

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June 30, 2023**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from **to**

Commission File No. 001-32260

Westlake Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

76-0346924
(I.R.S. Employer
Identification Number)

2801 Post Oak Boulevard, Suite 600
Houston, Texas 77056
(Address of principal executive offices, including zip code)

(713) 960-9111
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	WLK	The New York Stock Exchange
1.625% Senior Notes due 2029	WLK29	The New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes** **No**

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). **Yes** **No**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer **Accelerated filer**
Non-accelerated filer **Smaller reporting company**
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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) **Yes** **No**

The number of shares outstanding of the registrant's sole class of common stock as of July 27, 2023 was 127,687,296.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

WESTLAKE CORPORATION
CONSOLIDATED BALANCE SHEETS

(Unaudited)

	June 30, 2023	December 31, 2022
(in millions of dollars, except par values and share amounts)		
ASSETS		
Current assets		
Cash and cash equivalents	\$ 2,677	\$ 2,228
Accounts receivable, net	1,855	1,801
Inventories	1,671	1,866
Prepaid expenses and other current assets	93	78
Total current assets	6,296	5,973
Property, plant and equipment, net	8,550	8,525
Operating lease right-of-use assets	644	615
Goodwill	2,167	2,161
Customer relationships, net	955	993
Other intangible assets, net	552	572
Equity method investments	1,120	1,142
Other assets, net	697	569
Total assets	\$ 20,981	\$ 20,550
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable	\$ 802	\$ 889
Accrued and other liabilities	1,329	1,409
Total current liabilities	2,131	2,298
Long-term debt, net	4,894	4,879
Deferred income taxes	1,692	1,735
Pension and other post-retirement benefits	358	355
Operating lease liabilities	536	504
Other liabilities	293	314
Total liabilities	9,904	10,085
Commitments and contingencies (Note 14)		
Stockholders' equity		
Preferred stock, \$0.01 par value, 50,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.01 par value, 300,000,000 shares authorized; 134,651,380 and 134,651,380 shares issued at June 30, 2023 and December 31, 2022, respectively	1	1
Common stock, held in treasury, at cost; 6,965,071 and 7,278,651 shares at June 30, 2023 and December 31, 2022, respectively	(463)	(467)
Additional paid-in capital	601	601
Retained earnings	10,484	9,885
Accumulated other comprehensive loss	(79)	(89)
Total Westlake Corporation stockholders' equity	10,544	9,931
Noncontrolling interests	533	534
Total equity	11,077	10,465
Total liabilities and equity	\$ 20,981	\$ 20,550

The accompanying notes are an integral part of these consolidated financial statements.

WESTLAKE CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(in millions of dollars, except per share data and share amounts)			
Net sales	\$ 3,251	\$ 4,483	\$ 6,607	\$ 8,539
Cost of sales	2,609	3,038	5,173	5,809
Gross profit	642	1,445	1,434	2,730
Selling, general and administrative expenses	213	220	435	420
Amortization of intangibles	30	43	61	85
Restructuring, transaction and integration-related costs	3	7	6	18
Income from operations	396	1,175	932	2,207
Other income (expense)				
Interest expense	(42)	(44)	(84)	(90)
Other income, net	23	17	45	28
Income before income taxes	377	1,148	893	2,145
Provision for income taxes	70	275	179	508
Net income	307	873	714	1,637
Net income attributable to noncontrolling interests	10	15	23	23
Net income attributable to Westlake Corporation	\$ 297	\$ 858	\$ 691	\$ 1,614
Earnings per common share attributable to Westlake Corporation:				
Basic	\$ 2.32	\$ 6.65	\$ 5.39	\$ 12.52
Diluted	\$ 2.31	\$ 6.60	\$ 5.35	\$ 12.43
Weighted average common shares outstanding:				
Basic	127,649,341	128,341,132	127,599,093	128,206,988
Diluted	128,484,016	129,341,096	128,471,760	129,134,246

The accompanying notes are an integral part of these consolidated financial statements.

WESTLAKE CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	(in millions of dollars)			
Net income	\$ 307	\$ 873	\$ 714	\$ 1,637
Other comprehensive income (loss), net of income taxes				
Pension and other post-retirement benefits liability				
Pension and other post-retirement benefits reserves adjustment	—	1	—	1
Income tax provision on pension and other post-retirement benefits liability	(13)	—	(13)	—
Foreign currency translation adjustments				
Foreign currency translation	(1)	(61)	19	(69)
Income tax (provision) benefit on foreign currency translation	2	(13)	5	(16)
Other, net of income tax	—	—	(1)	—
Other comprehensive income (loss), net of income taxes	(12)	(73)	10	(84)
Comprehensive income	295	800	724	1,553
Comprehensive income attributable to noncontrolling interests, net of tax of \$1 and \$1 for the three months ended June 30, 2023 and 2022; and net of tax of \$2 and \$2 for the six months ended June 30, 2023 and 2022, respectively	10	13	23	19
Comprehensive income attributable to Westlake Corporation	<u>\$ 285</u>	<u>\$ 787</u>	<u>\$ 701</u>	<u>\$ 1,534</u>

The accompanying notes are an integral part of these consolidated financial statements.

WESTLAKE CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Common Stock		Common Stock, Held in Treasury			Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total
	Number of Shares	Amount	Number of Shares	At Cost	Additional Paid-in Capital				
(in millions of dollars, except share amounts)									
Balances at December 31, 2022	134,651,380	\$ 1	7,278,651	\$ (467)	\$ 601	\$ 9,885	\$ (89)	\$ 534	\$ 10,465
Net income	—	—	—	—	—	394	—	13	407
Other comprehensive income	—	—	—	—	—	—	22	—	22
Common stock repurchased	—	—	201,742	(22)	—	—	—	—	(22)
Shares issued—stock-based compensation	—	—	(469,404)	24	(20)	—	—	—	4
Stock-based compensation	—	—	—	—	9	—	—	—	9
Dividends declared	—	—	—	—	—	(47)	—	—	(47)
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(10)	(10)
Balances at March 31, 2023	134,651,380	\$ 1	7,010,989	\$ (465)	\$ 590	\$ 10,232	\$ (67)	\$ 537	\$ 10,828
Net income	—	—	—	—	—	297	—	10	307
Other comprehensive loss	—	—	—	—	—	—	(12)	—	(12)
Common stock repurchased	—	—	9,552	(1)	—	—	—	—	(1)
Shares issued—stock-based compensation	—	—	(55,470)	3	1	—	—	—	4
Stock-based compensation	—	—	—	—	10	—	—	—	10
Dividends declared	—	—	—	—	—	(45)	—	—	(45)
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(14)	(14)
Balances at June 30, 2023	134,651,380	\$ 1	6,965,071	\$ (463)	\$ 601	\$ 10,484	\$ (79)	\$ 533	\$ 11,077

The accompanying notes are an integral part of these consolidated financial statements.

