# UNITED STATES SECURITIES AND EXCHANGE COMMISSION <br> WASHINGTON, D.C. 20549 <br> FORM 8-K 

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of report (Date of earliest event reported): January 26, 2021

# 3M COMPANY <br> (Exact Name of Registrant as Specified in Its Charter) 

# Delaware <br> (State or other jurisdiction of incorporation) 

## File No. 1-3285

(Commission File Number)

41-0417775
(IRS Employer Identification No.)

## 3M Center, St. Paul, Minnesota

(Address of Principal Executive Offices)

## 55144-1000

(Zip Code)
(Registrant's Telephone Number, Including Area Code) (651) 733-1110
Not Applicable
(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 see General Instruction A.2. below):
$\square$ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
$\square$ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
$\square$ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
$\square$ 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 each exchange on which <br> registered |
| :---: | :---: | :---: |
| Common Stock, Par Value \$.01 Per Share |  | MMM |
|  | MMM | New York Stock Exchange, Inc. |
| 1.500\% Notes due 2026 |  | MMM26 |

Note: The common stock of the Registrant is also traded on the SWX Swiss Exchange.
Securities registered pursuant to section 12(g) of the Act:None
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 2.02. Results of Operations and Financial Condition

On January 26, 2021, 3M Company issued a press release reporting fourth-quarter and full-year 2020 financial results and providing full-year 2021 guidance (attached hereunder as Exhibit 99.1 and incorporated herein by reference).

## Item 9.01. Financial Statements and Exhibits

(d) Exhibits

## Exhibit Number Description

$\frac{99.1}{104} \quad$ Press Release, dated as of January 26, 2021, of 3M Company (furnished pursuant to Item 2.02 hereof)

## SIGNATURE

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 thereunto duly authorized.

## 3M COMPANY

By: /s/ Ivan K. Fong,
Ivan K. Fong,
Senior Vice President, General Counsel \& Secretary

## 3M Reports Fourth-Quarter and Full-Year 2020 Results; Provides Full-Year 2021 Guidance

## Fourth-Quarter Highlights:

- Sales of $\$ 8.6$ billion, up 5.8 percent; organic local-currency sales increased 5.5 percent
- Both GAAP and adjusted EPS of \$2.38
- Operating cash flow of $\$ 2.5$ billion; adjusted free cash flow of $\$ 2.1$ billion, up 16 percent


## Full-Year Highlights:

- Sales of \$32.2 billion, up 0.1 percent; organic local-currency sales declined 1.7 percent
- GAAP EPS of $\mathbf{\$ 9 . 2 5}$; adjusted EPS of $\$ 8.74$
- Operating cash flow of $\$ 8.1$ billion; adjusted free cash flow of $\$ 6.7$ billion, up 18 percent
- Reduced both total debt by $\$ 1.5$ billion, or 7 percent, and net debt by $\$ 4.1$ billion, or 23 percent
- Returned $\$ 3.8$ billion to shareholders via dividends and gross share repurchases


## 2021 Guidance:

- Sales growth in the range of 5 to 8 percent, organic local-currency growth of 3 to 6 percent
$-\quad$ Earnings per share of $\$ 9.20$ to $\$ 9.70$
ST. PAUL, Minn. - Jan. 26, 2021 - 3M (NYSE: MMM) today reported fourth quarter and full-year 2020 results and provided its 2021 financial outlook.
"The 3M team delivered a strong fourth quarter with organic growth across all business groups, robust cash flow and a double-digit increase in earnings per share," said Mike Roman, 3M chairman and chief executive officer. "In an uncertain economic environment, we stayed focused on innovating for our customers, improving our operational execution and fighting the pandemic from every angle."
"Throughout 2020 we distributed two billion respirators globally, and supported the development and manufacturing of vaccines and therapeutics to help the world respond to COVID-19," Roman continued. "We also took significant actions to transform and build 3 M for the future, while advancing our core values. Moving forward we will continue to prioritize investments in growth, productivity and sustainability as we build on our progress and deliver strong results in 2021."


## Fourth-Quarter Results

3M delivered year-on-year growth across all business segments and geographic areas even as the COVID-19 pandemic continues to evolve and affect 3M's businesses in a number of ways. During the fourth quarter, end-market demand remained strong in personal safety, home improvement, general cleaning, semiconductor, data center and biopharma filtration. At the same time, several other end markets continued to experience year-on-year declines primarily driven by COVID-19-related headwinds, including healthcare and oral care elective procedures, consumer electronics, hospitality, office supplies, and healthcare IT.

Sales grew 5.8 percent year-on-year to $\$ 8.6$ billion. Organic local-currency sales increased 5.5 percent while acquisitions, net of divestitures, decreased sales by 1.1 percent. Foreign currency translation increased sales by 1.4 percent year-on-year.

Total sales grew 12.7 percent in Safety and Industrial, 10.6 percent in Consumer, 5.4 percent in Health Care, and 2.3 percent in Transportation and Electronics. Organic localcurrency sales increased 11.4 percent in Safety and Industrial, 9.9 percent in Consumer, 6.6 percent in Health Care, and 1.4 percent in Transportation and Electronics.

On a geographic basis, total sales grew 7.4 percent in EMEA (Europe, Middle East and Africa), 5.8 percent in the Americas, and 5.3 percent in Asia Pacific. Organic localcurrency sales grew 7.9 percent in the Americas, 5.6 percent in EMEA, and 1.7 percent in Asia Pacific.

