
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

AVERY DENNISON CORPORATION
(Name of Registrant as Specified in Its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Spring 2025

Proxy Season Stockholder Engagement



MAKING POSSIBLE™

Safe Harbor Statement

Certain statements contained in this document are "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements, and financial or other business targets, are subject to certain risks and uncertainties, which could cause our actual results to differ materially from the expected results, performance or achievements expressed or implied by such forward-looking statements. We believe that the most significant risk factors that could affect our financial performance in the near term include: (i) the impact on underlying demand for our products from global economic conditions, geopolitical uncertainty, and changes in environmental standards, regulations and preferences; (ii) competitors' actions, including pricing, expansion in key markets, and product offerings; (iii) the cost and availability of raw materials; (iv) the degree to which higher costs can be offset with productivity measures and/or passed on to customers through price increases, without a significant loss of volume; (v) foreign currency fluctuations; and (vi) the execution and integration of acquisitions.

Actual results and trends may differ materially from historical or anticipated results depending on a variety of factors, including but not limited to, risks and uncertainties related to the following:

- International Operations – worldwide economic, social, geopolitical and market conditions; changes in geopolitical conditions, including those related to trade relations and tariffs, China, the Russia-Ukraine war, the Israel-Hamas war and related hostilities in the Middle East; fluctuations in foreign currency exchange rates; and other risks associated with international operations, including in emerging markets
- Our Business – fluctuations in demand affecting sales to customers; fluctuations in the cost and availability of raw materials and energy; changes in our markets due to competitive conditions, technological developments, laws and regulations, customer preferences; environmental regulations and sustainability trends; the impact of competitive products and pricing; the execution and integration of acquisitions; selling prices; customer and supplier concentrations or consolidations; the financial condition of distributors; outsourced manufacturers; product and service quality claims; restructuring and other cost reduction actions; our ability to generate sustained productivity improvement and our ability to achieve and sustain targeted cost reductions; the timely development and market acceptance of new products, including sustainable or sustainably-sourced products; our investment in development activities and new production facilities; the collection of receivables from customers; and our sustainability and governance practices
- Information Technology – disruptions in information technology systems; cyber security events or other security breaches; and successful installation of new or upgraded information technology systems
- Income Taxes – fluctuations in tax rates; changes in tax laws and regulations, and uncertainties associated with interpretations of such laws and regulations; outcome of tax audits; and the realization of deferred tax assets
- Human Capital – recruitment and retention of employees and collective labor arrangements
- Our Indebtedness – our ability to obtain adequate financing arrangements and maintain access to capital; credit rating risks; fluctuations in interest rates; and compliance with our debt covenants
- Ownership of Our Stock – potential significant variability of our stock price and amounts of future dividends and share repurchases
- Legal and Regulatory Matters – protection and infringement of our intellectual property; the impact of legal and regulatory proceedings, including with respect to compliance and anti-corruption, environmental, health and safety, and trade compliance
- Other Financial Matters – fluctuations in pension costs and goodwill impairment

For a more detailed discussion of these factors, see "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2024 Form 10-K, filed with the Securities and Exchange Commission on February 26, 2025.

The forward-looking statements included in this document are made only as of its filing date, and we assume no duty to update these forward-looking statements to reflect new, changed or unanticipated events or circumstances, other than as may be required by law.

We Appreciate Your Support at Our Annual Meeting

Our Board recommends that you vote FOR all management proposals and AGAINST the stockholder proposal

PROPOSAL	BOARD VOTE RECOMMEDATION
<p>1 Election of directors</p> <p>See Proxy page 39.</p>	<p>FOR</p> <p>✔ Our experienced and balanced Board continues to deliver long-term value for our stockholders</p>
<p>2 Advisory vote on executive compensation</p> <p>See Proxy page 49.</p>	<p>FOR</p> <p>✔ We conduct ongoing engagement with our investors to discuss the alignment of our executive compensation program with our strategies and the incentives it provides our leaders to deliver strong financial performance</p>
<p>3 Appoint PwC as 2025 independent registered public accounting firm</p> <p>See Proxy page 90.</p>	<p>FOR</p> <p>✔ PwC has a deep understanding of our operations and accounting practices, and maintains rigorous procedures to ensure independence from our management, Board and company</p>
<p>4 Stockholder proposal for stockholder approval requirement for excessive golden parachutes</p> <p>See Proxy page 97.</p>	<p>AGAINST</p> <p>✘ Our Board believes that the policy sought by the proponent is unnecessary given its recent actions and would impair the Compensation Committee's ability to structure market-competitive executive pay through a program that has been strongly supported by stockholders</p>