WESTLAKE CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Common Stock		Common Stock, Held in Treasury			Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total
	Number of Shares	Amount	Number of Shares	At Cost	Additional Paid-in Capital				
(in millions of dollars, except share amounts)									
Balances at December 31, 2021	134,651,380	\$ 1	6,735,639	\$ (399)	\$ 581	\$ 7,808	\$ (36)	\$ 573	\$ 8,528
Net income	—	—	—	—	—	756	—	8	764
Other comprehensive loss	—	—	—	—	—	—	(9)	(2)	(11)
Shares issued—stock-based compensation	—	—	(403,743)	27	(17)	—	—	—	10
Stock-based compensation	—	—	—	—	8	—	—	—	8
Dividends declared	—	—	—	—	—	(39)	—	—	(39)
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(10)	(10)
Noncontrolling interests	—	—	—	—	—	—	—	2	2
Balances at March 31, 2022	134,651,380	\$ 1	6,331,896	\$ (372)	\$ 572	\$ 8,525	\$ (45)	\$ 571	\$ 9,252
Net income	—	—	—	—	—	858	—	15	873
Other comprehensive loss	—	—	—	—	—	—	(71)	(2)	(73)
Common stock repurchased	—	—	412,490	(41)	—	—	—	—	(41)
Shares issued—stock-based compensation	—	—	(103,079)	5	1	—	—	—	6
Stock-based compensation	—	—	—	—	9	—	—	—	9
Dividends declared	—	—	—	—	—	(38)	—	—	(38)
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(14)	(14)
Balances at June 30, 2022	<u>134,651,380</u>	<u>\$ 1</u>	<u>6,641,307</u>	<u>\$ (408)</u>	<u>\$ 582</u>	<u>\$ 9,345</u>	<u>\$ (116)</u>	<u>\$ 570</u>	<u>\$ 9,974</u>

The accompanying notes are an integral part of these consolidated financial statements.

WESTLAKE CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30,	
	2023	2022
(in millions of dollars)		
Cash flows from operating activities		
Net income	\$ 714	\$ 1,637
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	538	521
Stock-based compensation expense	21	17
Loss from disposition and write-off of property, plant and equipment	12	18
Deferred income taxes	(51)	81
Other losses, net	(11)	17
Changes in operating assets and liabilities, net of effect of business acquisitions		
Accounts receivable	(34)	(416)
Inventories	205	(299)
Prepaid expenses and other current assets	(29)	(40)
Accounts payable	(43)	112
Accrued and other liabilities	(69)	66
Other, net	(186)	(101)
Net cash provided by operating activities	<u>1,067</u>	<u>1,613</u>
Cash flows from investing activities		
Acquisition of business, net of cash acquired	—	(1,163)
Additions to investments in unconsolidated subsidiaries	(2)	(156)
Additions to property, plant and equipment	(507)	(493)
Other, net	10	9
Net cash used for investing activities	<u>(499)</u>	<u>(1,803)</u>
Cash flows from financing activities		
Distributions to noncontrolling interests	(24)	(24)
Dividends paid	(92)	(77)
Repayment of senior notes	—	(250)
Repurchase of common stock for treasury	(23)	(31)
Other, net	8	5
Net cash used for financing activities	<u>(131)</u>	<u>(377)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	9	(30)
Net increase (decrease) in cash, cash equivalents and restricted cash	446	(597)
Cash, cash equivalents and restricted cash at beginning of period	2,246	1,941
Cash, cash equivalents and restricted cash at end of period	<u>\$ 2,692</u>	<u>\$ 1,344</u>

The accompanying notes are an integral part of these consolidated financial statements.

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(in millions of dollars, except share amounts and per share data)

1. Basis of Financial Statements

The accompanying unaudited consolidated interim financial statements were prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC") for interim periods. Accordingly, certain information and footnotes required for complete financial statements under generally accepted accounting principles in the United States ("U.S. GAAP") have not been included. These interim consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto of Westlake Corporation (the "Company"), included in the annual report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 Form 10-K"), filed with the SEC on February 22, 2023. These consolidated financial statements have been prepared in conformity with the accounting principles and practices as disclosed in the notes to the consolidated financial statements of the Company for the fiscal year ended December 31, 2022. The Company operates as an integrated global manufacturer and marketer of performance and essential materials and housing and infrastructure products. These products include some of the most widely used materials in the world, which are fundamental to many diverse consumer and industrial markets, including residential construction, flexible and rigid packaging, automotive products, healthcare products, materials used in turbines to generate wind energy, water treatment, coatings as well as other durable and non-durable goods. The Company's customers range from large chemical processors and plastics fabricators to small construction contractors, municipalities and supply warehouses throughout North America, Europe and Asia.

In the opinion of the Company's management, the accompanying unaudited consolidated interim financial statements reflect all adjustments (consisting only of normal recurring adjustments) that are necessary for a fair statement of the Company's financial position as of June 30, 2023, its results of operations for the six months ended June 30, 2023 and 2022, and the changes in its cash position for the six months ended June 30, 2023 and 2022.

Results of operations and changes in cash position for the interim periods presented are not necessarily indicative of the results that will be realized for the fiscal year ending December 31, 2023 or any other interim period. The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Recently Issued Accounting Pronouncement

Leases (Topic 842): Common Control Arrangements ASU 2023-01

In March 2023, the Financial Accounting Standards Board ("FASB") issued accounting standards update No. 2023-01 to amend certain provisions of ASC 842 that apply to arrangements between related parties under common control. The update requires all companies to amortize leasehold improvements associated with common control leases over the asset's useful life to the common control group regardless of the lease term. The amendment in this update is effective for all entities in fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early application is permitted. The Company is currently evaluating the impact of this accounting standard on the Company's consolidated financial position, results of operations and cash flows.

Recently Adopted Accounting Standards

Liabilities - Supplier Finance Programs (ASU No. 2022-04)

In September 2022, the FASB issued accounting standards update No. 2022-04 to enhance transparency of supplier finance programs. Under the ASU, the buyer in a supplier finance program is required to disclose information about the key terms of the program, outstanding confirmed amounts as of the end of the period, a rollforward of the amount of obligations confirmed and the amount of obligations subsequently paid, and a description of where in the financial statements outstanding amounts are presented. The amendments in this update became effective for all entities for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, except for the disclosure of rollforward information, which is effective for fiscal years beginning after December 15, 2023. The Company adopted this accounting standard effective January 1, 2023, and the adoption did not have a material impact on the Company's consolidated financial position, results of operations and cash flows.