Both fourth-quarter GAAP and adjusted earnings were $\$ 2.38$ per share, resulting in year-on-year increases of 43.4 percent and 22.1 percent on a GAAP-and adjusted-basis, respectively. Fourth quarter operating income was $\$ 1.8$ billion with operating margins of 21.5 percent, as referenced in the "Supplemental Financial Information Non-GAAP Measures" section.

The company's operating cash flow was $\$ 2.5$ billion with adjusted free cash flow of $\$ 2.1$ billion contributing to adjusted free cash flow conversion of 151 percent. 3 M paid $\$ 848$ million in cash dividends to shareholders during the fourth quarter. The company reduced total debt by $\$ 0.8$ billion, or down 4 percent, and net debt by $\$ 1.3$ billion, or 9 percent, sequentially. See the "Supplemental Financial Information Non-GAAP Measures" section for applicable information.

## Fourth-Quarter Business Group Discussion

## Safety and Industrial

Sales of $\$ 3.1$ billion, up 12.7 percent in U.S. dollars. Organic local-currency sales increased 11.4 percent and foreign currency translation increased sales by 1.3 percent. On an organic local-currency basis:

Sales increased in personal safety, roofing granules, industrial adhesives and tapes, and electrical markets; sales declined in automotive aftermarket, abrasives, and closure and masking.
Sales grew in the Americas, EMEA, and Asia Pacific.
Segment operating income was $\$ 869$ million, an increase of 50 percent year-on-year; operating margins of 27.7 percent.

## Transportation and Electronics

Sales of $\$ 2.3$ billion, up 2.3 percent in U.S. dollars. Organic local-currency sales increased 1.4 percent, foreign currency translation increased sales by 2.2 percent, and divestitures decreased sales by 1.3 percent.
On an organic local-currency basis:
Sales increased in automotive and aerospace, transportation safety, electronics, and advanced materials; sales declined in commercial solutions.
Sales grew in Asia Pacific; sales were flat in EMEA; sales declined in the Americas.
Segment operating income was $\$ 511$ million, an increase of 8 percent year-on-year; operating margins of 21.8 percent.

## Health Care

Sales of $\$ 2.3$ billion, up 5.4 percent in U.S. dollars. Organic local-currency sales increased 6.6 percent, foreign currency translation increased sales by 1.6 percent and
acquisitions, net of divestitures, decreased sales by 2.8 percent.
On an organic local-currency basis:
Sales increased in medical solutions, separation and purification, and food safety; sales declined in oral care and health information systems.
Sales grew in the Americas, EMEA; sales were flat in Asia Pacific.
Segment operating income was $\$ 558$ million, an increase of 22 percent year-on-year; operating margins were 24.7 percent.

## Consumer

Sales of $\$ 1.4$ billion, up 10.6 percent in U.S. dollars. Organic local-currency sales increased 9.9 percent and foreign currency translation increased sales by 0.7 percent.
On an organic local-currency basis: Sales increased in home improvement, home care, and consumer health care; sales declined in stationery and office supplies. Sales grew in the Americas and EMEA; sales declined in Asia Pacific.
Segment operating income was $\$ 335$ million, up 11 percent year-on-year; operating margins were 23.5 percent.

## 2020 Overview: Helping the world recover, building a better company, and positioning for growth

When the world needed 3 M in 2020, we were there: fighting the pandemic from all angles, making and delivering more personal protective equipment than ever before, helping speed development of vaccines and therapeutics, and providing our expertise to governments around the world to manage pandemic response.

In addition, 3 M forged partnerships with the U.S., Canada, Germany, and Singapore governments to create additional respirator manufacturing capacity. 3 M applied its expertise to ensure business continuity and maintain strong customer service as market demand and government mandates rapidly shifted the flow of global supplies.

While stepping up its efforts to support pandemic care and recovery, 3 M continued to deliver for customers: providing innovative solutions across our industry-leading businesses to improve health care, transportation and electronics, safety and industrial, and consumer products. At the same time, the company enhanced its financial flexibility with strong cash flow generation, aggressive cost reductions, and adjusted capital allocation plans.

The company's investments focused on building a better 3M that will be more efficient, effective, and connected to customers. As end markets have changed, 3M is well positioned take advantage of attractive global trends in personal safety, home improvement, e-commerce, automotive, and healthcare.

## Stepping up our leadership in ESG

3 M is expanding its commitments to improving the communities that it operates in and serves. In 2021, as part of the company's ongoing environmental stewardship, and as part of its 2021 capital expenditure plan, 3 M expects to invest $\$ 100$ million to further reduce water usage and improve water quality around its manufacturing locations.

Last year also marked a step forward for 3M's efforts to advance diversity, equity, and inclusion - the company introduced platforms for change to address racial opportunity gaps, empowering an inclusive culture, and supporting our communities with a plan to invest $\$ 50$ million to advance workforce development and STEM education initiatives. In February, the company plans to publish its first Diversity, Equity and Inclusion report and outline its commitment to improving representation of minorities at the company.

## Full-Year 2020 Results

Throughout 2020 the COVID-19 pandemic impacted 3M's end markets and business operations. During the year the company saw strong end-market demand in personal safety, home improvement, general cleaning, semiconductor, data center and biopharma filtration. At the same time, other end markets experienced year-on-year declines primarily driven by COVID-19-related headwinds, including healthcare and oral care elective procedures, industrial, consumer electronics, hospitality, office supplies, and healthcare IT.

Full-year 2020 sales grew 0.1 percent year-on-year to $\$ 32.2$ billion. Organic local-currency sales decreased 1.7 percent while acquisitions, net of divestitures, increased sales by 2.1 percent. Foreign currency translation decreased sales by 0.3 percent year-on-year.