Avery Dennison at a Glance

- Recognized industry leader
- Global materials science and digital identification solutions
- Operates in 50+ countries with ~35K employees
- Provider of wide range of branding and information solutions that optimize labor and supply chain efficiency, reduce waste, advance sustainability, circularity and transparency, and better connect brands and consumers

FY 2024 Financial Highlights

\$8.8B | 2024 Net Sales **\$9.43** | 2024 Adj. EPS*
 ▲ 4.7% ▲ 19%

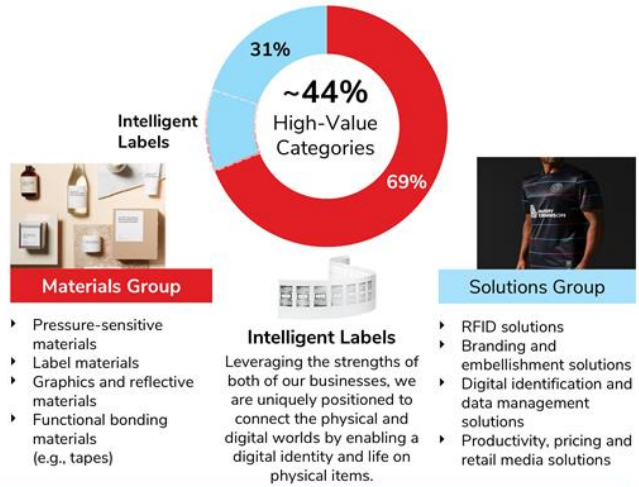
15.8% | 2024 ROTC* ▲ 340 bps **16.4%** | 2024 Adj. EBITDA Margin* ▲ 130 bps

* Adjusted EPS, return on capital (ROTC) and adjusted EBITDA are non-GAAP financial measures that are defined, qualified and reconciled from generally accepted accounting principles in the United States of America (GAAP) in Appendix B.

Significant Competitive Advantages

- Exposed to diverse and growing end markets, with catalysts for long-term growth
- Industry leaders in our primary businesses, with strength in scale and innovation
- Enabled by a clear set of strategies that have been key to our success over the long term across a wide range of business cycles
- Uniquely positioned to connect the physical and digital worlds

2024 Net Sales



We are Making Possible™ products and solutions that help advance the industries we serve in addressing some of the world's most complex challenges.

Balanced Board Composition Drives Robust Independent Oversight

Our Board oversees, counsels and ensures management is serving the best interests of our company, with a view toward maximizing the performance of our business and delivering long-term value for all our stakeholders.

Board Leadership Structure	
Chairman-Elect	Lead Independent Director
 <p>Mitch Butier Chairman-Elect & Former CEO, Avery Dennison</p> <ul style="list-style-type: none"> • Non-Independent • Director since 2016 • Age: 53 • Other Public Boards: None • Committees: FC (C) 	 <p>Patrick Siewert Retired Managing Director & Partner, The Carlyle Group</p> <ul style="list-style-type: none"> • Independent • Director since 2005 • Age: 69 • Other Public Boards: Mondelēz International, Inc. • Committees: AC, FC, GC
<p>Following a successful CEO transition and consistent with the range of anticipated timing for the Executive Chairman role, Mitch Butier will cease serving as an executive officer following the Annual Meeting</p>	
<p>AC Audit Committee</p> <p>FC Finance Committee</p> <p>CC Talent and Compensation Committee</p> <p>GC Governance Committee</p> <p>(C) Committee Chair</p>	



Andres Lopez
Retired President & CEO
O-I Glass

- Independent
- Director since 2017
- Age: 62
- Other Public Boards: None
- Committees: CC



Bradley Alford
Retired Chairman & CEO
Nestlé USA

- Independent
- Director since 2010
- Age: 68
- Other Public Boards: Perrigo Company PLC
- Committees: CC (C), GC



Deon Stander
President & CEO
Avery Dennison

- Non-Independent
- Director since 2023
- Age: 56
- Other Public Boards: None
- Committees: FC



Francesca Reverberi
SVP, Engineered Materials &
Plastics Solutions, Trinseo

- Independent
- Director since 2023
- Age: 53
- Other Public Boards: None
- Committees: CC



