UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): November 2, 2023

TEMPUR SEALY INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-31922**	**33-1022198**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1000 Tempur Way
Lexington, Kentucky 40511
(Address of principal executive offices) (Zip Code)

(800) 878-8889
(Registrant’s telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	**Trading Symbol(s)**	**Name of exchange on which registered**
Common Stock, $0.01 par value	TPX	New York Stock Exchange

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 7.01. Regulation FD Disclosure.

On November 2, 2023, Tempur Sealy International, Inc. released an updated investor presentation (the "Investor Presentation"). The Investor Presentation will be used from time to time in meetings with investors. A copy of the Investor Presentation is furnished herewith as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

The information disclosed pursuant to this Item 7.01 (including Exhibit 99.1) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liability of that section and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Tempur Sealy International, Inc. November 2023 Investor Presentation
104	Cover page interactive data file (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 2, 2023

Tempur Sealy International, Inc.

By:	/s/ Bhaskar Rao
Name:	Bhaskar Rao
Title:	Executive Vice President & Chief Financial Officer


TEMPUR+SEALY
TEMPUR SEALY
INTERNATIONAL, INC., TPX
“We continue to demonstrate the resilience of our business model as we drive operating cash flow, invest in our business and outperform the global bedding market.”
- Scott Thompson, Chairman & CEO

PURPOSE

To Improve the Sleep of More People, Every Night, All Around the World

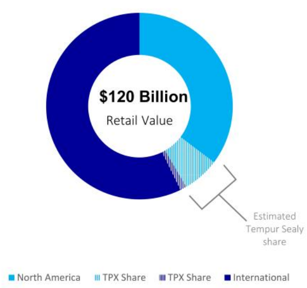
Who We Are

Tempur Sealy is committed to improving the sleep of more people, every night, all around the world. As a leading designer, manufacturer, distributor and retailer of bedding products worldwide, we know how crucial a good night of sleep is to overall health and wellness. Utilizing over a century of knowledge and industry-leading innovation, we deliver award-winning products that provide breakthrough sleep solutions to consumers in over 100 countries.

Our highly recognized brands include Tempur-Pedic®, Sealy® and Stearns & Foster® and our popular non-branded offerings consist of value-focused private label and OEM products. At Tempur Sealy we understand the importance of meeting our customers wherever and however they want to shop and have developed a strong omni-channel retail strategy. Our products allow for complementary merchandising strategies and are sold through third-party retailers, our 700+ Company-owned stores worldwide and our e-commerce channels. With the range of our offerings and variety of purchasing options, we are dedicated to continuing to turn our mission to improve the sleep of more people, every night, all around the world into a reality.

Importantly, we are committed to carrying out our global responsibility to protect the environment and the communities in which we operate. As part of that commitment, we have established the goal of achieving carbon neutrality for our global wholly owned operations by 2040.

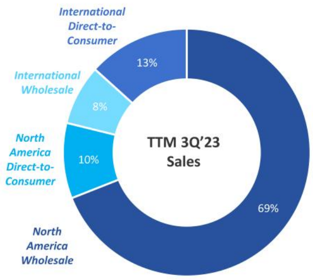
Global Bedding Industry[1]



Estimated global bedding market includes mattresses, foundations, pillows and other bedding products

A Premium Leader in a Growing Bedding Industry

- Headquartered in Lexington, KY, Tempur Sealy International, Inc. is the leading global bedding products company, with a portfolio of iconic brands including Tempur-Pedic, Sealy and Stearns & Foster
- TPX manufacturers mattresses, pillows and related accessories across price points and distributes its products through multiple channels, including third-party brick & mortar retailers, its owned websites and third-party online platforms, as well as its owned stores
- TPX focuses on premium bedding with its Tempur-Pedic and Stearns & Foster brands



TPX at a Glance

Industry

- The global bedding industry of ~$120 billion[1] has historically experienced consistent growth.
- The U.S. bedding averages mid-single digit growth annually, driven by units and dollars.[1]
- The international bedding is highly fragmented and about 40% larger than the size of the U.S. market.[1]

Consumer

- Consumers continue to make the connection between a good night's sleep and health & wellness.
- Recent enhanced focus on health has strengthened the wellness trend.
- Consumer confidence, consumer spending, the housing market, and the wealth effect correlate with the bedding industry.

Tempur Sealy

- Global omni-channel distribution strategy to be where the consumer wants to shop.
- Track record of developing and marketing differentiated products through consumer-centric innovation for the total global bedding market.
- Robust free cash flow[2] and fortified balance sheet that provide flexibility to take advantage of industry and market opportunities and return capital to shareholders.

Investment Thesis

The leading vertically integrated global bedding company with iconic brands and extensive manufacturing capabilities

Over the long term, the bedding industry has consistently grown through ASP and unit expansion

History of market share gains across global omnichannel distribution

Legacy of strong value creation via capital allocation including share buybacks and acquisitions

Seasoned, well-aligned management with proven track record

Experienced Team's Value Creation

- Since management change in 2015, sales have increased 57%, adjusted EBITDA[2] has nearly doubled, and GAAP EPS has increased more than 7.5x under current leadership

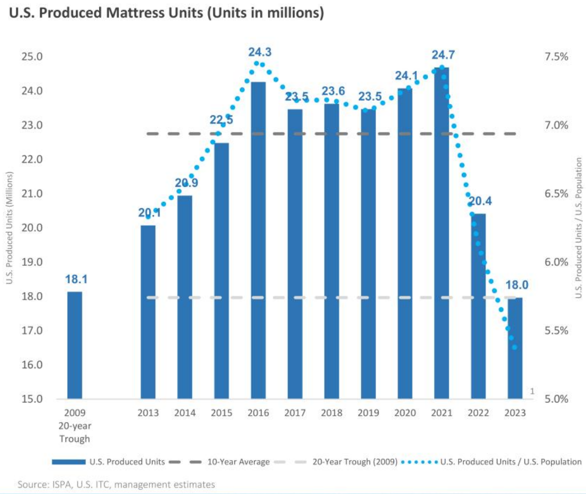
Current TPX Management Track Record Since 2015				
(in millions, except percentages, multiples, and per common share amounts)	Trailing Twelve Months Ended December 31, 2015	Trailing Twelve Months Ended September 30, 2023	CAGR	Total Growth
Net Sales	$3,151	$4,942	6%	57%
Net Income	$65	$393	26%	509%
Adjusted Net Income[2]	$200	$428	10%	114%
Adjusted EBITDA[2]	$456	$877	9%	92%
GAAP EPS	$0.26	$2.21	32%	758%
Adjusted EPS[2]	$0.80	$2.42	15%	203%

