INFORMATION REGARDING FORWARD LOOKING STATEMENTS

Statements contained in this press release that are not historical facts are forward-looking statements. Forward-looking statements relate to current expectations regarding our future financial condition, performance and results of operations, planned capital expenditures, long-term objectives of management, supply and demand, pricing trends and market forces, and integration plans and expected benefits of transactions and are often identified by the use of words and phrases such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "should," "will," "would," "is likely to," "is expected to" or "will continue," or the negative of these terms or other comparable terminology. All forward-looking statements are subject to risks and uncertainties that could cause actual results to differ from those projected. Other factors that may cause actual results to differ from the forward-looking statements contained in this release and that may affect the company's prospects in general include, but are not limited to (a) competitive conditions in the baked foods industry, including promotional and price competition, (b) changes in consumer demand for our products, including changes in consumer behavior, trends and preferences, including health and whole grain trends, and the movement toward more inexpensive store-branded products, (c) the success of productivity improvements and new product introductions, (d) a significant reduction in business with any of our major customers including a reduction from adverse developments in any of our customer's business, (e) fluctuations in commodity pricing, (f) energy and raw material costs and availability and hedging and counterparty risk, (g) our ability to fully integrate recent acquisitions into our business, (h) our ability to achieve cash flow from capital expenditures and acquisitions and the availability of new acquisitions that build shareholder value; (i) consolidation within the baking industry and related industries; (j) disruptions in our direct-store delivery system, including litigation or an adverse ruling from a court or regulatory or government body that could affect the independent contractor classification of our independent distributors, and (k) the failure of our information technology systems to perform adequately, including any interruptions, intrusions or security breaches of such systems. The foregoing list of important factors does not include all such factors, nor necessarily present them in order of importance. In addition, you should consult other disclosures made by the company, including the risk factors included in our most recently filed Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission ("SEC") and disclosures made in other filings with the SEC and company press releases, for other factors that may cause actual results to differ materially from those projected by the company. We caution you not to place undue reliance on forward-looking statements, as they speak only as of the date made and are inherently uncertain. The company undertakes no obligation to publicly revise or update such statements, except as required by law.
FLOWERS’ KEY STRENGTHS TODAY

1. **Seasoned Team**: Average 20+ years of experience

2. **Strong Brands**: More than $2.8 billion sales at retail*

3. **Geographic Reach**: Access to ~85% of the U.S. population

4. **Strong Financial Position**: Driven by solid cash flows

Taking the steps to position Flowers for long-term success

* Source: IRI MultiOutlet + Convenience, 52 weeks ending Q2 2016
History of success and navigating changing markets...for 95+ years

1919
One family-owned bakery in Thomasville, GA

1968
FLO
Listed publicly as “FLO”

1968 to 2015
More than 100 acquisitions

Today
Nature’s Own: #1 bread in U.S.
Leading white bread brands
Strong cake brand; growing organic brands

49 operating bakeries
2nd-largest baked foods company in U.S.

Proven business model
Efficient bakeries & distribution
Experienced team
**BUSINESS OVERVIEW**

### Product Mix
- Fresh Snack Cakes: 18%
- Fresh Breads, Buns, Rolls: 75%
- Frozen Bread, Rolls: 6%
- Mixes: 1%

### Distribution
- Warehouse Delivery: 84%
- Direct Store Delivery (DSD): 16%

### Sales Channels
- Non-retail & Other: 28%
- Branded Retail: 57%
- Store Branded Retail: 15%

Note: Data for FY 2015
STRATEGY FOR VALUE CREATION

- **Grow Sales**: Leverage high-quality brand portfolio and distribution capabilities to win new consumers and grow market share
- **Expand Margins**: Execute on opportunities to reduce costs, enhance efficiencies
- **Add New Brands & Markets**: Pursue strategic acquisitions that enhance brand portfolio and margin profile, and broaden geographic reach
- **Return Capital to Shareholders**: Continue track record of dividend growth and opportunistic share repurchases
- **Project Centennial**: Taking a comprehensive look at our brand portfolio and competitive strengths to evaluate additional growth drivers and accelerate margin improvements.