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
(Unaudited)
(in millions of dollars, except share amounts and per share data)

Business Combinations - Accounting for Contract Assets and Contract Liabilities from Contracts with Customers Update (ASU No.2021-08)

In October 2021, the FASB issued an accounting standards update that requires acquiring entities to recognize and measure contract assets and contract liabilities in a business combination in accordance with the accounting guidance on Revenue from Contracts with Customers (ASC 606). The guidance in this update improves comparability for both the recognition and measurement of acquired revenue contracts with customers at the date of and after a business combination. The accounting standard became effective for reporting periods beginning after December 15, 2022. The Company adopted this accounting standard effective January 1, 2023, and the standard will be applicable to future business combinations.

Inflation Reduction Act of 2022

On August 16, 2022, the Inflation Reduction Act of 2022 (the "IRA") was signed into law. The IRA contains several revisions to the Internal Revenue Code, including a 15% corporate minimum income tax for corporations with average annual adjusted financial statement income over a three-tax-year period in excess of \$1 billion and is effective for the tax years beginning after December 31, 2022, a 1% excise tax on stock repurchases made by publicly traded U.S. corporations after December 31, 2022, and business tax credits and incentives for the development of clean energy projects and the production of clean energy. At this time, the Company does not expect the IRA will have a material impact on the Company's consolidated financial statements. The Company continues to evaluate the IRA's impact as new information and guidance becomes available.

2. Hexion Epoxy Business Acquisition

On February 1, 2022, the Company completed its acquisition of Hexion's global epoxy business ("Westlake Epoxy") for a total final purchase consideration of \$1,207. The assets acquired and liabilities assumed and the results of operations of the Westlake Epoxy business are included in the Performance and Essential Materials segment.

3. Financial Instruments

Restricted Cash and Cash Equivalents

The Company had restricted cash and cash equivalents of \$15 and \$18 at June 30, 2023 and December 31, 2022, respectively. The Company's restricted cash and cash equivalents are primarily related to balances that are restricted for payment of distributions to certain of the Company's current and former employees and are reflected primarily in other assets, net in the consolidated balance sheets.

4. Accounts Receivable

Accounts receivable consist of the following:

	June 30, 2023	December 31, 2022
Trade customers	\$ 1,666	\$ 1,676
Related parties	3	3
Allowance for credit losses	(27)	(28)
	1,642	1,651
Federal and state taxes	141	69
Other	72	81
Accounts receivable, net	<u>\$ 1,855</u>	<u>\$ 1,801</u>

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
(Unaudited)
(in millions of dollars, except share amounts and per share data)

5. Inventories

Inventories consist of the following:

	June 30, 2023	December 31, 2022
Finished products	\$ 1,039	\$ 1,157
Feedstock, additives, chemicals and other raw materials	410	496
Materials and supplies	222	213
Inventories	<u>\$ 1,671</u>	<u>\$ 1,866</u>

6. Goodwill

The carrying amounts and changes in the carrying amount of goodwill for the six months ended June 30, 2023 were as follows:

	Performance and Essential Materials Segment	Housing and Infrastructure Products Segment	Total
Balances at December 31, 2022	\$ 1,020	\$ 1,141	\$ 2,161
Measurement period adjustments	4	1	5
Effects of changes in foreign exchange rates	—	1	1
Balances at June 30, 2023	<u>\$ 1,024</u>	<u>\$ 1,143</u>	<u>\$ 2,167</u>

7. Accounts Payable

Accounts payable consist of the following:

	June 30, 2023	December 31, 2022
Accounts payable—third parties	\$ 785	\$ 870
Accounts payable to related parties	14	16
Notes payable	3	3
Accounts payable	<u>\$ 802</u>	<u>\$ 889</u>

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
(Unaudited)
(in millions of dollars, except share amounts and per share data)

8. Long-Term Debt

Long-term debt consists of the following:

	June 30, 2023	December 31, 2022
0.875% senior notes due 2024	\$ 300	\$ 300
3.60% senior notes due 2026	750	750
Loan related to tax-exempt waste disposal revenue bonds due 2027	11	11
1.625% €700 million senior notes due 2029	762	750
3.375% senior notes due 2030	300	300
3.50% senior notes due 2032	250	250
2.875% senior notes due 2041	350	350
5.00% senior notes due 2046	700	700
4.375% senior notes due 2047	500	500
3.125% senior notes due 2051	600	600
3.375% senior notes due 2061	450	450
Term loans due 2026	14	15
Total long-term debt, principal amount	4,987	4,976
Less: unamortized discount and debt issuance costs	(93)	(97)
Total long-term debt, carrying value	\$ 4,894	\$ 4,879

Unamortized debt issuance costs on long-term debt were \$39 and \$40 at June 30, 2023 and December 31, 2022, respectively. As of June 30, 2023, the Company was in compliance with all of its long-term debt covenants.

Credit Agreement

On June 9, 2022, the Company entered into a new \$1,500 revolving credit facility that is scheduled to mature on June 9, 2027 (the "Credit Agreement") and, in connection therewith, terminated the Company's then existing revolving credit agreement. The Credit Agreement bears interest at either (a) Adjusted Term Secured Overnight Financing Rate (as defined in the Credit Agreement) plus a margin ranging from 1.00% to 1.625% per annum or (b) Alternate Base Rate (as defined in the Credit Agreement) plus a margin ranging from 0.00% to 0.625% per annum, in each case depending on the credit rating of the Company. The Credit Agreement contains certain affirmative and negative covenants, including a quarterly total leverage ratio financial maintenance covenant. As of June 30, 2023, the Company was in compliance with the total leverage ratio financial maintenance covenant. The Credit Agreement also contains certain events of default and, if and for so long as certain events of default have occurred and are continuing, any overdue amounts outstanding under the Credit Agreement will accrue interest at an increased rate, the lenders can terminate their commitments to lend thereunder and payments of any outstanding amounts thereunder could be accelerated by the lenders. None of the Company's subsidiaries are required to guarantee the obligations of the Company under the Credit Agreement.

The Credit Agreement includes a \$150 sub-limit for letters of credit, and any outstanding letters of credit will be deducted from availability under the facility. The Credit Agreement also provides for a discretionary \$50 commitment for swingline loans to be provided on a same-day basis. The Company may also increase the size of the facility, in increments of at least \$25, up to a maximum of \$500, subject to certain conditions and if certain lenders agree to commit to such an increase.

As of June 30, 2023, the Company had no borrowings and no letters of credit outstanding, and had borrowing availability of \$1,500, under the Credit Agreement.