>185 YEARS
COMBINED TPX EXPERIENCE

14 YEARS
AVERAGE TPX TENURE

Current Industry Trends

U.S. Industry Historical Volumes[1]

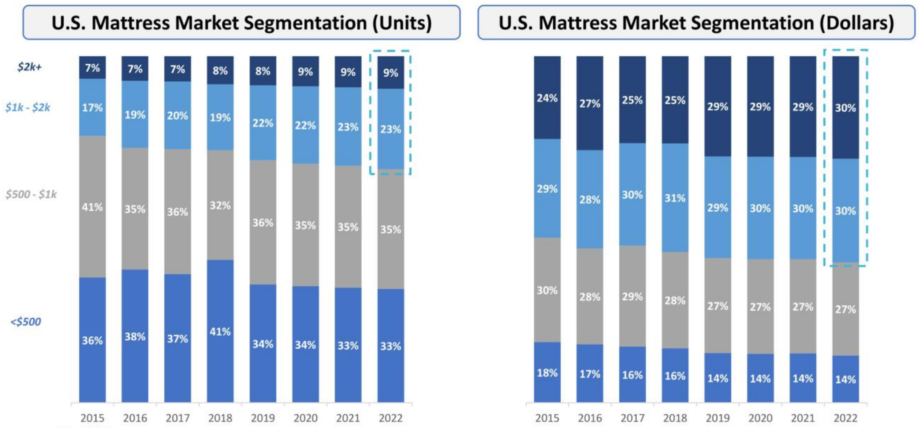


- U.S. produced units declined -17% y/y to 20.4M in 2022 and we expect U.S. produced units could decline a further -12% y/y to 18.0M in 2023.
- 2022 and projected 2023 volumes are well below the industry 20-year average of 21.7M units.
- U.S. produced units as a percent of total U.S. population is also trending at a 10-year trough. We estimate the metric could decline to 5.4% in 2023 relative to the 10-year average of 7.0%.
- 2022 and 2023 unit demand is a significant deviation from the U.S. produced mattress unit CAGR of 2.5% between 2011 – 2021.
- Anticipate U.S. produced mattress unit y/y trends will moderate but remain negative in 4Q 2023.
- U.S. import units are also pressured, with reported import volumes declined 32% in the trailing twelve months ended August 31, 2023.

Current Industry Trends

U.S. Bedding Industry Premiumization

- The $1,000+ ASP segment of the market has grown unit share by 8% and dollar share by 7% since 2015
- $2,000+ premium segment has grown more rapidly than $1,000 – $2,000 segment, with 30% dollar share, up from 24% in 2015



Source: ISPA


Strategic Advantages
TEMPUR PEDIC

Portfolio of Global Brands

- From its founding, Tempur-Pedic pursued a direct advertising strategy that touted the clear benefits of its proprietary Tempur material, creating a luxury aura – generating strong same sales velocity in premium products.
- Over the last 15 years, Tempur-Pedic spent ~$2B on direct advertising, significantly more than other top brands in the category. The premium brand that was built through direct advertising and R&D allows for sustainable ROICs well above traditional mattress peers.

TEMPUR-PEDIC

Tempur-Pedic®: leading worldwide premium bedding brand

- Tempur-Pedic® uniquely adapts, supports, and aligns to you to deliver truly life-changing sleep.

$2,200-$9,000*

STEARNS & FOSTER®

Stearns & Foster®: high-end-targeted brand

- The world's finest beds that are made with exceptional materials, time-honored craftsmanship, and impeccable design.

$1,800-$6,450*

Best Firm Mattress by Good Housekeeping

Sealy

Sealy®: #1 bedding brand in the U.S.[3]

- Combines innovation, engineering, and industry-leading testing to ensure quality and durability.

$230-$3,500*

AMERICA'S #1 MATTRESS BRAND

SHERWOOD BEDDING

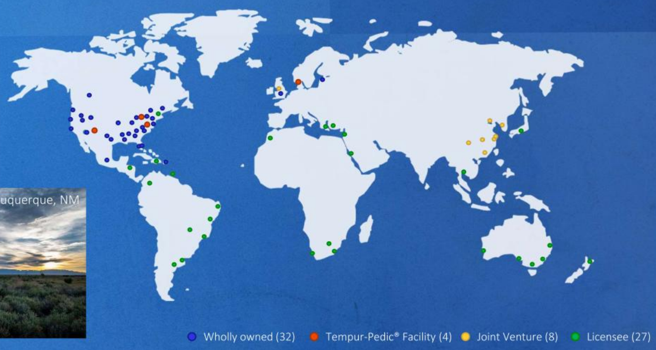
Private Label Offerings: customized product

- Offers products for the value-oriented consumer.

*Retail prices for a standard queen mattress

World-Class Manufacturing Capabilities

34 NORTH AMERICAN FACILITIES | 37 INTERNATIONAL FACILITIES



R&D Innovation

- 75,000 square feet of research & development
- 4 state-of-the art product-testing locations

Leading Manufacturing Capabilities

- 71 manufacturing facilities
- 16 million square feet of manufacturing & distribution operations

Successful Omni-Distribution Platform

Wholesale

- Third-party retailers are our largest distribution channel
- Significant private label opportunity
- Valued supplier, win-win relationships

Ecommerce

- Significant worldwide sales growth
- Highly profitable and expanding rapidly
- Direct customer relationships

Company-Owned Stores

- Luxury Tempur-Pedic®, Dreams, and multi-branded showroom experiences
- Operate over 700 stores worldwide and expanding direct customer relationships
- Highly profitable

Vertical Integration

Owned Manufacturing

Tempur-Pedic manufacturing

Sealy / S&F manufacturing

SHERWOOD BEDDING

Private label manufacturing

Dreams manufacturing

Portfolio of Owned Brands

TEMPUR-PEDIC®

Sealy®

STEARNS & FOSTER®

Brick & Mortar & E-Commerce DTC Retail

Mono-brand retail

Multi-brand retail

E-commerce

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Growth Potential

Building Blocks to Future Growth

Invest in innovation to meet customer demand.