*Focused on delivering shareholder value over the long-term*
U.S. FRESH BAKERY MARKET

Retail Outlets = $23.9 billion\(^{(1)}\)
- Fresh Packaged Breads
- Commercial Cake
- Tortillas

Foodservice = $7.2 billion\(^{(2)}\)

$31 billion fresh bakery market is large and stable

\(^{(1)}\) Data for Retail Outlets sourced from IRI
\(^{(2)}\) Data for Foodservice sourced from Technomic (as of Oct 2014, most recent available)
MARKET SHARE SUMMARY – RETAIL OUTLETS

Fresh Packaged Breads
- $14.8 billion category
- FLO Share = 14.9

Leveraging brand strength to grow in new geographies, gain share in underdeveloped category segments

Commercial Cake
- $6.7 billion category
- FLO Share = 8.9

Focused on growing Tastykake throughout DSD network

Source: Retail Outlets = IRI (52 weeks ending July 17, 2016)
Flowers has a strong track-record of value-creating acquisitions.

2011
- May 2011
  TASTYKAKE
  Purchase price: $172m

2012
- July 2012
  LePage Bakeries
  Purchase price: $382m

2013
- February 2013
  Sara Lee
  (Licensed brand in CA only)
  Purchase price: $50m
- July 2013
  Hostess
  (Select Assets)
  Purchase price: $355m

2014
- September 2015
  Alpine Valley Breads
  Purchase price: $282m

2015
- October 2015
  General Mills
  Purchase price: $122m
ORGANIC BUSINESS OVERVIEW

- **DSD across geographic footprint**
- Provides best access to bread aisle, special displays
- Tuscaloosa bakery conversion complete
- Producing DKB at the Alpine Valley bakery in Arizona
- Systems integration complete at DKB

- **Frozen Warehouse**
- Provides best access to deli/in-store bakery, freezer aisle
- Systems integration complete at Alpine Valley

Successful nationwide rollout of Dave’s Killer Bread on April 25, 2016
Flowers’ brands have a solid foothold in organic bread market and are poised for further growth.

Source: IRI Custom Database Total US + Convenience
CAKE GROUP OVERVIEW

- Dual brand strategy
- DSD and Warehouse distribution
- Growing Tastykake on DSD
- Mrs. Freshley’s has multichannel access nationwide
- Grow share in existing/new markets
- New products
- Enhanced packaging

Tastykake’s Strengths:
- Authentic Philly brand
- Flowers’ quality
- Fresh DSD delivery
POSITIONED FOR GROWTH

Focusing on fundamentals to increase share in underdeveloped markets

Flowers’ Market Share\(^{(1)}\), 4yr Change

Flowers total share of Fresh Packaged Bread: 14.9, +2.2

Consolidated Sales Change Attributable to New Markets\(^{(2)}\)

<table>
<thead>
<tr>
<th>Year</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>0.7%</td>
</tr>
<tr>
<td>2012</td>
<td>0.7%</td>
</tr>
<tr>
<td>2013</td>
<td>2.4%</td>
</tr>
<tr>
<td>2014(^{(3)})</td>
<td>2.0%</td>
</tr>
<tr>
<td>2015(^{(3)})</td>
<td>1.1%</td>
</tr>
<tr>
<td>YTD 2016</td>
<td>0.7%</td>
</tr>
</tbody>
</table>

Note: Colored areas represent IRI Standard Regions.
\(^{(1)}\) Source: IRI MULO + Convenience for Standard Regions for 52 weeks ended July 17, 2016 and July 15, 2013.
\(^{(2)}\) Focusing on fundamentals to increase share in underdeveloped markets.
\(^{(3)}\) Excludes impact of week 53.
MARKETING INITIATIVES

Nature’s Own
Entering New Markets

Cobblestone Bread Co.
Award-winning Choice

Tastykake
Drivers: Minis, Seasonals
DRIVING THE BOTTOM LINE

Capitalize on investments to increase efficiencies, reduce costs:

✓ **Brands** – Execute on opportunities to reduce stales and improve return on promotional allowances

✓ **Bakeries** – Invest in equipment to improve throughput and quality

✓ **People** – Train team in best practices to improve quality, increase throughput, and drive efficiencies
Flowers is facing litigation like other companies with independent contractor models.