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
(Unaudited)
(in millions of dollars, except share amounts and per share data)

9. Accumulated Other Comprehensive Income (Loss)

Changes in accumulated other comprehensive income (loss) by component for the six months ended June 30, 2023 and 2022 were as follows:

	Pension and Other Post-Retirement Benefits Liability, Net of Tax	Cumulative Foreign Currency Exchange, Net of Tax	Other, Net of Tax	Total
Balances at December 31, 2022	\$ 52	\$ (141)	\$ —	\$ (89)
Net other comprehensive income (loss) attributable to Westlake Corporation	(13)	24	(1)	10
Balances at June 30, 2023	\$ 39	\$ (117)	\$ (1)	\$ (79)
Balances at December 31, 2021	\$ 20	\$ (56)	\$ —	\$ (36)
Net other comprehensive income (loss) attributable to Westlake Corporation	1	(81)	—	(80)
Balances at June 30, 2022	\$ 21	\$ (137)	\$ —	\$ (116)

10. Fair Value Measurements

The Company reports certain assets and liabilities at fair value, which is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). Under the accounting guidance for fair value measurements, inputs used to measure fair value are classified in one of three levels:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The Company has financial assets and liabilities subject to fair value measures. These financial assets and liabilities include cash and cash equivalents, accounts receivable, net, accounts payable and long-term debt, all of which are recorded at carrying value. The amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, net and accounts payable approximate their fair value due to the short maturities of these instruments.

The majority of the Company's long-term debt instruments are publicly-traded. A market approach, based upon quotes from financial reporting services, is used to measure the fair value of the Company's long-term debt. Because the Company's long-term debt instruments may not be actively traded, the inputs used to measure the fair value of the Company's long-term debt are classified as Level 2 inputs within the fair value hierarchy.

The carrying and fair values of the Company's total long-term debt are summarized below:

	June 30, 2023		December 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term debt	\$ 4,894	\$ 4,027	\$ 4,879	\$ 3,940

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
(Unaudited)
(in millions of dollars, except share amounts and per share data)

11. Income Taxes

The effective income tax rate was 18.6% for the three months ended June 30, 2023 as compared to 23.9% for the three months ended June 30, 2022. The effective income tax rate for the three months ended June 30, 2023 was below the statutory rate of 21.0% primarily due to U.S. federal research and development credits available to the Company and the reduction of reserves for uncertain income tax positions as a result of a closed federal income tax audit partially offset by state and foreign taxes. The effective income tax rate for the three months ended June 30, 2022 was above the statutory rate of 21.0% primarily due to state and foreign taxes.

The effective income tax rate was 20.0% for the six months ended June 30, 2023 as compared to 23.7% for the six months ended June 30, 2022. The effective income tax rate for the six months ended June 30, 2023 was below the statutory rate of 21.0% primarily due to U.S. federal research and development credits available to the Company and the reduction of reserves for uncertain income tax positions as a result of a closed federal income tax audit mostly offset by state and foreign taxes. The effective income tax rate for the six months ended June 30, 2022 was above the statutory rate of 21.0% primarily due to state and foreign taxes.

12. Earnings and Dividends per Share

Earnings per Share

The Company has unvested restricted stock units outstanding that are considered participating securities and, therefore, computes basic and diluted earnings per share under the two-class method. Basic earnings per share for the periods are based upon the weighted average number of shares of common stock outstanding during each period. Diluted earnings per share include the effects of certain stock options and performance stock units.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net income attributable to Westlake Corporation	\$ 297	\$ 858	\$ 691	\$ 1,614
Less:				
Net income attributable to participating securities	(1)	(5)	(3)	(9)
Net income attributable to common shareholders	\$ 296	\$ 853	\$ 688	\$ 1,605

The following table reconciles the denominator for the basic and diluted earnings per share computations shown in the consolidated statements of operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Weighted average common shares—basic	127,649,341	128,341,132	127,599,093	128,206,988
Plus incremental shares from:				
Assumed exercise of options and vesting of performance stock units	834,675	999,964	872,667	927,258
Weighted average common shares—diluted	128,484,016	129,341,096	128,471,760	129,134,246
Earnings per common share attributable to Westlake Corporation:				
Basic	\$ 2.32	\$ 6.65	\$ 5.39	\$ 12.52
Diluted	\$ 2.31	\$ 6.60	\$ 5.35	\$ 12.43

Excluded from the computation of diluted earnings per share are options to purchase 386,526 and 217,729 shares of common stock for the three months ended June 30, 2023 and 2022, respectively; and 347,470 and 160,142 shares of common stock for the six months ended June 30, 2023 and 2022, respectively. These options were outstanding during the periods reported but were excluded because the effect of including them would have been antidilutive.

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
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Dividends per Share

Dividends declared per common share for the six months ended June 30, 2023 and 2022 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Dividends per common share	\$ 0.3570	\$ 0.2975	\$ 0.7140	\$ 0.5950

13. Supplemental Information

Equity Method Investments

LACC, LLC Joint Venture

As of June 30, 2023, the Company owned an aggregate 50% membership interest in LACC, LLC ("LACC"). The Company accounts for its investment in LACC under the equity method of accounting and the change for the six months ended June 30, 2023 was as follows:

	Investment in LACC
Balance at December 31, 2022	\$ 1,075
Depreciation and amortization	(25)
Balance at June 30, 2023	<u>\$ 1,050</u>

Other Assets, Net

Other assets, net were \$697 and \$569 at June 30, 2023 and December 31, 2022, respectively. Deferred turnaround costs, net of accumulated amortization, included in other assets, net were \$446 and \$359 at June 30, 2023 and December 31, 2022, respectively.

Accrued and Other Liabilities

Accrued and other liabilities were \$1,329 and \$1,409 at June 30, 2023 and December 31, 2022, respectively. Accrued rebates, current portion of operating lease liabilities and accrued income taxes, which are components of accrued and other liabilities, were \$183, \$113 and \$172, respectively, at June 30, 2023 and \$227, \$116 and \$169, respectively, at December 31, 2022. No other component of accrued and other liabilities was more than five percent of total current liabilities. Accrued liabilities with related parties were \$30 and \$44 at June 30, 2023 and December 31, 2022, respectively.

Restructuring, Transaction and Integration-Related Costs

The restructuring, transaction and integration-related costs of \$3 and \$7 for the three months ended June 30, 2023 and 2022, and of \$6 and \$18 for the six months ended June 30, 2023 and 2022, primarily consisted of costs associated with the Company's acquisitions in previous years.