Grow wholesale through existing and new retail relationships.

Expand into OEM market to drive further sales growth.

Invest in Stearns & Foster product and marketing to more than double the brand's global sales.

Expand direct-to-consumer through ecommerce and company-owned stores.

Increase total addressable market internationally through new product launches in Europe & APAC.

Execute on capital allocation strategy.

TEMPUR+SEALY

Innovative Technologies

- Snoring
- Climate
- Natural
- Support
- Sleep-Health Metrics
- Comfort

Wholesale

Third-Party Retailers

- Largest pillar of our omni-channel distribution strategy, grounded in win-win relationships
- Broad-based worldwide distribution through over 5,400 retail partners
- Global sales force of over 500 people supporting our portfolio of brands
- While we are well-represented today, we are pursuing opportunities to further expand our third-party retail presence

U.S. OEM Expansion

- Expanded into OEM market through the acquisition of Sherwood Bedding in 2020; a 3rd generation American manufacturer of private label innerspring mattresses, and subsequently began exploring opportunities to leverage foam-pouring capabilities to manufacture private label foam mattresses
- Our OEM business leverages global manufacturing expertise, diversifies sales streams and realizes the manufacturing profits of the bedding brands it produces
- Opportunity to serve as a provider for third-party bedding brands (including retailers' private label brands) at value-end price points
- Expected to drive down overall cost per unit
- We see an opportunity to grow our OEM operations to $600 million[1] of annualized sales

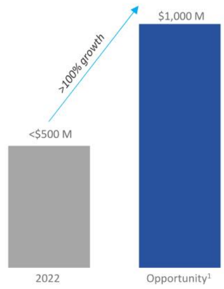
Stearns & Foster Opportunity

With more than 175 years of history, Stearns & Foster is positioned to become the luxury leader in innerspring beds. We have several initiatives underway with an objective of more than doubling Stearns & Foster to be our next billion-dollar brand

- We launched an all-new collection of Stearns & Foster products in 2023. This updated portfolio features superior innovation, an elevated design and enhanced step-up opportunities, all intended to further differentiate Stearns & Foster.
- After years of no direct advertising, we supported Stearns & Foster with record advertising in 2022 and continued investments in 2023. These campaigns are designed to increase consumer awareness and desire to purchase a premium innerspring mattress.
- We have meaningfully expanded Stearns & Foster's omni-channel presence through 20% slot growth at third-party retailers in 2023, combined with the expansion of Stearns & Foster into DTC e-commerce in late 2022.

Dual-Approach to Luxury Bedding

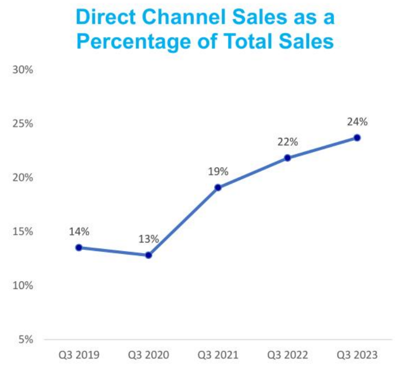
Leading Luxury Specialty Foam Brand	Leading Luxury Innerspring Brand
TEMPUR-PEDIC	STEARNS & FOSTER
Portfolio Midpoint *$3,650**	Portfolio Midpoint *$3,300**



*Retail prices for a standard queen mattress

Direct to Consumer

- Strong, long-term growth of high-margin sales from web, call center, and company-owned stores
- Ability to own customer relationship allows for market insights that we leverage for innovation process and growth strategy



Company-Owned Store Strategy

Operating Over 700 Retail Stores Globally

Tempur-Pedic® U.S.

Dreams UK

Tempur-Pedic® Mexico

Sealy® Gallery Asia

Sleep Outfitters® U.S.

TEMPUR® Europe

SOVA® Sweden

We see a potential opportunity to organically increase our store count through opening an average of 60+ new stores per year.

International Markets

Four-Pronged Strategy	FY'22 Value	
Wholly-Owned TEMPUR Wholesale	$382M	Traditional wholesale business operating in 22 key markets throughout Europe and Asia
Wholly-Owned Direct (Dreams Retail, TEMPUR Retail, TEMPUR E-commerce)	$653M	Our UK-based Dreams retailer represents approximately 75% of our international wholly-owned direct sales
Sealy Joint Ventures	$317M	The Sealy joint venture operation reported $317M of FY22 sales, of which Tempur Sealy receives 50% income under equity accounting
Brand & Manufacturing Licensing	$235M	Our international brand and manufacturing licensing arrangements generated $235M of sales in FY'22

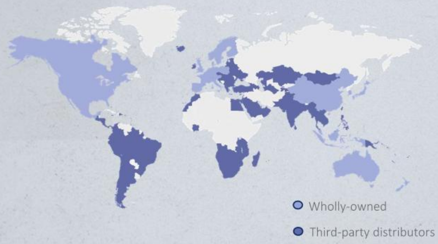
$1.6B Total International Brand Value*

*Total international brand value represents the total sales associated with our brands in international markets in FY22. Our wholly-owned wholesale and direct sales, which includes royalty income from licensing, are included in 'Net Sales' in our income statement. We recognize our 50% ownership of Sealy joint venture income as 'Equity Income in Earnings of Unconsolidated Affiliates' in our income statement.

International Markets: Wholly-Owned

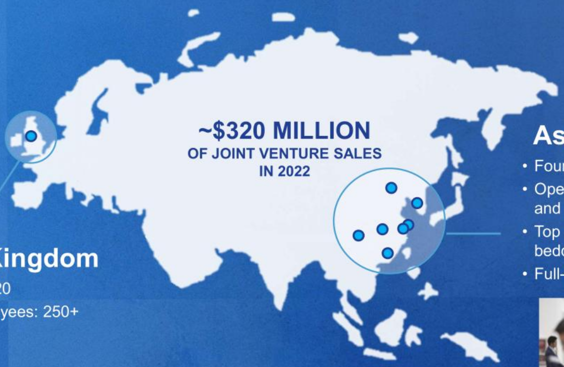
Market Share Growth Opportunity

- Broad geographic presence across Europe and Asia in highly fragmented global bedding market
    - TEMPUR sold in 90+ countries, 22 key markets served through wholly owned subsidiaries, rest by distributors
    - Acquired Dreams, the leading bedding retailer in the UK in 2021
- Launching new TEMPUR® line of mattresses to expand addressable market in 2023
- Tempur Sealy customizes approach by country
    - Europe: success with high-quality products, targeting growth through distribution, and new Sealy®-UK joint venture and Dreams acquisition
    - Asia: opportunity in emerging area through distribution and organic sales growth initiatives