Maria Fernanda Mejia
Retired CEO, International
Newell Brands

- Independent
- Director since 2024
- Age: 61
- Other Public Boards: None
- Committees: AC



Ward Dickson
Retired EVP & CFO
WestRock

- Independent
- Director since 2024
- Age: 62
- Other Public Boards: Ameren Corporation
- Committees: AC (C), FC



William Wagner
CEO
Semrush Holdings

- Independent
- Director since 2022
- Age: 58
- Other Public Boards: Semrush Holdings, Inc., BlackLine, Inc. (until May 2025)
- Committees: GC (C), AC

✓ Public Company
Executive Leadership or
Board Experience

✓ Regular Board
Refreshment and
Succession Planning

✓ 98% Average
Meeting Attendance

Experienced and Balanced Board Continues to Guide our Growth

As part of its ongoing director succession planning process, the Governance Committee regularly discusses and reports to our Board on the skills, qualifications and demographics desirable for our Board to best serve our company's needs.

As part of this process, the Governance Committee initiated a **search for new directors with retail/consumer packaged goods or finance expertise**, which led to the appointments of Maria Fernanda Mejia and Ward Dickson to our Board in February and June 2024, respectively.

Key Board Responsibilities

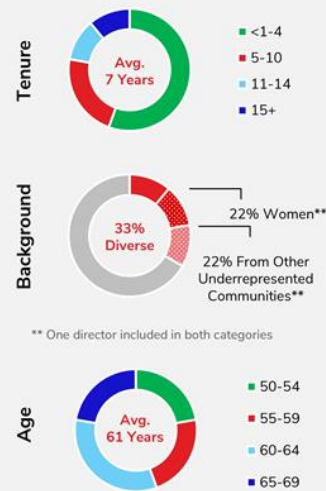
- Establish Board/Committee composition, structure and responsibilities to ensure **strong independent oversight**
- Conduct **director succession planning** to maintain **engaged Board** with balance of skills, qualifications and demographics
- Oversee **businesses, strategy execution, risk mitigation, governance profile and sustainability progress**
- Approve **annual operating plan** and key strategic decisions
- Maintain **integrity of financial statements** and oversee **capital allocation, including dividends and share repurchases**
- Evaluate performance of senior leaders and determine **executive compensation**
- Conduct **CEO and other executive succession planning**

Highlights of Areas of Director Expertise*

Area of Expertise	Number of Directors	Expertise Area
Industry Experience	4	Digital/Technology
	4	Consumer Goods
	6	Packaging
	6	Materials Science
	6	Industrial Goods
Functional Experience	7	Finance
	8	Marketing
	8	M&A
	5	Environmental Sustainability
	5	Cybersecurity
	8	Science/Engineering/R&D

* Reflects number of directors with technical expertise or supervisory experience as defined below:
 - Technical expertise - Direct management experience or subject matter expertise during professional career
 - Supervisory experience - Supervisory management experience during professional career

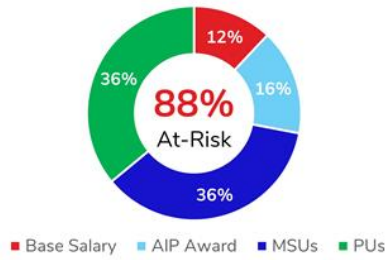
Director Demographics



2024 CEO Pay Aligned To Performance

Target Total Direct Compensation (TDC) is established to incent strong operational and financial performance and superior stockholder value creation aligned with our near- and long-term strategic priorities.

CEO Target TDC



Term	Component	Percentage	Key Features
Long-term	Performance Units (PUs)	36%	<ul style="list-style-type: none"> 100% Financial Performance 50% of LTI with payout = <ul style="list-style-type: none"> 0% to 200% of target award 3-year cliff vesting <ul style="list-style-type: none"> 50% Relative TSR⁽¹⁾ 50% Cumulative EVA⁽²⁾ Relative TSR payout capped at 100% if absolute TSR is negative
	Market-Leveraged Stock Units (MSUs)	36%	<ul style="list-style-type: none"> 100% Financial Performance 50% of LTI with payout = 0% to 200% of target award 1-, 2-, 3- and 4-year performance periods <ul style="list-style-type: none"> 100% Absolute TSR⁽³⁾
Annual	Annual Incentive Plan (AIP) Award	16%	<ul style="list-style-type: none"> 100% Financial Performance <ul style="list-style-type: none"> 60% Adjusted EPS 20% Adjusted Sales Growth 20% Adjusted Free Cash Flow Individual performance modifier based on achievement of predetermined strategic objectives (generally capped at 100%)
	Base Salary	12%	<ul style="list-style-type: none"> Annual fixed-cash compensation generally set around market median