Non-cash Investing Activity

Capital expenditure related liabilities, included in accounts payable and accrued and other liabilities, were \$102 and \$167 at June 30, 2023 and June 30, 2022, respectively.

Supplemental Cash Flow Information

	Six Months Ended June 30,	
	2023	2022
Cash paid for:		
Interest, net of interest capitalized	\$ 75	\$ 83
Income taxes	305	355
Operating lease information:		
Right-of-use assets obtained in exchange for operating lease obligations	\$ 90	\$ 115

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
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14. Commitments and Contingencies

The Company is involved in a number of legal and regulatory matters, principally environmental in nature, that are incidental to the normal conduct of its business, including lawsuits, investigations and claims. The outcome of these matters are inherently unpredictable. The Company believes that, in the aggregate, the outcome of all known legal and regulatory matters will not have a material adverse effect on its consolidated financial statements; however, under certain circumstances, if required to recognize costs in a specific period, when combined with other factors, outcomes with respect to such matters may be material to the Company's consolidated statements of operations in such period. The Company's assessment of the potential impact of environmental matters, in particular, is subject to uncertainty due to the complex, ongoing and evolving process of investigation and remediation of such environmental matters, and the potential for technological and regulatory developments. In addition, the impact of evolving claims and programs, such as natural resource damage claims, industrial site reuse initiatives and state remediation programs creates further uncertainty of the ultimate resolution of these matters. The Company anticipates that the resolution of many legal and regulatory matters, and in particular environmental matters, will occur over an extended period of time.

Caustic Soda Antitrust. The Company and other caustic soda producers were named as defendants in multiple purported class action civil lawsuits filed since March 2019 in the U.S. District Court for the Western District of New York. The lawsuits allege the defendants conspired to fix, raise, maintain and stabilize the price of caustic soda, restrict domestic (U.S.) supply of caustic soda and allocate caustic soda customers. The other defendants named in the lawsuits are Olin Corporation, K.A. Steel Chemicals (a wholly-owned subsidiary of Olin), Occidental Chemical Corporation d/b/a OxyChem, Shintech Incorporated and Formosa Plastics Corporation, U.S.A. Each of the lawsuits is filed on behalf of the respective named plaintiff or plaintiffs and a putative class comprised of either direct purchasers or indirect purchasers of caustic soda in the U.S. The plaintiffs in the putative class for such direct purchasers seek \$861 in single damages from the defendants, in addition to treble damages and attorney's fees. The plaintiffs in the putative class for such indirect purchasers seek approximately \$500 in single damages from the defendants, in addition to treble damages (if permitted under applicable state law) and injunctive relief. The defendants' joint motion to dismiss the direct purchaser lawsuits was denied. The defendants' joint motion to dismiss the indirect purchaser lawsuits was granted in part and denied in part. Both groups of cases have proceeded to discovery. Beginning in October 2020, similar class action proceedings were also filed in Canada before the Superior Court of Quebec as well as before the Federal Court. These proceedings seek the certification or authorization of a class action on behalf of all residents of Canada who purchased caustic soda (including, in one of the cases, those who merely purchased products containing caustic soda) from October 1, 2015 through the present or such date deemed appropriate by the court. On December 10, 2021, the Superior Court of Quebec stayed its proceedings until after a final certification decision is released in the Federal Court proceedings. At this time, the Company is not able to estimate the impact, if any, that these lawsuits could have on the Company's consolidated financial statements either in the current period or in future periods.

Ethylene Antitrust. The Company and other ethylene consumers were named as defendants in a civil lawsuit filed by Shell Chemical Europe B.V. ("SCE") in March 2023 in the District Court of Amsterdam, the Netherlands. SCE is a producer of ethylene in the European market and the lawsuit alleges the defendants conspired to lower the purchase price for ethylene and ethylene derivatives by manipulating the monthly contract price. SCE is seeking a declaratory judgment establishing that the Company and the co-defendants are jointly and severally liable for alleged damages resulting from artificially lowered prices for ethylene and ethylene derivatives during the specified period. At this time, the Company is not able to estimate the impact, if any, that this lawsuit could have on the Company's consolidated financial statements either in the current period or in future periods.

Environmental. As of June 30, 2023 and December 31, 2022, the Company had reserves for environmental contingencies totaling approximately \$53 and \$55, respectively, most of which was classified as noncurrent liabilities. The Company's assessment of the potential impact of these environmental contingencies is subject to considerable uncertainty due to the complex, ongoing and evolving process of investigation and remediation, if necessary, of such environmental contingencies, and the potential for technological and regulatory developments.

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
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Calvert City Proceedings. For several years, the Environmental Protection Agency (the "EPA") has been conducting remedial investigation and feasibility studies at the Company's Calvert City, Kentucky facility pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 ("CERCLA"). As the current owner of the Calvert City facility, the Company was named by the EPA as a potentially responsible party ("PRP") along with Goodrich Corporation ("Goodrich") and its successor-in-interest, Avient Corporation (formerly known as PolyOne Corporation, "Avient"). On November 30, 2017, the EPA published a draft Proposed Plan, incorporating by reference an August 2015 draft Remedial Investigation ("RI") report, an October 2017 draft Feasibility Study ("FS") report and a Technical Impracticability Waiver document dated December 19, 2017. On June 18, 2018, the EPA published an amendment to its Proposed Plan. The amended Proposed Plan describes a final remedy for the onshore portion of the site comprised of a containment wall, targeted treatment and supplemental hydraulic containment. The amended Proposed Plan also describes an interim approach to address the contamination under the river that would include recovery of any mobile contaminants by an extraction well along with further study of the extent of the contamination and potential treatment options. The EPA's estimated cost of implementation is \$107, with an estimated \$1 to \$3 in annual operation and maintenance ("O&M") costs. In September 2018, the EPA published the Record of Decision ("ROD") for the site, formally selecting the preferred final and interim remedies outlined in the amended Proposed Plan. In October 2018, the EPA issued Special Notice letters to the PRPs for the remedial design phase of work under the ROD. In April 2019, the PRPs and the EPA entered into an administrative settlement agreement and order on consent for remedial design. In October 2019, the PRPs received special notice letters for the remedial action phase of work at the site. The Company, jointly with the other PRPs, submitted a good faith offer response in December 2019. On September 17, 2020, the EPA and the Department of Justice filed a proposed consent decree for the remedial action with the U.S. District Court for the Western District of Kentucky. On November 16, 2020, the Department of Justice filed a motion to approve and enter the consent decree. On January 28, 2021, the Court granted the unopposed motion to enter the consent decree, which became effective the same day. The Company's allocation of liability for remedial and O&M costs at the Calvert City site, if any, is governed by a series of agreements between the Company, Goodrich and Avient. These agreements and the associated litigation are described below.