International Markets: Joint Venture

Market Share Growth Opportunity



United Kingdom

- Acquired in 2020
- Full-time employees: 250+

Asia

- Founded in 2000
- Operates in 21 countries and territories
- Top 3 internationally branded bedding manufacturer in China
- Full-time employees: 1,100+

Expanding Global Licensing Sales

Brand Extension Licensees:

- We license our Tempur-Pedic, Sealy and Stearns & Foster brands across North America, Europe and Asia, to drive incremental profits and expand brand awareness
- Licensed products are complementary to our core operations and include sleep-adjacent categories such as bedding, pajamas, and pet sleep

Sealy Manufacturing Licensees:

- Our 27 licensee manufacturing facilities generate high return on investment
- They represent a low-risk opportunity to introduce our brands and products in regions in which we do not currently operate, primarily across EMEA, APAC, and Latin America

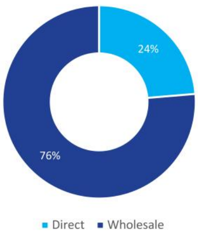
Significantly increases global brand awareness and drives incremental profits

TEMPUR+SEALY

Recent Performance

Third Quarter Performance

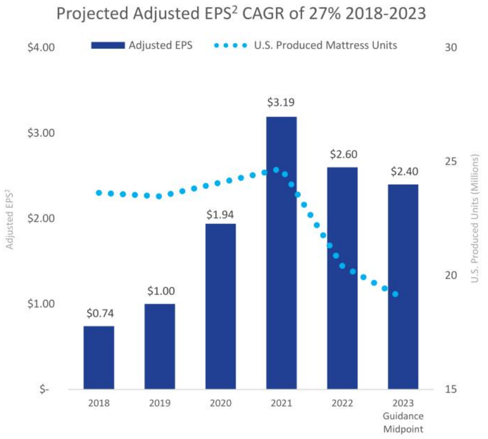
Q3'23 Sales by Channel



(in millions, except percentages and per common share amounts)	Three Months Ended			Trailing Twelve Months Ended		
	September 30, 2023	September 30, 2022	% Change	September 30, 2023	September 30, 2022	% Change
Net Sales	$1,277.1	$1,283.3	-0.5%	$4,942.3	$5,093.4	-3.0%
Net Income	$113.3	$132.7	-14.6%	$392.7	$529.8	-25.9%
Adjusted Net Income[2]	$136.8	$137.8	-0.7%	$427.9	$547.6	-21.9%
GAAP EPS	$0.64	$0.75	-14.7%	$2.21	$2.83	-21.9%
Adjusted EPS[2]	$0.77	$0.78	-1.3%	$2.42	$2.93	-17.4%

2023 Outlook[4]

Expect full-year adjusted EPS[2] between $2.30 and $2.50

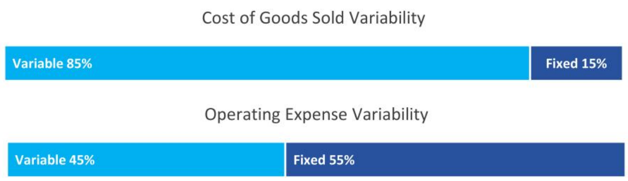


Our 2023 expectations include:

- Sales to be consistent to prior year, driven by:
    - Growth driven by execution or our initiatives
    - The benefit of discounted floor models related to new product launches and the wraparound impact of pricing
    - Partially offset by low-double digit U.S. industry volumes
- Sales and marketing investments of approximately $20 million related to new product launches
- Record advertising spend of approximately $480M
- Resulting in adjusted EBITDA[2] of approximately $885M at the midpoint

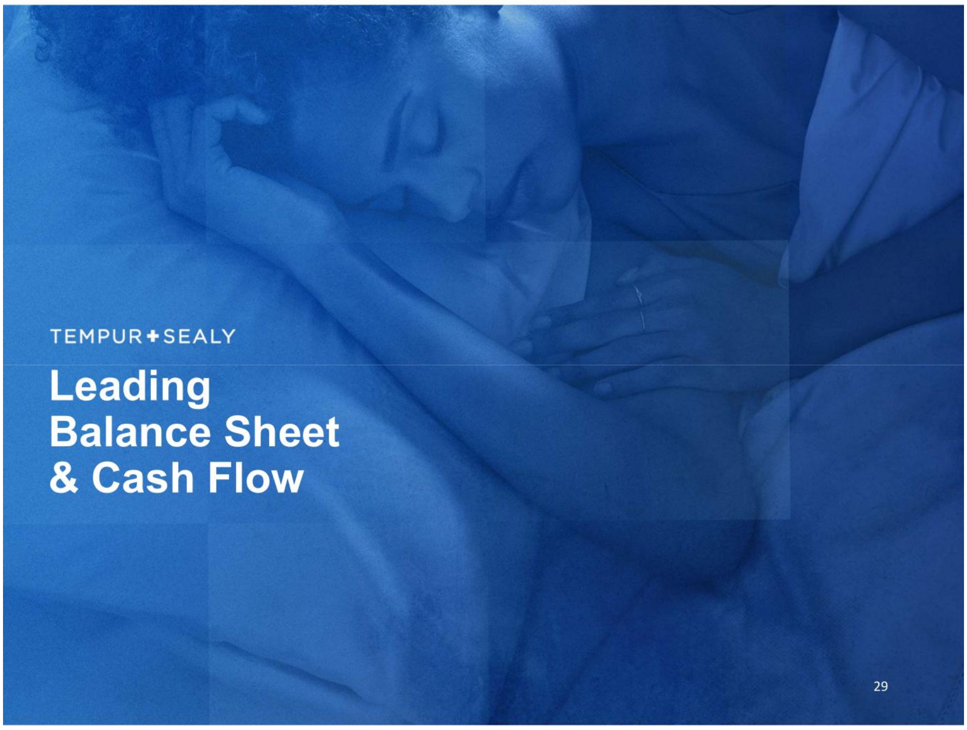
Other Modeling Assumptions	
Depreciation & Amortization	$185M - $190M
Capital Expenditures	~$200M
Interest Expense	$130M
U.S. Federal Tax Rate	25%
Diluted Share Count	177.5M shares

