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**FOR IMMEDIATE RELEASE**

November 3, 2021

## Venator Announces Third Quarter 2021 Results; TiO<sub>2</sub> Margin Expansion Driven by Pricing Actions

### Third Quarter 2021 Highlights

- Net loss attributable to Venator of \$47 million compared to \$42 million in the prior year period
- Adjusted EBITDA of \$48 million compared to \$17 million in the prior year period
- Net cash provided by operating activities of \$7 million and free cash flow of \$(13) million
- Diluted loss per share of \$0.44 and adjusted diluted earnings per share of \$0.03
- Compared to the second quarter of 2021, average TiO<sub>2</sub> selling prices increased 5% in local currency and TiO<sub>2</sub> sales volumes were 1% lower
- Refinanced asset-backed revolving credit facility ("ABL") on October 15, and extended maturity to 2026
- Completed valuation of largest pension plan, expect more than \$20 million in future annual cash savings

<i>(In millions, except per share amounts)</i>	Three months ended			Nine months ended	
	September 30,		June 30, 2021	September 30,	
	2021	2020		2021	2020
Revenues	\$ 557	\$ 474	\$ 567	\$ 1,677	\$ 1,462
Net loss attributable to Venator	\$ (47)	\$ (42)	\$ (23)	\$ (91)	\$ (54)
Adjusted net income (loss) attributable to Venator <sup>(1)</sup>	\$ 3	\$ (18)	\$ —	\$ 4	\$ (9)
Adjusted EBITDA <sup>(1)</sup>	\$ 48	\$ 17	\$ 43	\$ 140	\$ 111
Diluted loss per share <sup>(4)</sup>	\$ (0.44)	\$ (0.39)	\$ (0.21)	\$ (0.85)	\$ (0.51)
Adjusted diluted earnings (loss) per share <sup>(1)</sup>	\$ 0.03	\$ (0.17)	\$ —	\$ 0.04	\$ (0.08)
Net cash provided by operating activities	\$ 7	\$ 20	\$ 10	\$ 2	\$ —
Free cash flow <sup>(3)</sup>	\$ (13)	\$ 13	\$ (5)	\$ (45)	\$ (54)

See end of press release for footnote explanations

**WYNYARD, UK** - Venator Materials PLC (“Venator”) (NYSE: VNTR) today reported third quarter 2021 results with revenues of \$557 million, net loss attributable to Venator of \$47 million, adjusted net income attributable to Venator of \$3 million and adjusted EBITDA of \$48 million.

**Simon Turner, President and CEO of Venator, commented:**

“Our businesses performed well during the third quarter. Functional TiO<sub>2</sub> demand remains robust across all sectors and demand for our specialty TiO<sub>2</sub> products is improving. These improved conditions have enabled TiO<sub>2</sub> margin expansion within the third quarter through pricing actions. Underlying demand within our Performance Additives business remains healthy, though dampened by supply and logistical challenges, as well as softer demand for Timber Treatment products. Energy, shipping and raw material costs have increased rapidly. As well as our previously announced price increases, we are implementing additional fourth quarter surcharges on certain products and freight routes. We continue to take action to control our costs and remain committed to further margin expansion.

“A valuation of our largest pension plan was recently completed and as a result, we expect more than \$20 million in future annual cash savings. This represents an important milestone as we work toward improving our cash flow profile.”

**Segment Analysis for 3Q21 Compared to 3Q20**

**Titanium Dioxide**

The Titanium Dioxide segment generated revenues of \$430 million for the three months ended September 30, 2021, an increase of \$87 million, or 25%, compared to the same period in 2020. The increase was primarily due to a 12% increase in average local currency selling prices which we implemented to recover higher costs of energy, raw materials, and shipping, an 11% increase in sales volumes driven by increased demand in the third quarter of 2021 compared to the same period in the prior year, which was impacted by the COVID-19 pandemic, a 1% favorable impact from foreign currency translation, primarily as a result of the Euro strengthening against the U.S. Dollar, and a 1% favorable impact of mix and other.