In connection with the 1990 and 1997 acquisitions of the Goodrich chemical manufacturing complex in Calvert City, Goodrich agreed to indemnify the Company for any liabilities related to preexisting contamination at the complex. For its part, the Company agreed to indemnify Goodrich for post-closing contamination caused by the Company's operations. The soil and groundwater at the complex, which does not include the Company's nearby PVC facility, had been extensively contaminated by Goodrich's operations. In 1993, Goodrich spun off the predecessor of Avient, and that predecessor assumed Goodrich's indemnification obligations relating to preexisting contamination. In 2003, litigation arose among the Company, Goodrich and Avient with respect to the allocation of the cost of remediating contamination at the site. The parties settled this litigation in December 2007 and the case was dismissed. In the settlement, the parties agreed that, among other things: (1) Avient would pay 100% of the costs (with specified exceptions), net of recoveries or credits from third parties, incurred with respect to environmental issues at the Calvert City site from August 1, 2007 forward; and (2) either the Company or Avient might, from time to time in the future (but not more than once every five years), institute an arbitration proceeding to adjust that percentage. In May 2017, Avient filed a demand for arbitration. In this proceeding, Avient sought to readjust the percentage allocation of future costs and to recover approximately \$11 from the Company in reimbursement of previously paid remediation costs. The Company's cross demand for arbitration seeking unreimbursed remediation costs incurred during the relevant period was dismissed from the proceedings when Avient paid such costs in full at the beginning of the arbitration hearing.

On July 10, 2018, Avient sued the Company in the U.S. District Court for the Western District of Kentucky and sought to invalidate the arbitration provisions in the parties' 2007 settlement agreement and enjoin the arbitration it had initiated in 2017. On July 30, 2018, the district court refused to enjoin the arbitration and, on January 15, 2019, the court granted the Company's motion to dismiss Avient's suit. On February 13, 2019, Avient appealed those decisions to the U.S. Court of Appeals for the Sixth Circuit. The court of appeals issued an opinion and final order on September 6, 2019, affirming the district court.

The arbitration hearing began in August 2018 and concluded in December 2018. On May 22, 2019, the arbitration panel issued its final award. It determined that Avient was responsible for 100% of the allocable costs at issue in the proceeding and that Avient would remain responsible for 100% of the costs to operate the existing groundwater remedy at the Calvert City site. In August 2019, Avient filed a motion to vacate before the U.S. District Court for the Western District of Kentucky, seeking to invalidate the final award under the Federal Arbitration Act. On February 11, 2020, the U.S. District Court for the Western District of Kentucky denied Avient's motion to vacate and affirmed the arbitration final award. Avient did not file a notice of appeal before the March 10, 2020 deadline to contest the court's decision. Accordingly, the final award was affirmed, and the arbitration proceeding is fully and finally resolved.

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
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In March 2022, the Company filed a demand for arbitration seeking reimbursement for certain allocable costs incurred during the applicable period since May 2017, and which Avient has failed to pay or disputed as not subject to indemnity under the 1990 and 1997 agreements. In April 2022, Avient filed a complaint in the federal district court for the Western District of Kentucky disputing the enforceability of the 2007 settlement agreement and seeking to enjoin arbitration. Avient claims that the allocable costs at issue are up to \$22, for which Avient claims the Company is totally liable. The Company disputes these claims and at this time, the Company believes it is unlikely that any remediation costs allocable to it would result in material expenditures in any individual reporting period.

Triad Hunter. In April 2018, Triad Hunter, LLC ("Triad Hunter") filed suit against the Company and certain of its subsidiaries in the Court of Common Pleas in Monroe County, Ohio seeking injunctive relief and alleging negligence and trespass at the Natrium Plant with respect to Triad Hunter's well drilling activities in Ohio. The case was initially dismissed. Triad Hunter appealed the dismissal, and in March 2019, the Court of Appeals in the Seventh Appellate District in Monroe County, Ohio reversed the dismissal. Trial began in October 2022. On October 27, 2022, the jury returned a verdict finding that the Company had committed trespass and was negligent in conducting salt mining operations at the Natrium Plant and awarded damages of approximately \$70. No final judgment has yet been entered. The final judgment could include pre-judgment interest, post-judgment interest, and attorneys' fees. If the final judgment required the Company to pay any amount of damages, the Company intends to appeal that decision to the Court of Appeals. Upon receipt of the jury verdict, the Company reserved approximately \$70, for the damages awarded to Triad Hunter.

Environmental Remediation: Reasonably Possible Matters. The Company's assessment of the potential impact of environmental contingencies is subject to considerable uncertainty due to the complex, ongoing and evolving process of investigation and remediation, if necessary, of such environmental contingencies, and the potential for technological and regulatory developments. As such, in addition to the amounts currently reserved, the Company may be subject to reasonably possible loss contingencies related to environmental matters in the range of \$75 to \$135.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
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15. Segment Information

The Company operates in two principal operating segments: Performance and Essential Materials and Housing and Infrastructure Products. These segments are strategic business units that offer a variety of different materials and products. The Company manages each segment separately as each business requires different technology and marketing strategies.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net external sales				
Performance and Essential Materials				
Performance Materials	\$ 1,140	\$ 2,060	\$ 2,422	\$ 3,989
Essential Materials	996	1,044	2,063	1,947
Total Performance and Essential Materials	2,136	3,104	4,485	5,936
Housing and Infrastructure Products				
Housing Products	918	1,116	1,736	2,088
Infrastructure Products	197	263	386	515
Total Housing and Infrastructure Products	1,115	1,379	2,122	2,603
	\$ 3,251	\$ 4,483	\$ 6,607	\$ 8,539
Intersegment sales				
Performance and Essential Materials				
	\$ 102	\$ 292	\$ 213	\$ 540
Housing and Infrastructure Products				
	—	—	—	—
	\$ 102	\$ 292	\$ 213	\$ 540
Income (loss) from operations				
Performance and Essential Materials				
	\$ 215	\$ 965	\$ 618	\$ 1,844
Housing and Infrastructure Products				
	190	236	333	421
Corporate and other				
	(9)	(26)	(19)	(58)
	\$ 396	\$ 1,175	\$ 932	\$ 2,207
Depreciation and amortization				
Performance and Essential Materials				
	\$ 217	\$ 192	\$ 427	\$ 376
Housing and Infrastructure Products				
	51	70	106	141
Corporate and other				
	3	2	5	4
	\$ 271	\$ 264	\$ 538	\$ 521
Other income, net				
Performance and Essential Materials				
	\$ 3	\$ 5	\$ 5	\$ 13
Housing and Infrastructure Products				
	3	4	10	6
Corporate and other				
	17	8	30	9
	\$ 23	\$ 17	\$ 45	\$ 28
Provision for (benefit from) income taxes				
Performance and Essential Materials				
	\$ 14	\$ 222	\$ 81	\$ 424
Housing and Infrastructure Products				
	47	58	84	102
Corporate and other				
	9	(5)	14	(18)
	\$ 70	\$ 275	\$ 179	\$ 508