GAAP earnings were $\$ 9.25$ per share, an increase of 18.4 percent. Excluding special items, adjusted earnings were $\$ 8.74$ per share, a decrease of 1.5 percent. Full-year operating income was $\$ 7.2$ billion with operating margins of 22.3 percent. Excluding special items, adjusted operating income and margins were $\$ 6.8$ billion and 21.3 percent, respectively, as referenced in the "Supplemental Financial Information Non-GAAP Measures" section.

The company's operating cash flow was $\$ 8.1$ billion with adjusted free cash flow of $\$ 6.7$ billion, contributing to adjusted free cash flow conversion of 132 percent for the year. In addition, 3 M generated 18.2 percent return on invested capital. Refer to the "Supplemental Financial Information Non-GAAP Measures" section.

For the full year, 3M paid $\$ 3.4$ billion in cash dividends to shareholders and repurchased $\$ 368$ million of its own shares.

## Full-Year 2021 Outlook

3 M initiated its full-year 2021 guidance with earnings expected to be in the range of $\$ 9.20$ to $\$ 9.70$ per share. The company expects its full-year total sales growth in the range of 5 to 8 percent with organic local-currency growth between 3 to 6 percent. 3M also expects its full-year free cash flow conversion to be in the range of 95 to 105 percent, as referenced in the "Supplemental Financial Information Non-GAAP Measures" section.

3 M will conduct an investor teleconference at 9:00 a.m. EST (8:00 a.m. CST) today. Investors can access this conference via the following:
Live webcast at http://investors.3M.com.
Live telephone:
Call 800-762-2596 within the U.S. or +1 212-231-2916 outside the U.S. Please join the call at least 10 minutes before the start time.
Webcast replay:
Go to 3M's Investor Relations website athttp://investors.3M.com and click on "Quarterly Earnings."
Telephone replay:
Call 800-633-8284 within the U.S. or +1 402-977-9140 outside the U.S. (for both U.S. and outside the U.S., the access code is 21972034 ). The telephone replay will be available until 11:30 a.m. EST (10:30 a.m. CST) on Feb. 2, 2021.

## Forward-Looking Statements

This news release contains forward-looking information about 3 M 's financial results and estimates and business prospects that involve substantial risks and uncertainties. You can identify these statements by the use of words such as "anticipate," "estimate," "expect," "aim," "project," "intend," "plan," "believe," "will," "should," "could," "target," "forecast" and other words and terms of similar meaning in connection with any discussion of future operating or financial performance or business plans or prospects. Among the factors that could cause actual results to differ materially are the following: (1) worldwide economic, political, regulatory, capital markets and other external conditions and other factors beyond the Company's control, including natural and other disasters or climate change affecting the operations of the Company or its customers and suppliers; ( 2 ) risks related to public health crises such as the global pandemic associated with the coronavirus (COVID-19); (3) liabilities related to certain fluorochemicals, including lawsuits concerning various PFAS-related products and chemistries, and claims and governmental regulatory proceedings and inquiries related to PFAS in a variety of jurisdictions; (4) legal proceedings, including significant developments that could occur in the legal and regulatory proceedings described in the Company's Annual Report on Form 10-K for the year ended Dec. 31, 2019, and any subsequent quarterly reports on Form 10-Q (the "Reports"); (5) competitive conditions and customer preferences; (6) foreign currency exchange rates and fluctuations in those rates; (7) the timing and market acceptance of new product offerings; (8) the availability and cost of purchased components, compounds, raw materials and energy (including oil and natural gas and their derivatives) due to shortages, increased demand or supply interruptions (including those caused by natural and other disasters and other events); (9) unanticipated problems or delays with the phased implementation of a global enterprise resource planning (ERP) system, or security breaches and other disruptions to the Company's information technology infrastructure; (10) the impact of acquisitions, strategic alliances, divestitures and other unusual events resulting from portfolio management actions and other evolving business strategies, and possible organizational restructuring; (11) operational execution, including scenarios where the Company generates fewer productivity improvements than estimated; (12) financial market risks that may affect the Company's funding obligations under defined benefit pension and postretirement plans; and (13) the Company's credit ratings and its cost of capital. Changes in such assumptions or factors could produce significantly different results. A further description of these factors is located in the Reports under "Cautionary Note Concerning Factors That May Affect Future Results" and "Risk Factors" in Part I, Items 1 and 1A (Annual Report) and in Part I, Item 2 and Part II, Item 1A (Quarterly Reports), as updated by applicable Current Reports on Form 8-K. The information contained in this news release is as of the date indicated. The Company assumes no obligation to update any forward-looking statements contained in this news release as a result of new information or future events or developments.

3M Company and Subsidiaries

## CONSOLIDATED STATEMENT OF INCOME

(Millions, except per-share amounts)
(Unaudited)

|  |  |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |

## CONDENSED CONSOLIDATED BALANCE SHEET

(Dollars in millions)
(Unaudited)

|  | $\begin{gathered} \text { December 31, } \\ 2020 \\ \hline \end{gathered}$ |  | $\begin{gathered} \text { December 31, } \\ 2019 \end{gathered}$ |  |
| :---: | :---: | :---: | :---: | :---: |
| ASSETS |  |  |  |  |
| Current assets |  |  |  |  |
| Cash and cash equivalents | \$ | 4,634 | \$ | 2,353 |
| Marketable securities - current |  | 404 |  | 98 |



