. The Company has various contracts that reference LIBOR and is assessing how this standard may be applied to specific contract modifications through December 31, 2024.

NOTE 2: CHANGES IN ACCOUNTING PRINCIPLES

In September 2022, the FASB issued guidance that requires additional disclosures for supplier finance programs to allow users to better understand the nature, activity and potential magnitude of the programs. The guidance, except for a requirement for rollforward information, is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2022, our fiscal 2024. Disclosure of rollforward information is effective for fiscal years after December 15, 2023, our fiscal 2025. Early adoption is permitted and the retrospective transition method should be applied for all amendments except rollforward information, which should be applied prospectively. We elected to early adopt the initial disclosure requirement for the fiscal year ended September 30, 2023, and it did not have a material impact on our consolidated financial statements.

In November 2021, the FASB issued authoritative guidance intended to provide consistent and transparent disclosures around government assistance by requiring disclosures of the type of government assistance, our method of accounting for the government assistance and the effect on our financial statements. This guidance is effective for annual reporting periods beginning after December 15, 2021, our fiscal 2023 and can be applied using either the prospective or retrospective approach. We adopted this guidance for the fiscal year ended September 30, 2023, and it did not have a material impact on our consolidated financial statements as amounts received from government assistance programs were not material.

NOTE 3: ACQUISITIONS AND DISPOSITIONS

Acquisitions

In the third quarter of fiscal 2023, we acquired Williams Sausage Company for $223 million, net of cash acquired, subject to certain adjustments, as part of our growth strategy to increase our capacity and product portfolio. Its results, subsequent to the acquisition closing, are included in the Prepared Foods segment and through September 30, 2023, were insignificant to our Consolidated Statements of Income. Certain estimated values for the acquisition, including goodwill, intangible assets, property, plant and equipment, other liabilities, and deferred taxes are not yet finalized and are subject to adjustment as additional information becomes available and more detailed analyses are completed. The preliminary purchase price allocation includes $2 million of net working capital, including $3 million of cash acquired, $67 million of Property, Plant and Equipment, $120 million of Goodwill, $65 million of Intangible Assets, and $28 million of Deferred Income Taxes. Intangible Assets include brands and trademarks and customer relationships which will be amortized over a life of 20 and 12 years, respectively. $46 million of the goodwill is deductible for U.S. income tax purposes. The acquisition of Williams Sausage Company was accounted for using the acquisition method of accounting.

In the first quarter of fiscal 2023, we completed the acquisition of a 60% equity stake in Supreme Foods Processing Company ("SFPC"), a producer and distributor of value-added and cooked chicken and beef products, and a 15% equity stake in Agricultural Development Company ("ADC"), a fully integrated poultry company, for a total purchase price of $75 million, net of cash acquired. Both SFPC and ADC were subsidiaries of Tanmiah Food Company. The results of SFPC, subsequent to the acquisition closing, are included in International/Other for segment presentation and through September 30, 2023 were insignificant to our Consolidated Statements of Income. We are accounting for the investment in ADC under the equity method.

Acquisition of equity method investments in fiscal 2023, which totaled $115 million, primarily included ADC and the purchase of a minority interest in a global insect-based ingredients company as well as deferred payments related to a prior year investment.

In the fourth quarter of fiscal 2022, we acquired a 35% minority interest in a South American-based fully integrated poultry company for approximately $100 million. We are accounting for the investment under the equity method.

In the third quarter of fiscal 2021, we acquired a 49% minority interest in a Malaysian producer of feed and poultry products for $44 million in addition to future contingent payments of up to approximately $65 million of which $27 million was recognized in fiscal 2023. We are accounting for the investment under the equity method.

Dispositions

We completed the sale of our pet treats business, which was included in our Prepared Foods segment, in the fourth quarter of fiscal 2021 for $1.2 billion, subject to certain adjustments. As a result of the sale, we recorded a pretax gain of $784 million, or post tax gain of $510 million, which was reflected in Cost of Sales in our Consolidated Statement of Income for our fiscal 2021. The business had a net carrying value of $411 million which included $44 million of working capital consisting of inventory, accounts receivable and accounts payable, $17 million of property, plant and equipment and $350 million of goodwill. The goodwill was not deductible for tax purposes. The Company concluded the business was not a significant disposal and did not represent a strategic shift, and therefore was not classified as a discontinued operation for any of the periods presented.

NOTE 4: PROPERTY, PLANT AND EQUIPMENT

The following table reflects major categories of property, plant and equipment and accumulated depreciation as of September 30, 2023 and October 1, 2022 (in millions):

	2023	2022
Land	$ 219	$ 214
Building and leasehold improvements	6,460	5,742
Machinery and equipment	10,680	9,960
Land improvements and other	559	516
Buildings and equipment under construction	1,782	1,461
	19,700	17,893
Less accumulated depreciation	10,066	9,208
Net property, plant and equipment	$ 9,634	$ 8,685

NOTE 5: GOODWILL AND INTANGIBLE ASSETS

The following table reflects goodwill activity for fiscal years 2023 and 2022 (in millions):

	Beef	Pork	Chicken	Prepared Foods	International/Other	Consolidated
Balance at October 2, 2021 [a]	$ 676	$ 423	$ 3,274	$ 5,784	$ 392	$ 10,549
Fiscal 2022 Activity:						
Currency translation	—	—	(1)	—	(35)	(36)
Balance at October 1, 2022 [a]	$ 676	$ 423	$ 3,273	$ 5,784	$ 357	$ 10,513
Fiscal 2023 Activity:						
Acquisitions	$ —	$ —	$ —	$ 118	$ 19	$ 137
Measurement period adjustments	—	—	—	2	—	2
Impairment losses	(333)	—	(210)	—	(238)	(781)
Currency translation	—	—	1	—	6	7
Balance at September 30, 2023 [a]	$ 343	$ 423	$ 3,064	$ 5,904	$ 144	$ 9,878

(a) Included in goodwill as of September 30, 2023 are accumulated impairment losses of $893 million in Beef, $210 million in Chicken and $295 million in International/Other. Included in goodwill as of October 1, 2022 and October 2, 2021 are accumulated impairment losses of $560 million in Beef and $57 million in International/Other.

The following table reflects intangible assets by type as of September 30, 2023 and October 1, 2022 (in millions):

	2023	2022
Amortizable intangible assets:		
Brands and trademarks	$ 1,007	$ 951
Customer relationships	2,389	2,371
Supply arrangements	310	310
Patents, intellectual property and other	46	45
Land use rights	9	9
Total gross amortizable intangible assets	$ 3,761	$ 3,686
Less accumulated amortization	1,741	1,512
Total net amortizable intangible assets	$ 2,020	$ 2,174
Brands and trademarks not subject to amortization	4,078	4,078
Total intangible assets	$ 6,098	$ 6,252

Amortization expense of $229 million, $246 million and $261 million was recognized during fiscal 2023, 2022 and 2021, respectively. We estimate amortization expense on intangible assets for the next five fiscal years subsequent to September 30, 2023, will be: 2024 - $226 million; 2025 - $217 million; 2026 - $211 million; 2027 - $199 million; 2028 - $191 million.

NOTE 6: LEASES

We lease certain equipment, buildings and land related to transportation, distribution, storage, production, livestock grower assets and office activities. These lease arrangements can be structured as a standard lease agreement or embedded in a service or supply agreement and are primarily classified as operating leases. For further description of our lease accounting policy, refer to Note 1: Business and Summary of Significant Accounting Policies. Operating lease ROU assets and liabilities presented in our Consolidated Balance Sheets were as follows as of September 30, 2023 and October 1, 2022 (in millions):

	2023	2022
Other Assets	$ 544	$ 507
Other current liabilities	153	145
Other Liabilities	376	350

The components of lease costs for fiscal years 2023, 2022 and 2021 were as follows (in millions):

	2023	2022	2021
Operating lease cost [(a)]	$ 181	$ 175	$ 183
Variable lease cost [(b)]	531	508	473
Short-term lease cost	39	30	33
Total	$ 751	$ 713	$ 689

(a) Sublease income is immaterial and not deducted from operating lease cost.
(b) Variable lease costs are determined based on volume of output received, flocks placed or other performance metrics.

Other operating lease information includes the following for fiscal years 2023, 2022 and 2021:

	2023	2022	2021
Operating cash outflows from operating leases (in millions)	$ 191	$ 194	$ 204
ROU assets obtained in exchange for new operating lease liabilities (in millions)	$ 288	$ 159	$ 197
Weighted-average remaining lease term	5 years	5 years	
Weighted-average discount rate	4 %	3 %	

At September 30, 2023, future maturities of operating leases were as follows (in millions):

	Operating Lease Commitments	
2024	$	171
2025		132
2026		89
2027		57
2028		43
2029 and beyond		99
Total undiscounted operating lease payments	$	591
Less: Imputed interest		62
Present value of total operating lease liabilities	$	529

At September 30, 2023, our leases that had not yet commenced were not significant.

NOTE 7: RESTRUCTURING AND RELATED CHARGES

2022 Program

The Company approved a restructuring program in fiscal 2022 (the "2022 Program"), to improve business performance, increase collaboration, enhance team member agility, enable faster decision-making and reduce redundancies. In conjunction with the 2022 Program, the Company relocated all its corporate team members from its former Chicago, Downers Grove and Dakota Dunes area corporate locations to its world headquarters in Springdale, Arkansas. In fiscal 2023, the Company approved an extension to the program to remove additional redundancies in corporate overhead. Additionally, during fiscal 2023, we revised the total 2022 Program anticipated expenses down $69 million due to revised estimates related to relocation, lease terminations, and professional and other fees, based on actual experience, which were partially offset by increased severance costs associated with the program extension. We anticipate the 2022 Program and associated expenses will be complete in our fiscal 2025. The following table reflects the total pretax anticipated expenses associated with the 2022 Program (in millions):

	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Severance costs	$ 24	$ 7	$ 20	$ 52	$ 19	$ 122
Relocation and related costs	21	7	4	21	1	54
Accelerated depreciation	5	2	—	12	—	19
Contract and lease terminations	—	—	—	21	—	21
Professional and other fees	2	1	—	3	2	8
Total 2022 Program	$ 52	$ 17	$ 24	$ 109	$ 22	$ 224

Restructuring costs include severance expenses and related charges directly associated with the 2022 Program such as relocation, contract and lease terminations, professional fees and accelerated depreciation resulting from the closure of facilities. We anticipate that $50 million and $174 million of the total pretax anticipated expense will be recorded in Cost of Sales and Selling, General and Administrative, respectively, in our Consolidated Statements of Income. Included in the table above are $202 million of charges that have resulted or will result in cash outflows and $22 million in non-cash charges.

The following table reflects the pretax impact of the 2022 Program's restructuring and related charges during fiscal 2023 by reportable segment (in millions):

	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Severance costs	$ 8	$ 2	$ 14	$ 16	$ 15	$ 55
Relocation and related costs	18	6	2	16	—	42
Accelerated depreciation	5	2	—	12	—	19
Contract and lease terminations	—	—	—	2	—	2
Professional and other fees	2	1	—	3	—	6
Total	$ 33	$ 11	$ 16	$ 49	$ 15	$ 124

During fiscal 2023, we recorded restructuring and related charges associated with the 2022 Program of $29 million and $95 million in Cost of Sales and Selling, General and Administrative, respectively, in our Consolidated Statements of Income. Included in the above results are $108 million of charges that have resulted or will result in cash outflows and $16 million in non-cash charges.

The following table reflects the pretax impact of the 2022 Program's restructuring and related charges during fiscal 2022 by reportable segment (in millions):

	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Severance costs	$ 16	$ 5	$ 6	$ 36	$ 3	$ 66
Relocation and related costs	—	—	—	—	—	—
Accelerated depreciation	—	—	—	—	—	—
Contract and lease terminations	—	—	—	—	—	—
Professional and other fees	—	—	—	—	—	—
Total	$ 16	$ 5	$ 6	$ 36	$ 3	$ 66

During fiscal 2022, we recorded restructuring and related charges associated with the 2022 Program of $18 million and $48 million in Cost of Sales and Selling, General and Administrative, respectively, in our Consolidated Statements of Income. Included in the above results are $66 million of charges that have resulted or will result in cash outflows and no non-cash charges.

The following table reflects the pretax 2022 Program charges to date by reportable segment (in millions):

	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Severance costs	$ 24	$ 7	$ 20	$ 52	$ 18	$ 121
Relocation and related costs	18	6	2	16	—	42
Accelerated depreciation	5	2	—	12	—	19
Contract and lease terminations	—	—	—	2	—	2
Professional and other fees	2	1	—	3	—	6
Total 2022 Program charges to date	$ 49	$ 16	$ 22	$ 85	$ 18	$ 190

As of the fourth quarter of fiscal 2023, we recorded restructuring and related charges to date of $47 million and $143 million in Cost of Sales and Selling, General and Administrative, respectively, in our Consolidated Statements of Income. Included in the above results are $174 million of charges to date that have resulted or will result in cash outflows and $16 million in non-cash charges to date.

The following table reflects our liability related to the 2022 Program, which was recognized in other current liabilities in our Consolidated Balance sheet as of September 30, 2023 (in millions):

	Balance at October 1, 2022	Restructuring Expense	Payments	Changes in Estimates	Balance at September 30, 2023
Severance costs	$ 66	$ 68	$ (63)	$ (13)	$ 58
Relocation and related costs	—	42	(37)	—	5
Contract and lease termination	—	5	(5)	—	—
Professional and other fees	—	6	(4)	—	2
Total	$ 66	$ 121	$ (109)	$ (13)	$ 65

As the Company continues to evaluate its business strategies and long-term growth targets, additional restructuring activities may occur.

Plant Closures
During fiscal 2023, as part of a strategic review of assets, the Company approved the closure of six Chicken segment processing facilities located in Glen Allen, Virginia; Van Buren, Arkansas; Corydon, Indiana; Dexter, Missouri; Noel, Missouri; and North Little Rock, Arkansas, to optimize asset utilization. We shifted production to other facilities and ceased operations at our Glen Allen and Van Buren facilities during fiscal 2023 and expect to shift production and cease operations at the remaining locations during the first half of fiscal 2024. As a result of the closures, we recorded $322 million of charges in fiscal 2023, primarily related to grower contract terminations, impairments, accelerated depreciation, severance, retention and related costs. Additionally, during fiscal 2023, we recorded an impairment charge of $17 million related to the discontinuation of a product line in the Prepared Foods segment. The charges are reflected in the Consolidated Statements of Income in Cost of Sales and included $201 million of charges that have resulted or will result in cash outflows and $138 million in non-cash charges. Our plant closure liability was $165 million as of September 30, 2023, and we had no plant closure liability as of October 1, 2022. We made cash payments of $36 million in fiscal 2023 related to the plant closures. We continue to strategically evaluate optimization of such items as network capacity, manufacturing efficiencies and business technology. If we have a significant change in strategies, outlook, or a manner in which we plan to use these assets, we may be exposed to future impairments.

NOTE 8: DEBT

The following table reflects major components of debt as of September 30, 2023 and October 1, 2022 (in millions):

	2023	2022
Revolving credit facility	$ —	$ —
Commercial Paper	592	—
Senior notes:		
3.90% Notes due September 2023	—	400
3.95% Notes due August 2024	1,250	1,250
4.00% Notes due March 2026 (“2026 Notes”)	800	800
3.55% Notes due June 2027	1,350	1,350
7.00% Notes due January 2028	18	18
4.35% Notes due March 2029 (“2029 Notes”)	1,000	1,000
6.13% Notes due November 2032	158	160
4.88% Notes due August 2034	500	500
5.15% Notes due August 2044	500	500
4.55% Notes due June 2047	750	750
5.10% Notes due September 2048 (“2048 Notes”)	1,500	1,500
Discount on senior notes	(36)	(39)
Term loans:		
Term loan facility due May 2026 (6.55% at September 30, 2023)	1,000	—
Term loan facility due May 2028	—	—
Other	164	175
Unamortized debt issuance costs	(40)	(43)
Total debt	9,506	8,321
Less current debt	1,895	459
Total long-term debt	$ 7,611	$ 7,862

Annual maturities of debt for the five fiscal years subsequent to September 30, 2023 are: 2024 - $1,899 million; 2025 - $26 million; 2026 - $1,818 million; 2027 - $1,364 million; 2028 - $23 million.

Revolving Credit Facility and Letters of Credit
We have a $2.25 billion revolving credit facility that supports short-term funding needs and serves as a backstop to our commercial paper program. The facility will mature and the commitments thereunder will terminate in September 2026 with options for two one-year extensions. At September 30, 2023, amounts available for borrowing under this facility totaled $2.25 billion before deducting amounts to backstop our commercial paper program. At September 30, 2023 we had no borrowings and no outstanding letters of credit issued under this facility. At September 30, 2023 we had $96 million of bilateral letters of credit issued separately from the revolving credit facility, none of which were drawn upon. Our letters of credit are issued primarily in support of workers' compensation insurance programs and other legal obligations. In the future, if any of our subsidiaries shall guarantee any of our material indebtedness, such subsidiary shall be required to guarantee the indebtedness, obligations and liabilities under this facility. In November 2022, we entered into an amendment to change the reference rate from the London interbank offered rate (commonly referred to as LIBOR) to a rate based on the secured overnight financing rate (commonly referred to as SOFR).

Commercial Paper Program
We have a commercial paper program under which we may issue unsecured short-term promissory notes up to an aggregate maximum principal amount of $1.5 billion. As of September 30, 2023, we had $592 million of commercial paper outstanding at a weighted average interest rate of 5.48% with maturities of less than 20 days. Our ability to access commercial paper in the future may be limited or its costs increased.

Term Loan Facilities
In the third quarter of fiscal 2023, we executed two new term loan facilities totaling $1.75 billion to refinance our short-term promissory notes ("commercial paper program") and for general corporate purposes. The first term loan facility totaling $1.0 billion matures on May 3, 2026 and we borrowed the full $1.0 billion available under this loan facility. The second term loan facility totaling $750 million matures on May 3, 2028 and at September 30, 2023, we had no outstanding borrowings under this facility. In November 2023, we borrowed the full $750 million available under the second term loan facility to refinance the outstanding commercial paper and for general corporate purposes. Both term loans may be prepaid under certain conditions. The interest rate on both term loan facilities will be equal to SOFR plus a predetermined borrowing spread determined by our credit rating. Additionally, the term loan facilities contain covenants that are similar to those contained in the revolving credit facility.

Debt Covenants
Our revolving credit facility and term loan facilities contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens and encumbrances; incur debt; merge, dissolve, liquidate or consolidate; make acquisitions and investments; dispose of or transfer assets; change the nature of our business; engage in certain transactions with affiliates; and enter into hedging transactions, in each case, subject to certain qualifications and exceptions. In addition, we are required to maintain a minimum interest expense coverage ratio.

Our senior notes also contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens; engage in certain sale/leaseback transactions; and engage in certain consolidations, mergers and sales of assets.

We were in compliance with all debt covenants at September 30, 2023.

NOTE 9: EQUITY

Capital Stock
We have two classes of capital stock, Class A Common stock, $0.10 par value ("Class A stock") and Class B Common Stock, $0.10 par value ("Class B stock"). Holders of Class B stock may convert such stock into Class A stock on a share-for-share basis. Holders of Class B stock are entitled to 10 votes per share, while holders of Class A stock are entitled to one vote per share on matters submitted to shareholders for approval. As of September 30, 2023, TLP owned 99.985% of the outstanding shares of Class B stock and the TLP and members of the Tyson family owned, in the aggregate, 2.44% of the outstanding shares of Class A stock, giving them, collectively, control of approximately 71.74% of the total voting power of the outstanding voting stock.

The Class B stock is considered a participating security requiring the use of the two-class method for the computation of basic earnings per share. The two-class computation method for each period reflects the cash dividends paid for each class of stock, plus the amount of allocated undistributed earnings (losses) computed using the participation percentage, which reflects the dividend rights of each class of stock. Basic earnings per share were computed using the two-class method for all periods presented. The shares of Class B stock are considered to be participating convertible securities since the shares of Class B stock are convertible on a share-for-share basis into shares of Class A stock. Diluted earnings per share, if dilutive, were computed assuming the conversion of the Class B shares into Class A shares as of the beginning of each period.

Dividends

Cash dividends cannot be paid to holders of Class B stock unless they are simultaneously paid to holders of Class A stock. The per share amount of the cash dividend paid to holders of Class B stock cannot exceed 90% of the cash dividend simultaneously paid to holders of Class A stock. We pay quarterly cash dividends to Class A and Class B shareholders. We paid Class A dividends per share of $1.92, $1.84, and $1.78 in fiscal 2023, 2022, and 2021, respectively. We paid Class B dividends per share of $1.73, $1.66, and $1.60 in fiscal 2023, 2022, and 2021, respectively. Effective November 10, 2023, the Board of Directors increased the quarterly dividend previously declared on August 10, 2023, to $0.49 per share on our Class A stock and $0.441 per share on our Class B stock. The increased quarterly dividend is payable on December 15, 2023, to shareholders of record at the close of business on December 1, 2023. We had dividends payable of $167 million and $162 million at September 30, 2023 and October 1, 2022, respectively.