WESTLAKE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Continued
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	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Capital expenditures				
Performance and Essential Materials	\$ 194	\$ 192	\$ 420	\$ 413
Housing and Infrastructure Products	42	36	80	75
Corporate and other	4	2	7	5
	<u>\$ 240</u>	<u>\$ 230</u>	<u>\$ 507</u>	<u>\$ 493</u>

A reconciliation of total segment income from operations to consolidated income before income taxes is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Income from operations	\$ 396	\$ 1,175	\$ 932	\$ 2,207
Interest expense	(42)	(44)	(84)	(90)
Other income, net	23	17	45	28
Income before income taxes	<u>\$ 377</u>	<u>\$ 1,148</u>	<u>\$ 893</u>	<u>\$ 2,145</u>

	June 30,	December 31,
	2023	2022
Total assets		
Performance and Essential Materials	\$ 13,856	\$ 13,978
Housing and Infrastructure Products	5,093	5,022
Corporate and other	2,032	1,550
	<u>\$ 20,981</u>	<u>\$ 20,550</u>

16. Westlake Chemical Partners LP

In 2014, the Company formed Westlake Chemical Partners LP ("Westlake Partners") to operate, acquire and develop ethylene production facilities and related assets. Also in 2014, Westlake Partners completed its initial public offering of 12,937,500 common units.

As of June 30, 2023, Westlake Partners had a 22.8% limited partner interest in Westlake Chemical OpCo LP ("OpCo"), and the Company retained a 77.2% limited partner interest in OpCo and a significant interest in Westlake Partners through the Company's ownership of Westlake Partners' general partner, 40.1% of the limited partner interests (consisting of 14,122,230 common units) and incentive distribution rights.

On October 4, 2018, Westlake Partners and Westlake Chemical Partners GP LLC, the general partner of Westlake Partners, entered into an Equity Distribution Agreement with UBS Securities LLC, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., RBC Capital Markets, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC to offer and sell Westlake Partners' common units, from time to time, up to an aggregate offering amount of \$50. This Equity Distribution Agreement was amended on February 28, 2020 to reference a new shelf registration and subsequent renewals thereof for utilization under this agreement. No common units were issued under this program as of June 30, 2023.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion and analysis should be read in conjunction with information contained in the accompanying unaudited consolidated interim financial statements of Westlake Corporation and the notes thereto and the consolidated financial statements and notes thereto of Westlake Corporation included in Westlake Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 Form 10-K"). Unless otherwise indicated, references in this report to "we," "our," "us" or like terms refer to Westlake Corporation ("Westlake" or the "Company"). The following discussion contains forward-looking statements. Please read "Forward-Looking Statements" for a discussion of limitations inherent in such statements.

Overview

We are a vertically integrated global manufacturer and marketer of performance and essential materials and housing and infrastructure products. We operate in two principal operating segments, Performance and Essential Materials and Housing and Infrastructure Products. The Performance and Essential Materials segment includes Westlake North American Vinyls, Westlake North American Chlor-alkali & Derivatives, Westlake European & Asian Chlorovinyls, Westlake Olefins, Westlake Polyethylene and Westlake Epoxy. The Housing and Infrastructure Products segment includes Westlake Royal Building Products, Westlake Pipe & Fittings, Westlake Global Compounds and Westlake Dimex. We are highly integrated along our materials chain with significant downstream integration from ethylene and chlor-alkali (chlorine and caustic soda) into vinyls, polyethylene, epoxy and styrene monomer. We also have substantial downstream integration from polyvinyl chloride ("PVC") into our building products, PVC pipes and fittings and PVC compounds in our Housing and Infrastructure Products segment.

During 2022 and continuing through the second quarter of 2023, our European businesses have been impacted by higher energy prices, inflation and reduced demand. Our North American businesses, where we derive a significant portion of our revenue, have also experienced the impacts of high energy costs and interest rates and slower demand for most of our products since the second half of 2022. However, in recent months we have experienced lower energy costs as prices for electricity and natural gas have declined following the elevated 2022 levels and inflation appears to be easing. In the near term, we expect that volatility in energy prices, higher interest rates, inflation and other macroeconomic conditions will continue to reduce margins and demand for most of our products.

Performance and Essential Materials

Our performance and essential materials such as ethylene, PVC, polyethylene, epoxy and chlor-alkali are some of the most widely used materials in the world and are upgraded into a wide variety of higher value-added products used in many end-markets. Westlake is the second-largest chlor-alkali producer and the second-largest PVC producer in the world, which makes Westlake a leading global chlorovinyls producer. Our performance and essential materials are used by customers in food and specialty packaging; industrial and consumer packaging; medical health applications; PVC pipe applications; consumer durables; mobility and transportation; renewable wind energy; coatings; and housing and construction products. Chlor-alkali and petrochemicals are typically manufactured globally in large volume by a number of different producers using widely available technologies. The chlor-alkali and petrochemical industries exhibit cyclical commodity characteristics, and margins are influenced by changes in the balance between supply and demand and the resulting operating rates, the level of general economic activity and the price of raw materials. Due to the significant size of new plants, capacity additions are built in large increments and typically require several years of demand growth to be absorbed. The cycle is generally characterized by periods of tight supply, leading to high operating rates and margins, followed by a decline in operating rates and margins primarily as a result of excess new capacity additions. Westlake is one of the leading producers of epoxy specialty resins, modifiers and curing agents in Europe, the United States and Asia with a global reach to our end markets. Epoxy resins are the fundamental component of many types of materials and are often used in the automotive, construction, wind energy, aerospace and electronics industries due to their superior adhesion, strength and durability. We are also a leading supplier of Liquid and Solid Epoxy Resin. These base epoxies are used in a wide variety of industrial coatings applications.

Global demand for most of our products started to recover from the effects of the COVID-19 pandemic in the second half of 2020 and remained strong through the first half of 2022. However, since the second half of 2022 and continuing so far in 2023, we have seen significant volatility in natural gas and electricity prices, particularly in Europe, as well as in ethane and ethylene prices. We have also experienced lower prices and reduced demand for most of our products globally. The ongoing conflict between Russia and Ukraine, the timing of certain new ethylene and polyethylene capacity additions in North America, Asia, and the Middle East, volatility in natural gas and electricity prices, volatility in crude oil prices, as well as inflationary pressures and concerns of a possible recession in the near-term could have a continuing negative impact on the performance of Performance and Essential Materials businesses.