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(Dollars in millions)
(Unaudited)

|  |  |  |
| :--- | :--- | :--- |
|  |  |  |


| (Dollars in millions, except per share amounts) | Operating Income |  | Operating Income Margin | Income Before Taxes |  | Provision for Income Taxes |  | Effective <br> Tax Rate | Net Income Attributable to 3 M |  | Earnings Per Diluted Share |  | Earnings per diluted share percent change |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Q4 2019 GAAP | \$ | 1,325 | 16.3\% | \$ | 1,212 | \$ | 242 | 19.9\% | \$ | 969 | \$ | 1.66 |  |
| Adjustments for special items: |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Significant litigation-related charges/benefits |  | 214 |  |  | 214 |  | 48 |  |  | 166 |  | 0.29 |  |
| Q4 2019 adjusted amounts (non-GAAP measures) ${ }^{(a)}$ | \$ | 1,539 | 19.0\% | \$ | 1,426 | \$ | 290 | 20.3\% | \$ | 1,135 | \$ | 1.95 |  |
| Q 4020 GAAP | \$ | 1,849 | 21.5\% | \$ | 1,710 | \$ | 316 | 18.5\% | \$ | 1,389 | \$ | 2.38 | 43.4\% |
| Adjustments for special items: |  |  |  |  |  |  |  |  |  |  |  |  |  |
| None |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Q4 2020 adjusted amounts (non-GAAP measures) ${ }^{(a)}$ | \$ | 1,849 | 21.5\% | \$ | $\underline{1,710}$ | \$ | 316 | 18.5\% | \$ | 1,389 | \$ | 2.38 | 22.1\% |
| (Dollars in millions, except per share amounts) |  |  | Operating Income Margin |  |  |  | sion <br> come <br> es | Effective <br> Tax Rate |  | come <br> M |  |  | Earnings per diluted share percent change |
| Full Year 2019 GAAP | \$ | 6,174 | 19.2\% | \$ | 5,712 | \$ | 1,130 | 19.8\% | \$ | 4,570 | \$ | 7.81 |  |
| Adjustments for special items: |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Significant litigation-related charges/benefits |  | 762 |  |  | 762 |  | 172 |  |  | 590 |  | 1.01 |  |
| Loss on deconsolidation of Venezuelan subsidiary |  | - |  |  | 162 |  | - |  |  | 162 |  | 0.28 |  |
| (Gain)/loss on sale of businesses |  | (114) |  |  | (114) |  | 15 |  |  | (129) |  | (0.22) |  |
| Full Year 2019 adjusted amounts (non-GAAP measures) <br> (a) | \$ | 6,822 | 21.2\% | \$ | 6,522 | \$ | 1,317 | 20.2\% | \$ | 5,193 | \$ | 8.88 |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Full Year 2020 GAAP | \$ | 7,161 | 22.3\% | \$ | 6,711 | \$ | 1,318 | 19.6\% | \$ | 5,384 | \$ | 9.25 | 18.4\% |
| Adjustments for special items: |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Significant litigation-related charges/benefits |  | 17 |  |  | 17 |  | 56 |  |  | (39) |  | (0.07) |  |
| (Gain)/loss on sale of businesses |  | (389) |  |  | (389) |  | (86) |  |  | (303) |  | (0.52) |  |
| Divestiture-related restructuring actions |  | 55 |  |  | 55 |  | 9 |  |  | 46 |  | 0.08 |  |
| Full Year 2020 adjusted amounts (non-GAAP measures) (a) | \$ | 6,844 | 21.3\% | \$ | 6,394 | \$ | 1,297 | 20.3\% | \$ | 5,088 | \$ | 8.74 | (1.5)\% |

(a) In addition to reporting financial results in accordance with U.S. GAAP, the Company also provides non-GAAP measures that adjust for the impact of special items. Special items for the periods presented include the items described in the section entitled "Description of Special Items". Beginning in 2020, the Company includes gain/loss on sale of businesses and divestiture-related restructuring actions as special items due to their potential distortion of underlying operating results. Information provided herein reflects the impact of this change for all periods presented. Operating income, income before taxes, net income, earnings per share, and effective tax rate are all measures for which 3 M provides the reported GAAP measure and a measure adjusted for special items. The adjusted measures are not in accordance with, nor are they a substitute for, GAAP measures. The Company considers these non-GAAP measures in evaluating and managing the Company's operations. The Company believes that discussion of results adjusted for these items is meaningful to investors as it provides a useful analysis of ongoing underlying operating trends. The determination of these items may not be comparable to similarly titled measures used by other companies.

3M Company and Subsidiaries

## SUPPLEMENTAL FINANCIAL INFORMATION NON-GAAP MEASURES - (CONTINUED) <br> (Unaudited)

| Major GAAP Cash Flow Categories (dollars in millions) | Three months ended December 31, |  |  |  | Year ended December 31, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2020 |  | 2019 |  | 2020 |  | 2019 |  |
| Net cash provided by (used in) operating activities | \$ | 2,515 | \$ | 2,338 | \$ | 8,113 | \$ | 7,070 |
| Net cash provided by (used in) investing activities |  | (259) |  | $(5,299)$ |  | (580) |  | $(6,444)$ |
| Net cash provided by (used in) financing activities |  | $(1,802)$ |  | $(2,451)$ |  | $(5,300)$ |  | $(1,124)$ |


| Free Cash Flow (non-GAAP measure) (dollars in billions) |  | Full-Year 2021 Forecast |
| :--- | :--- | ---: |
| Net cash provided by (used in) operating activities | $\$ 7.1$ to $\$ 7.8$ |  |
| Purchases of property, plant and equipment | $(\$ 1.8$ to $\$ 2.0)$ |  |
| Free cash flow ${ }^{(b)}$ | $\$ 5.1$ to $\$ 6.0$ |  |
|  |  |  |
| Net income attributable to 3M |  |  |
| Free cash flow conversion ${ }^{(b)}$ |  |  |