STRONG COMPENSATION GOVERNANCE PRACTICES

- 1 Compensation primarily performance-based
- 2 Capped AIP award consistent with annual financial goals
- 3 Majority long-term equity incentive compensation
- 4 Strategic targeting

⁽¹⁾ Relative Total Stockholder Return (TSR) compares our TSR to the TSR of companies in a peer group satisfying certain objective criteria described in the Compensation Discussion and Analysis of our 2025 proxy statement
⁽²⁾ Economic Value Added (EVA) is a measure of financial performance calculated by deducting the economic cost associated with the use of capital (weighted average cost of capital multiplied by average invested capital) from after-tax operating profit
⁽³⁾ Absolute TSR measures the return that we provided our stockholders, including stock price appreciation and dividends paid (assuming reinvestment of dividends)

Stockholder Engagement

Our Board and management are committed to regular and thoughtful engagement to directly obtain feedback and gather perspectives to identify potential improvement opportunities.

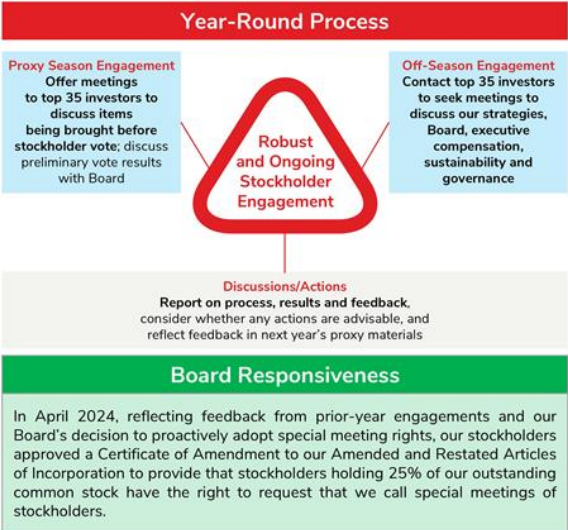
2024 Engagement Results

In 2024, we contacted our top 35 investors in proxy season and the off-season. Our Lead Independent Director (LID), Governance Committee Chair and management answered questions and discussed matters of investor interest. **We engaged with every stockholder who accepted our invitation to meet or otherwise requested a meeting, and our Lead Independent Director led the majority of our off-season engagements.**

Outreach	Conversations
	

2024 Feedback Topics

Governance	Environmental Sustainability
<ul style="list-style-type: none"> Board composition Board refreshment Board leadership structure Board onboarding, risk oversight and engagement Board succession planning Our stockholder rights profile Expanded director skills matrix 	<ul style="list-style-type: none"> Our progress against our 2025 and 2030 sustainability goals Our efforts to reduce GHG emissions Our evaluation of our supply chain Our water usage Our Board's oversight of environmental sustainability and our efforts to comply with increasing regulatory requirements



Board Responsiveness




In April 2024, reflecting feedback from prior-year engagements and our Board's decision to proactively adopt special meeting rights, our stockholders approved a Certificate of Amendment to our Amended and Restated Articles of Incorporation to provide that stockholders holding 25% of our outstanding common stock have the right to request that we call special meetings of stockholders.

Leading in an Environmental and Social Responsibility

We have largely achieved our 2025 sustainability goals, including exceeding our goal for cumulative GHG emissions reduction. Our 2030 sustainability goals prioritize the environmental and social matters most material to our company and stakeholders.

With strategic guidance and direction provided by our CEO, management is responsible for ensuring that we continue to make progress toward achieving our sustainability goals through our Sustainability Council. Board oversight of environmental sustainability and community investment is primarily conducted by the Governance Committee, which receives a report from management on each of these topics at least annually. Board oversight of social sustainability is primarily conducted by the Compensation Committee, which discussed talent matters, including pay equity and transparency, at multiple meetings in 2024.

Our website at esg.averydennison.com provides an overview of our sustainability strategies and downloadable reports, policies and indices, including our 2024 Integrated Report and March 2025 ESG Download.