Adjusted EBITDA for the Titanium Dioxide segment was \$54 million for the three months ended September 30, 2021, an increase of \$33 million, or 157%, compared to the same period in 2020. The increase was primarily attributable to an increase in sales volumes, improvements in selling price, a net benefit from foreign currency translation compared to the prior year period, \$8 million of savings from our 2020 business improvement program, and the favorable impact of higher plant utilization in the current year. These favorable variances were partially offset by \$28 million of higher energy, raw material, and shipping costs and the impact of \$12 million of non-recurring savings during 2020 as a result of actions taken to reduce costs during the COVID-19 pandemic.

**Performance Additives**

The Performance Additives segment generated revenues of \$127 million for the three months ended September 30, 2021, a decrease of \$4 million, or 3%, compared to the same period in 2020. The decrease was primarily due to loss of revenue from our water treatment business, which we sold in the second quarter of 2021 and which accounted for approximately \$5 million of revenue in the third quarter of 2020. Excluding the impact of our water treatment business in the third quarter of 2020, our Performance Additives segment revenues increased by approximately \$2 million, or 2%, from the prior year period as a result of a 2% increase in average selling price, a 2% increase in mix and other, and a 1% favorable impact from foreign currency translation primarily as a result of the Euro strengthening against the U.S. Dollar, partially offset by a 3% decrease in sales volumes. The decrease in volumes was primarily driven by softer demand in our timber treatment business during the third quarter of 2021.

Adjusted EBITDA for the Performance Additives segment was \$5 million for the three months ended September 30, 2021 and 2020. The current year amount reflects the benefit of a higher average selling price, the favorable impact of higher plant utilization in the current year, and a \$1 million benefit from our 2020 business improvement program compared to the prior year period. These favorable impacts were offset by higher shipping, energy and raw material costs and the impact of \$1 million of non-recurring savings during 2020 as a result of actions taken to reduce costs during the COVID-19 pandemic.

**Corporate and other**

Corporate and other represents expenses which are not allocated to our segments. Losses from Corporate and other were \$11 million in the three months ended September 30, 2021 or \$2 million higher than the same period in

2020. The increase was primarily as a result of \$2 million of non-recurring savings during 2020 as a result of actions taken to reduce costs during the COVID-19 pandemic, and an unfavorable impact of foreign exchange rates, partially offset by \$1 million of savings from our 2020 business improvement program.

### **Tax Items**

We recorded income tax expense of \$4 million and \$3 million for the three months ended September 30, 2021 and September 30, 2020, respectively. Our adjusted effective tax rate was 35% for both the three months ended September 30, 2021 and the same period in 2020.

Our income taxes are significantly affected by the mix of income and losses in the tax jurisdictions and valuation allowances in certain jurisdictions in which we operate. In 2021, we expect to see an adjusted effective tax rate of approximately 35%. We continue to expect our adjusted effective tax rate in the long-term will be approximately 15% to 20%.

### **Liquidity and Capital Resources**

As of September 30, 2021, we had \$396 million of total liquidity. This includes cash and cash equivalents of \$161 million and \$235 million of availability under our existing asset-based revolving credit facility. At the end of the third quarter, net debt was \$793 million compared to \$737 million as of December 31, 2020.

Year to date, capital expenditures totaled \$47 million, including \$20 million in the third quarter of 2021. We expect total capital expenditures in 2021 to be approximately \$75 million.

### **Earnings Conference Call Information**

We will hold a conference call to discuss our third quarter 2021 results on Wednesday, November 3, 2021 at 9:00 a.m. ET.

Call-in numbers for the conference call:

U.S. participants 1-833-366-1118

International participants 1-412-902-6770

(No passcode required)

In order to facilitate the registration process, you may use the following link to pre-register for the conference call. Callers who pre-register will be given a unique PIN and separate call-in number to gain immediate access to the call and bypass the live operator. To pre-register, please go to:

<https://dpreregister.com/sreg/10159979/ece4cac9a5>

### **Webcast Information**

The conference call will be available via webcast and can be accessed from the company's website at [venatorcorp.com/investor-relations](http://venatorcorp.com/investor-relations).