| Adjusted Free Cash Flow (non-GAAP measure) (dollars in millions) | Three months ended December 31, |  |  |  | Year ended December 31, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2020 |  | 2019 |  | 2020 |  | 2019 |  |
| Net cash provided by (used in) operating activities | \$ | 2,515 | \$ | 2,338 | \$ | 8,113 | \$ | 7,070 |
| Purchases of property, plant and equipment |  | (422) |  | (538) |  | $(1,501)$ |  | $(1,699)$ |
| Free cash flow | \$ | 2,093 | \$ | 1,800 | \$ | 6,612 | \$ | 5,371 |
| Adjustments for special items: |  |  |  |  |  |  |  |  |
| Significant litigation-related after-tax payment impacts | \$ | 5 | \$ | 7 | \$ | 79 | \$ | 267 |
| TCJA transition tax payments |  | - |  | - |  | 33 |  |  |


| Divestiture-related restructuring after-tax payment impacts | 6 |  | 6 |  | 12 |  | 60 |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Adjusted free cash flow ${ }^{(c)}$ | \$ | 2,104 | \$ | 1,813 | \$ | 6,736 | \$ | 5,698 |
|  |  |  |  |  |  |  |  |  |
| Net income attributable to 3M | \$ | 1,389 | \$ | 969 | \$ | 5,384 | \$ | 4,570 |
| Adjustments for special items: |  |  |  |  |  |  |  |  |
| Significant litigation-related charges/benefits |  | - |  | 166 |  | (39) |  | 590 |
| Loss on deconsolidation of Venezuelan subsidiary |  | - |  | - |  | - |  | 162 |
| (Gain)/loss on sale of businesses |  | - |  | - |  | (303) |  | (129) |
| Divestiture-related restructuring actions |  | - |  | - |  | 46 |  | - |
| Adjusted net income attributable to $3 \mathrm{M}^{(a)}$ | \$ | 1,389 | \$ | 1,135 | \$ | 5,088 | \$ | 5,193 |
| Adjusted free cash flow conversion ${ }^{\text {(c) }}$ |  | 151\% |  | 160\% |  | 132\% |  | 110\% |

(b) Free cash flow and free cash flow conversion are not defined under U.S. generally accepted accounting principles (GAAP). Therefore, they should not be considered a substitute for income or cash flow data prepared in accordance with U.S. GAAP and may not be comparable to similarly titled measures used by other companies. The Company defines free cash flow as net cash provided by operating activities less purchases of property, plant and equipment. It should not be inferred that the entire free cash flow amount is available for discretionary expenditures. The Company defines free cash flow conversion as free cash flow divided by net income attributable to 3 M . The Company believes free cash flow and free cash flow conversion are meaningful to investors as they function as useful measures of performance and the Company uses these measures as an indication of the strength of the company and its ability to generate cash.
(c) Adjusted free cash flow and adjusted free cash flow conversion are not defined under U.S. GAAP. Therefore, they should not be considered a substitute for income or cash flow data prepared in accordance with U.S. GAAP and may not be comparable to similarly titled measures used by other companies. The Company defines adjusted free cash flow as net cash provided by operating activities, adjusted for special items, less purchases of property, plant and equipment. Cash payments associated with special items in the determination of adjusted free cash flow are reflected net of applicable tax using the U.S. statutory corporate tax rate during the period of payment. It should not be inferred that the entire adjusted free cash flow amount is available for discretionary expenditures. The Company defines adjusted free cash flow conversion as adjusted free cash flow divided by net income attributable to 3 M , adjusted for special items. Special items for the periods presented include the items described in section entitled "Description of Special Items". The Company believes adjusted free cash flow and adjusted free cash flow conversion are meaningful to investors as they are useful measures of performance and the Company uses these measures as an indication of the strength of the company and its ability to generate cash.

## 3M Company and Subsidiaries

## SUPPLEMENTAL FINANCIAL INFORMATION NON-GAAP MEASURES - (CONTINUED) <br> (Unaudited)

| Return on Invested Capital (non-GAAP measure) (in millions) | Full Year 2020 |  | Full Year 2019 |  |
| :---: | :---: | :---: | :---: | :---: |
| Net income including non-controlling interest | \$ | 5,388 | \$ | 4,582 |
| Interest expense (after-tax) (1) |  | 425 |  | 359 |
| Adjusted net income (Return) | \$ | 5,813 | \$ | 4,941 |
|  |  |  |  |  |
| Average shareholders' equity (including non-controlling interest) (2) | \$ | 11,500 | \$ | 10,198 |
| Average short-term and long-term debt (3) |  | 20,413 |  | 17,982 |
| Average invested capital | \$ | 31,913 | \$ | $\underline{28,180}$ |
|  |  |  |  |  |
| Return on invested capital (non-GAAP measure) ${ }^{\text {(d) }}$ |  | 18.2\% |  | 17.5\% |
|  |  |  |  |  |
| (1) Effective income tax rate used for interest expense |  | 19.6\% |  | 19.8\% |
|  |  |  |  |  |
| (2) Calculation of average equity (includes non-controlling interest) |  |  |  |  |
| Ending total equity as of: |  |  |  |  |
| March 31 | \$ | 10,209 | \$ | 9,757 |
| June 30 |  | 10,915 |  | 10,142 |
| September 30 |  | 11,943 |  | 10,764 |
| December 31 |  | 12,931 |  | 10,126 |
| Average total equity | \$ | $\underline{11,500}$ | \$ | 10,198 |
|  |  |  |  |  |
| (3) Calculation of average debt |  |  |  |  |
| Ending short-term and long-term debt as of: |  |  |  |  |
| March 31 | \$ | 22,495 | \$ | 16,370 |
| June 30 |  | 20,762 |  | 15,806 |
| September 30 |  | 19,598 |  | 19,439 |
| December 31 |  | 18,795 |  | 20,313 |
| Average short-term and long-term debt | \$ | $\underline{20,413}$ | \$ | $\underline{17,982}$ |