Flexible Cost Structure[1]

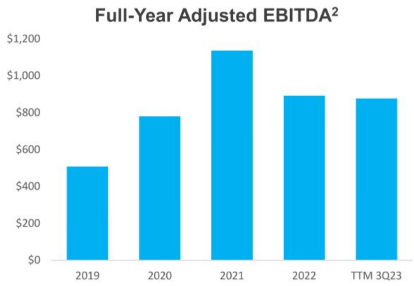


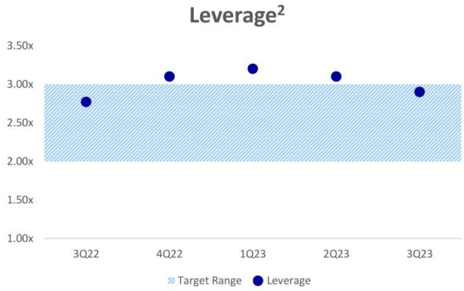
- The business model is highly-variable, with 85% of COGS and 45% of operating expenses flexing with sales
- In total, the variability of our operating cost structure is approximately 70%
- Our business model also provides opportunity for costs to further flex with sales

*Including discretionary cost cuts, we estimate a total of 80% of expenses could flex with sales


TEMPUR+SEALY
Leading
Balance Sheet
& Cash Flow
29

Strong Balance Sheet & Cash Flow





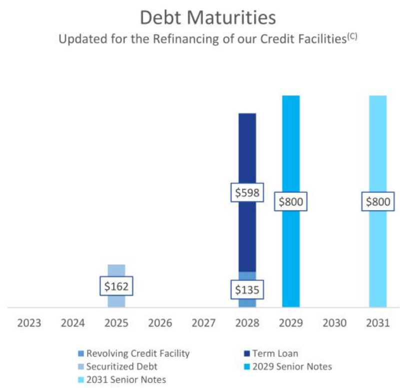
Credit ratings:
Fitch: BB+ (January 2023)
Moody's: Ba1 (September 2021)
S&P: BB (August 2023)

Capital Structure

- In October 2023, we refinanced our credit facilities, which include a $1.15B revolving credit facility and a $500M term loan facility
- Favorable borrowing rates, over $680 million of liquidity at 9/30, and no meaningful maturities until 2028

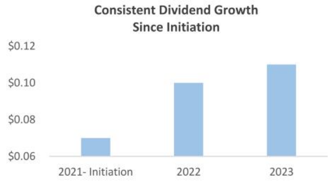
As of September 30, 2023 (in millions, except percentages and leverage ratios)	Amount	Maturity	Interest Rate	Leverage[2]
Cash	$91.6			
Revolving Credit Facility Availability	589.4			
Liquidity	**$681.0**			
$725B Revolving Credit Facility	$135.0	Oct 2024[(C)]	(A)	
Term Loan	598.0	Oct 2024[(C)]	(A)	
Securitized Debt	162.0	April 2025	(B)	
Finance Lease Obligations	72.6	Various		
Total Secured Debt	**$967.6**			**1.1x**
2029 Senior Notes	$800.0	April 2029	4.000%	
2031 Senior Notes	800.0	October 2031	3.875%	
Other	58.7	Various		
Total Unsecured Debt	**$1,658.7**			**1.9x**
Consolidated indebtedness	$2,626.3			
Less: Netted Cash	91.6			
Net Debt[(D)]	**$2,534.7**			**2.9x**

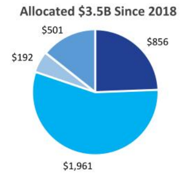
A Interest at one-month SOFR index +10 basis points of credit spread adjustment +applicable margin of 1.375%
B Interest at one-month SOFR index +10 basis points of credit spread adjustment +85 basis points
C Our refinanced credit facilities mature in October 2028
D Net debt is calculated under the terms of the 2023 credit agreement

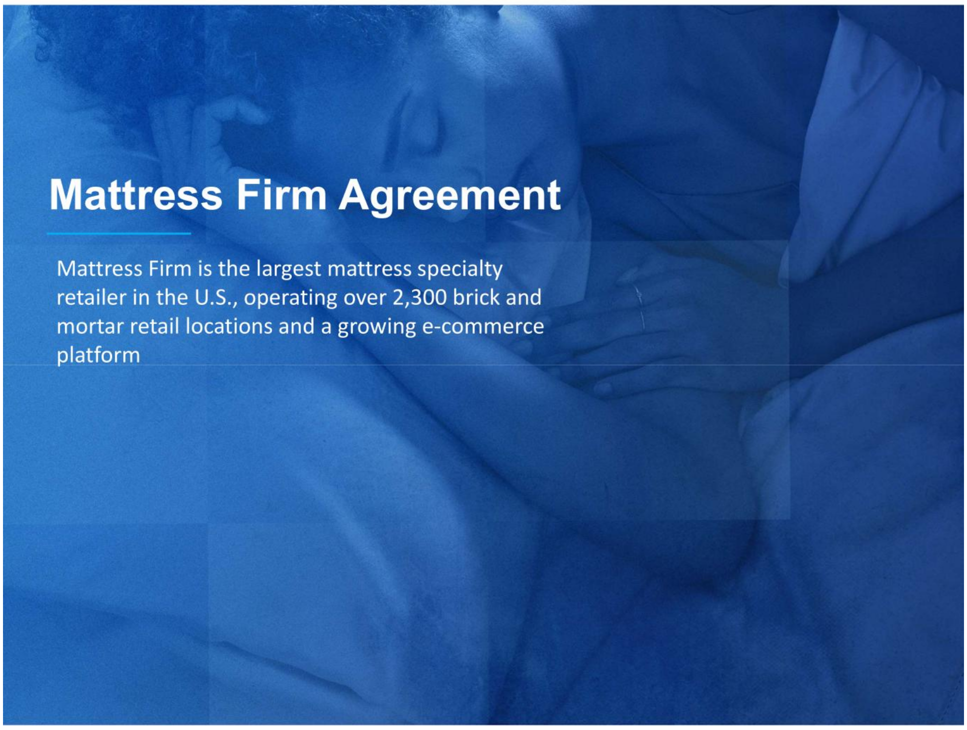


Balanced Capital Allocation Strategy

- Long-term target leverage ratio of 2.0 – 3.0x[2]
- Continue to invest in the business, including a new domestic foam-pouring plant that became operational in 2023
- Disciplined approach to long-term shareholder returns includes a quarterly dividend and opportunistic share repurchases
- Maintain capacity for strategic acquisitions