Flowers believes the ID model creates entrepreneurial incentives that result in significant benefits to IDs, their customers, and FLO.

Flowers believes claims are meritless and is vigorously defending its position.

Flowers is cooperating fully with Department of Labor in its review.

*Flowers remains focused on running its business and creating value for shareholders*
LONG-TERM VALUE CREATION PLAN

* Excluding future acquisitions

Drive Sales Growth:
- DKB and Alpine: +1.0% to 1.5%
- Expansion markets: +0.5% to 1.0%
- Improving price/mix: +0.5% to 1.5%

Expand Margins:
- EBITDA margin goal: 12% to 14%

Deliver Value:
- Strong cash flow for debt reduction, dividends, and share repurchases
### YTD Summary:

<table>
<thead>
<tr>
<th></th>
<th>(28 wks) YTD 2016</th>
<th>(28 wks) YTD 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>$2,139</td>
<td>$2,035</td>
</tr>
<tr>
<td>Net Income</td>
<td>$111</td>
<td>$113</td>
</tr>
<tr>
<td>Diluted EPS</td>
<td>$0.52</td>
<td>$0.53</td>
</tr>
<tr>
<td>Adj. EBITDA&lt;sup&gt;(1)&lt;/sup&gt;</td>
<td>$257</td>
<td>$249</td>
</tr>
<tr>
<td>% of Sales</td>
<td>12.0%</td>
<td>12.2%</td>
</tr>
<tr>
<td>Adj. Diluted EPS&lt;sup&gt;(2)&lt;/sup&gt;</td>
<td>$0.54</td>
<td>$0.54</td>
</tr>
</tbody>
</table>

### 2016 Guidance (updated Q2 2016):

- Revenue $3.930 to $3.986 billion
- Diluted EPS $0.88 to $0.93,
- Adj. Diluted EPS<sup>(2)</sup> $0.90 to $0.95
- Top line pressured by soft category volumes; diluted EPS impacted primarily by lower than expected sales in core markets

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Note: Dollars in millions, except per share data

<sup>(1)</sup> Earnings before interest, taxes, depreciation & amortization, adjusted for items affecting comparability. See reconciliation of non-GAAP measures at the end of this slide presentation.

<sup>(2)</sup> Earnings per share, adjusted for items affecting comparability. See reconciliation of non-GAAP measures at the end of this slide presentation.
CONSISTENT CASH GENERATION

Operating Cash Flow
Capital Expenditures
Dividends Paid
### SOLID FINANCIAL POSITION

**As of Q2 2016:**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current Debt(^1)</td>
<td>$130 million</td>
</tr>
<tr>
<td>Long-term Debt(^1)</td>
<td>$896 million</td>
</tr>
<tr>
<td>Net Debt(^2)</td>
<td>$1.0 billion</td>
</tr>
<tr>
<td>TTM Adj. EBITDA(^3)</td>
<td>$449 million</td>
</tr>
<tr>
<td>Net Debt/EBITDA</td>
<td>~2.3x</td>
</tr>
</tbody>
</table>

- History of conservative capital structure
- Targeting net debt/EBITDA between 1.5x and 2.0x
- Dividend supported by strong free cash flow

*Financial flexibility to enable long-term success*

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\(^1\) Debt includes borrowings and capital leases. See reconciliation of non-GAAP measures at the end of this slide presentation.

\(^2\) Net Debt equals Total Debt, less cash and cash equivalents. See reconciliation of non-GAAP measures at the end of this slide presentation.