(d) Return on Invested Capital (ROIC) is not defined under U.S. generally accepted accounting principles. Therefore, ROIC should not be considered a substitute for other measures prepared in accordance with U.S. GAAP and may not be comparable to similarly titled measures used by other companies. The Company defines ROIC as adjusted net income (net income including non-controlling interest plus after-tax interest expense) divided by average invested capital (equity plus debt). The Company believes ROIC is meaningful to investors as it focuses on shareholder value creation.
(Unaudited)


3M Company and Subsidiaries

## SUPPLEMENTAL FINANCIAL INFORMATION

NON-GAAP MEASURES - (CONTINUED)



(e) Adjusted EBITDA and adjusted EBITDA margin are not defined under U.S. GAAP. Therefore, adjusted EBITDA and adjusted EBITDA margin should not be considered a substitute for other measures prepared in accordance with U.S. GAAP and may not be comparable to similarly titled measures used by other companies. The Company defines adjusted EBITDA as net income attributable to 3 M , adjusted for net income/(loss) attributable to noncontrolling interest, (income)/loss from unconsolidated subsidiaries, provision for income taxes, other expense/(income), depreciation and amortization expense, and special items. For business segments, the Company defines adjusted EBITDA as business segment operating income (3M's measure of segment operating performance) adjusted for depreciation and amortization expense. The Company defines adjusted EBITDA margin as adjusted EBITDA divided by net sales. Special items for the periods presented include the items described in the section entitled "Description of Special Items". The Company considers these non-GAAP measures in evaluating and managing the Company's operations. The Company believes adjusted EBITDA and adjusted EBITDA margin are meaningful to investors as they provide useful analyses of ongoing underlying operating trends.

| Net Debt (non-GAAP measure) | $\begin{gathered} \text { December 31, } \\ 2020 \\ \hline \end{gathered}$ |  | $\begin{gathered} \text { December 31, } \\ 2019 \\ \hline \end{gathered}$ |  |
| :---: | :---: | :---: | :---: | :---: |
| Total debt | \$ | 18,795 | \$ | 20,313 |
| Less: Cash, cash equivalents and marketable securities |  | 5,068 |  | 2,494 |
| Net debt ${ }^{(f)}$ | \$ | 13,727 | \$ | 17,819 |

(f) Net debt is not defined under U.S. GAAP and may not be computed the same as similarly titled measures used by other companies. The Company defines net debt as total debt less the total of cash, cash equivalents and current and long-term marketable securities. 3 M believes net debt is meaningful to investors as 3 M considers net debt and its components to be an important indicator of liquidity and a guiding measure of capital structure strategy.

## 3M Company and Subsidiaries <br> SUPPLEMENTAL FINANCIAL INFORMATION NON-GAAP MEASURES - (CONTINUED)

(Unaudited)

## Description of Special Items:

In addition to reporting financial results in accordance with U.S. GAAP, the Company also provides various non-GAAP measures that incorporate adjustments for the impacts of special items. Special items incorporated in the preparation of these non-GAAP measures for the periods presented include the items described below:

## Significant litigation-related charges/benefits.

In the first quarter of $2020,3 \mathrm{M}$ recorded a net pre-tax charge of $\$ 17$ million ( $\$ 13$ million after tax) related to PFAS (certain perfluorinated compounds) matters. The charge was more than offset by a reduction in tax expense of $\$ 52$ million related to resolution of tax treatment with authorities regarding the previously disclosed 2018 agreement reached with the State of Minnesota that resolved the Natural Resources Damages lawsuit. These items, in aggregate, resulted in a $\$ 39$ million after-tax benefit. In the fourth quarter and full year 2020, 3M made payments of approximately $\$ 6$ million and $\$ 100$ million, respectively, related to significant litigation-related matters.

In 2019, the Company recorded significant litigation-related charges of $\$ 762$ million ( $\$ 590$ million after tax) related to PFAS (certain perfluorinated compounds) matters and coal mine dust respirator mask lawsuits of which $\$ 214$ million ( $\$ 166$ million after tax) occurred in the fourth quarter. The aggregate 2019 pre-tax charge was reflected in cost of sales ( $\$ 328$ million) and selling, general and administrative expense ( $\$ 434$ million). In the fourth quarter and full year 2019, 3 M made payments of approximately $\$ 9$ million and $\$ 338$ million, respectively, related to significant litigation-related matters.

In the first quarter of $2020,3 \mathrm{M}$ recorded a pre-tax gain of $\$ 2$ million ( $\$ 1$ million loss after tax) related to the sale of its advanced ballistic-protection business and recognition of certain contingent consideration. In the second quarter of $2020,3 \mathrm{M}$ recorded a pre-tax gain of $\$ 387$ million ( $\$ 304$ million after tax) related to the sale of its drug delivery business.