Share Repurchases

As of September 30, 2023, 7.3 million shares remained available for repurchase under the Company's share repurchase program. The program has no fixed or scheduled termination date and the timing and extent to which we repurchase shares will depend upon, among other things, our working capital needs, markets, industry conditions, liquidity targets, limitations under our debt obligations and regulatory requirements. In addition to the share repurchase program, we purchase shares on the open market to fund certain obligations under our equity compensation plans.

A summary of cumulative share repurchases of our Class A stock for fiscal years 2023, 2022 and 2021 is as follows (in millions):

	September 30, 2023		October 1, 2022		October 2, 2021	
	Shares	Dollars	Shares	Dollars	Shares	Dollars
Shares repurchased:						
Under share repurchase program	4.7	$ 300	6.9	$ 587	—	$ —
To fund certain obligations under equity compensation plans	0.9	54	1.3	115	0.9	67
Total share repurchases	5.6	$ 354	8.2	$ 702	0.9	$ 67

NOTE 10: INCOME TAXES

Detail of the provision for income taxes from continuing operations consists of the following for fiscal years 2023, 2022 and 2021 (in millions):

	2023	2022	2021
Federal	$ (39)	$ 764	$ 791
State	(38)	94	163
Foreign	48	42	27
	$ (29)	$ 900	$ 981
Current	$ 154	$ 636	$ 1,106
Deferred	(183)	264	(125)
	$ (29)	$ 900	$ 981

The reasons for the difference between the statutory federal income tax rate and our effective income tax rate from continuing operations are as follows for fiscal years 2023, 2022 and 2021:

	2023	2022	2021
Federal income tax rate	21.0 %	21.0 %	21.0 %
State income taxes	(0.7)	2.9	3.3
Foreign-derived intangible income deduction	—	(1.0)	(1.1)
Deferred income tax remeasurement	3.8	(0.9)	—
General business credits	3.4	(0.5)	(0.5)
Goodwill	(24.2)	—	1.8
Other	1.0	0.2	(0.2)
	4.3 %	21.7 %	24.3 %

During fiscal 2023, state tax benefit, net of federal impact, was $21 million, which includes $26 million benefit related to the remeasurement of deferred income taxes, primarily due to legislation decreasing state tax rates enacted in fiscal 2023. Non-deductible goodwill impairments unfavorably impacted the effective tax rate by 24.2%. The tax benefit from income tax credits was $23 million.

During fiscal 2022, state tax expense, net of federal benefit, was $83 million, which includes $36 million benefit related to the remeasurement of deferred income taxes, primarily due to legislation decreasing state tax rates enacted in fiscal 2022. The tax benefit from foreign-derived intangible income deduction was $42 million.

During fiscal 2021, state tax expense, net of federal benefit, was $135 million, and the tax benefit from foreign-derived intangible income deduction was $44 million. Non-deductible goodwill associated with the sale of our pet treats business increased the effective tax rate by 1.8%.

Approximately ($643) million, $4,025 million and $3,963 million of income (loss) from continuing operations before income taxes for fiscal 2023, 2022 and 2021, respectively, were from our operations based in the United States.

We recognize deferred income taxes for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The tax effects of major items recorded as deferred tax assets and liabilities as of September 30, 2023 and October 1, 2022, are as follows (in millions):

	2023		2022	
	Assets	Liabilities	Assets	Liabilities
Property, plant and equipment	$ —	$ 1,030	$ —	$ 1,091
Intangible assets	—	1,495	—	1,515
ROU assets	—	150	—	144
Accrued expenses	400	—	410	—
Lease liabilities	135	—	126	—
Net operating loss and other carryforwards	192	—	198	—
Other	193	346	87	326
	$ 920	$ 3,021	$ 821	$ 3,076
Valuation allowance	$ (199)		$ (195)	
Net deferred tax liability		$ 2,300		$ 2,450

At September 30, 2023, our gross state net operating loss carryforwards approximated $1,710 million, of which $1,466 million expire in fiscal years 2024 through 2043, and the remainder has no expiration. Gross foreign net operating loss carryforwards approximated $302 million, of which $116 million expire in fiscal years 2024 through 2043, and the remainder has no expiration. We also have tax credit carryforwards of approximately $44 million which expire in fiscal years 2024 through 2038.

We have accumulated undistributed earnings of foreign subsidiaries aggregating approximately $667 million at September 30, 2023. Our undistributed earnings are generally expected to be indefinitely reinvested outside of the United States, except for excess cash (net of applicable withholding taxes) not subject to regulatory requirements. Dividends after December 31, 2017 from foreign subsidiaries are generally not subject to U.S. federal income taxes. Accordingly, no deferred income taxes have been provided on these earnings, and due to the uncertainty of the manner in which the outside basis difference associated with these earnings would reverse, it is not currently practicable to estimate the tax liability that might be payable on the repatriation of these foreign earnings; however, we do not expect any tax due to be material.

The following table summarizes the activity related to our gross unrecognized tax benefits as of September 30, 2023, October 1, 2022 and October 2, 2021 (in millions):

	2023	2022	2021
Balance as of the beginning of the year	$ 152	$ 152	$ 165
Increases related to current year tax positions	7	16	25
Increases related to prior year tax positions	1	20	7
Reductions related to prior year tax positions	(12)	(13)	(7)
Reductions related to settlements	—	(3)	(1)
Reductions related to expirations of statutes of limitations	(17)	(20)	(37)
Balance as of the end of the year	$ 131	$ 152	$ 152

The amount of unrecognized tax benefits, if recognized, that would impact our effective tax rate was $98 million at September 30, 2023 and $112 million at October 1, 2022. We classify interest and penalties on unrecognized tax benefits as income tax expense. At September 30, 2023, and October 1, 2022, before tax benefits, we had $50 million and $47 million, respectively, of accrued interest and penalties on unrecognized tax benefits.

In December 2021, we received an assessment from the Mexican tax authorities related to the 2015 sale of our direct and indirect equity interests in subsidiaries which held our Mexico operations. At September 30, 2023, the assessment totaled approximately $488 million (8.6 billion Mexican pesos), which includes tax, inflation adjustment, interest and penalties. We believe the assertions made in the assessment letter have no merit and will defend our positions through the Mexican administrative appeal process and litigation, if necessary. Based on our analysis of this assessment in accordance with FASB guidance related to unrecognized tax benefits, we have not recorded a liability related to the issue.

As of September 30, 2023, certain United States federal income tax returns are subject to examination for fiscal years 2019 through 2022. We are also subject to income tax examinations by major state and foreign jurisdictions for fiscal years 2014 through 2022 and 2018 through 2022, respectively. We do not expect material changes to our unrecognized tax benefits during the next twelve months.

On August 16, 2022, the Inflation Reduction Act of 2022 ("IRA") was signed into law. The IRA made several changes to the U.S. tax code effective after December 31, 2022, including, but not limited to, a 15% minimum tax on large corporations with average annual financial statement income of more than $1 billion for a three tax-year period and a 1% excise tax on public company stock buybacks, which will be accounted for in treasury stock. These changes did not have any impact on our provision for income taxes or financial statements in fiscal 2023.

NOTE 11: EARNINGS (LOSS) PER SHARE

The earnings and weighted average common shares used in the computation of basic and diluted earnings per share are as follows for fiscal years ended 2023, 2022 and 2021 (in millions, except per share data):

		2023		2022		2021
Numerator:						
Net income (loss)	$	(649)	$	3,249	$	3,060
Less: Net income (loss) attributable to noncontrolling interests		(1)		11		13
Net income (loss) attributable to Tyson		(648)		3,238		3,047
Less dividends declared:						
Class A		554		539		532
Class B		122		117		113
Undistributed earnings (losses)	$	(1,324)	$	2,582	$	2,402
Class A undistributed earnings (losses)	$	(1,084)	$	2,122	$	1,977
Class B undistributed earnings (losses)		(240)		460		425
Total undistributed earnings (losses)	$	(1,324)	$	2,582	$	2,402
Denominator:						
Denominator for basic earnings (loss) per share:						
Class A weighted average shares		284		290		293
Class B weighted average shares		70		70		70
Denominator for diluted earnings (loss) per share:						
Class A weighted average shares		284		290		293
Class B weighted average shares under if-converted method for diluted earnings (loss) per share[(a)]		—		70		70
Effect of dilutive securities: Stock options, restricted stock and performance units		—		3		2
Denominator for diluted earnings (loss) per share – weighted average shares and assumed conversions[(a)]		284		363		365
Net income (loss) per share attributable to Tyson:						
Class A Basic	$	(1.87)	$	9.18	$	8.57
Class B Basic	$	(1.68)	$	8.25	$	7.70
Diluted[(a)]	$	(1.87)	$	8.92	$	8.34
Dividends Declared Per Share:						
Class A	$	1.940	$	1.855	$	1.805
Class B	$	1.746	$	1.670	$	1.625

(a) For fiscal 2023, as the Company is in a net loss position, the impact of the Class B shares under the if-converted method is antidilutive and therefore we have not assumed conversion. As a result, the Class B weighted average shares, dividends declared and undistributed losses were excluded for the purposes of calculating Net Income (Loss) Per Share Attributable to Tyson on a diluted basis.

Approximately 9 million, 2 million, and 4 million of our stock-based compensation shares were antidilutive for fiscal 2023, 2022 and 2021. These shares were not included in the diluted earnings per share calculation.

We have two classes of capital stock, Class A stock and Class B stock. Cash dividends cannot be paid to holders of Class B stock unless they are simultaneously paid to holders of Class A stock. The per share amount of cash dividends paid to holders of Class B stock cannot exceed 90% of the cash dividends paid to holders of Class A stock.

We allocate undistributed earnings (losses) based upon a 1 to 0.9 ratio per share to Class A stock and Class B stock, respectively. We allocate undistributed earnings (losses) based on this ratio due to historical dividend patterns, voting control of Class B shareholders and contractual limitations of dividends to Class B stock.

NOTE 12: DERIVATIVE FINANCIAL INSTRUMENTS

Our business operations give rise to certain market risk exposures mostly due to changes in commodity prices, foreign currency exchange rates and interest rates. We manage a portion of these risks through the use of derivative financial instruments to reduce our exposure to commodity price risk, foreign currency risk and interest rate risk. Our risk management programs are periodically reviewed by our Board of Directors' Audit Committee. These programs and risks are monitored by senior management and may be revised as market conditions dictate. Our current risk management programs utilize various industry-standard models that take into account the implicit cost of hedging. Credit risks associated with our derivative contracts are not significant as we minimize counterparty exposure by dealing with credit-worthy counterparties and utilizing exchange traded instruments, margin accounts or letters of credit. Additionally, our derivative contracts are mostly short-term in duration and we generally do not make use of credit-risk-related contingent features. No significant concentrations of credit risk existed at September 30, 2023.

We had the following aggregated outstanding notional amounts related to our derivative financial instruments (in millions, except soybean meal tons):

	Metric	September 30, 2023	October 1, 2022
Commodity:			
Corn	Bushels	65	44
Soybean Meal	Tons	956,630	532,700
Live Cattle	Pounds	319	280
Lean Hogs	Pounds	454	339
Foreign Currency	United States dollar	$ 171	$ 249

We recognize all derivative instruments as either assets or liabilities at fair value in the Consolidated Balance Sheets, with the exception of normal purchases and normal sales expected to result in physical delivery. For those derivative instruments that are designated and qualify as hedging instruments, we designate the hedging instrument based upon the exposure being hedged (i.e., cash flow hedge or fair value hedge). We designate certain forward contracts as follows:

- Cash Flow Hedges – include certain commodity forward and option contracts of forecasted purchases (i.e., grains), interest rate swaps and locks, and certain foreign exchange forward contracts.
- Fair Value Hedges – include certain commodity forward contracts of firm commitments (i.e., livestock).

Cash Flow Hedges

Derivative instruments are designated as hedges against changes in the amount of future cash flows related to procurement of certain commodities utilized in our production processes as well as interest rates to our variable rate debt. For the derivative instruments we designate and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income ("OCI") and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses representing hedge ineffectiveness are recognized in earnings in the current period. Ineffectiveness related to our cash flow hedges was not significant during fiscal 2023, 2022 and 2021. As of September 30, 2023, we have $12 million of realized losses related to treasury rate locks in connection with the issuance of the 2026, 2029 and 2048 Notes, which will be reclassified to earnings over the lives of these notes. During fiscal 2023, 2022 and 2021, we had no gains or losses recognized in OCI on derivatives designated as cash flow hedges.

Fair Value Hedges

We designate certain derivative contracts as fair value hedges of firm commitments to purchase livestock for harvest. Our objective of these hedges is to minimize the risk of changes in fair value created by fluctuations in commodity prices associated with fixed price livestock firm commitments. For these derivative instruments we designate and qualify as a fair value hedge, the gain or loss on the derivative, as well as the offsetting gain or loss on the hedged item attributable to the hedged risk, are recognized in earnings in the same period. We include the gain or loss on the hedged items (i.e., livestock purchase firm commitments) in the same line item, Cost of Sales, as the offsetting gain or loss on the related livestock forward position. Ineffectiveness related to our fair value hedges was not significant during fiscal 2023, 2022 and 2021. The carrying amount of fair value hedge (assets) liabilities as of fiscal 2023, 2022 and 2021 were as follows (in millions):

Consolidated Balance Sheets Classification	2023	2022	2021
Inventory	$ 16	$ (12)	$ (6)

Undesignated Positions

In addition to our designated positions, we also hold derivative contracts for which we do not apply hedge accounting. These include certain derivative instruments related to commodities price risk, including grains, livestock, energy and foreign currency risk. We mark these positions to fair value through earnings at each reporting date.

Reclassification to Earnings
The following table sets forth the total amounts of each income and expense line item presented in the Consolidated Statements of Income in which the effects of hedges are recorded for fiscal years ended 2023, 2022 and 2021(in millions):

Consolidated Statements of Income Classification	2023	2022	2021
Cost of Sales	$ 50,250	$ 46,614	$ 40,523
Interest Expense	355	365	428
Other, net	(42)	(87)	(65)

The following table sets forth the pretax impact of the cash flow, fair value and undesignated derivative instruments in the Consolidated Statements of Income for fiscal years ended 2023, 2022 and 2021(in millions):

Consolidated Statements of Income Classification		2023	2022	2021
Cost of Sales	Gain (Loss) on cash flow hedges reclassified from OCI to Earnings:			
	Commodity contracts	$ —	$ —	$ (1)
	Gain (Loss) on fair value hedges:			
	Commodity contracts (a)	(19)	(29)	(55)
	Gain (Loss) on derivatives not designated as hedging instruments:			
	Commodity contracts	(98)	254	70
Total		$ (117)	$ 225	$ 14
Interest Expense	Gain (Loss) on cash flow hedges reclassified from OCI to Earnings:			
	Interest rate contracts	$ (2)	$ (1)	$ (1)
Other, net	Gain (Loss) on derivatives not designated as hedging instruments:			
	Foreign exchange contracts	$ 3	$ (9)	$ (5)

(a) Amounts represent gains/(losses) on commodity contracts designated as fair value hedges of firm commitments that were realized during the period presented, which were offset by a corresponding gain/(loss) on the underlying hedged inventory. Gains or losses related to changes in the fair value of unrealized commodity contracts, along with the offsetting gain or loss on the hedged inventory, are also marked-to-market through earnings with no impact on a net basis.

The fair value of all outstanding derivative instruments in the Consolidated Balance Sheets are included in Note 13: Fair Value Measurements.

NOTE 13: FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy contains three levels as follows:

Level 1 — Unadjusted quoted prices available in active markets for the identical assets or liabilities at the measurement date.

Level 2 — Other observable inputs available at the measurement date, other than quoted prices included in Level 1, either directly or indirectly, including:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets in non-active markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs derived principally from or corroborated by other observable market data.

Level 3 — Unobservable inputs that cannot be corroborated by observable market data and reflect the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

Assets and Liabilities Measured at Fair Value on a Recurring Basis
The fair value hierarchy requires the use of observable market data when available. In instances where the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input significant to the fair value measurement in its entirety. Our assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

The following tables set forth by level within the fair value hierarchy our financial assets and liabilities accounted for at fair value on a recurring basis according to the valuation techniques we used to determine their fair values as of September 30, 2023 and October 1, 2022 (in millions):

September 30, 2023	Level 1	Level 2	Level 3	Netting (a)	Total
Other Current Assets:					
Derivative financial instruments:					
Designated as hedges	$ —	$ 7	$ —	$ (2)	$ 5
Undesignated	—	95	—	(19)	76
Available for sale securities (current)	—	15	—	—	15
Other Assets:					
Available for sale securities (non-current)	—	59	30	—	89
Deferred compensation assets	27	375	—	—	402
Total Assets	$ 27	$ 551	$ 30	$ (21)	$ 587
Other Current Liabilities:					
Derivative financial instruments:					
Designated as hedges	$ —	$ 27	$ —	$ (27)	$ —
Undesignated	—	126	—	(107)	19
Total Liabilities	$ —	$ 153	$ —	$ (134)	$ 19

October 1, 2022	Level 1	Level 2	Level 3	Netting (a)	Total
Other Current Assets:					
Derivative financial instruments:					
Designated as hedges	$ —	$ 14	$ —	$ (6)	$ 8
Undesignated	—	154	—	(58)	96
Available for sale securities (current)	—	1	—	—	1
Other Assets:					
Available for sale securities (non-current)	—	65	35	—	100
Deferred Compensation assets	38	327	—	—	365
Total Assets	$ 38	$ 561	$ 35	$ (64)	$ 570
Other Current Liabilities:					
Derivative financial instruments:					
Designated as hedges	$ —	$ 2	$ —	$ (2)	$ —
Undesignated	—	106	—	(72)	34
Total liabilities	$ —	$ 108	$ —	$ (74)	$ 34

(a) Our derivative assets and liabilities are presented in our Consolidated Balance Sheets on a net basis when a legally enforceable master netting arrangement exists between the counterparty to a derivative contract and us. Additionally, at September 30, 2023, and October 1, 2022, we had $113 million and $10 million, respectively, of net cash collateral posted with various counterparties where master netting arrangements exist and held no cash collateral.

The following table provides a reconciliation between the beginning and ending balance of marketable debt securities measured at fair value on a recurring basis in the table above that used significant unobservable inputs (Level 3) as of September 30, 2023 and October 1, 2022 (in millions):

	September 30, 2023	October 1, 2022
Balance at beginning of year	$ 35	$ 48
Total realized and unrealized gains (losses):		
Included in other comprehensive income (loss)	1	(3)
Purchases	10	8
Settlements	(16)	(18)
Balance at end of year	$ 30	$ 35

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

Derivative Assets and Liabilities

Our derivative financial instruments primarily include exchange-traded and over-the-counter contracts which are further described in Note 12: Derivative Financial Instruments. We record our derivative financial instruments at fair value using quoted market prices, adjusted where necessary for credit and non-performance risk and internal models that use readily observable market inputs as their basis, including current and forward market prices and rates. We classify these instruments in Level 2 when quoted market prices can be corroborated utilizing observable current and forward commodity market prices on active exchanges or observable market transactions.

Available for Sale Securities

Our investments in marketable debt securities are classified as available-for-sale and are reported at fair value based on pricing models and quoted market prices adjusted for credit and non-performance risk. Short-term investments with maturities of less than 12 months are included in Other current assets in the Consolidated Balance Sheets and primarily include certificates of deposit and commercial paper. All other marketable debt securities are included in Other Assets in the Consolidated Balance Sheets and have maturities ranging up to 46 years.

We classify our investments in U.S. government, U.S. agency, certificates of deposit and commercial paper debt securities as Level 2 as fair value is generally estimated using discounted cash flow models that are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other readily available relevant economic measures. We classify certain corporate, asset-backed and other debt securities as Level 3 as there is limited activity or less observable inputs into valuation models, including current interest rates and estimated prepayment, default and recovery rates on the underlying portfolio or structured investment vehicle. Significant changes to assumptions or unobservable inputs in the valuation of our Level 3 instruments would not have a significant impact to our consolidated financial statements.

