Reconciliation of Non-GAAP Financial Measures
To Corresponding GAAP Financial Measures
April 1, 2023

Total segment operating income, free cash flow and diluted earnings per share (EPS) excluding certain items are not measures of performance defined by, or calculated in accordance with, generally accepted accounting principles (GAAP). These measures should not be considered in isolation, or as a substitute for the corresponding GAAP financial measure. These measures, as calculated by the Company, may not be comparable to similarly titled measures employed by other companies.

Total segment operating income

The Company evaluates the performance of its operating segments based on segment operating income, and management uses total segment operating income as a measure of the performance of operating businesses separate from non-operating factors. The Company believes that information about total segment operating income assists investors by allowing them to evaluate changes in the operating results of the Company's portfolio of businesses separate from non-operational factors that affect net income, thus providing separate insight into both operations and the other factors that affect reported results.

The following table reconciles income from continuing operations before income taxes to total segment operating income (in millions):

	Quarter Ended			Six Months Ended		
	April 1, 2023	April 2, 2022	Change	April 1, 2023	April 2, 2022	Change
Income from continuing operations before income taxes	$ 2,123	$ 1,102	93 %	$ 3,896	$ 2,790	40 %
Add/(subtract):						
Content License Early Termination[1]	—	1,023	100 %	—	1,023	100 %
Corporate and unallocated shared expenses	279	272	(3) %	559	500	(12) %
Restructuring and impairment charges	152	195	22 %	221	195	(13) %
Other (income) expense, net	(149)	158	nm	(107)	594	nm
Interest expense, net	322	355	9 %	622	666	7 %
Amortization of TFCF and Hulu intangible assets and fair value step-up on film and television costs	558	594	6 %	1,137	1,189	4 %
Total segment operating income	$ 3,285	$ 3,699	(11) %	$ 6,328	$ 6,957	(9) %

(1) In February 2022, the Company terminated certain license agreements with a customer for film and television content, which was delivered in previous years, in order for the Company to use the content primarily on our direct-to-consumer services (Content License Early Termination).

Free cash flow

The Company uses free cash flow (cash provided by continuing operations less investments in parks, resorts and other property), among other measures, to evaluate the ability of its operations to generate cash that is available for purposes other than capital expenditures. Management believes that information about free cash flow provides investors with an important perspective on the cash available to service debt obligations, make strategic acquisitions and investments and pay dividends or repurchase shares.

The following table presents a summary of the Company's consolidated cash flows (in millions):

	Quarter Ended		Six Months Ended	
	April 1, 2023	April 2, 2022	April 1, 2023	April 2, 2022
Cash provided by operations - continuing operations	$ 3,236	$ 1,765	$ 2,262	$ 1,556
Cash used in investing activities - continuing operations	(1,249)	(1,037)	(2,541)	(2,024)
Cash used in financing activities - continuing operations	(83)	(1,817)	(1,126)	(2,097)
Cash used in discontinued operations	—	—	—	(4)
Impact of exchange rates on cash, cash equivalents and restricted cash	33	(81)	197	(116)
Change in cash, cash equivalents and restricted cash	1,937	(1,170)	(1,208)	(2,685)
Cash, cash equivalents and restricted cash, beginning of period	8,516	14,488	11,661	16,003
Cash, cash equivalents and restricted cash, end of period	$ 10,453	$ 13,318	$ 10,453	$ 13,318

The following table presents a reconciliation of the Company's consolidated cash provided by operations to free cash flow (in millions):

	Quarter Ended			Six Months Ended		
	April 1, 2023	April 2, 2022	Change	April 1, 2023	April 2, 2022	Change
Cash provided by operations - continuing operations	$ 3,236	$ 1,765	$ 1,471	$ 2,262	$ 1,556	$ 706
Investments in parks, resorts and other property	(1,249)	(1,079)	(170)	(2,430)	(2,060)	(370)
Free cash flow	$ 1,987	$ 686	$ 1,301	$ (168)	$ (504)	$ 336

Diluted EPS excluding certain items

The Company uses diluted EPS excluding (1) certain items affecting comparability of results from period to period and (2) amortization of TFCF and Hulu intangible assets, including purchase accounting step-up adjustments for released content, to facilitate the evaluation of the performance of the Company's operations exclusive of these items, and these adjustments reflect how senior management is evaluating segment performance.

The Company believes that providing diluted EPS exclusive of certain items impacting comparability is useful to investors, particularly where the impact of the excluded items is significant in relation to reported earnings and because the measure allows for comparability between periods of the operating performance of the Company's business and allows investors to evaluate the impact of these items separately.