Mattress Firm Agreement
Mattress Firm is the largest mattress specialty retailer in the U.S., operating over 2,300 brick and mortar retail locations and a growing e-commerce platform

Transaction Rationale

1. Expands consumer touchpoints to enhance ability to keep pace with evolving consumer preferences
2. Accelerates U.S. omni-channel strategy, enabling a seamless consumer experience
3. Simplifies consumer purchase journey, reducing friction at each touchpoint
4. Aligns new product development and testing, facilitating consumer-centric innovation
5. Streamlines operations and enhances supply chain management, resulting in operational efficiencies
6. Drives adjusted EPS[2] accretion

TPX Go-Forward Investment Thesis
Leading, vertically-integrated global company with iconic brands and extensive manufacturing and direct-to-consumer capabilities
Serves $120 billion[1] growing bedding market
Proven historical growth through organic and inorganic initiatives
Proven ability to successfully operate worldwide omni-channel distribution
Legacy of disciplined capital allocation, including dividends, share repurchases, and acquisitions
Seasoned, well-aligned management team with track record of success
LUX ESTATE
TEMPUR+SEALY

Transaction Summary

Consideration	• Total purchase price of approximately $4.0B comprising:
	  • $2.7B of cash consideration
	  • $1.3B of stock consideration, based on 34.2M shares issued at $37.62 per share as of the closing share price on May 8, 2023

Pro Forma Ownership[5]	• 83.4% TPX shareholders • 16.6% Mattress Firm shareholders
Financial Impact	• Accretive to adjusted EPS[2] in Year 1 • Increased operating cash flow in Year 1 • Cost synergies of $100M by Year 4[1]
Financing	• Expect to fund the cash payment to Mattress Firm shareholders and to repay Mattress Firm's debt using a combination of cash on hand and proceeds from new senior secured and senior unsecured debt • Net leverage to be between 3.0x-3.25x at closing after giving effect to the transaction. Expect to return to target leverage ratio range of 2.0x-3.0x in the first twelve months after closing.[1] • Deleveraging driven by expected strong operating cash flow and adjusted EBITDA[2] growth
Management and Governance	• Mattress Firm to be operated as a separate business unit within the Company • TPX Board to be expanded to include 2 Mattress Firm directors
Timing and Approvals	• Anticipated to close in the second half of 2024 • Subject to the satisfaction of customary closing conditions, including applicable regulatory approvals • Substantially complying with an FTC Second Request and expect to work cooperatively to close the transaction


TEMPUR+SEALY
Environmental, Social, &
Corporate Governance
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Environmental, Social, & Governance

Tempur Sealy is committed to protecting and improving our communities and environment.

Environmental, Social, & Governance

Tempur Sealy is committed to protecting and improving our communities and environment.

Environmental

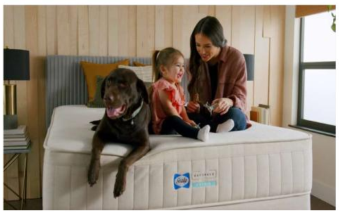
- Improved the percent of waste diverted from landfills from our U.S. wholly owned manufacturing operations to 100% as of September 30, 2022, compared to 96% as of September 30, 2021
- Expanded our commitment to achieving zero landfill waste to include our corporate offices and our research and development facilities by 2025
- Achieved a 3% reduction in greenhouse gas emissions per unit produced at our wholly owned manufacturing and logistics operations compared to the prior year, furthering our progress towards our goal of achieving carbon neutrality by 2040
- Substantially aligned our sustainability reporting to the Task Force on Climate-Related Financial Disclosures (TCFD) framework
- Formalized our ESG processes and stances in a new Environmental Policy

Purpose

- Launched our new Sealy® Naturals™ mattress collection made with sustainable and responsibly sourced materials, including organic covers made with long-lasting hemp, organic cotton, lightweight modal, and 100% natural latex
- Continued to bring industry-leading innovation to market that provides consumers with higher quality sleep at a variety of price points, including the new U.S. product launches of Sealy Posturepedic® Plus, Stearns & Foster®, and Sealy® FlexGrid™
- Contributed over $1 million through the Tempur Sealy Foundation and donated more than 8,300 mattresses worth approximately $13.7 million

People

- Completed the implementation of a new global ERP system, which is expected to fortify our cybersecurity and drive long-term efficiencies across our global operations
- Increased the percentage of our U.S. employee base that self identifies as a minority from 47% to 49%, and increased the percentage of our U.S. employee base that identifies as female from 30% to 32%
- Increased the percentage of women on our Board of Directors from 33% to 43%
- Embedded ESG performance as a metric in executive leadership's 2022 compensation program



Thank You for Your Interest in Tempur Sealy International

For more information, please email: **investor.relations@tempursealy.com**

TEMPUR-PEDIC
Sealy
STEARNS & FOSTER
Dreams
SHERWOOD BEDDING
a TEMPUR+SEALY company
comfort revolution
SOVA
SLEEP OUTFITTERS
ESTABLISHED 1983


TEMPUR+SEALY
Appendix
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Forward-Looking Statements

This investor presentation contains statements relating to the Company's quarterly cash dividend, the Company's share repurchase targets, the Company's expectations regarding net sales and adjusted EPS for 2023 and subsequent periods and the Company's expectations for increasing sales growth, product launches, channel growth, acquisitions and commodities outlook, and expectations regarding supply chain disruptions, the macroeconomic environment and COVID-related disruptions. Any forward-looking statements contained herein are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations, meet its guidance, or that these beliefs will prove correct.

Numerous factors, many of which are beyond the Company's control, could cause actual results to differ materially from any that may be expressed herein as forward-looking statements. These potential risks include the factors discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2022, and in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023. There may be other factors that may cause the Company's actual results to differ materially from the forward-looking statements. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

Note Regarding Historical Financial Information:
In this investor presentation we provide or refer to certain historical information for the Company. For a more detailed discussion of the Company's financial performance, please refer to the Company's SEC filings.