The following table sets forth our available-for-sale securities' amortized cost basis, fair value and unrealized gain (loss) by significant investment category as of September 30, 2023 and October 1, 2022 (in millions):

	September 30, 2023			October 1, 2022		
	Amortized Cost Basis	Fair Value	Unrealized Gain/(Loss)	Amortized Cost Basis	Fair Value	Unrealized Gain/(Loss)
Available for Sale Securities:						
Debt Securities:						
United States Treasury and Agency	$ 79	$ 74	$ (5)	$ 71	$ 66	$ (5)
Corporate and Asset-Backed	31	30	(1)	37	35	(2)

Unrealized holding gains (losses), net of tax, are excluded from earnings and reported in OCI until the security is settled or sold. On a quarterly basis, we evaluate whether losses related to our available-for-sale securities are due to credit or noncredit factors. Losses on debt securities where we have the intent, or will more than likely be required, to sell the security prior to recovery, would be recorded as a direct write-off of amortized cost basis through earnings. Losses on debt securities where we do not have the intent, or would not more than likely be required to sell the security prior to recovery, would be further evaluated to determine whether the loss is credit or non-credit related. Credit-related losses would be recorded through an allowance for credit losses through earnings and non-credit related losses through OCI.

We consider many factors in determining whether a loss is credit-related, including the financial condition and near-term prospects of the issuer, borrower repayment characteristics for asset-backed securities, and our ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery. We recognized no direct write-offs or allowances for credit losses in earnings in fiscal 2023, 2022 or 2021.

Deferred Compensation Assets
We maintain non-qualified deferred compensation plans for certain executives and other highly compensated team members. Investments are generally maintained within a trust and include money market funds, mutual funds and life insurance policies. The cash surrender value of the life insurance policies is invested primarily in mutual funds. The investments are recorded at fair value based on quoted market prices and are included in Other Assets in the Consolidated Balance Sheets. We classify the investments which have observable market prices in active markets in Level 1 as these are generally publicly-traded mutual funds. The remaining deferred compensation assets are classified in Level 2, as fair value can be corroborated based on observable market data. Realized and unrealized gains (losses) on deferred compensation are included in earnings.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis
In addition to assets and liabilities that are recorded at fair value on a recurring basis, we record assets and liabilities at fair value on a nonrecurring basis. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges and, with respect to our equity investments without readily determinable fair values, recorded by applying the measurement alternative for which such investments are recorded at cost and adjusted for an observable price change in an orderly transaction for an identical or similar investment of the same issuer.

In fiscal 2023, we recorded goodwill impairment charges of $333 million, $210 million and $238 million in our Beef and Chicken segments and International/Other, respectively. We estimated the fair value of our reporting units utilizing various valuation techniques, with the primary technique being an income approach (discounted cash flow method) and another technique being a market approach (guideline public company method), which incorporated significant unobservable Level 3 inputs. During fiscal 2022, we recognized gains of $37 million in Other, net in the Consolidated Statements of Income, based upon observable price changes. Equity investments without readily determinable fair values are measured using Level 3 inputs and are included in Other Assets in the Consolidated Balance Sheets. We did not have any other significant measurements of assets or liabilities at fair value on a nonrecurring basis subsequent to their initial recognition during the twelve months ended September 30, 2023, October 1, 2022, or October 2, 2021.

Other Financial Instruments
Fair value of our debt is principally estimated using Level 2 inputs based on quoted prices for those or similar instruments. Fair value and carrying value for our debt are as follows as of September 30, 2023 and October 1, 2022 (in millions):

	September 30, 2023		October 1, 2022	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Total Debt	$ 8,693	$ 9,506	$ 7,762	$ 8,321

Concentrations of Credit Risk
Our financial instruments exposed to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. Our cash equivalents are in high quality securities placed with major banks and financial institutions. Concentrations of credit risk with respect to receivables are limited due to the large number of customers and their dispersion across geographic areas. We perform periodic credit evaluations of our customers' financial condition and generally do not require collateral. At September 30, 2023, and October 1, 2022, 15.9% and 16.4%, respectively, of our net accounts receivable balance was due from Walmart Inc. No other single customer or customer group represented greater than 10% of net accounts receivable.

NOTE 14: STOCK-BASED COMPENSATION

We issue shares under our stock-based compensation plans by issuing Class A stock from treasury. The total number of shares available for future grant under the Tyson Foods, Inc. 2000 Stock Incentive Plan ("Incentive Plan") was 6,923,370 at September 30, 2023.

Stock Options

Shareholders approved the Incentive Plan in January 2001. The Incentive Plan is administered by the Compensation and Leadership Development Committee of the Board of Directors ("Compensation Committee"). The Incentive Plan includes provisions for granting incentive stock options for shares of Class A stock at a price not less than the fair value at the date of grant. Nonqualified stock options may be granted at a price equal to or more than the fair value of Class A stock on the date the option is granted. Stock options under the Incentive Plan generally become exercisable ratably over three years from the date of grant and must be exercised within 10 years from the date of grant. Our policy is to recognize compensation expense on a straight-line basis over the requisite service period for the entire award. Forfeitures are recognized as they occur.

	Shares Under Option	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value (in millions)
Outstanding, October 1, 2022	6,029,629	$ 67.95		
Exercised	(245,991)	47.15		
Forfeited or expired	(942,905)	71.52		
Granted	1,539,275	65.55		
Outstanding, September 30, 2023	6,380,008	$ 67.65	6.2	$ 7
Exercisable, September 30, 2023	4,422,711	$ 66.94	5.2	$ 7

The weighted average grant-date fair value of options granted in fiscal 2023, 2022 and 2021 was $15.82, $16.53 and $11.03, respectively. The fair value of each option grant is established on the date of grant using a binomial lattice method. We use historical volatility for a period of time comparable to the expected life of the option to determine volatility assumptions. Expected life is calculated based on the contractual term of each grant and takes into account the historical exercise and termination behavior of participants. Risk-free interest rates are based on the five-year Treasury bond rate. Assumptions used in the fair value calculation are as of the grant dates and are outlined in the following table.

	2023	2022	2021
Expected life (in years)	4.5	4.4	4.3
Risk-free interest rate	3.9 %	1.1 %	0.3 %
Expected volatility	31.2 %	30.0 %	32.2 %
Expected dividend yield	2.9 %	2.4 %	3.4 %

We recognized stock-based compensation expense related to stock options, net of income taxes, of $13 million, $13 million and $19 million for fiscal 2023, 2022 and 2021, respectively. The related tax benefit for fiscal 2023, 2022 and 2021 was $3 million, $3 million and $4 million, respectively. We had 1.2 million, 1.5 million and 1.9 million options vest in fiscal 2023, 2022 and 2021, respectively, with a grant date fair value of $18 million, $19 million and $25 million, respectively.

In fiscal 2023, 2022 and 2021, we received cash of $11 million, $126 million and $41 million, respectively, for the exercise of stock options. Shares are issued from treasury for stock option exercises. The related tax benefit realized from stock options exercised during fiscal 2023, 2022 and 2021, was $1 million, $12 million and $5 million, respectively. The total intrinsic value of options exercised in fiscal 2023, 2022 and 2021, was $1 million, $22 million and $20 million, respectively.

As of September 30, 2023, we had $18 million of total unrecognized compensation cost related to stock option plans that will be recognized over a weighted average period of 1.1 years.

Restricted Stock

We issue restricted stock at the market value as of the date of grant, with restrictions expiring over periods through fiscal 2026. Unearned compensation is recognized over the vesting period for the particular grant using a straight-line method.

	Number of Shares		Weighted Average Grant-Date Fair Value Per Share	Weighted Average Remaining Contractual Life (in Years)		Aggregate Intrinsic Value (in millions)
Nonvested, October 1, 2022	1,606,531	$	76.36			
Granted	1,006,545		62.23			
Dividends	26,709		62.56			
Vested	(669,511)		79.38			
Forfeited	(334,359)		71.47			
Nonvested, September 30, 2023	1,635,915	$	67.20	1.5	$	83

As of September 30, 2023, we had $50 million of total unrecognized compensation cost related to restricted stock awards that will be recognized over a weighted average period of 2.0 years.

We recognized stock-based compensation expense related to restricted stock, net of income taxes, of $32 million, $28 million and $35 million for fiscal 2023, 2022 and 2021, respectively. The related tax benefit for fiscal 2023, 2022 and 2021 was $9 million, $7 million and $9 million, respectively. We had 0.7 million, 0.9 million and 0.5 million restricted stock awards vest in fiscal 2023, 2022 and 2021, respectively, with a grant date fair value of $53 million, $57 million and $37 million, respectively.

Performance-Based Shares

We award performance-based shares of our Class A stock to certain team members. These awards are typically granted once a year. Performance-based shares vest based upon the passage of time and the achievement of performance or market performance criteria, ranging from 0% to 200%, as determined by the Compensation Committee prior to the date of the award. Vesting periods for these awards are three years. We review progress toward the attainment of the performance criteria each quarter during the vesting period. When it is probable the minimum performance criteria for an award will be achieved, we begin recognizing the expense equal to the proportionate share of the total fair value of the Class A stock price on the grant date. The total expense recognized over the duration of performance awards will equal the Class A stock price on the date of grant multiplied by the number of shares ultimately awarded based on the level of attainment of the performance criteria. For grants with market performance criteria, the fair value is determined on the grant date and is calculated using the same inputs for expected volatility, expected dividend yield, and risk-free rate as stock options, noted above, with a duration of three years. The total expense recognized over the duration of the award will equal the fair value, regardless if the market performance criteria is met.

The following table summarizes the performance-based shares at the maximum award amounts based upon the respective performance share agreements. Actual shares that will vest depend on the level of attainment of the performance-based criteria.

	Number of Shares		Weighted Average Grant-Date Fair Value Per Share	Weighted Average Remaining Contractual Life (in Years)		Aggregate Intrinsic Value (in millions)
Nonvested, October 1, 2022	1,781,519	$	58.13			
Granted	938,835		48.80			
Vested	(243,782)		90.05			
Forfeited	(830,423)		50.74			
Nonvested, September 30, 2023	1,646,149	$	51.81	1.2	$	83

We recognized stock-based compensation expense related to performance shares, net of income taxes, of $2 million, $37 million and $19 million for fiscal 2023, 2022 and 2021, respectively. The related tax benefit for fiscal 2023 was inconsequential. The related tax benefit for fiscal 2022 and 2021 was $7 million and $4 million, respectively. As of September 30, 2023, we had $6 million of total unrecognized compensation based upon our progress toward the attainment of criteria related to performance-based share awards that will be recognized over a weighted average period of 1.6 years.

NOTE 15: PENSIONS AND OTHER POSTRETIREMENT BENEFITS

We have four defined benefit pension plans consisting of one frozen and noncontributory funded qualified plan and three frozen unfunded non-qualified plans. The benefits provided under these plans are based on a formula using years of service and either a specified benefit rate or compensation level. The non-qualified defined benefit plans are for certain officers and use a formula based on years of service and final average salary. We also have other postretirement benefit plans for which substantially all of our team members may receive benefits if they satisfy applicable eligibility criteria. The postretirement healthcare plans are contributory with participants' contributions adjusted when deemed necessary.

We have defined contribution retirement programs for various groups of team members. We recognized expenses of $113 million, $114 million and $106 million in fiscal 2023, 2022 and 2021, respectively.

We use a fiscal year end measurement date for our defined benefit plans and other postretirement plans. We recognize the effect of actuarial gains and losses into earnings immediately for other postretirement plans rather than amortizing the effect over future periods. Other postretirement benefits include postretirement medical costs and life insurance.

During fiscal 2021, we amended one of the Company's other postretirement benefit plans, which resulted in the recognition of a gain of $34 million, recorded in Other, net in our Consolidated Statements of Income.

Benefit Obligations and Funded Status

The following table provides a reconciliation of the changes in the plans' benefit obligations, assets and funded status as of September 30, 2023 and October 1, 2022 (in millions):

	Pension Benefits				Other Postretirement Benefits	
	Qualified		Non-Qualified			
	2023	2022	2023	2022	2023	2022
Change in benefit obligation						
Benefit obligation at beginning of year	$ 17	$ 28	$ 166	$ 220	$ 55	$ 65
Service cost	—	—	—	—	2	1
Interest cost	1	1	8	6	1	1
Actuarial (gain)/loss	1	(11)	(3)	(47)	(5)	(8)
Benefits paid	(1)	(1)	(13)	(13)	(3)	(4)
Benefit obligation at end of year	18	17	158	166	50	55
Change in plan assets						
Fair value of plan assets at beginning of year	24	33	—	—	—	—
Actual return on plan assets	4	(9)	—	—	—	—
Employer contributions	—	1	13	13	3	4
Benefits paid	(1)	(1)	(13)	(13)	(3)	(4)
Fair value of plan assets at end of year	27	24	—	—	—	—
Funded status	$ 9	$ 7	$ (158)	$ (166)	$ (50)	$ (55)

Amounts recognized in the Consolidated Balance Sheets as of September 30, 2023 and October 1, 2022 consist of (in millions):

	Pension Benefits				Other Postretirement Benefits	
	Qualified		Non-Qualified			
	2023	2022	2023	2022	2023	2022
Other assets	$ 9	$ 7	$ —	$ —	$ —	$ —
Other current liabilities	—	—	(13)	(13)	(2)	(3)
Other liabilities	—	—	(145)	(153)	(48)	(52)
Total assets (liabilities)	$ 9	$ 7	$ (158)	$ (166)	$ (50)	$ (55)

Pre-tax amounts recognized in Accumulated Other Comprehensive Income as of September 30, 2023 and October 1, 2022 consist of (in millions):

	Pension Benefits				Other Postretirement Benefits	
	Qualified		Non-Qualified			
	2023	2022	2023	2022	2023	2022
Accumulated other comprehensive (income)/loss:						
Actuarial (gain) loss	$ 1	$ 2	$ (15)	$ (15)	$ 9	$ 13
Prior service (credit) cost	—	—	1	2	(5)	(5)
Total accumulated other comprehensive (income)/loss:	$ 1	$ 2	$ (14)	$ (13)	$ 4	$ 8

We had three pension plans as of September 30, 2023 and October 1, 2022, that had an accumulated benefit obligation in excess of plan assets. Plans with accumulated benefit obligations in excess of plan assets are as follows (in millions):

	Pension Benefits			
	Qualified		Non-Qualified	
	2023	2022	2023	2022
Projected benefit obligation	$ —	$ —	$ 158	$ 166
Accumulated benefit obligation	—	—	158	166
Fair value of plan assets	—	—	—	—

The accumulated benefit obligation for all qualified pension plans was $18 million and $17 million at September 30, 2023, and October 1, 2022, respectively.

Net Periodic Benefit Cost (Credit)

Components of net periodic benefit cost (credit) for pension and postretirement benefit plans recognized in the Consolidated Statements of Income are as follows for fiscal years ended 2023, 2022 and 2021 (in millions):

	Pension Benefits						Other Postretirement Benefits		
	Qualified			Non-Qualified					
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Service cost	$ —	$ —	$ —	$ —	$ —	$ —	$ 2	$ 1	$ 2
Interest cost	1	1	—	8	6	6	1	1	1
Expected return on plan assets	(1)	(1)	—	—	—	—	—	—	—
Amortization of prior service cost	—	—	—	1	1	1	5	4	(2)
Recognized actuarial loss (gain), net	—	—	—	(3)	3	4	(5)	(8)	—
Recognized settlement gain	—	—	—	—	—	—	—	—	(34)
Net periodic benefit cost (credit)	$ —	$ —	$ —	$ 6	$ 10	$ 11	$ 3	$ (2)	$ (33)

Each of the components other than the service cost component were recorded in the Consolidated Statements of Income in Other, net. As of September 30, 2023, we expect no amounts to be reclassified into earnings within the next 12 months related to net periodic benefit cost (credit) for the qualified pension plans. As of September 30, 2023, the amounts expected to be reclassified into earnings within the next 12 months related to net periodic benefit cost (credit) for the non-qualified pension plans and the other postretirement benefit plans are not significant.

Assumptions

Weighted average assumptions are as follows for fiscal years ended 2023, 2022 and 2021:

	Pension Benefits						Other Postretirement Benefits		
	Qualified			Non-Qualified					
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Discount rate to determine net periodic benefit cost	5.20 %	2.00 %	1.70 %	5.42 %	2.83 %	2.63 %	4.59 %	2.07 %	1.95 %
Discount rate to determine benefit obligations	5.70 %	5.20 %	2.00 %	5.79 %	5.42 %	2.83 %	4.92 %	4.59 %	2.07 %
Rate of compensation increase	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Expected return on plan assets	5.20 %	2.00 %	1.70 %	n/a	n/a	n/a	n/a	n/a	n/a

To determine the expected return on plan assets assumption, we first examined historical rates of return for the various asset classes within the plans. We then determined a long-term projected rate-of-return based on expected returns. Our discount rate assumptions used to account for pension and other postretirement benefit plans reflect the rates at which the benefit obligations could be effectively settled. The discount rates for our plans were determined using a cash flow matching technique whereby the rates of a yield curve, developed from high-quality debt securities, were applied to the benefit obligations to determine the appropriate discount rate.

We have eight other postretirement benefit plans, of which five are healthcare and life insurance related. Two of these plans, with benefit obligations totaling $9 million at September 30, 2023, were not impacted by healthcare cost trend rates as one consists of fixed annual payments and one is life insurance related. One of the healthcare plans, with benefit obligations less than $1 million at September 30, 2023, was not impacted by healthcare cost trend rates due to previous plan amendments. The remaining two plans, with benefit obligations less than $1 million and $3 million, at September 30, 2023, utilized assumed healthcare cost trend rates of 7.1% and 7.0%, respectively. The healthcare cost trend rates for the two plans will be grading down to an ultimate rate of 4.5% in 2032 and 2031, respectively.

Contributions
Our policy is to fund at least the minimum contribution required to meet applicable federal employee benefit and local tax laws. In our sole discretion, we may from time to time fund additional amounts. Expected contributions to pension plans for fiscal 2024 are approximately $15 million. For fiscal 2023, 2022 and 2021, we funded $13 million, $13 million and $15 million, respectively, to pension plans.

Estimated Future Benefit Payments
The following benefit payments are expected to be paid (in millions):

	Pension Benefits		Other Postretirement Benefits
	Qualified	Non-Qualified	
2024	$ 1	$ 14	$ 2
2025	1	14	2
2026	—	14	3
2027	—	13	2
2028	—	13	2
2029-2033	5	62	7

The above benefit payments for other postretirement benefit plans are not expected to be offset by Medicare Part D subsidies in fiscal 2024.

Multi-Employer Plan
Additionally, we participate in one multi-employer plan that provides defined benefits to certain team members covered by collective bargaining agreements. Such plans are usually administered by a board of trustees composed of the management of the participating companies and labor representatives.

The risks of participating in multi-employer plans are different from single-employer plans. Assets contributed to the multi-employer plan by one employer may be used to provide benefits to team members of other participating employers. If a participating employer stops contributing to the plan, the unfunded obligation of the plan may be borne by the remaining participating employers. If we stop participating in a plan, we may be required to pay that plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The net pension cost of the plan is equal to the annual contributions determined in accordance with the provisions of negotiated labor contracts. Contributions to the plan were $2 million in fiscal 2023 and fiscal 2022. Assets contributed to such plans are not segregated or otherwise restricted to provide benefits only to our team members. The future cost of the plans is dependent on a number of factors including the funded status of the plans and the ability of the other participating companies to meet ongoing funding obligations.

Our participation in the multi-employer plan for fiscal 2023 is outlined below. The EIN/Pension Plan Number column provides the Employer Identification Number (“EIN”) and the three-digit plan number. The most recent Pension Protection Act (“PPA”) zone status available in fiscal 2023 and fiscal 2022 is for the plan’s year beginning January 1, 2023, and 2022, respectively. The zone status is based on information that we have received from the plan and is certified by the plan’s actuaries. Among other factors, plans in the red zone are generally less than 65 percent funded. Plans that are critical and declining status are projected to have an accumulated funding deficiency. The FIP/RP Status column indicates plans for which a financial improvement plan (“FIP”) or rehabilitation plan (“RP”) is either pending or has been implemented. The last column lists the expiration date of the collective-bargaining agreement to which the plan is subject.

In addition to regular contributions, we could be obligated to pay additional contributions (known as complete or partial withdrawal liabilities) if it has unfunded vested benefits.