\(^3\) Based on trailing 12-months EBITDA ended July 16, 2016, adjusted for pension settlement loss, asset impairment, facility closure, and acquisition-related costs. See reconciliation of non-GAAP measures at the end of this slide presentation.
INVESTMENT HIGHLIGHTS

- $30+ billion fresh and frozen bakery market is stable with inelastic demand
- Leading market position (best-selling loaf bread brand in US); second-largest baked foods company in US with solid foothold in organic bread market
- Quality, well-known brand portfolio
- Proven growth strategy – organic, new products, market expansion, acquisitions
- Project Centennial expected to accelerate margin expansion opportunities
- Seasoned team with an average of 20+ years of experience
INFORMATION REGARDING NON-GAAP FINANCIAL MEASURES

The company prepares its consolidated financial statements in accordance with U.S. Generally Accepted Accounting Principles (GAAP). However, from time to time, the company may present in its public statements, press releases and SEC filings, non-GAAP financial measures such as, EBITDA, adjusted EBITDA, adjusted EPS, and the ratio of net debt to adjusted EBITDA. EBITDA is used as the primary performance measure in the company's 2014 Omnibus Equity and Incentive Compensation Plan. The company defines EBITDA as earnings from continuing operations before interest, income taxes, depreciation, amortization and income attributable to non-controlling interest. Adjusted EBITDA and adjusted EPS exclude asset impairment and facility closure costs as well as pension plan settlement costs. The company believes that EBITDA, adjusted EBITDA, and adjusted EPS are useful tools for managing the operations of its business and are indicators of the company's ability to incur and service indebtedness and generate free cash flow. Furthermore, pursuant to the terms of our credit facility, EBITDA is used to determine the company's compliance with certain financial covenants. The company also believes that EBITDA, adjusted EBITDA, and adjusted EPS measures are commonly reported and widely used by investors and other interested parties as measures of a company's operating performance and debt servicing ability because such measures assist in comparing performance on a consistent basis without regard to depreciation or amortization, which can vary significantly depending upon accounting methods and non-operating factors (such as historical cost). EBITDA, adjusted EBITDA, and adjusted EPS are also widely-accepted financial indicators of a company's ability to incur and service indebtedness. EBITDA, adjusted EBITDA, and adjusted EPS should not be considered alternatives to (a) income from operations or net income (loss) as a measure of operating performance; (b) EPS; (c) cash flows provided by operating, investing and financing activities (as determined in accordance with GAAP) as a measure of the company's ability to meet its cash needs; or (d) any other indicator of performance or liquidity that has been determined in accordance with GAAP. Our method of calculating EBITDA, adjusted EBITDA, and adjusted EPS may differ from the methods used by other companies, and, accordingly, may not be comparable to similarly titled measures used by other companies. Net debt to EBITDA is used as a measure of financial leverage employed by the company. Our method of calculating net debt to EBITDA may differ from the methods used by other companies, and, accordingly, may not be comparable to similarly titled measures used by other companies. The reconciliations attached provide reconciliations of the non-GAAP measures used in this presentation or release to the most comparable GAAP financial measure.
## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

<table>
<thead>
<tr>
<th></th>
<th>For the 28 Week Period Ended</th>
<th>For the 28 Week Period Ended</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>July 16, 2016</td>
<td>July 18, 2015</td>
</tr>
<tr>
<td>Net income</td>
<td>$110,518</td>
<td>$113,149</td>
</tr>
<tr>
<td>Income tax expense</td>
<td>60,285</td>
<td>60,988</td>
</tr>
<tr>
<td>Interest expense, net</td>
<td>5,788</td>
<td>2,442</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>76,065</td>
<td>70,285</td>
</tr>
<tr>
<td>EBITDA</td>
<td>252,656</td>
<td>246,864</td>
</tr>
<tr>
<td>Asset impairment and facility closure costs</td>
<td>-</td>
<td>2,275</td>
</tr>
<tr>
<td>Pension plan settlement loss</td>
<td>4,641</td>
<td>-</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td><strong>$257,297</strong></td>
<td><strong>$249,139</strong></td>
</tr>
</tbody>
</table>
### Reconciliation of Diluted Earnings per Share to Adjusted Diluted Earnings per Share