Note Regarding Trademarks, Trade Names, and Service Marks:
TEMPUR®, Tempur-Pedic®, the Tempur-Pedic & Reclining Figure Design®, TEMPUR-Adapt®, TEMPUR-ProAdapt®, TEMPUR-LuxeAdapt®, TEMPUR-PRObreeze°™, TEMPUR-LUXEbreeze°™, TEMPUR-Cloud®, TEMPUR-Contour™, TEMPUR-Rhapsody™, TEMPUR-Flex®, THE GRANDBED BY Tempur-Pedic®, TEMPUR-Ergo®, TEMPUR-UP™, TEMPUR-Neck™, TEMPUR-Symphony™, TEMPUR-Comfort™, TEMPUR-Traditional™, TEMPUR-Home™, Sealy®, Sealy Posturepedic®, Stearns & Foster®, COCOON by Sealy™, SealyChill™, and Clean Shop Promise® are trademarks, trade names, or service marks of Tempur Sealy International, Inc., and/or its subsidiaries. All other trademarks, trade names, and service marks in this presentation are the property of the respective owners.

Limitations on Guidance: The guidance included herein is from the Company's press release and related earnings call on November 2, 2023. The Company is neither reconfirming this guidance as of the date of this investor presentation nor assuming any obligation to update or revise such guidance. See above.

Use of Non-GAAP Financial Measures Information

In this investor presentation and certain of its press releases and SEC filings, the Company provides information regarding adjusted net income, adjusted EPS, EBITDA, adjusted EBITDA, free cash flow, consolidated indebtedness less netted cash, and leverage, which are not recognized terms under U.S. Generally Accepted Accounting Principles ("GAAP") and do not purport to be alternatives to net income and earnings per share as a measure of operating performance, an alternative to cash provided by operating activities as a measure of liquidity, or an alternative to total debt. The Company believes these non-GAAP measures provide investors with performance measures that better reflect the Company's underlying operations and trends, including trends in changes in margin and operating expenses, providing a perspective not immediately apparent from net income and operating income. The adjustments management makes to derive the non-GAAP measures include adjustments to exclude items that may cause short-term fluctuations in the nearest GAAP measure, but which management does not consider to be the fundamental attributes or primary drivers of the Company's business.

The Company believes that exclusion of these items assists in providing a more complete understanding of the Company's underlying results from continuing operations and trends, and management uses these measures along with the corresponding GAAP financial measures to manage the Company's business, to evaluate its consolidated and business segment performance compared to prior periods and the marketplace, to establish operational goals and management incentive goals, and to provide continuity to investors for comparability purposes. Limitations associated with the use of these non-GAAP measures include that these measures do not present all the amounts associated with the Company's results as determined in accordance with GAAP. These non-GAAP measures should be considered supplemental in nature and should not be construed as more significant than comparable measures defined by GAAP. Because not all companies use identical calculations, these presentations may not be comparable to other similarly titled measures of other companies. For more information regarding the use of these non-GAAP financial measures, please refer to the reconciliations on the following pages and the Company's SEC filings.

EBITDA and Adjusted EBITDA
A reconciliation of the Company's GAAP net income to EBITDA and adjusted EBITDA per credit facility (which we refer to in this investor presentation as adjusted EBITDA) is provided on the subsequent slides. Management believes that the use of EBITDA and adjusted EBITDA per credit facility provides investors with useful information with respect to the Company's operating performance and comparisons from period to period as well as the Company's compliance with requirements under its credit agreement.

Adjusted Net Income and Adjusted EPS
A reconciliation of the Company's GAAP net income to adjusted net income and a calculation of adjusted EPS are provided on subsequent slides. Management believes that the use of adjusted net income and adjusted EPS also provides investors with useful information with respect to the Company's operating performance and comparisons from period to period. Forward-looking Adjusted EPS is a non-GAAP financial measure. The Company is unable to reconcile this forward-looking non-GAAP measure to EPS, its most directly comparable forward-looking GAAP financial measure, without unreasonable efforts, because the Company is currently unable to predict with a reasonable degree of certainty the type and extent of certain items that would be expected to impact EPS in 2023.

Leverage
Consolidated indebtedness less netted cash to adjusted EBITDA per credit facility, which the Company may refer to as leverage, is provided on a subsequent slide and is calculated by dividing consolidated indebtedness less netted cash, as defined by the Company's senior secured credit facility, by adjusted EBITDA per credit facility. The Company provides this as supplemental information to investors regarding the Company's operating performance and comparisons from period to period, as well as general information about the Company's progress in managing its leverage.

QTD Adjusted Net Income[2] and Adjusted EPS[2]

(in millions, except per share amounts)	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022
Net income	$ 113.3	$ 132.7
Transaction costs [(1)]	15.7	—
Cybersecurity event [(2)]	13.5	—
Operational start-up costs [(3)]	2.3	1.8
ERP system transition [(4)]	—	2.7
Restructuring costs [(5)]	—	1.2
Loss from discontinued operations, net of tax [(6)]	—	0.8
Adjusted income tax provision [(7)]	(8.0)	(1.4)
Adjusted net income	$ 136.8	$ 137.8
Adjusted earnings per common share, diluted	$ 0.77	$ 0.78
Diluted shares outstanding	177.6	177.0

(1) In the third quarter of 2023, we recorded $15.7 million of transaction costs, primarily related to legal and professional fees associated with the pending acquisition of Mattress Firm.

(2) In the third quarter of 2023, we recorded $13.5 million of costs associated with the cybersecurity event identified on July 23, 2023. Cost of sales included $9.6 million of manufacturing and network disruption costs incurred to ensure business continuity. Operating expenses included $3.9 million, primarily related to professional fees incurred for incident response, containment measures and stabilization of our information systems.

(3) In the third quarter of 2023, we recorded $2.3 million of operational start-up costs related to the capacity expansion of our manufacturing and distribution facilities in the U.S., including personnel and facility related costs. In the third quarter of 2022, we incurred $1.8 million of operational start-up costs. Cost of sales and operating expenses included personnel and facility related costs of $1.7 million and $0.1 million, respectively.

(4) In the third quarter of 2022, we recorded $2.7 million of charges related to the transition of our ERP system. Cost of sales included $2.3 million of manufacturing facility ERP system transition costs, including labor, logistics, training and travel. Operating expenses included $0.4 million, primarily related to professional fees.

(5) In the third quarter of 2022, we recorded $1.2 million of restructuring costs primarily associated with headcount reductions.