		PPA Zone Status		FIP/RP Status	Contributions (in millions)			Surcharge Imposed	
Pension Fund Plan Name	EIN/Pension Plan Number	2023	2022	Implemented	2023	2022	2021	2023	Expiration Date of Collective Bargaining Agreement
Bakery and Confectionery Union and Industry International Pension Fund	52-6118572/001	Red	Red	Nov 2012	$2	$2	$1	5%	2024-08-02

NOTE 16: COMPREHENSIVE INCOME (LOSS)

The components of accumulated other comprehensive income (loss) as of September 30, 2023 and October 1, 2022 are as follows (in millions):

	2023	2022
Accumulated other comprehensive income (loss), net of taxes:		
Unrealized net hedging loss	$ (10)	$ (12)
Unrealized net gain (loss) on investments	(5)	(6)
Currency translation adjustment	(252)	(281)
Postretirement benefits reserve adjustments	7	2
Total accumulated other comprehensive income (loss)	$ (260)	$ (297)

The before and after tax changes in the components of other comprehensive income (loss) are as follows for fiscal years ended 2023, 2022 and 2021 (in millions):

	2023			2022			2021		
	Before Tax	Tax	After Tax	Before Tax	Tax	After Tax	Before Tax	Tax	After Tax
Derivatives accounted for as cash flow hedges:									
(Gain) loss reclassified to interest expense	$ 2	$ —	$ 2	$ 1	$ —	$ 1	$ 1	$ —	$ 1
(Gain) loss reclassified to cost of sales	—	—	—	—	—	—	1	—	1
Investments:									
Unrealized gain (loss)	1	—	1	(8)	1	(7)	(1)	—	(1)
Currency translation:									
Translation adjustment	29	—	29	(166)	4	(162)	17	—	17
Postretirement benefits:									
Unrealized gain (loss)	6	(1)	5	58	(15)	43	10	(2)	8
Pension settlement reclassified to other (income) expense	—	—	—	—	—	—	(26)	7	(19)
Total other comprehensive income (loss)	$ 38	$ (1)	$ 37	$ (115)	$ (10)	$ (125)	$ 2	$ 5	$ 7

NOTE 17: SEGMENT REPORTING

We operate in four reportable segments: Beef, Pork, Chicken, and Prepared Foods. We measure segment profit as operating income (loss). International/Other primarily includes our foreign operations in Australia, China, Malaysia, Mexico, the Netherlands, South Korea, Thailand and the Kingdom of Saudi Arabia, third-party merger and integration costs and corporate overhead related to Tyson New Ventures, LLC.

Beef

Beef includes our operations related to processing live fed cattle and fabricating dressed beef carcasses into primal and sub-primal meat cuts and case-ready products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes sales from specialty products such as hides and variety meats, as well as logistics operations to move products through the supply chain.

Pork
Pork includes our operations related to processing live market hogs and fabricating pork carcasses into primal and sub-primal cuts and case-ready products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes our live swine group, related specialty product processing activities and logistics operations to move products through the supply chain.

Chicken
Chicken includes our domestic operations related to raising and processing live chickens into, and purchasing raw materials for fresh, frozen and value-added chicken products, as well as sales from specialty products. Our value-added chicken products primarily include breaded chicken strips, nuggets, patties and other ready-to-fix or fully cooked chicken parts. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, convenience stores, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes logistics operations to move products through our domestic supply chain and the global operations of our chicken breeding stock subsidiary.

Prepared Foods
Prepared Foods includes our operations related to manufacturing and marketing frozen and refrigerated food products and logistics operations to move products through the supply chain. This segment includes brands such as Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, State Fair®, as well as artisanal brands Aidells® and Gallo Salame®. Products primarily include ready-to-eat sandwiches, sandwich components such as flame-grilled hamburgers and Philly steaks, pepperoni, bacon, breakfast sausage, turkey, lunchmeat, hot dogs, flour and corn tortilla products, appetizers, snacks, prepared meals, ethnic foods, side dishes, meat dishes, breadsticks and processed meats. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, convenience stores, healthcare facilities, the military and other food processors, as well as to international export markets.

We allocate expenses related to corporate activities to the segments, except for third-party merger and integration costs of $3 million, $5 million and $2 million in fiscal 2023, 2022 and 2021, respectively, and corporate overhead related to Tyson New Ventures, LLC, which are included in International/Other. Intersegment sales transactions, which were at market prices, are included in the segment sales in the table below. Assets and additions to property, plant and equipment relating to corporate activities remain in International/Other.

Information on segments and a reconciliation to income from continuing operations before income taxes are as follows for fiscal years ended 2023, 2022 and 2021 (in millions):

	Beef	Pork	Chicken	Prepared Foods	International/Other	Intersegment Sales	Consolidated
2023							
Sales	$ 19,325	$ 5,768	$ 17,060	$ 9,845	$ 2,515	$ (1,632)	$ 52,881
Operating Income (Loss)	(91)	(139)	(770)	823	(218)		(395)
Total Other (Income) Expense							283
Income (Loss) before Income Taxes							(678)
Depreciation and amortization	128	68	693	373	67		1,329
Total Assets	3,772	1,696	12,143	15,198	3,442		36,251
Additions to property, plant and equipment	169	62	834	578	296		1,939
2022							
Sales	$ 19,854	$ 6,414	$ 16,961	$ 9,689	$ 2,355	$ (1,991)	$ 53,282
Operating Income (Loss)	2,502	193	955	746	14		4,410
Total Other (Income) Expense							261
Income before Income Taxes							4,149
Depreciation and amortization	128	70	563	372	58		1,191
Total Assets	3,883	1,697	12,386	14,920	3,935		36,821
Additions to property, plant and equipment	136	82	906	456	307		1,887
2021							
Sales	$ 17,999	$ 6,277	$ 13,733	$ 8,853	$ 1,990	$ (1,803)	$ 47,049
Operating Income (Loss)	3,240	328	(625)	1,456	(3)		4,396
Total Other (Income) Expense							355
Income before Income Taxes							4,041
Depreciation and amortization	108	61	564	385	77		1,195
Total Assets	3,678	1,583	11,373	14,630	5,045		36,309
Additions to property, plant and equipment	246	100	518	237	108		1,209

Our largest customer, Walmart Inc., accounted for 18.6%, 17.7% and 18.3% of consolidated sales in fiscal 2023, 2022 and 2021, respectively. Sales to Walmart Inc. were included in all the segments. Any extended discontinuance of sales to this customer could, if not replaced, have a material impact on our operations.

The majority of our operations are domiciled in the United States. Approximately 95% of sales to external customers for each of fiscal 2023, 2022 and 2021 were sourced from the United States. Approximately $26.1 billion and $25.7 billion of long-lived assets were located in the United States at September 30, 2023, and October 1, 2022, respectively. Excluding goodwill and intangible assets, long-lived assets located in the United States totaled approximately $10.5 billion and $9.5 billion at September 30, 2023, and October 1, 2022, respectively. Approximately $1.4 billion and $1.5 billion of long-lived assets were located in foreign locations, primarily Brazil, China, the European Union, Malaysia, New Zealand and Thailand at September 30, 2023, and October 1, 2022, respectively. Excluding goodwill and intangible assets, long-lived assets in foreign countries totaled approximately $1,101 million and $916 million at September 30, 2023, and October 1, 2022, respectively.

We sell certain products in foreign markets, primarily Australia, Canada, Central America, Chile, China, the European Union, the United Kingdom, Japan, Mexico, Malaysia, the Middle East, Singapore, South Korea, Taiwan and Thailand. Our export sales from the United States totaled $5.1 billion, $5.8 billion and $4.9 billion for fiscal 2023, 2022 and 2021, respectively. Substantially all of our export sales are facilitated through unaffiliated brokers, marketing associations and foreign sales staffs. Sales of products produced in a country other than the United States were less than 10% of consolidated sales for each of fiscal 2023, 2022 and 2021.

The following tables further disaggregate our sales to customers by major distribution channels (in millions):

Twelve months ended September 30, 2023						
	Retail[(a)]	Foodservice[(b)]	International[(c)]	Industrial and Other[(d)]	Intersegment	Total
Beef	$ 8,947	$ 4,839	$ 2,633	$ 2,395	$ 511	$ 19,325
Pork	1,677	477	1,235	1,338	1,041	5,768
Chicken	7,483	6,589	1,007	1,901	80	17,060
Prepared Foods	5,795	3,690	213	147	—	9,845
International/Other	—	—	2,515	—	—	2,515
Intersegment	—	—	—	—	(1,632)	(1,632)
Total	$ 23,902	$ 15,595	$ 7,603	$ 5,781	$ —	$ 52,881

Twelve months ended October 1, 2022						
	Retail[(a)]	Foodservice[(b)]	International[(c)]	Industrial and Other[(d)]	Intersegment	Total
Beef	$ 8,687	$ 4,940	$ 3,247	$ 2,439	$ 541	$ 19,854
Pork	1,817	516	1,180	1,616	1,285	6,414
Chicken	7,194	6,475	1,131	1,996	165	16,961
Prepared Foods	5,587	3,751	191	160	—	9,689
International/Other	—	—	2,355	—	—	2,355
Intersegment	—	—	—	—	(1,991)	(1,991)
Total	$ 23,285	$ 15,682	$ 8,104	$ 6,211	$ —	$ 53,282

Twelve months ended October 2, 2021						
	Retail[(a)]	Foodservice[(b)]	International[(c)]	Industrial and Other[(d)]	Intersegment	Total
Beef	$ 8,779	$ 4,326	$ 2,720	$ 1,719	$ 455	$ 17,999
Pork	1,787	474	1,173	1,563	1,280	6,277
Chicken	6,112	5,566	770	1,217	68	13,733
Prepared Foods	5,231	3,311	140	171	—	8,853
International/Other	—	—	1,990	—	—	1,990
Intersegment	—	—	—	—	(1,803)	(1,803)
Total	$ 21,909	$ 13,677	$ 6,793	$ 4,670	$ —	$ 47,049

(a) Includes sales to consumer products and food retailers, such as grocery retailers, warehouse club stores, and internet-based retailers.
(b) Includes sales to foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, convenience stores, healthcare facilities and the military.
(c) Includes sales to international markets related to internationally produced products or export sales of domestically produced products.
(d) Includes sales to industrial food processing companies that further process our product to sell to end consumers and any remaining sales not included in the Retail, Foodservice or International categories. For fiscal 2023 and 2021, the Chicken segment included a $156 million and $545 million reduction in Other due to the recognition of legal contingency accruals, respectively.

NOTE 18: SUPPLEMENTAL CASH FLOWS INFORMATION

The following table summarizes cash payments for interest and income taxes for fiscal years ended 2023, 2022 and 2021 (in millions):

	2023	2022	2021
Interest, net of amounts capitalized	$ 340	$ 363	$ 444
Income taxes, net of refunds	46	1,216	683

NOTE 19: TRANSACTIONS WITH RELATED PARTIES

We have related party leases for two wastewater facilities with an entity owned by the Donald J. Tyson Revocable Trust (for which Mr. John Tyson, Chairman of the Company, is a trustee), Berry Street Waste Water Treatment Plant, LP (90% of which is owned by the TLP), and the sisters of Mr. Tyson. As of September 30, 2023 and October 1, 2022, one lease was classified as a finance lease with a debt balance of $6 million which is primarily recognized as Long-term debt in our Consolidated Balance Sheet. The other lease was classified as an operating lease with a lease liability balance of $2 million and $3 million as of September 30, 2023 and October 1, 2022, respectively, which is primarily recognized within Other Liabilities in our Consolidated Balance Sheet. Total payments of approximately $1 million in each of fiscal 2023, 2022 and 2021 were paid to lease the facilities.

As of September 30, 2023, the TLP, of which John Tyson and director Barbara Tyson are general partners, owned 70 million shares, or 99.985% of our outstanding Class B stock and, along with the members of the Tyson family, owned 6.9 million shares of Class A stock, giving it control of approximately 71.74% of the total voting power of our outstanding voting stock.

In fiscal 2023, 2022 and 2021, the Company provided administrative services to the TLP, the beneficial owner of 70 million shares of Class B stock, and the TLP, through TLP Investment, L.P., reimbursed the Company $0.2 million in each of fiscal 2023 , 2022 and 2021.

NOTE 20: COMMITMENTS AND CONTINGENCIES

Commitments

We guarantee obligations of certain outside third parties, consisting primarily of grower loans, which are substantially collateralized by the underlying assets. The remaining terms of the underlying obligations cover periods up to 8 years, and the maximum potential amount of future payments as of September 30, 2023, was not significant. The likelihood of material payments under these guarantees is not considered probable. At September 30, 2023, and October 1, 2022, no significant liabilities for guarantees were recorded.

We have cash flow assistance programs in which certain livestock suppliers participate. Under these programs, we pay an amount for livestock equivalent to a standard cost to grow such livestock during periods of low market sales prices. The amounts of such payments that are in excess of the market sales price are recorded as receivables and accrue interest. Participating suppliers are obligated to repay these receivables balances when market sales prices exceed this standard cost, or upon termination of the agreement. Our maximum commitment associated with these programs is limited to the fair value of each participating livestock supplier's net tangible assets. The potential maximum obligation as of September 30, 2023, was approximately $295 million. The total receivables under these programs were $12 million and $6 million at September 30, 2023 and October 1, 2022, respectively. These receivables are included, net of allowance for uncollectible amounts, in Accounts Receivable in our Consolidated Balance Sheets. Even though these programs are limited to the net tangible assets of the participating livestock suppliers, we also manage a portion of our credit risk associated with these programs by obtaining security interests in livestock suppliers' assets. After analyzing residual credit risks and general market conditions, we have recorded an allowance for these program's estimated uncollectible receivables of $8 million at September 30, 2023 and no allowance for these programs at October 1, 2022, respectively.

When constructing new facilities or making major enhancements to existing facilities, we will occasionally enter into incentive agreements with local government agencies in order to reduce certain state and local tax expenditures. These funds are generally considered restricted cash, which is reported in the Consolidated Balance Sheets in Other Assets. We had no deposits at September 30, 2023 and October 1, 2022. Additionally, under certain agreements, we transfer the related assets to various local government entities and receive Industrial Revenue Bonds. We immediately lease the facilities from the local government entities and have an option to re-purchase the facilities for a nominal amount upon tendering the Industrial Revenue Bonds to the local government entities at various predetermined dates. The Industrial Revenue Bonds and the associated obligations for the leases of the facilities offset, and the underlying assets remain in property, plant and equipment. At September 30, 2023, total amounts under these types of arrangements totaled $797 million.

Additionally, we enter into other purchase commitments for various items such as grains, livestock contracts and variable livestock grower commitments that are estimable and have a remaining term in excess of one year, which as of September 30, 2023 were (in millions):

	Purchase Obligations
2024	$ 424
2025	293
2026	151
2027	79
2028	50
2029 and beyond	149
Total	$ 1,146

Contingencies
In the normal course of business, we are involved in various claims, lawsuits, investigations and legal proceedings, including those specifically identified below. Each quarter, we determine whether to accrue for loss contingencies based on our assessment of whether the potential loss is probable, reasonably possible or remote and to the extent a loss is probable, whether it is reasonably estimable. We record accruals in the Company's Consolidated Financial Statements for matters that we conclude are probable and the financial impact is reasonably estimable. Regardless of the manner of resolution, frequently the most significant changes in the status of a matter may occur over a short time period, often following a lengthy period of little substantive activity. While these accruals reflect the Company's best estimate of the probable loss for those matters as of the dates of those accruals, the recorded amounts may differ materially from the actual amount of the losses for those matters. Listed below are certain claims made against the Company for which the magnitude of the potential exposure could be material to the Company's Consolidated Financial Statements.

Broiler Antitrust Civil Litigation
Beginning in September 2016, a series of putative federal class action lawsuits styled *In re Broiler Chicken Antitrust Litigation* (the "Broiler Antitrust Civil Litigation") were filed in the United States District Court for the Northern District of Illinois against us and certain of our poultry subsidiaries, as well as several other poultry processing companies. The operative complaints, which have been amended throughout the litigation, contain allegations that, among other things, assert that beginning in January 2008, the defendants conspired and combined to fix, raise, maintain, and stabilize the price of broiler chickens in violation of United States antitrust laws. The plaintiffs also allege that defendants "manipulated and artificially inflated a widely used Broiler price index, the Georgia Dock." The plaintiffs further allege that the defendants concealed this conduct from the plaintiffs and the members of the putative classes. The plaintiffs seek treble damages, injunctive relief, pre- and post-judgment interest, costs, and attorneys' fees on behalf of the putative classes. In addition, the complaints on behalf of the putative classes of indirect purchasers include causes of action under various state unfair competition laws, consumer protection laws, and unjust enrichment common laws. Since the original filing, certain putative class members have opted out of the matter and are proceeding with individual direct actions making similar claims, and others may do so in the future. The first trial in this matter, which involves claims brought by the Direct Purchaser Plaintiff Class and certain direct-action plaintiffs, began on September 12, 2023. The Company did not participate in the first trial as it had settled all of its claims with the plaintiffs in the first trial.

<u>Settlements</u>
On January 19, 2021, we announced that we had reached agreements to settle certain class claims related to the Broiler Antitrust Civil Litigation. Settlement terms were reached with the putative Direct Purchaser Plaintiff Class, the putative Commercial and Institutional Indirect Purchaser Plaintiff Class and the putative End-User Plaintiff Class (collectively, the "Classes"). Under the terms of the settlements, we agreed to pay the Classes an aggregate amount of $221.5 million in settlement of all outstanding claims brought by the Classes. On February 23, 2021, March 22, 2021 and October 15, 2021, the Court granted preliminary approval of the settlements with the putative Direct Purchaser Plaintiff Class, the putative End-User Plaintiff Class and the putative Commercial and Institutional Indirect Purchaser Plaintiff Class, respectively. On June 29, 2021, December 20, 2021 and April 18, 2022, the Court granted final approval to the settlements with the Direct Purchaser Plaintiff Class, the End-User Plaintiff Class and the Commercial and Institutional Indirect Purchaser Plaintiff Class, respectively. The foregoing settlements do not settle claims made by plaintiffs who opt out of the Classes in the Broiler Antitrust Civil Litigation.

We are currently pursuing settlement discussions with the remaining opt-out plaintiffs with respect to the remaining claims. While we do not admit any liability as part of the settlements, we believe that the settlements were in the best interests of the Company and its shareholders to avoid the uncertainty, risk, expense and distraction of protracted litigation. During fiscal years 2023 and 2021, the Company recorded aggregate legal contingency accruals of $146 million and $545 million, respectively, for claims related to this matter. Additionally, during fiscal years 2023, 2022 and 2021, the Company reduced its total recorded legal contingency accrual by $94 million, $343 million and $80 million, respectively, for amounts it had paid related to this matter. Accordingly, at September 30, 2023 and October 1, 2022, the legal contingency accrual for claims related to this matter was $174 million and $122 million, respectively.

<u>Government Investigations</u>
U.S. Department of Justice ("DOJ") Antitrust Division. On June 21, 2019, the DOJ filed a motion to intervene and sought a limited stay of discovery in the Broiler Antitrust Civil Litigation, which the court granted in part. Subsequently, we received a grand jury subpoena from the DOJ seeking additional documents and information related to the chicken industry. On June 2, 2020, a grand jury for the District of Colorado returned an indictment charging four individual executives employed by two other poultry processing companies with conspiracy to engage in bid-rigging in violation of federal antitrust laws. On June 10, 2020, we announced that we uncovered information in connection with the grand jury subpoena that we had previously self-reported to the DOJ and have been cooperating with the DOJ as part of our application for leniency under the DOJ's Corporate Leniency Program. Subsequently, the DOJ has announced indictments against additional individuals, as well as other poultry processing companies, alleging a conspiracy to fix prices and rig bids for broiler chicken products from at least 2012 until at least early 2019. In August 2021, the Company was granted conditional leniency by the DOJ for the matters we self-reported, which means that provided the Company continues to cooperate with the DOJ, neither the Company nor any of our cooperating employees will face prosecution or criminal fines or penalties. We continue to cooperate with the DOJ in connection with the ongoing federal antitrust investigation.

State Matters. The Offices of the Attorneys General in New Mexico, Alaska and Washington have filed complaints against us and certain of our poultry subsidiaries, as well as several other poultry processing companies and Agri Stats, Inc., an information services provider (“Agri Stats”). The complaints are based on allegations similar to those asserted in the Broiler Antitrust Civil Litigation and allege violations of state antitrust, unfair trade practice, and unjust enrichment laws. In October 2022, we reached an agreement to settle all claims with the Washington Attorney General for $10.5 million for which the Company recorded an accrual in its Consolidated Financial Statements as of October 1, 2022, The Company paid the settlement during fiscal 2023. While we do not admit any liability as part of the settlement, we believe that the settlement was in the best interests of the Company and its shareholders to avoid the uncertainty, risk, expense and distraction of protracted litigation. We are cooperating with various state governmental agencies and officials, including the Offices of the Attorneys General for Florida and Louisiana, investigating or otherwise seeking information, testimony and/or documents, regarding the conduct alleged in the Broiler Antitrust Civil Litigation and related matters. While the Company believes it has meritorious defenses to the claims that have been made, we are exploring whether it is possible to resolve them in such a way that will serve the best interests of the Company and its shareholders and avoid the uncertainty, risk, expense and distraction of protracted litigation. As of September 30, 2023, the Company recorded an accrual for the estimated probable losses that it expects to incur for this matter in the Company's Consolidated Financial Statements.