### **Replay Information**

The conference call will be available for replay beginning November 3, 2021 and ending November 10, 2021.

Call-in numbers for the replay:

U.S. participants 1-877-344-7529

International participants 1-412-317-0088

Passcode 10159979

### **Upcoming Conferences**

During the fourth quarter of 2021, a member of management is expected to present at Citi's 2021 Basic Materials Virtual Conference on November 30, 2021 and Bank of America Leveraged Finance Conference on December 1, 2021. A webcast of the presentations, if applicable, along with accompanying materials will be available at [venatorcorp.com/investor-relations](http://venatorcorp.com/investor-relations).

**Table 1 — Results of Operations**

<i>(In millions, except per share amounts)</i>	Three months ended		Nine months ended	
	September 30,		September 30,	
	2021	2020	2021	2020
<b>Revenues</b>	<b>\$ 557</b>	<b>\$ 474</b>	<b>\$ 1,677</b>	<b>\$ 1,462</b>
Cost of goods sold	511	454	1,529	1,336
Operating expenses	42	33	129	121
Restructuring, impairment and plant closing and transition costs	35	13	60	25
<b>Operating income (loss)</b>	<b>(31)</b>	<b>(26)</b>	<b>(41)</b>	<b>(20)</b>
Interest expense, net	(15)	(15)	(44)	(37)
Other (expense) income, net	3	5	10	12
<b>Loss before income taxes</b>	<b>(43)</b>	<b>(36)</b>	<b>(75)</b>	<b>(45)</b>
Income tax expense	(4)	(3)	(14)	(3)
<b>Net loss</b>	<b>(47)</b>	<b>(39)</b>	<b>(89)</b>	<b>(48)</b>
Net income attributable to noncontrolling interests	—	(3)	(2)	(6)
<b>Net loss attributable to Venator</b>	<b>\$ (47)</b>	<b>\$ (42)</b>	<b>\$ (91)</b>	<b>\$ (54)</b>
<b>Adjusted EBITDA<sup>(1)</sup></b>	<b>\$ 48</b>	<b>\$ 17</b>	<b>\$ 140</b>	<b>\$ 111</b>
<b>Adjusted net income (loss) attributable to Venator<sup>(1)</sup></b>	<b>\$ 3</b>	<b>\$ (18)</b>	<b>\$ 4</b>	<b>\$ (9)</b>
<b>Basic loss per share</b>	<b>\$ (0.44)</b>	<b>\$ (0.39)</b>	<b>\$ (0.85)</b>	<b>\$ (0.51)</b>
<b>Diluted loss per share<sup>(4)</sup></b>	<b>\$ (0.44)</b>	<b>\$ (0.39)</b>	<b>\$ (0.85)</b>	<b>\$ (0.51)</b>
<b>Adjusted earnings (loss) per share<sup>(1)</sup></b>	<b>\$ 0.03</b>	<b>\$ (0.17)</b>	<b>\$ 0.04</b>	<b>\$ (0.08)</b>
<b>Adjusted diluted earnings (loss) per share<sup>(1)</sup></b>	<b>\$ 0.03</b>	<b>\$ (0.17)</b>	<b>\$ 0.04</b>	<b>\$ (0.08)</b>
<b>Ordinary share information:</b>				
Basic shares outstanding	107.3	106.7	107.2	106.7
Diluted shares <sup>(4)</sup>	107.5	106.7	107.5	106.7