	2030 Goals	2015 Baseline	Progress Highlights
 <p>Deliver innovations that advance the circular economy</p>	Satisfy the recycling, composting or reuse requirements of all single-use consumer packaging and apparel with our products and solutions Solutions Group: 100% of core product categories (printed fabric labels, woven labels, paper, interior heat-transfer labels, packaging and RFID) will meet our Sustainable Advantage standard Materials Group: 100% of standard label products will contain recycled or renewable content; all regions will have labels that enable circularity of plastics	--	-78% (based only on Apparel Solutions) in 2024 -67% (based only on Label and Graphic Materials) in 2024
 <p>Reduce our environmental impact in our operations and supply chain</p>	Reduce our Scope 1 and 2 GHG emissions by 70% from our 2015 baseline; work with our supply chain to reduce our 2018 baseline Scope 3 GHG emissions by 30%, with an ambition of net zero by 2050 Source 100% of paper fiber from certified sources focused on a deforestation-free future Divert 95% of waste away from landfills, with a minimum of 80% of our waste recycled and the remainder either reused, composted or sent to energy recovery Deliver a 15% increase in water efficiency at our sites that are located in high- or extremely high-risk countries as identified in the World Resources Institute Aqueduct Tool	--	Scope 1 and 2: -54% in 2024 ⁽¹⁾ Scope 3: PY calculations available in most recent CDP Climate response -97% certified in 2024 -91% landfill-free in 2024 ⁽¹⁾⁽²⁾ -68% recycled in 2024 ⁽¹⁾⁽²⁾ -(17)% in 2024 ⁽¹⁾⁽³⁾
 <p>Make a positive social impact by enhancing the livelihood of our people and communities</p>	Foster an engaged team and inclusive workplace: <ul style="list-style-type: none"> Inclusion index: 85% Employee engagement: 82% Females in manager level or above positions: 40% Safety: 0.2 Recordable Incident Rate (RIR) Support employee participation in Avery Dennison Foundation (ADF) grants and foster the well-being of local communities <ul style="list-style-type: none"> 85% of countries in which we operate receive ADF grants 50% of all ADF grants incorporate volunteerism 	--	-81% in 2024 -85% in 2024 -37% at YE 2024 ⁽⁴⁾ 0.21 RIR in 2024 Made 2024 ADF grants in -72% of countries in which we operate -94% of grants incorporated employee volunteerism

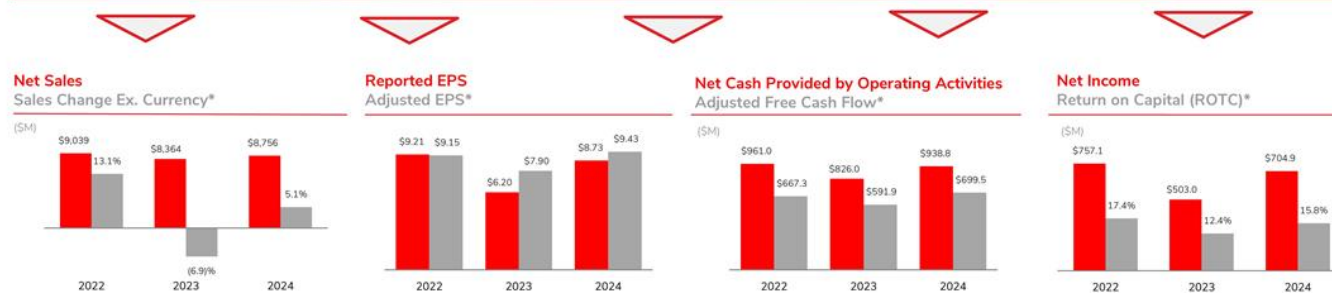
⁽¹⁾ Based on preliminary, unaudited full-year data. In prior years, disclosed audited data through third quarter.
⁽²⁾ We have adjusted our calculation methodology to better capture certain Scope 1 sources, resulting in a modest decline from prior year. Additional information and reconciliations to prior year can be found in our ESG Download.
⁽³⁾ Water use and efficiency at our sites are driven primarily by employee count and sanitation and can be affected by clean-up and restoration following singular events; sites in the World Resources Institute (WRI) risk categories shift annually.
⁽⁴⁾ Our goal is to foster a workforce representative of the communities in which we operate; as one indicator, we track the percentage of females in manager level and above positions globally.