Broiler Chicken Grower Litigation

On January 27, 2017 and March 26, 2017, putative class action complaints were filed against us and certain of our poultry subsidiaries, as well as several other vertically integrated poultry processing companies, in the United States District Court for the Eastern District of Oklahoma styled In re Broiler Chicken Grower Litigation. The plaintiffs allege, among other things, that the defendants colluded not to compete for broiler raising services “with the purpose and effect of fixing, maintaining, and/or stabilizing grower compensation below competitive levels.” The plaintiffs also allege that the defendants “agreed to share detailed data on [g]rower compensation with one another, with the purpose and effect of artificially depressing [g]rower compensation below competitive levels.” The plaintiffs contend these alleged acts constitute violations of the Sherman Antitrust Act and Section 202 of the Grain Inspection, Packers and Stockyards Act of 1921. The plaintiffs are seeking treble damages, pre- and post-judgment interest, costs, and attorneys’ fees on behalf of the putative class. Additional named plaintiffs filed similar class action complaints in federal district courts in North Carolina, Colorado, Kansas and California. All actions were subsequently consolidated in the Eastern District of Oklahoma. In June 2021, we reached an agreement to settle with the putative class of broiler chicken farmers all claims raised in this consolidated action on terms not material to the Company for which the Company recorded an accrual in its Consolidated Financial Statements as of October 2, 2021. The Court granted preliminary approval of the settlement on August 23, 2021 and final approval on February 18, 2022, and the Company paid the settlement during fiscal 2022. The DOJ’s Antitrust Division opened a civil investigation into broiler chicken grower contracts and alleged non-competitive practices involving performance-based compensation sharing for the purpose of stabilizing compensation below competitive levels. We continue to cooperate with the investigation.

Pork Antitrust Litigation

Beginning June 18, 2018, a series of putative class action complaints were filed against us and certain of our pork subsidiaries, as well as several other pork processing companies, in the United States District Court for the District of Minnesota styled *In re Pork Antitrust Litigation* (the “Pork Antitrust Civil Litigation”). The plaintiffs allege, among other things, that beginning in January 2009, the defendants conspired and combined to fix, raise, maintain, and stabilize the price of pork and pork products in violation of federal antitrust laws. The complaints on behalf of the putative classes of indirect purchasers also include causes of action under various state unfair competition laws, consumer protection laws, and unjust enrichment common laws. The plaintiffs seek treble damages, injunctive relief, pre- and post-judgment interest, costs, and attorneys’ fees on behalf of the putative classes. Since the original filing, certain putative class members have opted out of the matter and are proceeding with individual direct actions making similar claims, and others may do so in the future. The Company has not recorded any liability for this matter as it does not believe a loss is probable or reasonably estimable because the Company believes that it has valid and meritorious defenses against the allegations.

The Offices of the Attorney General in New Mexico and Alaska have filed complaints against us and certain of our pork subsidiaries, as well as several other pork processing companies and Agri Stats. The complaints are based on allegations similar to those asserted in the Pork Antitrust Civil Litigation and allege violations of state antitrust, unfair trade practice, and unjust enrichment laws based on allegations of conspiracies to exchange information and manipulate the supply of pork. The Company has not recorded any liability for the foregoing matters as it does not believe a loss is probable or reasonably estimable at this time.

Beef Antitrust Litigation

On April 23, 2019, a putative class action complaint was filed against us and our beef and pork subsidiary, Tyson Fresh Meats, Inc. ("Tyson Fresh Meats"), as well as other beef packer defendants, in the United States District Court for the Northern District of Illinois. The plaintiffs allege that the defendants engaged in a conspiracy from January 2015 to the present to reduce fed cattle prices in violation of federal antitrust laws, the Grain Inspection, Packers and Stockyards Act of 1921, and the Commodities Exchange Act by periodically reducing their slaughter volumes so as to reduce demand for fed cattle, curtailing their purchases and slaughters of cash-purchased cattle during those same periods, coordinating their procurement practices for fed cattle settled on a cash basis, importing foreign cattle at a loss so as to reduce domestic demand, and closing and idling plants. In addition, the plaintiffs also allege the defendants colluded to manipulate live cattle futures and options traded on the Chicago Mercantile Exchange. The plaintiffs seek, among other things, treble monetary damages, punitive damages, restitution, and pre- and post-judgment interest, as well as declaratory and injunctive relief. Other similar lawsuits were filed by cattle ranchers in other district courts which were then transferred to the United States District Court for the District of Minnesota and consolidated and styled as *In Re Cattle Antitrust Litigation*. On February 18, 2021, we moved to dismiss the amended complaints, and on September 14, 2021, the court granted the motion with respect to certain state law claims but denied the motion with respect to the plaintiffs' federal antitrust claims. The Company has not recorded any liability for this matter as it does not believe a loss is probable or reasonably estimable at this time because the Company believes that it has valid and meritorious defenses against the allegations and because the classes have not yet been defined or certified by the court.

On April 26, 2019, a putative class of indirect purchasers filed a class action complaint against us, other beef packers, and Agri Stats in the United States District Court for the District of Minnesota. The plaintiffs allege that the packer defendants conspired to reduce slaughter capacity by closing or idling plants, limiting their purchases of cash cattle, coordinating their procurement of cash cattle, and reducing their slaughter numbers so as to reduce beef output, all in order to artificially raise prices of beef. The plaintiffs seek, among other things, damages under state antitrust and consumer protection statutes and the common law of approximately 30 states, as well as injunctive relief. The indirect consumer purchaser litigation is styled *Peterson v. JBS USA Food Company Holdings, et al*. Additional complaints have been filed on behalf of a putative class of direct purchasers of beef containing allegations of violations of Section 1 of the Sherman Act based on an alleged conspiracy to artificially fix, raise, and stabilize the wholesale price for beef, as well as on behalf of a putative class of commercial and institutional indirect purchasers of beef containing allegations of violations of Section 1 of the Sherman Act, various state antitrust laws and unjust enrichment based on an alleged conspiracy to artificially inflate the price for beef. On February 18, 2021, we moved to dismiss the plaintiffs' amended complaints, and on September 14, 2021, the court granted the motion with respect to certain state law claims but denied the motion with respect to the plaintiffs' federal antitrust claims. Since the original filing, certain putative class members have opted out of the matter and are proceeding with individual direct actions making similar claims, and others may do so in the future. The Company has not recorded any liability for this matter as it does not believe a loss is probable or reasonably estimable at this time because the Company believes that it has valid and meritorious defenses against the allegations and because the classes have not yet been defined or certified by the court.

On February 18, 2022, a putative class action was commenced against us, Tyson Fresh Meats, and other beef packer defendants in the Supreme Court of British Columbia styled *Bui v. Cargill, Incorporated et al.* The plaintiff alleges that the defendants conspired to fix, maintain, increase, or control the price of beef, as well as to fix, maintain, control, prevent, or lessen the production or supply of beef by agreeing to reduce the number of cattle slaughtered, reduce slaughter capacity, refrain from increasing slaughter and beef processing capacity, limit purchases of cattle on the cash market, and coordinate purchases of and bids for cattle to lower the supply of fed cattle. The plaintiff advances causes of action under the Competition Act, civil conspiracy, unjust enrichment, and the Civil Code of Québec. The plaintiff seeks to certify a class comprised of all persons or entities in Canada who directly or indirectly purchased beef in Canada, either for resale or for their own consumption between January 1, 2015, and the present and seeks declarations regarding the alleged conspiracy, general damages, aggravated, exemplary, and punitive damages, injunctive relief, costs, and interest. On March 24, 2022, a putative class action was commenced against the same defendants in the Superior Court of Québec styled *De Bellefeuille v. Cargill, Incorporated et al.* The plaintiff is making substantially the same allegations as those made in the British Columbia action. On behalf of the putative class of persons who purchased beef in Québec since January 1, 2015, the plaintiff is seeking compensatory damages, costs of investigation and interest. The Company has not recorded any liability for the foregoing matters as it does not believe a loss is probable or reasonably estimable at this time because the proceedings are in preliminary stages.

On October 31, 2022, a class action complaint was filed on behalf of putative classes of indirect cattle producers against us, Tyson Fresh Meats, and other beef packer defendants in the United States District Court for the District of Kansas. The plaintiffs allege that the defendants engaged in a conspiracy in violation of Section 1 of the Sherman Act, the Packers and Stockyards Act of 1921 and various state unfair competition and consumer protection laws from January 2015 to the present to reduce the price of cows, cattle, calves, steers or heifers by periodically reducing their slaughter volumes so as to reduce demand for fed cattle, curtailing their purchases and slaughters of cash-purchased cattle during those same periods, coordinating their procurement practices for fed cattle settled on a cash basis, importing foreign cattle at a loss so as to reduce domestic demand, and closing and idling plants. The plaintiffs seek, among other things, treble monetary damages, punitive damages, restitution, and pre- and post-judgment interest under state antitrust and consumer protection statutes and the common law of approximately 33 states, as well as declaratory and injunctive relief. The indirect producer litigation is styled *Sprecht et. al. v. Tyson, Inc., et al*. In November 2022, the case was transferred and consolidated with *In re Cattle and Beef Antitrust Litigation*, MDL No. 3031. On February 3, 2023, we moved to dismiss the complaint, and the court granted the motion on August 17, 2023 but later permitted the plaintiffs to amend their complaint. The Company has not recorded any liability for this matter as it does not believe a loss is probable or reasonably estimable at this time because the Company believes that it has valid and meritorious defenses against the allegations and because the classes have not yet been defined or certified by the court.

On May 22, 2020, December 23, 2020 and October 29, 2021, we received civil investigative demands ("CIDs") from the DOJ's Civil Antitrust Division. The CIDs request information related to the fed cattle and beef packing markets. We have been cooperating with the DOJ with respect to the CIDs. The Offices of the Attorney General for multiple states are participating in the investigation and coordinating with the DOJ.

We received a subpoena dated April 21, 2022 from the New York Attorney General's Bureau of Consumer Frauds & Protection seeking information regarding our sales, prices and production costs of beef, pork and chicken products. After we had made an initial production of information, we were unable to agree with the New York Attorney General's office on the appropriate scope of the subpoena. Following initial litigation on the scope of the subpoena, we are reviewing and producing documents.

Wage Rate Litigation

On August 30, 2019, a putative class of non-supervisory production and maintenance employees at chicken processing plants in the continental United States filed class action complaints against us and certain of our subsidiaries, as well as several other poultry processing companies, in the United States District Court for the District of Maryland. The plaintiffs allege that the defendants directly and through a wage survey and benchmarking service exchanged information regarding labor rates in an effort to depress and fix the rates of wages for non-supervisory production and maintenance workers in violation of federal antitrust laws. The plaintiffs seek, among other things, treble monetary damages, punitive damages, restitution, and pre- and post-judgment interest, as well as declaratory and injunctive relief. Additional lawsuits making similar allegations were consolidated including an amended consolidated complaint containing additional allegations concerning turkey processing plants naming additional defendants. We moved to dismiss the amended consolidated complaint. On September 16, 2020, the court dismissed claims against us and certain other defendants without prejudice because the complaint improperly grouped together corporate subsidiaries. The court otherwise denied the defendants' motions to dismiss and sustained claims based on alleged conspiracies to fix wages and exchange information against five other defendants. The plaintiffs filed a second amended consolidated complaint on November 2, 2020. We moved to dismiss the complaint on December 18, 2020 based on a lack of standing to assert claims on behalf of the purported class. The court denied the motion to dismiss on March 10, 2021. On February 16, 2022, the plaintiffs filed a third amended consolidated complaint naming additional poultry processors as defendants and expanding the scope of the claims to include employees at hatcheries and feed mills. We moved to dismiss the claims related to hatchery and feed mill employees. The court denied the motion to dismiss on July 19, 2022. In the third quarter of fiscal 2021, the Company recorded an accrual for the estimated probable losses that it expects to incur for this matter in the Company's Consolidated Financial Statements. There was no change to the accrual in fiscal 2023.

The DOJ's Antitrust Division has opened a civil investigation into human resources at several poultry companies. We are cooperating with the investigation.

On November 11, 2022, a putative class of employees at beef-processing and pork-processing plants in the continental United States filed a class action complaint against us and certain of our subsidiaries, as well as several other beef-processing and pork-processing companies, in the United States District Court for the District of Colorado. The plaintiffs allege that the defendants directly and through a wage survey and benchmarking service exchanged information regarding labor rates in an effort to depress and fix the rates of wages for employees in violation of federal antitrust laws. The plaintiffs seek, among other things, treble monetary damages, punitive damages, restitution, and pre- and post-judgment interest, as well as declaratory and injunctive relief. On February 17, 2023, we moved to dismiss the complaint, and on September 27, 2023, the court denied our motion. The Company has not recorded any liability for this matter as it does not believe a loss is probable or reasonably estimable at this time because the Company believes that it has valid and meritorious defenses against the allegations and because the case remains at the pleading stage and the classes have not yet been defined or certified by the court.

Other Matters

Our subsidiary, The Hillshire Brands Company (formerly named Sara Lee Corporation), is a party to a consolidation of cases filed by individual complainants with the Republic of the Philippines, Department of Labor and Employment and the National Labor Relations Commission ("NLRC") from 1998 through July 1999. The complaint was filed against Aris Philippines, Inc., Sara Lee Corporation, Sara Lee Philippines, Inc., Fashion Accessories Philippines, Inc., and Attorney Cesar C. Cruz (collectively, the "respondents"). The complaint alleges, among other things, that the respondents engaged in unfair labor practices in connection with the termination of manufacturing operations in the Philippines in 1995 by Aris Philippines, Inc., a former subsidiary of The Hillshire Brands Company. In late 2004, a labor arbiter ruled against the respondents and awarded the complainants approximately $61 million in damages and fees. From 2004 through 2014, the parties filed numerous appeals, motions for reconsideration and petitions for review, certain of which remained outstanding for several years. On December 15, 2016, we learned that the NLRC rendered its decision on November 29, 2016, regarding the respondents' appeals from the labor arbiter's 2004 ruling in favor of the complainants. The NLRC increased the award for 4,922 of the total 5,984 complainants to approximately $262 million. However, the NLRC approved a prior settlement reached with the group comprising approximately 18% of the class of 5,984 complainants, pursuant to which The Hillshire Brands Company agreed to pay each settling complainant approximately $1,200. The parties filed numerous appeals, motions for reconsideration and petitions for review related to the NLRC award and settlement payment. The Court of Appeals subsequently vacated the NLRC's award on April 12, 2018. Complainants have filed motions for reconsideration with the Court of Appeals which were denied. Claimants have since filed petitions for writ of certiorari with the Supreme Court of the Philippines, which has accepted. The Company continues to maintain an accrual for estimated probable losses for this matter in the Company's Consolidated Financial Statements.

Various claims have been asserted against the Company, its subsidiaries, and its officers and agents by, and on behalf of, team members who claim to have contracted COVID-19 in our facilities. The Company has not recorded any liability for these matters as it does not believe a loss is probable or reasonably estimable at this time because it believes the allegations in the claims are without merit.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Tyson Foods, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Tyson Foods, Inc. and its subsidiaries (the "Company") as of September 30, 2023 and October 1, 2022, and the related consolidated statements of income, of comprehensive income, of shareholders' equity and of cash flows for the fiscal years ended September 30, 2023, October 1, 2022 and October 2, 2021, including the related notes and the schedule of valuation and qualifying accounts for the fiscal years ended September 30, 2023, October 1, 2022 and October 2, 2021 appearing under Item 15 (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of September 30, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2023 and October 1, 2022, and the results of its operations and its cash flows for the fiscal years ended September 30, 2023, October 1, 2022 and October 2, 2021 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) 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 matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Third and Fourth Quarter Interim Goodwill Impairment Assessments – Certain Reporting Units in the Chicken, Beef and Pork Segments and in International/Other

As described in Notes 1 and 5 to the consolidated financial statements, the Company’s consolidated goodwill balance was $9,878 million as of September 30, 2023, which included $3,064 million, $343 million, $423 million and $144 million for reporting units in the Chicken, Beef and Pork segments and in International/Other, respectively. Goodwill is reviewed for impairment at least annually or more frequently if impairment indicators arise. If it is determined, based on qualitative factors, the fair value of the reporting unit may more likely than not be less than carrying amount, a quantitative goodwill impairment test is performed. Management estimates the fair value of reporting units considering the use of various valuation techniques, with the primary technique being an income approach (discounted cash flow method) and another technique being a market approach (guideline public company method). The determination of fair value using these techniques includes assumptions about sales growth, operating margins, discount rates and valuation multiples which consider budgets, business plans, economic projections and marketplace data. During the third quarter of fiscal 2023, the Company experienced lower than anticipated operating results and changing market fundamentals, as well as a drop in its market capitalization to below book value. Consequently, management performed an interim assessment of goodwill and recorded a $448 million goodwill impairment charge, of which $210 million and $238 million was recognized in the Chicken segment and International/Other, respectively. Management performed its annual impairment test as of the first day of the fourth quarter in fiscal 2023, and it did not result in an additional goodwill impairment. During the fourth quarter of fiscal 2023, long-term treasury rates increased, which caused an increase in the discount rates used in estimating the fair value of the reporting units. Consequently, management determined it was necessary to perform a quantitative assessment for the Beef, Pork and two of the Chicken segment reporting units as of September 30, 2023, and management recognized a $333 million goodwill impairment charge related to the Beef reporting unit.

The principal considerations for our determination that performing procedures relating to the third and fourth quarter interim goodwill impairment assessments of certain reporting units in the Chicken, Beef and Pork segments and in International/Other is a critical audit matter are (i) the significant judgment by management when developing the fair value estimates of the reporting units; (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating management’s significant assumptions related to (a) for the third quarter interim impairment assessment: sales growth, operating margins, and discount rates used in the discounted cash flow method for the Beef, Pork and certain Chicken and International/Other reporting units, and valuation multiples used in the guideline public company method for certain Chicken and International/Other reporting units and (b) for the fourth quarter interim impairment assessment: operating margins and discount rates used in the discounted cash flow method for the Beef reporting unit; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of the Company’s controls relating to management’s third and fourth quarter interim goodwill impairment assessments, including controls over the valuation of certain reporting units in the Chicken, Beef and Pork segments and in International/Other. These procedures also included, among others, as applicable to the reporting units and interim impairment assessments described above, (i) testing management’s process for developing the fair value estimates of certain reporting units in the Chicken, Beef and Pork segments and in International/Other; (ii) evaluating the appropriateness of the income and market valuation approaches, as applicable; (iii) testing the completeness and accuracy of underlying data used in the valuation approaches; and (iv) evaluating the reasonableness of management’s significant assumptions related to sales growth, operating margins, discount rates and valuation multiples, as applicable. Evaluating management’s assumptions related to sales growth, operating margins, discount rates and valuation multiples involved evaluating whether the assumptions used were reasonable considering (i) the current and past performance of the reporting units; (ii) the consistency with external market and industry data; and (iii) whether the assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the Company’s valuation approaches and (ii) the reasonableness of the sales growth, discount rates and valuation multiples significant assumptions, as applicable to the reporting units and interim impairment assessments described above.

/s/ PricewaterhouseCoopers LLP

Springdale, Arkansas
November 13, 2023

We have served as the Company’s auditor since 2009.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures
An evaluation was performed, under the supervision and with the participation of management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "1934 Act")). Based on that evaluation, the CEO and CFO concluded that, as of September 30, 2023, our disclosure controls and procedures were effective.

Management's Annual Report on Internal Control Over Financial Reporting
Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) and 15d-15(f) of the 1934 Act. Our internal control over financial reporting was 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. 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 the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting as of September 30, 2023. In making this assessment, we used criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control - Integrated Framework* (2013). Based on this evaluation under the framework in *Internal Control - Integrated Framework* (2013) issued by COSO, management concluded the Company's internal control over financial reporting was effective as of September 30, 2023.

The Company's independent registered public accounting firm, PricewaterhouseCoopers LLP, who has audited the fiscal 2023 financial statements included in this Annual Report on Form 10-K, has also audited the effectiveness of the Company's internal control over financial reporting as of September 30, 2023 as stated in its report which appears in Part II, Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting
There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the 1934 Act) during the quarter ended September 30, 2023 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Rule 10b5-1 Trading Plans
During the three months ended September 30, 2023, none of the Company's directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement" as defined in Item 408(c) of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

See information set forth under the captions "Election of Directors" and "Board of Directors and Corporate Governance Information" in the Company's definitive Proxy Statement for the Company's Annual Meeting of Shareholders to be held February 8, 2024 (the "Proxy Statement"), which information is incorporated herein by reference. Pursuant to general instruction G(3) of Annual Report on Form 10-K, certain information concerning our executive officers is included under the caption "Information About Our Executive Officers" in Part I of this Annual Report on Form 10-K. The information required by this item regarding delinquent filers pursuant to Item 405 of Regulation S-K will be included under the caption "Delinquent Section 16(a) Reports" in the Proxy Statement and is incorporated by reference herein.

We have a code of ethics as defined in Item 406 of Regulation S-K, which applies to all of our directors and team members, including our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. This code of ethics, titled "Tyson Code of Conduct," is available, free of charge on our website at http://ir.tyson.com.