See end of press release for footnote explanations

**Table 2 — Results of Operations by Segment**

<i>(In millions)</i>	Three months ended			Nine months ended		
	September 30,		Favorable / (Unfavorable)	September 30,		Favorable / (Unfavorable)
	2021	2020		2021	2020	
<b>Segment Revenues:</b>						
Titanium Dioxide	\$ 430	\$ 343	25%	\$ 1,259	\$ 1,083	16%
Performance Additives	127	131	(3)%	418	379	10%
<b>Total</b>	<b>\$ 557</b>	<b>\$ 474</b>	<b>18%</b>	<b>\$ 1,677</b>	<b>\$ 1,462</b>	<b>15%</b>
<b>Segment Adjusted EBITDA<sup>(1)</sup>:</b>						
Titanium Dioxide	\$ 54	\$ 21	157%	\$ 130	\$ 102	27%
Performance Additives	5	5	—%	46	40	15%
Corporate and other	(11)	(9)	(22)%	(36)	(31)	(16)%
<b>Total</b>	<b>\$ 48</b>	<b>\$ 17</b>	<b>182%</b>	<b>\$ 140</b>	<b>\$ 111</b>	<b>26%</b>

See end of press release for footnote explanations

**Table 3 — Factors Impacting Sales Revenue**

	Three months ended September 30, 2021 vs. 2020				
	Average Selling Price <sup>(a)</sup>				
	Local Currency	Exchange Rate	Sales Mix & Other	Sales Volume <sup>(b)</sup>	Total
Titanium Dioxide	12%	1%	1%	11%	25%
Performance Additives	2%	1%	23%	(29)%	(3)%
<b>Total Company</b>	<b>10%</b>	<b>1%</b>	<b>7%</b>	<b>—%</b>	<b>18%</b>
	Nine months ended September 30, 2021 vs. 2020				
	Average Selling Price <sup>(a)</sup>				
	Local Currency	Exchange Rate	Sales Mix & Other	Sales Volume <sup>(b)</sup>	Total
Titanium Dioxide	4%	5%	—%	7%	16%
Performance Additives	1%	3%	12%	(6)%	10%
<b>Total Company</b>	<b>4%</b>	<b>4%</b>	<b>3%</b>	<b>4%</b>	<b>15%</b>

<sup>(a)</sup> Excludes revenues from tolling arrangements, by-products and raw materials

<sup>(b)</sup> Excludes sales volumes of by-products and raw materials

Table 4 — Reconciliation of U.S. GAAP to Non-GAAP Measures

	EBITDA		Net Income (Loss)		Diluted Earnings (Loss) Per Share <sup>(1)(4)</sup>	
	Three months ended		Three months ended		Three months ended	
	September 30,		September 30,		September 30,	
<i>(In millions, except per share amounts)</i>	2021	2020	2021	2020	2021	2020
<b>Net loss</b>	<b>\$ (47)</b>	<b>\$ (39)</b>	<b>\$ (47)</b>	<b>\$ (39)</b>	<b>\$(0.44)</b>	<b>\$(0.36)</b>
Net income attributable to noncontrolling interests	—	(3)	—	(3)	—	(0.04)
<b>Net loss attributable to Venator</b>	<b>(47)</b>	<b>(42)</b>	<b>(47)</b>	<b>(42)</b>	<b>(0.44)</b>	<b>(0.39)</b>
Interest expense, net	15	15				
Income tax expense	4	3				
Depreciation and amortization	29	29				
(Gain) loss on disposal of businesses/assets	—	(6)	—	(6)	—	(0.06)
Certain legal expenses/settlements	3	—	3	—	0.03	—
Amortization of pension and postretirement actuarial losses	3	3	3	3	0.03	0.03
Net plant incident costs	6	2	6	2	0.06	0.02
Restructuring, impairment, plant closing and transition costs	35	13	35	13	0.33	0.12
Income tax adjustments <sup>(2)</sup>	—	—	3	12	0.03	0.11
<b>Adjusted<sup>(1)</sup></b>	<b>\$ 48</b>	<b>\$ 17</b>	<b>\$ 3</b>	<b>\$ (18)</b>	<b>\$ 0.03</b>	<b>\$(0.17)</b>
Adjusted income tax expense <sup>(2)</sup>			\$ 1	\$ (9)		
Net income attributable to noncontrolling interests, net of tax			—	3		
<b>Adjusted pre-tax income (loss)</b>			<b>\$ 4</b>	<b>\$ (24)</b>		
<b>Adjusted effective tax rate</b>			<b>35%</b>	<b>35%</b>		