Appendix A

Financial Highlights



Execution of Key Strategies Delivering Strong Financial Performance



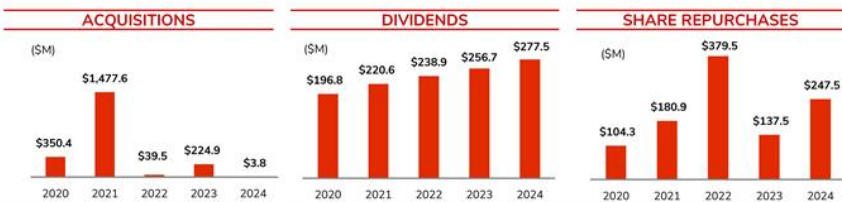
Well-positioned for continued GDP+ growth and top-quartile returns

* Sales change excluding the impact of currency (sales change ex. currency), adjusted EPS, adjusted free cash flow, and ROTC are non-GAAP financial measures that are defined, qualified and reconciled from GAAP in Appendix B.

Disciplined Capital Allocation Creating Long-Term Stockholder Value

Capital Allocation

- We invest in our businesses to support organic growth and seek to acquire companies that can accelerate our strategies, particularly in high-value product categories, increase our pace of innovation and advance our sustainability priorities; in 2024, we made venture investments in three companies developing technological solutions that we believe have the potential to advance our strategies.
- In 2024, we paid \$277.5 million in dividends of \$3.45 per share, having raised our quarterly dividend rate by 9% in April 2024, and repurchased 1.2 million shares of our common stock, having strategically accelerated repurchases in the fourth quarter.
- Over the last five years, we have deployed more than \$2 billion to acquisitions (including venture investments) and returned over \$2 billion to stockholders in dividends and share repurchases.



Stockholder Value Creation

- Our TSR in 2024 was lower than the TSR of the Dow Jones U.S. Container & Packaging Index, the S&P 500 Industrials Index and the S&P 500 Index, three indices we use to disclose our relative performance.
- We believe that our five-year TSR is a more meaningful measure than our one-year TSR, consistent with the time horizon of our financial targets and goal to deliver long-term value for our investors.
- While lower than two of these indices, our five-year TSR outperformed the Dow Jones U.S. Container & Packaging Index.



	AVY	Dow Jones U.S. Container & Packaging Index	S&P 500 Industrials Index	S&P 500 Index
2020	21%	21%	11%	18%
2021	41%	12%	21%	29%
2022	(15)%	(17)%	(5)%	(18)%
2023	14%	7%	18%	26%
2024	(6)%	13%	17%	25%
3-Year TSR	(9)%	1%	31%	29%
5-Year TSR	55%	36%	76%	97%

Appendix B

Reconciliation of Non-GAAP Financial Measures from GAAP



Use of Non-GAAP Financial Measures

We report our financial results in conformity with accounting principles generally accepted in the United States of America, or GAAP, and also communicate with investors using certain non-GAAP financial measures. These non-GAAP financial measures are not in accordance with, nor are they a substitute for or superior to, the comparable GAAP financial measures. These non-GAAP financial measures are intended to supplement the presentation of our financial results prepared in accordance with GAAP. We use these non-GAAP financial measures internally to evaluate trends in our underlying performance, as well as to facilitate comparisons with the results of competitors for quarters and year-to-date periods, as applicable. Based on feedback from investors and financial analysts, we believe that the supplemental non-GAAP financial measures we provide are also useful to their assessments of our performance and operating trends, as well as liquidity.

Our non-GAAP financial measures exclude the impact of certain events, activities or strategic decisions. The accounting effects of these events, activities or decisions, which are included in the GAAP financial measures, may make it more difficult to assess our underlying performance in a single period. By excluding the accounting effects, positive or negative, of certain items (e.g., restructuring charges, outcomes of certain legal matters and settlements, certain effects of strategic transactions and related costs, losses from debt extinguishments, gains or losses from curtailment or settlement of pension obligations, gains or losses on sales of certain assets, gains or losses on venture investments, currency adjustments due to highly inflationary economies, and other items), we believe that we are providing meaningful supplemental information that facilitates an understanding of our core operating results and liquidity measures. While some of the items we exclude from GAAP financial measures recur, they tend to be disparate in amount, frequency or timing.