We will post any amendments to the Code of Conduct, and any waivers that are required to be disclosed by the rules of either the SEC or the New York Stock Exchange, on our website.

ITEM 11. EXECUTIVE COMPENSATION

See the information set forth under the captions “Executive Compensation,” “Director Compensation For Fiscal Year 2023,” “Compensation Discussion and Analysis,” “Report of the Compensation and Leadership Development Committee” and “Compensation Committee Interlocks and Insider Participation” in the Proxy Statement, which information is incorporated herein by reference. However, pursuant to instructions to Item 407(e)(5) of Regulation S-K, the material appearing under the sub-heading “Report of the Compensation and Leadership Development Committee” shall be deemed “furnished” and not be deemed to be “filed” with the SEC, other than as provided in this Item 11.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

See the information included under the captions “Security Ownership of Certain Beneficial Owners” and “Security Ownership of Management” in the Proxy Statement, which information is incorporated herein by reference.

Securities Authorized for Issuance Under Equity Compensation Plans

The following information reflects certain information about our equity compensation plans as of September 30, 2023:

	Equity Compensation Plan Information		
	Number of Securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of Securities remaining available for future issuance under equity compensation plans (excluding Securities reflected in the first column (a))
Equity compensation plans approved by security holders	6,380,008	$ 67.65	22,571,688
Equity compensation plans not approved by security holders	—	—	—
Total	6,380,008	$ 67.65	22,571,688

(a) Shares of Class A Common Stock available for future issuance as of September 30, 2023, under the Stock Incentive Plan (6,923,370), the Employee Stock Purchase Plan (8,000,710) and the Retirement Savings Plan (7,647,608).

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

See the information included under the captions “Election of Directors,” “Board of Directors and Corporate Governance Information” and “Certain Transactions” in the Proxy Statement, which information is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

See the information included under the captions “Audit Fees,” “Audit-Related Fees,” “Tax Fees,” “All Other Fees,” and “Audit Committee Pre-Approval Policy” in the Proxy Statement, which information is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this report:

(1) Consolidated Financial Statements

Consolidated Statements of Income for the three years ended September 30, 2023
Consolidated Statements of Comprehensive Income for the three years ended September 30, 2023
Consolidated Balance Sheets at September 30, 2023, and October 1, 2022
Consolidated Statements of Shareholders’ Equity for the three years ended September 30, 2023
Consolidated Statements of Cash Flows for the three years ended September 30, 2023
Notes to Consolidated Financial Statements
Report of Independent Registered Public Accounting Firm (PCAOB ID 238)

(2) Consolidated Financial Statement Schedules

Financial Statement Schedule - Schedule II Valuation and Qualifying Accounts for the three years ended September 30, 2023

All other schedules are omitted because they are neither applicable nor required.

(3) Exhibits required by Item 601 of Regulation S-K

EXHIBIT INDEX

Exhibit No.

3.1	Restated Certificate of Incorporation of the Company (previously filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended October 3, 1998, and incorporated herein by reference).
3.2	Sixth Amended and Restated By-Laws of the Company (previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 12, 2020, and incorporated herein by reference).
4.1	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (previously filed as Exhibit 4.1 to the Company's Annual Report on Form 10-K for the period ended September 28, 2019, and incorporated herein by reference).
4.2	Indenture dated June 1, 1995, by and between the Company and The Chase Manhattan Bank, N.A., as Trustee (the "Company Indenture") (previously filed as Exhibit 4 to Registration Statement on Form S-3, filed with the Commission on December 18, 1997, Registration No. 333-42525, and incorporated herein by reference).
4.3	Form of 7.0% Note due January 15, 2028, issued under the Company Indenture (previously filed as Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the period ended December 27, 1997, and incorporated herein by reference).
4.4	Supplemental Indenture dated as of June 13, 2012, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed June 13, 2012, and incorporated herein by reference).
4.5	Supplemental Indenture dated as of August 8, 2014, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed August 8, 2014, and incorporated herein by reference).
4.6	Supplemental Indenture dated as of August 8, 2014, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.4 to the Company's Current Report on Form 8-K filed August 8, 2014, and incorporated herein by reference).
4.7	Form of 3.95% Senior Note due 2024 (included in Exhibit 4.4 to the Company's Current Report on Form 8-K filed August 8, 2014, and incorporated herein by reference).
4.8	Supplemental Indenture dated as of August 8, 2014, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.6 to the Company's Current Report on Form 8-K filed August 8, 2014, and incorporated herein by reference).
4.9	Form of 4.875% Senior Note due 2034 (included in Exhibit 4.6 to the Company's Current Report on Form 8-K filed August 8, 2014, and incorporated herein by reference).
4.10	Supplemental Indenture dated as of August 8, 2014, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.8 to the Company's Current Report on Form 8-K filed August 8, 2014, and incorporated herein by reference).
4.11	Form of 5.15% Senior Note due 2044 (previously filed as Exhibit 4.8 to the Company's Current Report on Form 8-K filed August 8, 2014, and incorporated herein by reference).
4.12	Indenture dated October 2, 1990, between Sara Lee Corporation and Continental Bank, N.A., as Trustee (the "Sara Lee Indenture") (previously filed as Exhibit 4.1 to Amendment No. 1 to Registration Statement No. 33-33603 on Form S-3 by Sara Lee Corporation, predecessor in interest to The Hillshire Brands Company, filed with the Commission on October 5, 1990, and incorporated herein by reference).
4.13	Form of 61/8% Notes due 2032 issued pursuant to the Sara Lee Indenture (previously filed as Exhibit 4.25 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2014, and incorporated herein by reference).
4.14	Supplemental Indenture dated June 2, 2017, by and between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-k filed on June 2, 2017, and incorporated herein by reference).
4.15	Supplemental Indenture dated June 2, 2017, by and between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.4 to the Company's Current Report on Form 8-K filed on June 2, 2017, and incorporated herein by reference).

4.16		Supplemental Indenture dated June 2, 2017, by and between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.6 to the Company's Current Report on Form 8-K filed on June 2, 2017, and incorporated herein by reference).
4.17		Form of 3.55% Senior Notes due 2027 (previously filed as Exhibit 4.6 to the Company's Current Report on Form 8-K filed on June 2, 2017, and incorporated herein by reference).
4.18		Supplemental Indenture dated June 2, 2017, by and between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.8 to the Company's Current Report on Form 8-K filed on June 2, 2017, and incorporated herein by reference).
4.19		Form of 4.55% Senior Notes due 2047 (previously filed as Exhibit 4.8 to the Company's Current Report on Form 8-K filed on June 2, 2017, and incorporated herein by reference).
4.20		Supplemental Indenture, dated September 28, 2018, by and between the Company and the Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as exhibit 4.2 to the Company's Current Report on Form 8-K filed on September 28, 2018, and incorporated herein by reference.
4.21		Supplemental Indenture, dated September 28, 2018, by and between the Company and the Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as exhibit 4.4 to the Company's Current Report on Form 8-K filed on September 28, 2018, and incorporated herein by reference.
4.22		Form of 5.100% Senior Notes due 2048 (previously filed as Exhibit 4.5 to the Company's Current Report on Form 8-K filed on September 28, 2018, and incorporated herein by reference).
10.1		Revolving Credit Agreement, dated September 30, 2021, among Tyson Foods, Inc., the subsidiary borrowers party thereto, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 4, 2021, and incorporated herein by reference).
10.2	**	First Amendment to the Revolving Credit Agreement, dated as of November 9, 2022, among Tyson Foods, Inc. and JPMorgan Chase Bank, N.A., as administrative agent (previously filed as Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended October 1, 2022, and incorporated herein by reference).
10.3	*	Term Loan Agreement, dated May 3, 2023, among Tyson Foods, Inc., the lenders party thereto, Bank of America, N.A. as administrative agent, and BofA Securities Inc. as lead arranger (previously filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended April 1, 2023, and incorporated herein by reference).
10.4	*	Term Loan Agreement, dated May 3, 2023, among Tyson Foods, Inc., the lenders party thereto, CoBank ACB, as administrative agent, and CoBank FCB, as sole lead arranger (previously filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the period ended April 1, 2023, and incorporated herein by reference).
10.5	*	Second Amended and Restated Employment Agreement, dated November 9, 2017, by and between the Company and John Tyson (previously filed as Exhibit 10.76 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017, and incorporated herein by reference).
10.6	*	Employment Agreement, effective as of June 2, 2021, by and between the Company and Donnie King (previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 2, 2021, and incorporated herein by reference).
10.7	*	Compensatory arrangement by and between the Company and John Randal Tyson (previously filed as Exhibit 10.17 to the Company's Current Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.8	*	Release Agreement dated as of January 17, 2023 between Tyson Foods, Inc. and Scott Spradley (previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.9	*	Offer letter between Tyson Foods, Inc. and Wes Morris (previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended April 1, 2023, and incorporated herein by reference).
10.10	*	Offer letter between Tyson Foods, Inc. and Brady Stewart (previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended April 1, 2023, and incorporated herein by reference).
10.11	*	Second Amended and Restated Employment Agreement dated as of October 2nd, 2020, entered into between the Company and Noel W. White (previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed October 8, 2020, and incorporated herein by reference).

10.12	*	Offer Letter between Tyson Foods, Inc. and Johanna Söderström (previously filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K for the fiscal year ended October 3, 2020, and incorporated herein by reference).
10.13	*	Indemnity Agreement, dated as of September 28, 2007, between the Company and John Tyson (previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed September 28, 2007, and incorporated herein by reference).
10.14	*	Form of Indemnity Agreement between Tyson Foods, Inc. and its directors and certain executive officers (previously filed as Exhibit 10.13 to the Company's Annual Report on Form 10-K for the fiscal year ended October 3, 2020, and incorporated herein by reference).
10.15	*	Tyson Foods, Inc. Annual Incentive Compensation Plan for Senior Executives adopted February 4, 2005, and amended effective August 4, 2021 (previously filed as Exhibit 10.31 to the Company's Quarterly Report on Form 10-Q for the fiscal period ended January 1, 2022, and incorporated herein by reference).
10.16	*	Amended and Restated Tyson Foods, Inc. Employee Stock Purchase Plan, effective as of February 1, 2013 (previously filed as Exhibit 99.2 to Registration Statement on Form S-8 on February 22, 2013, Registration No. 333-186797, and incorporated herein by reference).
10.17	*	First Amendment to the Tyson Foods, Inc. Employee Stock Purchase Plan, effective February 1, 2013 (previously filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, and incorporated herein by reference).
10.18	*	Amended and Restated Executive Savings Plan of Tyson Foods, Inc. effective January 1, 2013 (previously filed as Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, and incorporated herein by reference).
10.19	*	First Amendment to the Executive Savings Plan of Tyson Foods, Inc. effective November 16, 2017 (previously filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 30, 2017, and incorporated herein by reference).
10.20	*	Tyson Foods, Inc. 2000 Stock Incentive Plan, amended and restated as of February 11, 2021 (previously filed as Exhibit A-1 to the Company's Definitive Proxy Statement, filed with the Securities and Exchange Commission on December 23, 2020, and incorporated herein by reference).
10.21	*	Amended and Restated Tyson Foods, Inc. Supplemental Executive Retirement and Life Insurance Premium Plan effective January 1, 2017 (previously filed as Exhibit 10.68 to the Company's Annual report on Form 10-K for the fiscal year ended October 1, 2016, and incorporated herein by reference).
10.22	*	First Amendment to the Tyson Foods, Inc. Supplemental Executive Retirement and Life Insurance Premium Plan effective November, 16, 2017 (previously filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended 12/30/2017, and incorporated herein by reference).
10.23	*	Second Amendment to the Tyson Foods, Inc. Supplemental Executive Retirement and Life Insurance Premium Plan effective February 2018 (previously filed as Exhibit 10.16 to the Company's Quarterly Report on Form 10-Q for the quarter ended 12/30/2017, and incorporated herein by reference).
10.24	*	Retirement Savings Plan of Tyson Foods, Inc. effective January 1, 2011 (previously filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended October 1, 2011, and incorporated herein by reference).
10.25	*	First Amendment to the Retirement Savings Plan of Tyson Foods, Inc., as Amended and Restated as of January 1, 2011 (previously filed as Exhibit 10.32 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, and incorporated herein by reference).
10.26	*	Amended and Restated Retirement Income Plan of IBP, inc. effective August 1, 2000, and Amendment to Freeze the Retirement Income Plan of IBP, inc. effective December 31, 2002 (previously filed as Exhibit 10.46 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2008, and incorporated herein by reference).
10.27	*	Tyson Foods, Inc. Severance Pay Plan for Contracted Employees, as amended and restated effective December 1, 2017 (previously filed as Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 30, 2017, and incorporated herein by reference).
10.28	*	Executive Severance Plan effective October 15, 2018 (previously filed as Exhibit 10.65 to the Company's Annual Report on Form 10-K for the period ended September 29, 2018, and incorporated herein by reference).
10.29	*	Executive Severance Plan, as amended and restated effective February 15, 2020 (previously filed as Exhibit 10.4 to the Company's Annual Report on Form 10-Q for the period ended January 1, 2022, and incorporated herein by reference).
10.30	*	Executive Severance Plan, as amended and restated effective October 1, 2023 (previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).

10.31	*	Form of Stock Options (Contracted) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.32	*	Form of Stock Options (5+1) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.33	*	Form of Stock Options (Director/Non-Contract) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.34	*	Form of Stock Options (CEO & Other CT) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.35	*	Form of Restricted Stock (Contracted) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.36	*	Form of Restricted Stock (Director/Non-Contract) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.37	*	Form of Restricted Stock (5+1) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.38	*	Form of Performance Shares - Operating Income - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.39	*	Form of Performance Shares - Operating Income (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.40	*	Form of Performance Shares - Total Shareholder Return - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.41	*	Form of Performance Shares - Total Shareholder Return (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.42	*	Form of Performance Shares - Return on Invested Capital - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.43	*	Form of Performance Shares - Return on Invested Capital (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. Stock Incentive Plan effective November 18, 2022 (previously filed as Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2022, and incorporated herein by reference).
10.44	*	Form of Performance Shares - Operating Income - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).

10.45	*	Form of Performance Shares - Operating Income (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.46	*	Form of Restricted Stock Subject to Performance Criteria - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.47	*	Form of Restricted Stock Subject to Performance Criteria (5+1) - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.48	*	Form of Stock Options (Contracted) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.49	*	Form of Stock Options (5+1) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.50	*	Form of Restricted Stock (Contracted) - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.51	*	Form of Restricted Stock (Director/Non-contract) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.52	*	Form of Restricted Stock (5+1) - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.53	*	Form of Performance Shares - Total Shareholder Return - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.54	*	Form of Performance Shares - Total Shareholder Return (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.55	*	Form of Stock Appreciation Rights Award Agreement pursuant to which stock appreciation rights are awarded under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 17, 2017 (previously filed as Exhibit 10.16 to the Company's Quarterly Report on Form 10-Q for the period ended December 29, 2018, and incorporated herein by reference).
10.56	*	Form of Performance Shares - Operating Income - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.57	*	Form of Performance Shares - Operating Income (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.58	*	Form of Performance Shares - Total Shareholder Return - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).

10.59	*	Form of Performance Shares - Total Shareholder Return (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.60	*	Form of Restricted Stock Subject to Performance Criteria - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.61	*	Form of Restricted Stock Subject to Performance Criteria (5+1) - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.62	*	Form of Restricted Stock (Contracted) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.63	*	Form of Restricted Stock (Director/Non-Contract) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.64	*	Form of Restricted Stock (5+1) - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.65	*	Form of Restricted Stock (International Director/Non-Contract) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.66	*	Form of Restricted Stock (International Contracted) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.67	*	Form of Stock Options (Contracted) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.68	*	Form of Stock Options (5+1) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.69	*	Form of Stock Options (Director/Non-Contract) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 18, 2019 (previously filed as Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2019, and incorporated herein by reference).
10.70	*	Form of Stock Options (Contracted) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.71	*	Form of Stock Options (5+1) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.72	*	Form of Stock Options (Director/Non-Contract) - Stock Incentive Award Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).

10.73	*	Form of Stock Options (CEO Special) - Stock Incentive Aware Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective October 5, 2020 (previously filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.74	*	Form of Restricted Stock (Contracted) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.75	*	Form of Restricted Stock (Director/Non-Contract) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.76	*	Form of Restricted Stock (5+1) - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.77	*	Form of Performance Shares - Operating Income - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.78	*	Form of Performance Shares - Operating Income (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.79	*	Form of Performance Shares - Total Shareholder Return - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.80	*	Form of Performance Shares - Total Shareholder Return (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.81	*	Form of Restricted Stock (5+1 Special) - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.82	*	Form of Restricted Stock (Contracted Special) - Stock Incentive Award Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.83	*	Form of Restricted Stock (International Non-Contract) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.84	*	Form of Restricted Stock (International Contracted) - Stock Incentive Award Agreement pursuant to which restricted share awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 20, 2020 (previously filed as Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.85	*	Form of Restricted Stock (Chairman and CEO Special) - Stock Incentive Aware Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective October 5, 2020 (previously filed as Exhibit 10.16 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2021, and incorporated herein by reference).
10.86		Form of Performance Shares – Return on Invested Capital (5+1) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 19, 2021 (previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended January 1, 2022, and incorporated herein by reference).

10.87		Form of Performance Shares – Return on Invested Capital (Contracted) - Stock Incentive Award Agreement pursuant to which performance shares are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 19, 2021 (previously filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended January 1, 2022, and incorporated herein by reference).
19	**	Insider trading policy
21	**	Subsidiaries of the Company.
23	**	Consent of PricewaterhouseCoopers LLP.
31.1	**	Certification of Chief Executive Officer pursuant to SEC Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	**	Certification of Chief Financial Officer pursuant to SEC Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	***	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	***	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97	**	Clawback policy
101		The following financial information from our Annual Report on Form 10-K for the year ended September 30 2023, formatted in iXBRL (inline eXtensible Business Reporting Language): (i) Consolidated Statements of Income, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, (vi) the Notes to Consolidated Financial Statements, and (vii) Financial Statement Schedule.
104		Cover Page Interactive Data File formatted in iXBRL.
*		Indicates a management contract or compensatory plan or arrangement.
**		Filed herewith
***		Furnished herewith

FINANCIAL STATEMENT SCHEDULE
TYSON FOODS, INC.
SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS

	Fiscal year ended September 30, 2023, October 1, 2022 and October 2, 2021				
		Additions			
in millions	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts	(Deductions)	Balance at End of Period
Allowance for Credit Losses:					
2023	$ 29	$ 12	$ —	$ (10)	$ 31
2022	25	6	—	(2)	29
2021	26	5	—	(6)	25
Inventory Lower of Cost or Net Realizable Value Allowance:					
2023	$ 60	$ 333	$ —	$ (248)	$ 145
2022	47	36	—	(23)	60
2021	27	79	—	(59)	47
Valuation Allowance on Deferred Tax Assets:					
2023	$ 195	$ 4	$ —	$ —	$ 199
2022	151	44	—	—	195
2021	127	24	—	—	151

ITEM 16. Form 10-K Summary

None.

SIGNATURES

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

TYSON FOODS, INC.

By:	/s/ John R. Tyson	November 13, 2023
	John R. Tyson Executive Vice President and Chief Financial Officer (Principal Financial Officer)	
By:	/s/ Phillip W. Thomas	November 13, 2023
	Phillip W. Thomas Vice President, Controller and Chief Accounting Officer (Principal 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 registrant and in the capacities and on the date indicated.

/s/ John H. Tyson John H. Tyson	Chairman of the Board of Directors	November 13, 2023
/s/ Les R. Baledge Les R. Baledge	Director	November 13, 2023
/s/ Mike Beebe Mike Beebe	Director	November 13, 2023
/s/ Maria Claudia Borras Maria Claudia Borras	Director	November 13, 2023
/s/ David J. Bronczek David J. Bronczek	Director	November 13, 2023
/s/ Mikel A. Durham Mikel A. Durham	Director	November 13, 2023
/s/ Donnie King Donnie King	President, Chief Executive Officer, and Director (Principal Executive Officer)	November 13, 2023
/s/ Jonathan D. Mariner Jonathan D. Mariner	Director	November 13, 2023
/s/ Kevin M. McNamara Kevin M. McNamara	Vice Chairman of the Board of Directors	November 13, 2023
/s/ Cheryl S. Miller Cheryl S. Miller	Director	November 13, 2023
/s/ Jeffrey K. Schomburger Jeffrey K. Schomburger	Director	November 13, 2023
/s/ Phillip W. Thomas Phillip W. Thomas	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	November 13, 2023
/s/ Barbara A. Tyson Barbara A. Tyson	Director	November 13, 2023
/s/ John R. Tyson John R. Tyson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 13, 2023
/s/ Noel White Noel White	Executive Vice Chairman of the Board of Directors	November 13, 2023

Tyson Foods, Inc.
Securities Trading Policy
Publication Date: 06/22/2023

1.0 Policy Overview

1.1. The purpose of this policy is to assist **directors** and **Team Members** in complying with “insider trading” laws under federal and other applicable securities laws and to prevent **directors** and **Team Members** from performing any illegal use or exchange of information about our company or any other company, including our customers, suppliers, and business partners that one could reasonably expect to affect the price of the securities of such companies. Terms appearing in **bold** are defined in Section 7 of this policy.