	EBITDA	Net Income (Loss)	Diluted Earnings (Loss) Per Share <sup>(1)</sup>
	Three months ended June 30,	Three months ended June 30,	Three months ended June 30,
	2021	2021	2021
<i>(In millions, except per share amounts)</i>			
<b>Net loss</b>	\$ (22)	\$ (22)	\$ (0.20)
Net income attributable to noncontrolling interests	(1)	(1)	(0.01)
<b>Net loss attributable to Venator</b>	<b>(23)</b>	<b>(23)</b>	<b>(0.21)</b>
Interest expense, net	14		
Income tax expense	5		
Depreciation and amortization	29		
Loss on disposal of businesses/assets	2	2	0.02
Amortization of pension and postretirement actuarial losses	3	3	0.03
Net plant incident costs	2	2	0.02
Restructuring, impairment, plant closing and transition costs	11	11	0.10
Income tax adjustments <sup>(2)</sup>	—	5	0.05
<b>Adjusted<sup>(1)</sup></b>	<b>\$ 43</b>	<b>\$ —</b>	<b>\$ —</b>
Adjusted income tax expense <sup>(2)</sup>		\$ —	
Net income attributable to noncontrolling interests, net of tax		1	
<b>Adjusted pre-tax loss</b>		<b>\$ 1</b>	
<b>Adjusted effective tax rate</b>		<b>35 %</b>	

	EBITDA		Net Income (Loss)		Diluted Earnings (Loss) Per Share <sup>(1)(4)</sup>	
	Nine months ended		Nine months ended		Nine months ended	
	September 30,		September 30,		September 30,	
<i>(In millions, except per share amounts)</i>	2021	2020	2021	2020	2021	2020
<b>Net loss</b>	<b>\$ (89)</b>	<b>\$ (48)</b>	<b>\$ (89)</b>	<b>\$ (48)</b>	<b>\$(0.83)</b>	<b>\$(0.45)</b>
Net income attributable to noncontrolling interests	(2)	(6)	(2)	(6)	(0.02)	(0.06)
<b>Net loss attributable to Venator</b>	<b>(91)</b>	<b>(54)</b>	<b>(91)</b>	<b>(54)</b>	<b>(0.85)</b>	<b>(0.51)</b>
Interest expense, net	44	37				
Income tax expense	14	3				
Depreciation and amortization	89	85				
Business acquisition and integration adjustments	—	1	—	1	—	0.01
Loss (gain) on disposal of businesses/assets	2	(4)	2	(4)	0.02	(0.04)
Certain legal expenses/settlements	4	3	4	3	0.04	0.03
Amortization of pension and postretirement actuarial losses	9	10	9	10	0.08	0.09
Net plant incident costs	9	5	9	5	0.08	0.05
Restructuring, impairment, plant closing and transition costs	60	25	60	25	0.57	0.24
Income tax adjustments <sup>(2)</sup>	—	—	11	5	0.10	0.05
<b>Adjusted<sup>(1)</sup></b>	<b>\$ 140</b>	<b>\$ 111</b>	<b>\$ 4</b>	<b>\$ (9)</b>	<b>\$ 0.04</b>	<b>\$(0.08)</b>
Adjusted income tax expense <sup>(2)</sup>			\$ 3	\$ (2)		
Net income attributable to noncontrolling interests, net of tax			2	6		
<b>Adjusted pre-tax income (loss)</b>			<b>\$ 9</b>	<b>\$ (5)</b>		
<b>Adjusted effective tax rate</b>			<b>35%</b>	<b>35%</b>		