(6) Certain subsidiaries in the International business segment were accounted for as discontinued operations and had been designated as unrestricted subsidiaries in the 2019 Credit Agreement. Therefore, these subsidiaries were excluded from our adjusted financial measures for covenant compliance purposes.

(7) Adjusted income tax provision represents the tax effects associated with the aforementioned items.

*For a reconciliation net income to adjusted net income and adjusted EPS in prior reporting periods, please refer to the Company's SEC filings.

TTM Adjusted Net Income[2] and Adjusted EPS[2]

(in millions, except per common share amounts)	Trailing Twelve Months Ended September 30, 2023	
Net income	$	392.7
Transaction costs (1)		31.5
Cybersecurity event (2)		13.5
Operational start-up costs (3)		8.0
ERP system transition (4)		6.6
Restructuring costs (5)		4.7
Danish tax matter (6)		(12.3)
Adjusted income tax provision (7)		(16.4)
Total adjustments		35.6
Adjusted net income	$	428.3
Adjusted earnings per share, diluted	$	2.42

(1) In the trailing twelve months ended September 30, 2023, we recognized $31.5 million of transaction costs associated with the pending acquisition of Mattress Firm.

(2) In the third quarter of 2023, we recorded $13.5 million of legal and professional fees associated with the cybersecurity event identified on July 23, 2023.

(3) In the trailing twelve months ended September 30, 2023, we recognized $8.0 million of operational start-up costs primarily related to the capacity expansion of our manufacturing and distribution facilities in the U.S., including personnel and facility related costs.

(4) In the trailing twelve months ended September 30, 2023, we recognized $6.6 million of charges related to the transition of our ERP system.

(5) In the trailing twelve months ended September 30, 2023, we recognized $4.7 million of restructuring costs primarily associated with headcount reductions related to organizational changes.

(6) The Company recorded an income tax benefit, on a net basis, of $12.3 million related to its Danish tax matter in the fourth quarter of 2022. In December 2022, the Danish tax authority and the IRS agreed on a preliminary framework to conclude the Company's Danish tax matter for the years 2012 through 2024.

(7) Adjusted income tax provision represents the tax effects associated with the aforementioned items, excluding the income tax benefit for the Danish tax matter.

*For a reconciliation net income to adjusted net income and adjusted EPS in prior reporting periods, please refer to the Company's SEC filings.

TTM Adjusted EBITDA[2]

(in millions)		Trailing Twelve Months Ended September 30, 2023
Net income	$	392.7
Interest expense, net		130.6
Income tax provision		105.0
Depreciation and amortization		185.0
EBITDA	$	813.3
Adjustments:		
Transaction costs (1)		31.5
Cybersecurity event (2)		13.5
Operational start-up costs (3)		8.0
ERP system transition (4)		6.6
Restructuring costs (5)		4.7
Adjusted EBITDA	$	877.6
Consolidated indebtedness less netted cash	$	2,534.7
Ratio of consolidated indebtedness less netted cash to adjusted EBITDA		2.89 times

(1) In the trailing twelve months ended September 30, 2023, we recognized $31.5 million of transaction costs associated with the pending acquisition of Mattress Firm.

(2) In the third quarter of 2023, we recorded $13.5 million of legal and professional fees associated with the cybersecurity event identified on July 23, 2023.

(3) In the trailing twelve months ended September 30, 2023, we recognized $8.0 million of operational start-up costs primarily related to the capacity expansion of our manufacturing and distribution facilities in the U.S., including personnel and facility related costs.

(4) In the trailing twelve months ended September 30, 2023, we recognized $6.6 million of charges related to the transition of our ERP system.

(5) In the trailing twelve months ended September 30, 2023, we recognized $4.7 million of restructuring costs primarily associated with headcount reductions related to organizational changes.

*For a reconciliation net income to EBITDA and Adjusted EBITDA in prior reporting periods, please refer to the Company's SEC filings.

Leverage[2] Reconciliation

(in millions)		September 30, 2023
Total debt, net	$	2,608.5
Plus: Deferred financing costs [(1)]		17.8
Consolidated indebtedness		2,626.3
Less: Netted cash [(2)]		91.6
Consolidated indebtedness less netted cash	$	2,534.7

(1) We present deferred financing costs as a direct reduction from the carrying amount of the related debt in the Condensed Consolidated Balance Sheets. For purposes of determining total debt for financial covenant purposes, we have added these costs back to total debt, net as calculated per the Condensed Consolidated Balance Sheets.

(2) Netted cash includes cash and cash equivalents for domestic and foreign subsidiaries designated as restricted subsidiaries in the 2023 Credit Agreement.

*For a reconciliation of leverage to consolidated indebtedness less netted cash in prior reporting periods, please refer to the Company's SEC filings.

Footnotes

[1] Management estimates

[2] Adjusted net income, EBITDA, adjusted EBITDA, adjusted EPS, leverage, and free cash flow are non-GAAP financial measures. Please refer to the "Use of Non-GAAP Financial Measures Information" on a previous slide for more information regarding the definitions of adjusted net income, EBITDA, adjusted EBITDA, adjusted EPS, leverage, and free cash flow, including the adjustments (as applicable) from the corresponding GAAP information. Please refer to "Forward-Looking Statements" and "Limitations on Guidance" on a previous slide.

[3] Sealy® was ranked number one on Furniture Today's list of the Top 20 U.S. Bedding Producers in June 2021. See Furniture Today's Top 20 U.S. Bedding Producers methodology that includes Sealy® and Stearns & Foster® products in Sealy ranking. Tempur-Pedic® was ranked number two on Furniture Today's list of the Top 20 U.S. Bedding Producers in June 2021. Tempur-Pedic® brand was awarded #1 in Customer Satisfaction for the Online Mattress category in the J.D. Power 2023 Mattress Satisfaction Report.

[4] Based on the Company's 2023 financial targets provided in the press release dated November 2, 2023, and the related earnings call on November 2, 2023. Please refer to "Forward-Looking Statements" and "Limitations on Guidance." The Company is unable to reconcile forward-looking adjusted EPS, a non-GAAP financial measure, to EPS, its most directly comparable forward-looking GAAP financial measure, without unreasonable efforts, because the Company is currently unable to predict with a reasonable degree of certainty the type and extent of certain items that would be expected to impact EPS in 2023.

[5] Pro-forma ownership is based on shares outstanding at signing.

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Thank You