#### (in dollars per share)

<table>
<thead>
<tr>
<th></th>
<th>For the 28 Week Period Ended</th>
<th>For the 28 Week Period Ended</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>July 16, 2016</td>
<td>July 18, 2015</td>
</tr>
<tr>
<td>Net income per diluted common share</td>
<td>$0.52</td>
<td>$0.53</td>
</tr>
<tr>
<td>Asset impairment and facility closure costs</td>
<td>-</td>
<td>0.01</td>
</tr>
<tr>
<td>Pension plan settlement loss</td>
<td>0.02</td>
<td>-</td>
</tr>
<tr>
<td>Adjusted net income per diluted common share</td>
<td>$0.54</td>
<td>$0.54</td>
</tr>
</tbody>
</table>

### Reconciliation of Diluted Earnings per Share - Full Year Fiscal 2016 Guidance

#### (in dollars per share)

<table>
<thead>
<tr>
<th></th>
<th>Range Estimate: Full Year Fiscal 2016 Guidance</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>For the 28 Week Period Ended</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Net income per diluted common share</td>
<td>$0.88</td>
</tr>
<tr>
<td>Pension plan settlement loss</td>
<td>0.02</td>
</tr>
<tr>
<td>Adjusted net income per diluted common share</td>
<td>$0.90</td>
</tr>
</tbody>
</table>
# Reconciliation of Non-GAAP Financial Measures

## (in thousands)

<table>
<thead>
<tr>
<th>Reconciliation of Net Income to Adjusted EBITDA</th>
<th>For the 12 Week Period Ended</th>
<th>For the 12 Week Period Ended</th>
<th>For the 16 Week Period Ended</th>
<th>For the 12 Week Period Ended</th>
<th>Trailing 52 Week Period Ended</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net income</td>
<td>$ 43,796</td>
<td>$ 32,246</td>
<td>$ 59,363</td>
<td>$ 51,155</td>
<td>$ 186,560</td>
</tr>
<tr>
<td>Income tax expense</td>
<td>25,077</td>
<td>17,775</td>
<td>33,015</td>
<td>27,270</td>
<td>103,137</td>
</tr>
<tr>
<td>Interest expense, net</td>
<td>878</td>
<td>1,528</td>
<td>2,778</td>
<td>3,010</td>
<td>8,194</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>29,419</td>
<td>32,471</td>
<td>43,467</td>
<td>32,598</td>
<td>137,955</td>
</tr>
<tr>
<td>EBITDA</td>
<td>99,170</td>
<td>84,020</td>
<td>138,623</td>
<td>114,033</td>
<td>435,846</td>
</tr>
<tr>
<td>Asset impairment and facility closure costs</td>
<td>736</td>
<td>1,496</td>
<td>-</td>
<td>-</td>
<td>2,232</td>
</tr>
<tr>
<td>Pension plan settlement loss</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>4,641</td>
<td>4,641</td>
</tr>
<tr>
<td>Acquisition-related costs</td>
<td>4,991</td>
<td>1,196</td>
<td>-</td>
<td>-</td>
<td>6,187</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>$ 104,897</td>
<td>$ 86,712</td>
<td>$ 138,623</td>
<td>$ 118,674</td>
<td>$ 448,906</td>
</tr>
</tbody>
</table>
### Reconciliation of Debt to Net Debt and Calculation of Net Debt to Trailing Twelve Month Adjusted EBITDA Ratio

<table>
<thead>
<tr>
<th>Description</th>
<th>As of July 16, 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current maturities of long-term debt and capital lease obligations</td>
<td>$ 130,359</td>
</tr>
<tr>
<td>Long-term debt and capital lease obligations</td>
<td>895,815</td>
</tr>
<tr>
<td>Total debt and capital lease obligations</td>
<td>1,026,174</td>
</tr>
<tr>
<td>Less: Cash and cash equivalents</td>
<td>11,592</td>
</tr>
<tr>
<td><strong>Net Debt</strong></td>
<td><strong>$ 1,014,582</strong></td>
</tr>
</tbody>
</table>

Adjusted EBITDA for the Trailing Twelve Months Ended Jul 16, 2016

Ratio of Net Debt to Trailing Twelve Month EBITDA

$ 448,906  
2.3