See end of press release for footnote explanations

**Table 5 — Selected Balance Sheet Items**

<i>(In millions)</i>	September 30, 2021	December 31, 2020
Cash and cash equivalents	\$ 161	\$ 220
Accounts and notes receivable, net	394	324
Inventories	418	440
Prepaid expenses and other current assets	80	73
Property, plant and equipment, net	869	947
Other assets	380	353
<b>Total assets</b>	<b>\$ 2,302</b>	<b>\$ 2,357</b>
Accounts payable	\$ 319	\$ 262
Other current liabilities	127	126
Current portion of debt	5	7
Long-term debt	949	950
Non-current payable to affiliates	17	17
Other non-current liabilities	364	371
Total equity	521	624
<b>Total liabilities and equity</b>	<b>\$ 2,302</b>	<b>\$ 2,357</b>

**Table 6 — Outstanding Debt**

<i>(In millions)</i>	September 30, 2021	December 31, 2020
<b>Debt:</b>		
Term Loan Facility	\$ 357	\$ 359
Senior Secured Notes	216	215
Senior Unsecured Notes	372	372
Other debt	9	11
<b>Total debt - excluding affiliates</b>	<b>954</b>	<b>957</b>
Total cash	161	220
<b>Net debt - excluding affiliates</b>	<b>\$ 793</b>	<b>\$ 737</b>

**Table 7 — Summarized Statement of Cash Flows**

<i>(In millions)</i>	Three months ended		Nine months ended	
	September 30,		September 30,	
	2021	2020	2021	2020
<b>Total cash at beginning of period</b>	<b>\$ 182</b>	<b>\$ 188</b>	<b>\$ 220</b>	<b>\$ 55</b>
Net cash provided by operating activities	7	20	2	—
Net cash (used in) provided by investing activities	(26)	4	(47)	(43)
Net cash provided by (used in) financing activities	(1)	(5)	(12)	195
Effect of exchange rate changes on cash	(1)	1	(2)	1
<b>Total cash at end of period</b>	<b>\$ 161</b>	<b>\$ 208</b>	<b>\$ 161</b>	<b>\$ 208</b>
<b>Supplemental cash flow information:</b>				
Cash paid for interest	\$ (27)	\$ (17)	\$ (58)	\$ (35)
Cash paid for income taxes	(1)	—	(5)	—
Capital expenditures	(20)	(7)	(47)	(54)
Depreciation and amortization	29	29	89	85
Restructuring	(2)	(2)	(7)	(7)
Net cash flows associated with Pori	(3)	3	(10)	(3)
<b>Changes in primary working capital:</b>				
Accounts receivable	2	33	(79)	20
Inventories	(5)	65	8	87
Accounts payable	19	(46)	64	(113)
<b>Total cash provided by (used in) primary working capital</b>	<b>\$ 16</b>	<b>\$ 52</b>	<b>\$ (7)</b>	<b>\$ (6)</b>

<i>(In millions)</i>	Three months ended			Nine months ended	
	September 30,		June 30, 2021	September 30,	
	2021	2020		2021	2020
<b>Free cash flow<sup>(3)</sup>:</b>					
Net cash provided by (used in) operating activities	\$ 7	\$ 20	\$ 10	\$ 2	\$ —
Capital expenditures	(20)	(7)	(15)	(47)	(54)
<b>Total free cash flow<sup>(3)</sup></b>	<b>\$ (13)</b>	<b>\$ 13</b>	<b>\$ (5)</b>	<b>\$ (45)</b>	<b>\$ (54)</b>

See end of press release for numbered footnote explanations

## Footnotes

<sup>(1)</sup> Our management uses adjusted EBITDA to assess financial performance. Adjusted EBITDA is defined as net income/loss before interest income/expense, net, income tax expense/benefit, depreciation and amortization, and net income attributable to noncontrolling interests, as well as eliminating the following adjustments: (a) business acquisition and integration expense/adjustments; (b) loss/gain on disposition of businesses/assets; (c) certain legal expenses/settlements; (d) amortization of pension and postretirement actuarial losses/gains; (e) net plant incident costs/credits; and (f) restructuring, impairment, and plant closing and transition costs/credits. We believe that net income is the performance measure calculated and presented in accordance with U.S. GAAP that is most directly comparable to adjusted EBITDA.