We use the following non-GAAP financial measures in this presentation:

- **Sales change ex. currency** refers to the increase or decrease in net sales, excluding the estimated impact of foreign currency translation, and, where applicable, the currency adjustments for transitional reporting of highly inflationary economies, and the reclassification of sales between segments. Additionally, where applicable, sales change ex. currency is also adjusted for an extra week in our fiscal year and the calendar shift resulting from an extra week in the prior fiscal year. The estimated impact of foreign currency translation is calculated on a constant currency basis, with prior-period results translated at current period average exchange rates to exclude the effect of foreign currency fluctuations.

Our 2025 fiscal year that began on December 29, 2024 will end on December 31, 2025; fiscal years 2026 and beyond will be coincident with the calendar year beginning on January 1 and ending on December 31.

- **Organic sales change** refers to sales change ex. currency, excluding the estimated impact of acquisitions and product line divestitures.

We believe that sales change ex. currency and organic sales change assist investors in evaluating the sales change from the ongoing activities of our businesses and enhance their ability to evaluate our results from period to period.

- **Adjusted EBITDA** refers to adjusted operating income before depreciation and amortization. Adjusted operating income is net income adjusted for taxes; other expense (income), net; interest expense; other non-operating expense (income), net; and other items.
- **Adjusted EBITDA margin** refers to adjusted EBITDA as a percentage of net sales.

We believe that adjusted EBITDA, adjusted EBITDA margin and adjusted EPS assist investors in understanding our core operating trends and comparing our results with those of our competitors.

- **Adjusted free cash flow** refers to cash flow provided by operating activities, less payments for property, plant and equipment, less payments for software and other deferred charges, plus proceeds from company-owned life insurance policies, plus proceeds from sales of property, plant and equipment, plus (minus) net proceeds from insurance and sales (purchases) of investments, less net cash used for Argentine Blue Chip Swap securities. Where applicable, adjusted free cash flow is also adjusted for certain acquisition-related transaction costs. We believe that adjusted free cash flow assists investors by showing the amount of cash we have available for debt reductions, dividends, share repurchases, and acquisitions.

- **Return on total capital (ROTC)** refers to net income excluding interest expense and amortization of intangible assets from acquisitions, net of tax benefit, divided by the average of beginning and ending invested capital. We believe that ROTC assists investors in understanding our ability to generate returns from our capital.

Reconciliation of Non-GAAP Financial Measures from GAAP

SALES CHANGE EX. CURRENCY AND ORGANIC SALES CHANGE

(\$ in millions)	2021	2022	2023	2024	2021-2024 4-YR CAGR ⁽¹⁾
Net sales	\$8,408.3	\$9,039.3	\$8,364.3	\$8,755.7	5.9%
Reported net sales change	20.6%	7.5%	(7.5)%	4.7%	
Foreign currency translation	(3.4)%	5.6%	0.6%	0.4%	
Extra week impact	1.4%	–	–	–	
Sales change ex. currency (non-GAAP) ⁽²⁾	18.6%	13.1%	(6.9)%	5.1%	7.0%
Acquisitions and product line divestiture	(3.1)%	(3.6)%	(0.8)%	(0.6)%	
Organic sales change (non-GAAP) ⁽²⁾	15.6%	9.5%	(7.7)%	4.5%	5.1%

⁽¹⁾ Reflects four-year compound annual growth rates, with 2020 as the base period.

⁽²⁾ Totals may not sum due to rounding.

Reconciliation of Non-GAAP Financial Measures from GAAP

ADJUSTED EPS

(\$ in millions, except per share amounts)	2020	2021	2022	2023	2024	2021-2024 4-YR CAGR ⁽¹⁾
As reported net income	\$555.9	\$740.1	\$757.1	\$503.0	\$704.9	6.1%
As reported net income per common share, assuming dilution	\$ 6.61	\$ 8.83	\$ 9.21	\$ 6.20	\$ 8.73	7.2%
Non-GAAP adjustments per common share, net of tax:						
Restructuring charges and other items ⁽²⁾	0.48	0.05	(0.06)	1.85	0.75	
Argentine interest income	–	–	–	(0.15)	(0.05)	
Pension plan settlement and curtailment losses	0.01	0.03	–	–	–	
Adjusted net income per common share, assuming dilution (non-GAAP)	\$ 7.10	\$ 8.91	\$ 9.15	\$ 7.90	\$ 9.43	7.4%

Adjusted tax rates were 24.1%, 25%, 24.7%, 25.8% and 25.9% for 2020, 2021, 2022, 2023 and 2024, respectively.

⁽¹⁾ Reflects four-year compound annual growth rates, with 2020 as the base period.