In the first quarter of $2019,3 \mathrm{M}$ recorded a gain related to the sale of certain oral care technology comprising a business in addition to reflecting an earnout on a previous divestiture, which together resulted in a net gain of $\$ 8$ million ( $\$ 7$ million after tax). In the second quarter of 2019, as a result of a "held for sale" tax benefit related to the legal entities associated with the pending divestiture of the Company's gas and flame detection business, 3 M recorded an after-tax gain of $\$ 43$ million. In the third quarter of $2019,3 \mathrm{M}$ recorded a gain related to the divestiture of the Company's gas and flame detection business and an immaterial impact as a result of measuring a disposal group at the lower of its carrying amount or fair value less cost to sell, which in aggregate resulted in a pre-tax gain of $\$ 106$ million ( $\$ 79$ million after tax).

Divestiture-related restructuring actions:
In the second quarter 2020, following the divestiture of substantially all of the drug delivery business, management approved and committed to undertake certain restructuring actions addressing corporate functional costs and manufacturing footprint across 3 M in relation to the magnitude of amounts previously allocated/burdened to the divested business. As a result, 3 M recorded a second quarter 2020 pre-tax charge of $\$ 55$ million ( $\$ 46$ million after tax) and made subsequent immaterial adjustments thereto. In the fourth quarter and full year 2020, 3 M made payments of approximately $\$ 7$ million and $\$ 14$ million, respectively, associated with these restructuring charges.

In the fourth quarter and full year of $2019,3 \mathrm{M}$ made payments of approximately $\$ 8$ million and $\$ 76$ million, respectively, associated with restructuring charges taken in 2018 related to addressing corporate functional costs following the 2018 Communication Markets Division divestiture.

Loss on deconsolidation of Venezuelan subsidiary:
In the second quarter of $2019,3 \mathrm{M}$ recorded a pre-tax charge of $\$ 162$ million related to the deconsolidation of the Company's Venezuelan subsidiary.
Enactment/measurement period adjustments related to the Tax Cuts and Jobs Act (TCJA)
In the full year 2020, 3M made payments of approximately $\$ 33$ million related to the transition tax expense incurred as a result of the 2017 enactment of the TCJA.

## 3M Company and Subsidiaries

## SALES CHANGE ANALYSIS ${ }^{(\mathrm{g})}$

(Unaudited)

| Sales Change Analysis By Geographic Area | Three months ended December 31, 2020 |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | Americas | Asia- <br> Pacific | Europe, Middle East and Africa | WorldWide |
| Volume - organic | 6.6\% | 2.1\% | 3.8\% | $4.7 \%$ |
| Price | 1.3 | (0.4) | 1.8 | 0.8 |
| Organic local-currency sales | 7.9 | 1.7 | 5.6 | 5.5 |
| Acquisitions | 0.8 | 0.1 | 0.5 | 0.5 |
| Divestitures | (1.7) | (0.3) | (3.7) | (1.6) |
| Translation | (1.2) | 3.8 | 5.0 | 1.4 |
| Total sales change | 5.8\% | 5.3\% | 7.4\% | $5.8{ }^{\circ}$ |


| Worldwide Sales Change By Business Segment | Three months ended December 31, 2020 |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Organic localcurrency sales | Acquisitions | Divestitures |  | Translation | Total sales change |
| Safety and Industrial | 11.4\% | -\% |  | -\% | 1.3\% | 12.7\% |
| Transportation and Electronics | 1.4 | - |  | (1.3) | 2.2 | 2.3 |
| Health Care | 6.6 | 2.1 |  | (4.9) | 1.6 | 5.4 |
| Consumer | 9.9 | - |  | - | 0.7 | 10.6 |
| Total Company | 5.5\% | 0.5\% |  | $(1.6) \%$ | 1.4\% | 5.8\% |
|  |  | Year ended December 31, 2020 |  |  |  |  |
| Sales Change Analysis By Geographic Area |  | Ameri |  | AsiaPacific | Europe, Middle <br> East and <br> Africa | WorldWide |
| Volume - organic |  |  | (1.2)\% | (2.9)\% | (4.0)\% | (2.3) $\%$ |
| Price |  |  | 1.0 | (0.5) | 1.2 | 0.6 |
| Organic local-currency sales |  |  | $(0.2)$ | (3.4) | (2.8) | (1.7) |
| Acquisitions |  |  | 5.5 | 0.7 | 2.8 | 3.5 |
| Divestitures |  |  | (1.5) | (0.2) | (2.9) | (1.4) |
| Translation |  |  | (1.3) | 0.6 | 1.0 | (0.3) |
| Total sales change |  |  | 2.5\% | (2.3) $\%$ | (1.9) $\%$ | 0.1 \% |


| Worldwide Sales Change By Business Segment | Year ended December 31, 2020 |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | Organic localcurrency sales | Acquisitions | Divestitures | Translation | Total sales change |
| Safety and Industrial | 3.5\% | -\% | (0.6)\% | (0.7)\% | 2.2\% |
| Transportation and Electronics | (7.1) | - | (1.1) | 0.2 | (8.0) |
| Health Care | 1.0 | 15.5 | (4.1) | (0.1) | 12.3 |
| Consumer | 4.1 | - | - | (0.5) | 3.6 |

(g) Total sales change is calculated based on reported sales results. The components of sales change include organic local-currency sales, acquisitions, divestitures, and translation. Organic local-currency sales includes both organic volume impacts (which excludes acquisition and divestiture impacts), and selling price changes. Acquisition and divestiture impacts are measured separately for the first 12 months post-transaction.