We believe adjusted EBITDA is useful to investors in assessing our ongoing financial performance and provides improved comparability between periods through the exclusion of certain items that management believes are not indicative of our operational profitability and that may obscure underlying business results and trends. However, this measure should not be considered in isolation or viewed as a substitute for net income or other measures of performance determined in accordance with U.S. GAAP. Moreover, adjusted EBITDA as used herein is not necessarily comparable to other similarly titled measures of other companies due to potential inconsistencies in the methods of calculation. Our management believes this measure is useful to compare general operating performance from period to period and to make certain related management decisions. Adjusted EBITDA is also used by securities analysts, lenders and others in their evaluation of different companies because it excludes certain items that can vary widely across different industries or among companies within the same industry. For example, interest expense can be highly dependent on a company's capital structure, debt levels and credit ratings. Therefore, the impact of interest expense on earnings can vary significantly among companies. In addition, the tax positions of companies can vary because of their differing abilities to take advantage of tax benefits and because of the tax policies of the various jurisdictions in which they operate. As a result, effective tax rates and tax expense can vary considerably among companies. Finally, companies employ productive assets of different ages and utilize different methods of acquiring and depreciating such assets. This can result in considerable variability in the relative costs of productive assets and the depreciation and amortization expense among companies.

Nevertheless, our management recognizes that there are limitations associated with the use of adjusted EBITDA in the evaluation of us as compared to net income. Our management compensates for the limitations of using adjusted EBITDA by using this measure to supplement U.S. GAAP results to provide a more complete understanding of the factors and trends affecting the business rather than U.S. GAAP results alone.

In addition to the limitations noted above, adjusted EBITDA excludes items that may be recurring in nature and should not be disregarded in the evaluation of performance. However, we believe it is useful to exclude such items to provide a supplemental analysis of current results and trends compared to other periods because certain excluded items can vary significantly depending on specific underlying transactions or events, and the variability of such items may not relate specifically to ongoing operating results or trends and certain excluded items, while potentially recurring in future periods, may not be indicative of future results.

Adjusted net income (loss) attributable to Venator Materials PLC ordinary shareholders is computed by eliminating the after-tax amounts related to the following from net income/loss attributable to Venator Materials PLC ordinary shareholders: (a) business acquisition and integration expenses/adjustments; (b) loss/gain on disposition of businesses/assets; (c) certain legal expenses/settlements; (d) amortization of pension and postretirement actuarial losses/gains; (e) net plant incident costs/credits; and (f) restructuring, impairment, and plant closing and transition costs/credits. Basic adjusted net income per share excludes dilution and is computed by dividing adjusted net income by the weighted average number of shares outstanding during the period. Adjusted diluted net income per share reflects all potential dilutive ordinary shares outstanding during the period increased by the number of additional shares that would have been outstanding as dilutive securities.

Adjusted net income (loss) and adjusted net income (loss) per share amounts are presented solely as supplemental information. These measures exclude similar noncash items as adjusted EBITDA in order to assist our investors in comparing our performance from period to period and as such, bear similar risks as adjusted EBITDA as documented above. For that reason, adjusted net income and the related per share amounts, should not be considered in isolation and should be considered only to supplement analysis of U.S. GAAP results.

- (2) Income tax expense is adjusted by the amount of additional tax expense or benefit that we would accrue if we used non-GAAP results instead of GAAP results in the calculation of our tax liability, taking into consideration our tax structure. We use a normalized effective tax rate of 35%, which reflects the weighted average tax rate applicable under the various jurisdictions in which we operate. This non-GAAP tax rate eliminates the effects of non-recurring and period specific items which are often attributable to restructuring and acquisition decisions and can vary in size and frequency. This rate is subject to change over time for various reasons, including changes in the geographic business mix, valuation allowances, and changes in statutory tax rates.

We eliminate the effect of significant changes to income tax valuation allowances from our presentation of adjusted net income to allow investors to better compare our ongoing financial performance from period to period. We do not adjust for insignificant changes in tax valuation allowances because we do not believe it provides more meaningful information than is provided under GAAP. We believe that our revised approach enables a clearer understanding of the long-term impact of our tax structure on post tax earnings.