2.0 Scope

2.1. This policy applies to all **directors** and **Team Members**.

3.0 Statements of Policy

3.1. If any **director** or **Team Member** has **material non-public information** obtained in the course of employment relating to our company or any other company with publicly-traded securities, including our customers, suppliers or business partners, neither that **director** or **Team Member** nor any member of that person’s immediate family sharing the same household or entities under any of a foregoing person’s influence or control, may buy or sell securities of our company or such other company or engage in any other action to take advantage of, or pass on, that information to another party not otherwise within the scope of this policy.

3.1.1. Information relating to our company includes information relating to commodities that are purchased, sold or hedged in our business. **Directors** and **Team Members** and any members of their immediate families sharing the same household are prohibited from buying or selling any such commodities and any financial or derivative instruments that relate to such commodities while in possession of **material non-public information** relating to such commodities.

3.2. In the event our company makes a public disclosure of **material non-public information, directors, senior officers and designated Team Members** may not engage in any transaction in our company’s securities, and, if applicable, any commodities to which such material non-public information relates, until one complete trading day after the disclosure has been made (*i.e.*, until one complete trading day has passed after such material non-public information has been released).

3.3. **Directors, senior officers** and **designated Team Members** may not engage in any transaction of company securities for a period of time beginning on the Monday that is one week prior to the first business day after the end of a fiscal quarter until one trading day has passed after disclosure has been made (in this case, the earnings for the prior fiscal quarter have been released). For example, if earnings are released before the market opens on Monday, such person may trade Tuesday morning; if earnings are released on Monday after the market opens, such person may not trade until Wednesday morning. The time period in which these transactions are prohibited is often referred to as a “blackout” period.

3.4. **Directors, officers** and **designated Team Members** are prohibited from engaging in any **hedging transactions** with respect to the company's securities.

3.5. **Directors** and **senior officers** may not engage in any transaction in our company's securities (including transferring securities from one account controlled by such **Director** or **senior officer** to another account (or to a trust) controlled by such **Director** or **senior officer**, even if there is no subsequent or related sale of our company's equity securities involved in connection with such transfer), hold our securities in a margin account or pledge our company's securities as collateral without pre-clearance of the transaction from the general counsel or other designated persons in the company's Law Department. In addition, **directors, senior officers,** and any **Team Members** that are reporting persons under Section 16 of the Securities Exchange Act of 1934 must immediately report to the general counsel or other designated persons in the company's Law Department all transactions made in our securities by such person, any family members and any entities that such person controls subject to this policy.

3.6. A **Team Member's** failure to comply with this policy may result in disciplinary action up to and including termination of employment for cause, whether or not the **Team Member** received any benefit.

3.6.1. *Twenty-Twenty Hindsight*. If a transaction involving company securities becomes the subject of scrutiny, the transaction will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction, carefully consider how regulators and others might view the transaction with the benefit of hindsight.

3.6.2. *Transactions by Family Members and Related Entities*. **Directors** and **Team Members** are responsible under this policy for their immediate family members sharing the same household and any entities under any of a foregoing person's influence or control.

3.7. Every **senior officer** shall review on a regular basis those **Team Members** that report directly or indirectly to such **senior officer** and determine which, if any, should be identified as a **designated Team Member** and report those so identified to the Law Department. Failure of a **senior officer** to identify a **designated Team Member** and notify the Law Department may result in disciplinary action for the **senior officer.**

4.0 Responsibilities

4.1. All **directors** and **Team Members** must comply with the Statement of Policy.

4.2. **Directors**, **officers**, and **designated Team Members** must comply with annual certification and training requirements.

5.0 Special Circumstances

5.1. The trading prohibitions and restrictions set forth in this policy do not apply to purchases under the Tyson Foods, Inc. Employee Stock Purchase Plan (or any successor or replacement plan). **Team Members**, however, may not change participation levels in such plan, or make discretionary transfers of company securities in such plans (a) while in possession of **material non-public information**, (b) during a blackout period, or (c) when otherwise prohibited by this policy from trading in company securities.

5.2. The trading prohibitions and restrictions of this policy ***do not*** apply to the exercise of company stock options if the exercise price is paid in cash to the company and the **Team Member** receives the requisite number of shares of company stock pursuant to the terms of the option (provided, that the company may withhold a portion of the shares underlying the options to satisfy tax withholding requirements). However, the trading prohibitions and restrictions of this policy ***do*** apply to (i) sales of the underlying stock following the option exercise and (ii) any broker-assisted cashless exercise of options that requires a sale into the market to generate proceeds for the exercise price, as well as to any other market sales for the purpose of generating the cash needed to cover the costs of exercise.

5.3. The trading prohibitions and restrictions of this policy do not apply when a **Team Member** is prohibited from trading due to a blackout period (scheduled pursuant to Section 3.3 or otherwise) the day stock options held by such **Team Member** are scheduled to expire (and if such day is not a business day, on the business day prior to the scheduled expiration). In such event, without any further action by the **Team Member**, such stock options shall automatically be exercised on such date in a "cashless exercise" where the underlying stock is withheld by the Company based on the market price of company stock at or about noon Central time on that date and the value of such withholding shall offset the exercise price and any required withholding taxes, and any remaining value shall be distributed to the **Team Member**. The foregoing assumes the noon Central time market price of the company's stock on that date is greater than the exercise price of the applicable stock options. If the exercise price of the applicable stock options at or about noon Central on that date is greater than the market price of the company's stock, then the stock options will expire as otherwise scheduled in the pertinent grant document.

5.4. The company's general counsel or other designated persons in the company's Law Department may, on a case-by-case basis, authorize transactions in company securities outside the applicable trading windows due to hardships for **directors** or **Team Members** or their immediate family members sharing the same household; but only if: (i) the **director** or **Team Member** who wishes to engage in a transaction has notified the company's general counsel or other designated persons in the company's Law Department prior to the trade in writing of the circumstances of the hardship and the amount and nature of the proposed transaction(s) and (ii) the person trading is not in possession of **material non-public information** concerning the company and has certified that fact in writing to the company's general counsel or other designated persons in the company's Law Department.

5.5. **Directors** and **Team Members** may make gifts of company securities to charitable and non-profit organizations at any time.

5.6. Except as expressly set forth above, transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

6.0 **Rule 10b5-1 Plans**

6.1. **Directors** and **Team Members** are permitted to trade in our company's securities regardless of their awareness of **material non-public information** if the transaction is made pursuant to a **Rule 10b5-1 plan**, provided that (i) the **Rule 10b5-1 plan** is an eligible **Rule 10b5-1 plan**, as set forth below, (ii) all of the other requirements of this Section 6 are satisfied, and (iii) the **director** or **Team Member** is otherwise permitted to trade in our company's securities.

6.1.1. In order to be eligible, any **Rule 10b5-1 plan** must:

- be written and signed by the **director** or **Team Member** adopting the **Rule 10b5-1 plan** and constitute a binding contract to purchase or sell the company's securities;
- be entered into and/or be modified, as applicable, during an open trading window when the **director** or **Team Member** adopting the **Rule 10b5-1 plan** has no **material non-public information**;
- specify the amount of, date(s) on, and price(s) at which the securities are to be traded or establish a written formula, algorithm or computer program for determining such items;
- not be a single-trade **Rule 10b5-1 plan** made within twelve (12) months of a previous single-trade **Rule 10b5-1 plan**;
- include a cooling off period prior to the first trade following the adoption or **Termination Modification** of a **Rule 10b5-1 plan** of the later of (i) ninety (90) calendar days, for **directors** and **officers**, or thirty (30) calendar days, for other **Team Members**, and (ii) two business days following disclosure of our company's financial results in a Form 10-Q or 10-K for the fiscal quarter in which the **Rule 10b5-1 plan** was adopted or modified;
- not overlap with any other existing **Rule 10b5-1 plan** covering trading over the same time period by the same **director** or **Team Member**;
- be adopted in good faith and not as part of a plan or scheme to evade the anti-fraud rules under the federal securities laws of the United States, and the **director** or **Team Member** adopting the **Rule 10b5-1 plan** must at all times act in good faith with respect to the **Rule 10b5-1 plan**; and
- receive prior approval from our company's general counsel or other designated persons in the company's Law Department.

6.1.2. Any modification or amendment to a **Rule 10b5-1 plan**, including, but not limited to, any **Termination Modification**, must be made during an open trading window when the **director** or **Team Member** has no **material non-public information**.

6.1.3. Following the termination or any **Termination Modification** of any **Rule 10b5-1 plan**, the **director** or **Team Member** participating in such **Rule 10b5-1 plan** may not trade in the company's securities, and the company's securities may not be traded for such **director** or **Team Member**'s benefit, prior to the later of (i) ninety (90) calendar days for **directors** and **officers,** or thirty (30) calendar days for other **Team Members**, and (ii) two business days following disclosure of our company's financial results in a Form 10-Q or 10-K for the fiscal quarter in which the **Rule 10b5-1 plan** was adopted or modified and (ii) two business days following disclosure of our company's financial results in a Form 10-Q or 10-K for the fiscal quarter in which **the Rule 10b5-1 plan** was terminated, unless such transactions are effected pursuant to a new **10b5-1 plan** that complies with the above provisions.

6.1.4. Any (i) **director** or (ii) **Team Member** serving as an **officer** of the company who adopts a **Rule 10b5-1 plan** must certify in writing, in the terms of the **Rule 10b5-1 plan**, at the time of the adoption of such plan (whether a new plan or due to a **Termination Modification**), that: (a) he or she is not aware of **material nonpublic information** about the company or the company's securities; and (b) he or she is adopting the **Rule 10b5-1 plan** in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5.

6.1.5. Information regarding adoption, modification (including, but not limited to, any **Termination Modification**) and termination of any **Rule 10b5-1 plan** must be pre-cleared by the company's general counsel or other designated persons in the company's Law Department and shared with the company promptly following any such adoption, modification or termination, and may be required to be disclosed in the company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K.

7.0 Additional Policy Information

7.1. Definitions

7.1.1. **Director –** any person serving as a member of the Board of Directors of Tyson Foods, Inc.

7.1.2. **Designated Team Member -** any **Team Member** with regular and routine access to **material non-public information**.

7.1.3. **Hedging transaction –** any transaction designed to hedge or offset any decrease in the market value of the company's securities, including, but not limited to, the purchase of financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds), trading in exchange traded puts and calls, and arbitrage trading.

7.1.4. **Material non-public information -** any information not generally known or available to the public that a reasonable investor would consider important in a decision to buy, hold or sell stock or any information which could reasonably affect the price of a company's securities.

7.1.5. **Officer** – a **Team Member** employed at a level of M5 or above.

7.1.6. **Rule 10b5-1 plan** – a **Team Member**'s written and binding agreement with a broker or a plan representative that creates a trading plan and schedule with respect to the company's securities in compliance with Rule 10b5-1 and the requirements set out in Section 6 of this policy.

7.1.7. **Senior officer** – a **Team Member** employed at a level of M6 or above.

7.1.8. **Team Member** – an employee of Tyson Foods, Inc., or any of its subsidiaries.

7.1.9. **Termination Modification** – any modification to (i) the amount of securities to be traded under a **Rule 10b5-1 plan**, (ii) the date(s) or price(s) at which securities are to be traded under a **Rule 10b5-1 plan** or (iii) any similar terms; the modification of which terms shall be deemed to be a termination of such **Rule 10b5-1 plan**.

7.1.10. **Trading day –**

7.1.10.1. with respect to Tyson Foods, Inc. stock, a day on which trading in our Class A Common Stock generally occurs on the New York Stock Exchange; and

7.1.10.2. with respect to any other security, a day on which trading in such security generally occurs on the primary exchange location or platform for the buying and selling of such security.

7.2. **Frequently Asked Questions**

7.2.1. *Why do we need this policy?*

The Securities and Exchange Commission and the Department of Justice vigorously pursue violations of insider trading laws. The insider trading laws not only target individuals directly involved in trading abuses, but they also place the onus on companies and possible other "controlling persons" for violations by company personnel. The purpose of this policy is to promote compliance with applicable securities laws by Tyson Foods, Inc. and its subsidiaries and all **directors** and **Team Members.**

In addition to responding to insider trading laws, this policy was adopted to avoid even the appearance of improper conduct on the part of anyone employed by or associated with our company (not just so- called "insiders"). The company works hard to maintain its reputation for integrity and ethical conduct and cannot afford to have it damaged.

7.2.2. *What are the legal consequences of insider trading violations?*

For individuals who trade on **material non-public information** (or tip information to others):

- Disgorgement of the profit or loss avoided
- A civil penalty of up to three times the profit gained or loss avoided;
- A criminal fine (no matter how small the profit) of up to $5 million; and
- Jail time of up to twenty years.

For a company (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading:

- A civil penalty of the greater of $1,000,000 or three times the profit gained or loss avoided as a result of the **Team Member**'s violations; and
- A criminal penalty of up to $25 million.

Moreover, if a **Team Member** violates our insider trading policy, company-imposed sanctions, including termination of employment for cause, could result. Needless to say, any of the above consequences, even an SEC investigation that does not result in prosecution can tarnish one's reputation and damage a career.

7.2.3. *Whom should I contact if I have questions or need to seek pre-clearance for a transaction?*

Any person who has any questions about specific transactions (including pre-clearance) may obtain additional guidance from our company's general counsel or other designated persons in the company's Law Department. The Law Department will endeavor to promptly respond to all inquiries. Remember, however, the ultimate responsibility for adhering to this policy and avoiding improper transactions rests with the **Team Member**. In this regard, it is imperative that all **Team Members** use their best judgment.

7.2.4. *What are some examples of material information?*

In short, any information which could reasonably affect the price of the stock, whether it be of our company or another company. Common examples of information that will frequently be regarded as material are: projections of future earnings or losses; news of a pending or proposed merger, acquisition, tender offer or joint venture; news of a significant sale of assets or the disposition of a subsidiary; changes in dividend policies or the declaration of a stock split or the offering of additional securities; significant litigation or government agency investigations; significant write-offs or significant increases in reserves; changes in senior management; significant new products or discoveries; impending bankruptcy or financial liquidity problems; and the gain or loss of a substantial customer or supplier. Either positive or negative information may be considered material.

7.2.5. *When is material information considered public information?*

One common misconception is that material information loses its "non-public" status as soon as a press release is issued disclosing the information. In fact, information is considered to be available to the public only when it has been released broadly to the marketplace (such as by a press release or an SEC filing) and the investing public has had time to absorb the information fully.

7.2.6. *What is a "trading window"?*

This term is not used in our policy; however, "trading window" generally refers to a period of time when **Team Members** or subsets of **Team Members** are permitted to engage in transactions of our company's securities.

7.2.7. *Do these policy restrictions apply to an individual living in my household who is not an immediate family member?*

These policy restrictions do not specifically apply to an individual living in your household who is not an immediate family member; however, all persons are prohibited by law from effecting a securities transaction while in possession of **material non-public information** about the company in whose securities they are trading

8.0 Related Documents

8.1. Securities Trading Policy Certification Form - Pre-Hire

8.2. Securities Trading Policy Certification Form - Post-Hire

9.0 Revision Record

9.1. 03/13/2015 – Version Imported from SharePoint to PolicyTech

9.2. 03/29/2023 – Changes throughout document

SUBSIDIARIES*	PLACE OF INCORPORATION
Advance Food Company, LLC	Oklahoma
AdvancePierre Foods Holdings, Inc.	Delaware
AdvancePierre Foods, Inc.	Delaware
Aidells Sausage Company, Inc.	Delaware
Allied Specialty Foods, Inc.	Pennsylvania
APF Legacy Subs, LLC	Ohio
Artisan Bread Co., LLC	North Carolina
Australian Food Corporation Pty Limited	Australia
Australian Food Corporation Trust	Australia
Barber Foods, LLC	Maine
Bryan Foods, Inc.	Delaware
C.V. Holdings, Inc.	Philippines
CBFA Management Corp.	Delaware
Central Industries, Inc.	Mississippi
Chefs Pantry, LLC	Ohio
Clovervale Farms, LLC	Ohio
Cobb (Hubei) Breeding Co., Ltd.	China
Cobb (Shanghai) Enterprise Management Consulting Co., Ltd.	China
Cobb Ana Damizlik Tavukculuk Sanayi Ve Ticaret Limited Sirketi (Cobb Turkey)	Turkey
Cobb Colombia S.A.S.	Colombia
Cobb Europe B.V.	Netherlands
Cobb Europe Limited	United Kingdom
Cobb Peru (Andina) S.A.C.	Peru
Cobb Worldwide Holding Company	Delaware
Cobb-Heritage, LLC	Delaware
Cobb-Vantress Brasil, Ltda	Brazil
Cobb-Vantress New Zealand Limited	New Zealand
Cobb-Vantress Philippines, Inc.	Philippines
Cobb-Vantress, Inc.	Delaware
Cobb-Vantress, LLC	Delaware
Coominya AFC Pty Limited	Australia
Coominya AFC Trust	Australia
DFG Foods, Inc.	Delaware
Egbert LLC	Delaware
Equity Meat Corp.	Pennsylvania
Flavor Corp.	Delaware
Flavor Holdings, Inc.	Delaware
Foodbrands America, Inc.	Delaware
Foodbrands Supply Chain Services, Inc.	Delaware
Gallo Salame, Inc.	California
Global Employment Services, Inc.	Delaware
Golden Quality Foods Industry (England) Limited	United Kingdom
Golden Quality Foods Industry (Ireland) Limited	United Kingdom
Golden Quality Foods Industry (Norfolk) Limited	United Kingdom
Golden Quality Foods Industry (UK) Limited	United Kingdom
Golden Quality Foods Industry (Yorkshire) Limited	United Kingdom
Golden Quality Foods Retail (Norfolk) Limited	United Kingdom
Golden Quality Foods Retail (Yorkshire) Limited	United Kingdom
Hillshire Grain Services, LLC	Delaware
Hudson Midwest Foods, Inc.	Nebraska
IBP Caribbean, Inc.	Cayman Islands
IBP Foodservice, L.L.C.	Delaware

International Affiliates & Investment LLC	Delaware
Invicta Foods Limited	United Kingdom
Jiangsu Tyson Foods Co., Ltd	China
Keystone CLJV Holdings Limited	Hong Kong
Keystone County House Road, LLC	Delaware
Keystone Foods (AP) Limited	Hong Kong
Keystone Foods Holdco LLC	Delaware
Keystone Foods Intermediate LLC	Delaware
Keystone Foods LLC	Delaware
Keystone Foods Pty Limited	Australia
Keystone Management, Inc.	Delaware
Keystone Trading (Shanghai) Company Limited	China
LD Foods LLC	Delaware
Mac Food Services (Malaysia) SDN. BHD.	Malaysia
Madison Foods, Inc.	Delaware
McKey Food Services (Hong Kong) Limited	Hong Kong
McKey Food Services (Shandong) Limited	China
McKey Food Services (Thailand) Limited	Thailand
McKey Food Services Limited	China
McKey Luxembourg S.à r.l.	Luxembourg
McKey Luxembourg Holdings APMEA S.à r.l.	Luxembourg
McKey Luxembourg Holdings S.à r.l.	Luxembourg
McKey VI Holdings Limited	Hong Kong
MFG (USA) Holdings, Inc.	Delaware
National Comp Care, Inc.	Delaware
New Canada Holdings, Inc.	Delaware
Oaklawn Capital Corporation	Delaware
Original Philly Holdings, Inc.	Pennsylvania
PBX, inc.	Delaware
Perfect Foods Factory LLC	United Arab Emirates
Pierre Holdco, Inc.	Delaware
River Valley Ingredients, LLC	Delaware
Rizhao Tyson Foods Co., Ltd	China
Rizhao Tyson Poultry Co., Ltd	China
Rural Energy Systems, Inc.	Delaware
Sara Lee - Kiwi Holdings, LLC	Delaware
Sara Lee Diversified, LLC	Delaware
Sara Lee Foods, LLC	Delaware
Sara Lee Household & Body Care Malawi Ltd.	Malawi
Sara Lee International LLC	Delaware
Sara Lee International TM Holdings LLC	Delaware
Sara Lee Mexicana Holdings Investment, L.L.C.	Delaware
Sara Lee TM Holdings LLC	Delaware
Sara Lee Trademark Holdings Australasia LLC	Delaware
Saramar, L.L.C.	Delaware
Shandong Keystone Chinwhiz Foods Co. Ltd.	China
Shandong Tyson Da Long Food Company Limited	China
Southern Family Foods, L.L.C.	Delaware
Southwest Products, LLC	Delaware
Supreme Foods Processing Company Ltd.	Saudi Arabia
TACL Assurance, LLC	Arkansas
TCI Grain Services, LLC	Delaware
Tecumseh Poultry LLC	Nebraska
Texas Transfer, Inc.	Texas