⁽²⁾ Other items include (gain)/loss on venture investments, gain on sale of product line, (gain)/loss on sales of assets, outcomes of legal matters and settlements, net, transaction and related costs, and losses from Argentine peso remeasurement and Blue Chip Swap transactions.

Reconciliation of Non-GAAP Financial Measures from GAAP

RETURN ON TOTAL CAPITAL (ROTC)

(\$ in millions)	2022	2023	2024
As reported net income	\$ 757.1	\$ 503.0	\$ 704.9
Interest expense, net of tax benefit	63.7	86.2	86.5
Intangible amortization, net of tax benefit	62.0	62.5	66.1
Effective tax rate	24.2%	27.6%	26.1%
Net income, excluding interest expense and intangible amortization, net of tax benefit	\$ 882.8	\$ 651.7	\$ 857.5
Total debt	\$3,102.1	\$3,244.3	\$3,152.2
Shareholders' equity	\$2,032.2	\$2,127.9	\$2,312.3
Total debt and shareholders' equity	\$5,134.3	\$5,372.2	\$5,464.5
ROTC (non-GAAP)	17.4%	12.4%	15.8%

Reconciliation of Non-GAAP Financial Measures from GAAP

ADJUSTED EBITDA AND ADJUSTED EBITDA MARGINS

(\$ in millions)	2021	2022	2023	2024	2021-2024 4-YR CAGR ⁽¹⁾
Net sales	\$8,408.3	\$9,039.3	\$8,364.3	\$8,755.7	
As reported net income	\$ 740.1	\$ 757.1	\$ 503.0	\$ 704.9	
Adjustments:					
Interest expense	70.2	84.1	119.0	117.0	
Other non-operating expense (income), net	(4.1)	(9.4)	(30.8)	(26.7)	
Provision for income taxes	248.6	242.2	191.7	248.6	
Equity method investment losses	3.9	—	—	—	
Operating income before interest expense, other non-operating expense (income), taxes, and equity method investment losses, as reported	\$1,058.7	\$1,074.0	\$ 782.9	\$1,043.8	6.6%
Operating margins, as reported	12.6%	11.9%	9.4%	11.9%	
Non-GAAP adjustments:					
Restructuring charges, net of reversals:					
Severance and related costs, net of reversals	\$ 10.5	\$ 7.6	\$ 70.8	\$ 35.4	
Asset impairment and lease cancellation charges	3.1	0.1	8.6	6.5	
Other items ⁽²⁾	(8.0)	(8.3)	101.5	36.4	
Adjusted operating income (non-GAAP)	\$1,064.3	\$1,073.4	\$ 963.8	\$1,122.1	
Adjusted operating margins (non-GAAP)	12.7%	11.9%	11.5%	12.8%	
Depreciation and amortization	\$ 244.1	\$ 290.7	\$ 298.4	\$ 312.2	
Adjusted EBITDA (non-GAAP)	\$1,308.4	\$1,364.1	\$1,262.2	\$1,434.3	7.6%
Adjusted EBITDA margins (non-GAAP)	15.6%	15.1%	15.1%	16.4%	

⁽¹⁾ Reflects four-year compound annual growth rates, with 2020 as the base period.

⁽²⁾ Includes pre-tax (gain)/loss on venture investments, gain on sale of product line, (gain)/loss on sales of assets, outcomes of legal matters and settlements, net, transaction and related costs, and losses from Argentine peso remeasurement and Blue Chip Swap transactions.

Reconciliation of Non-GAAP Financial Measures from GAAP

ADJUSTED FREE CASH FLOW

(\$ in millions)	2022	2023	2024
Net cash provided by operating activities	\$ 961.0	\$ 826.0	\$ 938.8
Purchases of property, plant and equipment	(278.1)	(265.3)	(208.8)
Purchases of software and other deferred charges	(20.4)	(19.8)	(31.0)
Proceeds from company-owned life insurance policies	–	48.1	–
Purchases of Argentine Blue Chip Swap securities	–	–	(34.2)
Proceeds from sales of Argentine Blue Chip Swap securities	–	–	24.0
Proceeds from sales of property, plant and equipment	2.3	1.0	0.6
Proceeds from insurance and sales (purchases) of investments, net	1.9	1.9	10.1
Payments for certain acquisition-related transaction costs	0.6	–	–
Adjusted free cash flow (non-GAAP)	\$ 667.3	\$ 591.9	\$ 699.5

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