- (3) Management internally uses a free cash flow measure: (a) to evaluate the Company's liquidity, (b) to evaluate strategic investments, (c) to evaluate the Company's ability to incur and service debt. Free cash flow is not a defined term under U.S. GAAP, and it should not be inferred that the entire free cash flow amount is available for discretionary expenditures. Free cash flow is defined as cash flows provided by (used in) operating activities from continuing operations less capital expenditures. The Company updated its definition of free cash flow during the third quarter of 2021 to conform to the definition more commonly used by publicly traded companies. Prior to the third quarter of 2021, free cash flow was defined as cash flows provided by (used in) operating activities from continuing operations and used in investing activities. Prior period comparatives within this release have been restated for the updated definition. Free cash flow is typically derived directly from the Company's consolidated statement of cash flows; however, it may be adjusted for items that affect comparability between periods. Free cash flow is presented as supplemental information.
- (4) The potentially dilutive impact of share-based awards was excluded from the calculation of earnings per share for the three months and nine months ended September 30, 2021 because there is an anti-dilutive effect as we are in a net loss position.

### **About Venator**

Venator is a global manufacturer and marketer of chemical products that comprise a broad range of pigments and additives that bring color and vibrancy to buildings, protect and extend product life, and reduce energy consumption. We market our products globally to a diversified group of industrial customers through two segments: Titanium Dioxide, which consists of our TiO<sub>2</sub> business, and Performance Additives, which consists of our functional additives, color pigments and timber treatment businesses. We operate 21 facilities, employ approximately 3,600 associates worldwide and sell our products in more than 120 countries.

### **Social Media:**

Twitter: [www.twitter.com/VenatorCorp](https://www.twitter.com/VenatorCorp)

Facebook: [www.facebook.com/venatorcorp](https://www.facebook.com/venatorcorp)

LinkedIn: [www.linkedin.com/company/venator-corp](https://www.linkedin.com/company/venator-corp)

### **Cautionary Statement Concerning Forward-Looking Statements**

Certain statements contained in this press release constitute "forward looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These forward looking statements represent Venator's expectations or beliefs concerning future events, and it is possible that the expected results described in this press release will not be achieved. These forward looking statements are subject to risks, uncertainties and other factors, many of which are outside of Venator's control, that could cause actual results to differ materially from the results discussed in the forward looking statements, including the impacts and duration of the global outbreak of the COVID-19 pandemic, including the Delta variant and other variants, on the global economy and all aspects of our business, including our employees, customers, suppliers, partners, results of operations, financial condition and liquidity, global economic conditions, our ability to maintain sufficient working capital, our ability to access capital markets on favorable terms, our ability to transfer business from our Pori, Finland manufacturing facility to other sites in our manufacturing network, the costs associated with such transfer and the closure of our Pori facility, our ability to realize financial and operational benefits from our business improvement plans and initiatives, changes in raw material and energy prices, or interruptions in raw materials and energy, industry production capacity and operating rates, the supply demand balance for our products and that of competing products, pricing pressures, technological developments, legal claims by or against us, changes in government regulations, including increased

manufacturing, labeling and waste disposal regulations and the classification of TiO<sub>2</sub> as a carcinogen in the EU, the impacts of climate change and increasing climate change regulations, geopolitical events, cyberattacks and public health crises.

Any forward looking statement speaks only as of the date on which it is made, and, except as required by law, Venator does not undertake any obligation to update or revise any forward looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for Venator to predict all such factors. When considering these forward looking statements, you should keep in mind the risk factors and other cautionary statements in Venator's filings with the US Securities and Exchange Commission, including Venator's Annual Reports on Form 10-K for the year ended December 31, 2020, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 and its quarterly reports on Form 6-K for the quarters ended June 30, 2021 and September 30, 2021. The risk factors and other factors noted therein could cause its actual results to differ materially from those contained in any forward looking statement.