TFA Leasing, LLC	Delaware
TFA Opportunity Zone Fund, LLC	Delaware
TFI of California, Inc.	California
The Bruss Company	Illinois
The Hillshire Brands Company	Maryland
The IBP Foods Co.	Delaware
The Pork Group, Inc.	Delaware
TVM Limited	Hong Kong
TyNet Corporation	Delaware
Ty-Pro, LLC	Delaware
Tyson (Hubei) Food Technology Development Co., Ltd.	China
Tyson (Jiangsu) Livestock and Poultry Development Co. Ltd	China
Tyson (Shanghai) Enterprise Management Co., Ltd.	China
Tyson Americas Holding Sárl	Luxembourg
Tyson Asia Pacific Pte. Ltd.	Singapore
Tyson Breeders, Inc.	Delaware
Tyson Case Ready, LLC	Delaware
Tyson Chicken, Inc.	Delaware
Tyson China Holding 2 Limited	Hong Kong
Tyson China Holding 3 Limited	Hong Kong
Tyson China Holding Limited	Hong Kong
Tyson Deli, Inc.	Delaware
Tyson Europe Holding Company	Nova Scotia
Tyson Farms QOZB, LLC	Delaware
Tyson Farms, Inc.	North Carolina
Tyson Feed (Thailand) Limited	Thailand
Tyson Foods Brasil Investimentos Ltda.	Brazil
Tyson Foods Canada Inc. (Les Aliments Tyson Canada Inc.)	Ontario
Tyson Foods Europe B.V.	Netherlands
Tyson Foods France S.A.R.L.	France
Tyson Foods Germany GmbH	Germany
Tyson Foods Group Limited	United Kingdom
Tyson Foods Holland B.V.	Netherlands
Tyson Foods Huadong Development Co., Ltd (Tyson Foods East China Development Co., Ltd)	China
Tyson Foods Iberia Alimentos, S.L.U.	Spain
Tyson Foods Italia S.p.A.	Italy
Tyson Foods Korea Ltd.	Korea
Tyson Foods Oosterwolde B.V.	Netherlands
Tyson Foods Product Solutions Ltd	United Kingdom
Tyson Foods Products Limited	United Kingdom
Tyson Foods Restaurant Solutions Ltd	United Kingdom
Tyson Foods Scotland Europe Limited	United Kingdom
Tyson Foods Scotland Sales (Europe) Limited	United Kingdom
Tyson Foods Service Solutions Austria GmbH	Austria
Tyson Foods UK Holding Ltd	United Kingdom
Tyson Foods UK Ltd	United Kingdom
Tyson Foods Wrexham Limited	United Kingdom
Tyson Fresh Meats Sales and Distribution, LLC	Delaware
Tyson Fresh Meats, Inc.	Delaware
Tyson Global Holding Sárl	Luxembourg
Tyson Golden Foods Poultry (Thailand) Limited	Thailand
Tyson Golden Poultry Siam (Thailand) Limited	Thailand
Tyson Hog Markets, Inc.	Delaware

Exhibit 21

Tyson India Holdings Ltd.	Mauritius
Tyson International (Malaysia) SDN. BHD.	Malaysia
Tyson International APAC Ltd.	Thailand
Tyson International Company, Ltd.	Bermuda
Tyson International Holding Company	Delaware
Tyson International Holdings Sárl	Luxembourg
Tyson International Service Center, Inc.	Delaware
Tyson International Service Center, Inc. Asia	Delaware
Tyson International Service Center, Inc. Europe	Delaware
Tyson IT Solutions Private Limited	India
Tyson Mexican Original, Inc.	Delaware
Tyson Mexico Trading Company S. de R.L. de CV.	Mexico
Tyson New Ventures, LLC	Delaware
Tyson of Wisconsin, LLC	Delaware
Tyson Opportunity Zone Fund, LLC	Delaware
Tyson Poultry (Thailand) Limited	Thailand
Tyson Poultry, Inc.	Delaware
Tyson Prepared Foods, Inc.	Delaware
Tyson Processing Services, Inc.	Delaware
Tyson Refrigerated Processed Meats, Inc.	Delaware
Tyson Sales and Distribution, Inc.	Delaware
Tyson Service Center Corp.	Delaware
Tyson Shared Services, Inc.	Delaware
Tyson Storm Lake Holdings, LLC	Delaware
Tyson UK Finance Limited	United Kingdom
Tyson Warehousing Services, LLC	Delaware
Uninex SA	Uruguay
WBA Analytical Laboratories, Inc.	Delaware
Williams Food Works and Distribution, LLC	Tennessee
Williams Sausage Company, Inc.	Tennessee
Wilton Foods, Inc.	New York
Xamol Consultores e Servicos, Unipessoal Lta.	Portugal
Zemco Industries, Inc.	Delaware

* The names of particular subsidiaries, primarily in the Netherlands, Portugal and the United Kingdom, have been omitted because considered in aggregate as a single subsidiary, they would not constitute, as of the end of the year covered by this report, a "significant subsidiary" as that term is defined in Rule 1.02(w) of Regulation S-X under the Securities Act of 1934.

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-261080, 333-186797, 333-115380, 333-115379 and 333-115378) and Form S-3 (Nos. 333-272538 and 333-237981) of Tyson Foods, Inc. of our report dated November 13, 2023 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Springdale, Arkansas
November 13, 2023

EXHIBIT 31.1

CERTIFICATIONS

I, Donnie King, certify that:

1. I have reviewed this annual report on Form 10-K of Tyson Foods, Inc.;

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 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 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.

Date: November 13, 2023

/s/ Donnie King

Donnie King
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, John R. Tyson, certify that:

1. I have reviewed this annual report on Form 10-K of Tyson Foods, Inc.;

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 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 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.

Date: November 13, 2023

/s/ John R. Tyson

John R. Tyson
Executive Vice President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Annual Report of Tyson Foods, Inc. (the Company) on Form 10-K for the year ended September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Donnie King, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Donnie King
Donnie King
President and Chief Executive Officer
November 13, 2023

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Annual Report of Tyson Foods, Inc. (the Company) on Form 10-K for the year ended September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, John R. Tyson, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ John R. Tyson

John R. Tyson
Executive Vice President and Chief Financial Officer

November 13, 2023

TYSON FOODS, INC.
CLAWBACK POLICY

The Board of Directors (the “Board”) of Tyson Foods, Inc. (the “Company”) hereby adopts a comprehensive policy that allows the Company to recover, to the extent permitted by applicable law, Incentive Compensation (as defined below), in whole or in part, following certain events, or conduct on the part of a Subject Employee (as defined below) that adversely affects the Company or any of its affiliates (collectively, “Tyson”). The Board has adopted the Clawback Policy (the “Policy”) set forth below, effective with respect to awards or grants of Incentive Compensation made on or after October 1st, 2023 (the “Effective Date”).

Administration

The Compensation and Leadership Development Committee of the Board (the “CLDC”) shall have full power and authority to administer the Policy. Any determination by the CLDC shall be made by votes taken pursuant to the CLDC Charter and the Company’s By-Laws, as they may be amended from time to time. All such actions taken by the CLDC shall be conclusive and binding on each Subject Employee, directly or indirectly, affected by such action.

Employees Subject to Policy

Each Subject Employee (as defined below) shall be deemed to have accepted continuing employment on terms that include compliance with the Policy, to the extent of its otherwise applicable provisions, and to be contractually bound by its enforcement provisions. Subject Employees who cease employment or service with Tyson shall continue to be bound by the terms of the Policy with respect to Incentive Compensation subject to this Policy.

Definitions

Capitalized terms used in this Policy shall have the following meanings:

“Clawback Rules” means Section 10D of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and any applicable rules or standards adopted by the SEC thereunder (including Rule 10D-1 under the Exchange Act) or the New York Stock Exchange pursuant to Rule 10D-1 under the Exchange Act (including Section 303A.14 of the New York Stock Exchange Listed Company Manual), in each case as may be in effect from time to time.

“Excess Incentive Compensation” means the amount of Incentive Compensation paid based on the erroneous data in the original financial statements issued with respect to the Lookback Period over the amount of Incentive Compensation that the CLDC determines would have been paid had the award or payment been based on the restated financial statements with respect to the Lookback Period. Restricted stock and RSU awards that vest solely on the basis of continued service and do not vest in whole or in part on the attainment of any Financial Reporting Measures, as well as stock options, are excluded for purposes of determining Excess Incentive Compensation. Any amount of Excess Incentive Compensation shall be computed without regard to any taxes paid.

“Financial Reporting Measure” means measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, any measures derived wholly or in part from such financial information, and stock price and total shareholder return, that is used to determine the grant, vesting, or payout of a Subject Employee’s Incentive Compensation.

"Improper Conduct" means any of the following:

(a) any willful and wrongful conduct or willful and wrongful omission by the Subject Employee that injures or is reasonably likely to cause injury to the reputation or business of Tyson;

(b) any act by the Subject Employee of intentional misrepresentation, embezzlement, or misappropriation or conversion of assets of Tyson;

(c) the Subject Employee is convicted of, confesses to, pleads no contest to, or becomes the subject of proceedings that provide a reasonable basis, after due inquiry, for Tyson to believe that the Subject Employee has engaged in a felony;

(d) the Subject Employee's intentional violation of his or her fiduciary duty to Tyson or of a written policy of Tyson, including, without limitation, the Company's Code of Conduct and any written policies relating to harassment, discrimination or retaliation; or

(e) any violation by the Subject Employee of a restrictive covenant concerning non- competition, employee or customer non-solicitation, non-disparagement or confidentiality.

"Incentive Compensation" means any of the following forms of compensation earned during any portion of the Lookback Period:

(a) annual bonuses and other short- or long-term cash incentives not otherwise considered base salary, regular hourly pay, overtime, and commissions;

(b) stock options;

(c) SARs;

(d) restricted stock and RSUs;

(e) performance-based stock (including performance-based RSUs); and

(f) any other equity or cash award that is based on Financial Reporting Measures, including the value of the Company's capital stock.

"Lookback Period" means:

(a) for purposes of Part A of the "Recovery Events" section below, (A) the three (3) completed fiscal years of the Company immediately preceding the date that is the earlier of: (1) the date the Board, a committee of the Board or an authorized officer of the Company concludes, or reasonably should have concluded, the previously issued financial statements contain a material error and the Company triggers a Restatement Event; or (2) the date a court, regulator or other legally authorized body directs the Company to undergo a Restatement Event, and (B) any transition period (that results from a change in the Company's fiscal year) of less than nine months within or immediately following those three completed fiscal years; or

(b) for purposes of Part B of the "Recovery Events" section below, the three (3) most recently completed fiscal years prior to, and the portion of the current fiscal year up to and including, the date the CLDC concludes that a Subject Employee has engaged in Improper Conduct.

"Recoverable Incentive Compensation" means:

(a) With respect to performance-based Incentive Compensation, a pro rata portion of any award or grant equal to the total amount of such award or grant multiplied by a fraction, the numerator of which is the number of days in the applicable performance period of such award or grant that coincide with the Recovery Period, and the denominator of which is the total number of days in the applicable performance period; and

(b) With respect to Incentive Compensation that vests solely on the basis of continued service, a pro rata portion of any award or grant equal to the total amount of such award or grant multiplied by a fraction, the numerator of which is the number of days in the Vesting Period for such award or grant that coincide with the Recovery Period, and the denominator of which is the total number of days in the Vesting Period.

"Recovery Period" means the portion of the Lookback Period that coincides with or follows the earliest known act or occurrence of Improper Conduct.

"Restatement Event" means an event in which the Company is required to prepare an accounting restatement of its financial results due to material noncompliance of the Company with any financial reporting requirements under the securities laws, including any required accounting restatement that results from the correction of an error that is material to the previously issued financial statement(s), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

"RSU" means restricted stock unit.

"SAR" means stock appreciation right.

"Subject Employee" means each current or former employee who serves or served as an "officer" (as defined pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder), and each member of the Enterprise Leadership Team, in accordance with a list of such members maintained by the Company's Chief Human Resources Officer, employed by Tyson at any time during a fiscal year which includes or commences after the Effective Date.

"Vesting Period" means, with respect to awards or grants of Incentive Compensation that vest solely on the basis of continued service, the number of days between the grant date and the vesting date or, in the event of a Subject Employee whose employment terminates on the basis of death, disability, retirement (as defined by the applicable Plan or award agreement) or through participation in the Officer Separation Component of the Executive Severance Plan of Tyson Foods, Inc. before the vesting date, the number of days between the grant date and the date of such termination of employment.

Recovery Events

A. Miscalculation of Financial Reporting Measure Results Constituting a Restatement Event

This Policy shall be triggered as to all Subject Employees if a Restatement Event occurs. Subject to the Policy's enforcement provisions and in compliance with the Clawback Rules, in the event of a Restatement Event, the Company shall seek to recover an amount equal to the Excess Incentive Compensation related to the applicable performance period(s) to which the Restatement Event relates reasonably promptly after the Company discovers that such a recovery is owed pursuant to this Policy.

For purposes of this Part A, Incentive Compensation is related to a Restatement Event if the Incentive Compensation relates to any portion of the Lookback Period, regardless of the timing of payment, distribution or exercise of any award.

To the extent Excess Incentive Compensation relates to awards that are unpaid or unvested, the Company shall cancel such unpaid or unvested awards of Incentive Compensation in an amount equal to the Excess Incentive Compensation related to such awards.

B. Improper Conduct

If the CLDC concludes that a Subject Employee has engaged in Improper Conduct, and that such Improper Conduct occurred during the Lookback Period, subject to the enforcement provisions of the Policy, the Company shall seek recovery of any amount of Incentive Compensation paid with respect to the Recovery Period. To the extent Recoverable Incentive Compensation relates to awards that are unpaid or unvested, the Company shall cancel such unpaid or unvested awards of Incentive Compensation in an amount equal to the Recoverable Incentive Compensation related to such awards.

In each such instance of Improper Conduct, the amount required to be returned, repaid or forfeited by the Subject Employee shall be determined by the CLDC. A recovery or forfeiture under these circumstances may be effected even if the Improper Conduct did not result in an award or payment greater than what would have been awarded or paid absent the Improper Conduct.

Enforcement

In pursuing the enforcement of Part A of the "Recovery Events" section of this Policy, and in accordance with any applicable laws or regulations requiring the recovery of any amount of Incentive Compensation, including the Clawback Rules, the CLDC will consider whether recovery of any Excess Incentive Compensation would be impracticable, which for purposes of this Policy means that:

(a) the direct expenses paid to a third party to assist in enforcing the Policy against a Subject Employee would exceed the amount to be recovered, after the Company has made a reasonable attempt to recover the applicable Excess Incentive Compensation, documented such reasonable attempt(s) and provided such documentation to the New York Stock Exchange;

(b) the recovery would violate any applicable law that was adopted prior to November 28, 2022, provided that the Company has obtained an opinion of local counsel, acceptable to the New York Stock Exchange, that recovery would result in such a violation and a copy of such opinion is provided to the New York Stock Exchange; or

(c) the recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

In pursuing the enforcement of Part B of the "Recovery Events" section of this Policy, and in accordance with any applicable laws or regulation requiring the recovery of any amount of Incentive Compensation, the CLDC will consider:

(a) the nature, extent, and egregiousness of any Improper Conduct;

(b) the financial and reputational harm caused to Tyson resulting from such Improper Conduct;

(c) whether asserting a claim against the Subject Employee may violate any applicable law or prejudice Tyson's interests in any way;

(d) whether the cost and administrative burden of attempting to recover any amount of Incentive Compensation is likely to exceed the amount to be recovered; and

(e) any other factors it deems relevant to the determination.

The CLDC shall seek to recover any Excess Incentive Compensation or Recoverable Incentive Compensation, as applicable, owed by a Subject Employee through one or more of the following methods, as selected by the CLDC and subject to applicable law, including Section 409A of the Internal Revenue Code of 1986, as amended, and the Clawback Rules:

(a) reimbursement of the amount of an affected cash payment received as Incentive Compensation;

(b) recovery of shares, or an equivalent cash value as of the date the Subject Employee constructively receives such award (e.g., date of settlement or delivery of shares under a restricted stock unit award, exercise of a nonqualified stock option or SAR, etc.), of any affected equity-based award received as Incentive Compensation;

(c) offset of the Incentive Compensation from any compensation otherwise owed to the Subject Employee by Tyson;

(d) cancellation of an affected equity award received as Incentive Compensation, whether vested or unvested; or

(e) any other remedial and recovery action permitted by law.

The CLDC shall reasonably promptly seek recovery of Excess Incentive Compensation or Recoverable Incentive Compensation, as applicable, by first making a written demand for repayment from the Subject Employee and, if the individual does not tender timely repayment in response to such demand, the CLDC shall then pursue the other remedies contemplated by the Policy, including seeking a court order against the individual for such repayment.

The CLDC shall make a reasonable determination of the amount of any Excess Incentive Compensation or Recoverable Incentive Compensation, as applicable, subject to recovery or cancellation under this Policy. For example, where the recovery is triggered by the adjustment of a Financial Reporting Measure that has been established on a formulaic basis, the Company shall seek to recover, at the direction of the CLDC, any amount awarded or paid in excess of the amount that would have been paid based on the correctly calculated Financial Reporting Measure result. Where the matter is not subject to mathematical recalculation directly from the information adjusted, the CLDC shall seek to recover the amount, if any, by which the payment or award should have been reduced as a result of such adjustment, based on a reasonable estimate of the effect of the accounting restatement on the applicable Financial Reporting Measure result. In making a determination of the amount of any Excess Incentive Compensation or Recoverable Incentive Compensation, as applicable, attributable to equity-based awards, the amount of Incentive Compensation considered to be received by a Subject Employee shall be determined on the basis of the value of each such equity-based award at the time the Subject Employee constructively receives such award (e.g., date of settlement or delivery of shares under a restricted stock unit award, exercise of a nonqualified stock option or SAR, etc.), whether such award has vested in full or in part.

The amount of any Incentive Compensation subject to recovery shall be determined without regard to any taxes paid, or other amounts withheld, from the wages of the Subject Employee on such Incentive Compensation.

Reporting and Disclosure

The Company shall file all disclosures with respect to this Policy in accordance with the requirements of U.S. federal securities laws, including any disclosure required by applicable SEC rules.

No Indemnification

The Company shall not indemnify any Subject Employee against the loss of any Incentive Compensation effected pursuant to this Policy and/or pursuant to the Clawback Rules, including any payment or reimbursement for the cost of third-party insurance purchased by any Subject Employee to cover any such loss under this Policy and/or pursuant to the Clawback Rules. Further, the Company shall not enter into any agreement that exempts any Excess Incentive Compensation from the application of this Policy or the Clawback Rules or that waives the Company's right to recovery of any Excess Incentive Compensation, and this Policy shall supersede any such agreement (whether entered into before, on or after the Effective Date). Any purported indemnification shall be null and void *ab initio*.

Amendment or Termination

The CLDC may amend or terminate this Policy from time to time in its discretion, including as required to comply with the rules of the Securities and Exchange Commission and the New York Stock Exchange implementing Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Any such amendments shall be binding on awards or grants of Incentive Compensation made after the effective date of such amendment(s). No such amendments may be given a retroactive effective date.

Other Recoupment Rights

The CLDC intends that this Policy will be applied to the fullest extent of the law. The CLDC may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date expressly require a Subject Employee to abide by the terms of this Policy; however, the absence of any such express provision in any such agreement shall not prevent application of the Policy to Subject Employees. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery that may be available to Tyson pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement or any other legal remedies available to Tyson.

Non-Exclusivity of Remedies

Application of the Policy does not preclude the Company from taking any other action to enforce a Subject Employee's obligations to Tyson, including termination of employment or institution of civil or criminal proceedings or any other remedies that may be available to Tyson with respect to inappropriate conduct on the part of the Subject Employee.

Interpretation and Non-Exclusivity of Policy

The CLDC is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of the Clawback Rules. The terms of this Policy shall also be construed and enforced in such a manner as to comply with applicable law, including the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, and any other law or regulation that the CLDC determines is applicable. In the event any provision of this Policy is determined to be unenforceable or invalid under applicable law, such provision shall be applied to the maximum extent permitted by applicable law and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required by applicable law. The terms of this Policy are in addition to any recoupment required or permitted by contract or by law.

Beneficiaries and Representatives

The Policy shall be binding and enforceable against all Subject Employees and their beneficiaries, estates, executors, administrators, and other legal representatives.