The Company further believes that providing diluted EPS exclusive of amortization of TFCF and Hulu intangible assets associated with the acquisition in 2019 is useful to investors because the TFCF and Hulu acquisition was considerably larger than the Company's historic acquisitions with a significantly greater acquisition accounting impact.

The following table reconciles reported diluted EPS from continuing operations to diluted EPS excluding certain items for the second quarter:

(in millions except EPS)	Pre-Tax Income/ Loss	Tax Benefit/ Expense[1]	After-Tax Income/ Loss[2]	Diluted EPS[3]	Change vs. prior year period
Quarter Ended April 1, 2023					
As reported	$ 2,123	$ (635)	$ 1,488	$ 0.69	>100 %
Exclude:					
Amortization of TFCF and Hulu intangible assets and fair value step-up on film and television costs[4]	558	(130)	428	0.23	
Restructuring and impairment charges[5]	152	(35)	117	0.06	
Other income, net[6]	(149)	35	(114)	(0.06)	
Excluding certain items	$ 2,684	$ (765)	$ 1,919	$ 0.93	(14) %
Quarter Ended April 2, 2022					
As reported	$ 1,102	$ (505)	$ 597	$ 0.26	
Exclude:					
Content License Early Termination	1,023	(238)	785	0.43	
Amortization of TFCF and Hulu intangible assets and fair value step-up on film and television costs[4]	594	(138)	456	0.24	
Restructuring and impairment charges[5]	195	(45)	150	0.08	
Other expense, net[6]	158	(37)	121	0.07	
Excluding certain items	$ 3,072	$ (963)	$ 2,109	$ 1.08	

(1) Tax benefit/expense is determined using the tax rate applicable to the individual item.

(2) Before noncontrolling interest share.

(3) Net of noncontrolling interest share, where applicable. Total may not equal the sum of the column due to rounding.

(4) For the current quarter, intangible asset amortization was $408 million, step-up amortization was $147 million and amortization of intangible assets related to TFCF equity investees was $3 million. For the prior-year quarter, intangible asset amortization was $435 million, step-up amortization was $156 million and amortization of intangible assets related to TFCF equity investees was $3 million.

(5) Charges for the current quarter were primarily for severance. Charges for the prior-year quarter were due to the impairment of an intangible asset related to the Disney Channel in Russia.

(6) In the current quarter, other income, net was due to the DraftKings gain ($149 million). For the prior-year quarter, other expense, net was due to the DraftKings loss ($158 million).

The following table reconciles reported diluted EPS from continuing operations to diluted EPS excluding certain items for the current and prior-year six-month periods:

(in millions except EPS)	Pre-Tax Income/ Loss	Tax Benefit/ Expense[1]	After-Tax Income/ Loss[2]	Diluted EPS[3]	Change vs. prior-year period
Six Months Ended April 1, 2023:					
As reported	$ 3,896	$ (1,047)	$ 2,849	$ 1.39	56 %
Exclude:					
Amortization of TFCF and Hulu intangible assets and fair value step-up on film and television costs[4]	1,137	(264)	873	0.47	
Restructuring and impairment charges[6]	221	(43)	178	0.10	
Other income, net[5]	(107)	18	(89)	(0.05)	
Excluding certain items	$ 5,147	$ (1,336)	$ 3,811	$ 1.91	(11) %
Six Months Ended April 2, 2022:					
As reported	$ 2,790	$ (993)	$ 1,797	$ 0.89	
Exclude:					
Amortization of TFCF and Hulu intangible assets and fair value step-up on film and television costs[4]	1,189	(277)	912	0.49	
Content License Early Termination	1,023	(238)	785	0.43	
Other expense, net[5]	594	(138)	456	0.25	
Restructuring and impairment charges[6]	195	(45)	150	0.08	
Excluding certain items	$ 5,791	$ (1,691)	$ 4,100	$ 2.14	

(1) Tax benefit/expense is determined using the tax rate applicable to the individual item.

(2) Before noncontrolling interest share.

(3) Net of noncontrolling interest share, where applicable. Total may not equal the sum of the column due to rounding.

(4) For the current period, intangible asset amortization was $825 million, step-up amortization was $306 million and amortization of intangible assets related to TFCF equity investees was $6 million. For the prior-year period, intangible asset amortization was $870 million, step-up amortization was $313 million and amortization of intangible assets related to TFCF equity investees was $6 million.

(5) For the current period, other income, net was due to the DraftKings gain ($79 million) and a gain on the sale of a business ($28 million). For the prior-year period, other expense, net was due to the DraftKings loss ($590 million).

(6) Charges for the current period related to severance and exiting our businesses in Russia. Charges for the prior-year period were due to the impairment of an intangible asset related to the Disney Channel in Russia.