## 3M Company and Subsidiaries BUSINESS SEGMENTS

(Unaudited)
Effective in the second quarter of 2020, the measure of segment operating performance used by 3M's chief operating decision maker (CODM) changed and, as a result, 3M's disclosed measure of segment profit/loss (business segment operating income) has been updated for all periods presented. The change to business segment operating income aligns with the update to how the CODM assesses performance and allocates resources for the Company's business segments. In the fourth quarter of 2020, information relative to business segment depreciation reviewed by 3M's CODM also changed. The change did not impact each segment's operating income, but did change the separate summarization of depreciation by segment in CODM information. Business segment depreciation is based on the underlying usage of assets (while the particular asset itself may be entirely reflected within a different business segment's asset balance as its primary user). This depreciation also includes allocated depreciation associated with a number of assets reflected in Corporate and Unallocated. Depreciation previously was summarized in CODM information based generally on depreciation of a particular asset being associated entirely with a single reporting unit, as opposed to an estimate of underlying asset usage.

3 M discloses business segment operating income as its measure of segment profit/loss, reconciled to both total 3 M operating income and income before taxes. Business segment operating income includes dual credit for certain related operating income (as described below in "Elimination of Dual Credit"). Business segment operating income excludes certain expenses and income that are not allocated to business segments (as described below in "Corporate and Unallocated"). Additionally, the following special items are excluded from business segment operating income and, instead, are included within Corporate and Unallocated: significant litigation-related charges/benefits, gain/loss on sale of businesses, and divestiture-related restructuring actions.

In addition, effective in the first quarter of 2020, in a continuing effort to improve the alignment of its businesses around customers and markets, the Company made the following changes:

## Continued alignment of customer account activity

As part of 3M's regular customer-focus initiatives, the Company realigned certain customer account activity ("sales district") to correlate with the primary divisional product offerings in various countries and reduce complexity for customers when interacting with multiple 3M businesses. This largely impacted the amount of dual credit certain business segments receive as a result of sales district attribution. 3 M business segment reporting measures include dual credit to business segments for certain sales and operating income. This dual credit is based on which business segment provides customer account activity with respect to a particular product sold in a specific country.

## Additional actions impacting product line alignments

The remaining retail auto care product lines formerly in the Automotive Aftermarket Division (within the Safety and Industrial business segment) were realigned to the Construction and Home Improvement Division (within the Consumer business segment).
In addition, certain product lines were realigned within business segments. The transdermal drug delivery components business, formerly included in the Drug Delivery Systems Division was realigned to the Medical Solutions Division (both of which are within the Health Care business segment) and the paint protection film business, formerly included in the Automotive and Aerospace Division was realigned to the Commercial Solutions Division (both of which are within the Transportation and Electronics business segment).

The financial information presented herein reflects the impact of these changes for all periods presented.

| BUSINESS SEGMENT INFORMATION <br> NET SALES <br> (Millions) | Three months ended December 31, |  |  |  | Year ended <br> December 31, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2020 |  | 2019 |  | 2020 |  | 2019 |  |
| Safety and Industrial | \$ | 3,140 | \$ | 2,785 | \$ | 11,767 | \$ | 11,514 |
| Transportation and Electronics |  | 2,338 |  | 2,286 |  | 8,827 |  | 9,591 |
| Health Care |  | 2,257 |  | 2,141 |  | 8,345 |  | 7,431 |
| Consumer |  | 1,425 |  | 1,289 |  | 5,336 |  | 5,151 |
| Corporate and Unallocated |  | - |  | 12 |  | (1) |  | 110 |
| Elimination of Dual Credit |  | (577) |  | (402) |  | $(2,090)$ |  | $(1,661)$ |
| Total Company | \$ | 8,583 | \$ | 8,111 | \$ | 32,184 | \$ | 32,136 |

## 3M Company and Subsidiaries <br> BUSINESS SEGMENTS - (CONTINUED)

(Unaudited)

| BUSINESS SEGMENT INFORMATION OPERATING INCOME (Millions) | Three months ended December 31, |  |  |  | Year ended <br> December 31, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2020 |  | 2019 |  | 2020 |  | 2019 |  |
| Safety and Industrial | , | 869 | \$ | 579 | \$ | 3,054 | \$ | 2,510 |
| Transportation and Electronics |  | 511 |  | 474 |  | 1,927 |  | 2,221 |
| Health Care |  | 558 |  | 457 |  | 1,828 |  | 1,858 |
| Consumer |  | 335 |  | 303 |  | 1,249 |  | 1,124 |
| Elimination of Dual Credit |  | (150) |  | (101) |  | (534) |  | (409) |
| Total business segment operating income | \$ | 2,123 | \$ | 1,712 | \$ | 7,524 | \$ | 7,304 |

Corporate and Unallocated
Special items:

| Significant litigation-related (charges)/benefits |  | - |  | (214) |  | (17) | (762) |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Gain/(loss) on sale of businesses |  | - |  | - |  | 389 | 114 |  |
| Divestiture-related restructuring actions |  | - |  | - |  | (55) |  | - |
| Other corporate expense - net |  | (274) |  | (173) |  | (680) | (482) |  |
| Total Corporate and Unallocated | \$ | (274) | \$ | (387) | \$ | (363) | \$ | $(1,130)$ |
| Total Company operating income | \$ | $\xrightarrow{1,849}$ | \$ | $\underline{1,325}$ | \$ | 7,161 | \$ | 6,174 |
|  |  |  |  |  |  |  |  |  |
| Other expense/(income), net | \$ | 139 | \$ | 113 | \$ | 450 | \$ | 462 |
| Income before income taxes | \$ | 1,710 | \$ | 1,212 | \$ | 6,711 | \$ | 5,712 |

## About 3M

At 3M, we apply science in collaborative ways to improve lives daily as our employees connect with customers all around the world.

## Contacts <br> 3M

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