As noted in Item 1A, "Risk Factors" in our 2022 Form 10-K, we are subject to extensive environmental regulations, which may impose significant additional costs on our operations in the future. Further, concerns about greenhouse gas ("GHG") emissions and their effects on climate change has led to the enactment of regulations, and to proposed legislation and additional regulations, that could affect us in the form of increased cost of feedstocks and fuel, other increased costs of production and decreased demand for our products. The adoption and implementation of any international, federal or state legislation or regulations that restrict emissions of GHGs could result in increased compliance costs or additional operating restrictions.

Housing and Infrastructure Products

Our Housing and Infrastructure Products segment is primarily comprised of building products, PVC pipes and fittings and PVC compound products. Our sales are affected by the individual decisions of distributors and dealers on the levels of inventory they carry, their views on product demand, their financial condition and the manner in which they choose to manage inventory risk. A significant portion of our performance in this segment is driven by the activities in the residential construction and repair and remodeling markets in North America, which began to decline at the end of the second quarter of 2022 due to the negative effect that rising mortgage rates in the United States had on buyer sentiment. Performance of our housing and infrastructure products businesses over time are generally reflective of the trends of building permits and housing starts in the New Residential Construction Survey by the U.S. Census Bureau and the Repair and Remodeling Index provided by the National Association of Home Builders, among others. Although we ultimately expect that the Infrastructure Investment and Jobs Act of 2021 and historically low residential housing construction may have a favorable long-term impact on certain industries related to our Housing and Infrastructure Products segment, the current inflationary environment impacting consumer spending and priorities, concerns of a possible recession in the near-term, high interest rates, decade high mortgage interest rates impacting consumer affordability are expected to continue to have an unfavorable impact on the demand for housing construction and, as a result, our products produced by this segment.

Factors that have caused volatility in our raw material prices, energy costs and production processes in the past, and which may do so in the future, include significant fluctuation in prices of these raw materials in response to, among other things, variable worldwide supply and demand across different industries, speculation in commodities futures, general economic, business or environmental conditions, labor costs, competition, import duties, tariffs, worldwide currency fluctuations, freight, inflationary pressures, regulatory costs, and product and process evolutions that impact demand for the same materials. Increasing raw material prices directly impact our cost of sales and our ability to maintain margins depends on implementing price increases in response to increasing raw material costs. The market for our products may or may not accept price increases, and as such, our future financial condition, results of operations or cash flows could be materially impacted.

Non-GAAP Financial Measures

The body of accounting principles generally accepted in the United States is commonly referred to as "GAAP." For this purpose, a non-GAAP financial measure is generally defined by the Securities and Exchange Commission ("SEC") as one that purports to measure historical or future financial performance, financial position or cash flows that (1) excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows (or equivalent statements) of the registrant; or (2) includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. In this report, we disclose non-GAAP financial measures, primarily earnings before interest, taxes, depreciation and amortization ("EBITDA") and Free Cash Flow. We define EBITDA as net income before interest expense, income taxes, depreciation and amortization. We define Free Cash Flow as net cash provided by operating activities less additions to property, plant and equipment. The non-GAAP financial measures described in this Form 10-Q are not substitutes for the GAAP measures of earnings and cash flows.

EBITDA is included in this Form 10-Q because our management considers it an important supplemental measure of our performance and believes that it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry, some of which present EBITDA when reporting their results. We regularly evaluate our performance as compared to other companies in our industry that have different financing and capital structures and/or tax rates by using EBITDA. In addition, we utilize EBITDA in evaluating acquisition targets. Management also believes that EBITDA is a useful tool for measuring our ability to meet our future debt service and satisfy capital expenditure and working capital requirements, and EBITDA is commonly used by us and our investors to measure our ability to service indebtedness.

Free Cash Flow is included in this Form 10-Q because our management considers it an important supplemental measure of our performance and believes that it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry, some of which present Free Cash Flow when reporting their results. We regularly evaluate our performance as compared to other companies in our industry that have different financing and capital structures and/or tax rates by using Free Cash Flow. Management also believes that Free Cash Flow is useful to investors and securities analysts to evaluate our liquidity, evaluate strategic investment, evaluate our stock buyback plan and measure our ability to meet our future debt service.

EBITDA and Free Cash Flow are not substitutes for the GAAP measures of net income, income from operations or net cash provided by operating activities and are not necessarily measures of our ability to fund our cash needs. In addition, companies calculate EBITDA and Free Cash Flow differently and, therefore, EBITDA and Free Cash Flow as presented for us may not be comparable to EBITDA and Free Cash Flow reported by other companies. EBITDA has material limitations as a performance measure because it excludes interest expense, depreciation and amortization and income taxes. Free Cash Flow has material limitations as a performance measure because it only considers net cash provided by operating activities, and not net income or income from operations. For instance, it applies the entire cost of capital expenditure in the period in which the property or equipment is acquired, rather than spreading it over several periods as is the case with net income and income from operations.

Reconciliations of EBITDA to net income, income from operations and net cash provided by operating activities, and Free Cash Flow to net cash provided by operating activities are included in the "Results of Operations" section below.

Results of Operations

Net External Sales

The table below presents net external sales on a disaggregated basis for our two principal operating segments. Performance Materials net external sales primarily consist of sales of PVC, polyethylene and epoxy. Essential Materials net external sales primarily consist of sales of caustic soda, styrene, and related derivative materials. Housing Products net external sales primarily consist of sales of housing exterior and interior products, residential pipes and fittings and residential PVC compounds. Infrastructure Products net external sales primarily consist of sales of non-residential pipes and fittings and non-residential PVC compounds.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
(dollars in millions, except per share data)				
Net external sales				
Performance and Essential Materials				
Performance Materials	\$ 1,140	\$ 2,060	\$ 2,422	\$ 3,989
Essential Materials	996	1,044	2,063	1,947
Total Performance and Essential Materials	2,136	3,104	4,485	5,936
Housing and Infrastructure Products				
Housing Products	918	1,116	1,736	2,088
Infrastructure Products	197	263	386	515
Total Housing and Infrastructure Products	1,115	1,379	2,122	2,603
	\$ 3,251	\$ 4,483	\$ 6,607	\$ 8,539
Income (loss) from operations				
Performance and Essential Materials	\$ 215	\$ 965	\$ 618	\$ 1,844
Housing and Infrastructure Products	190	236	333	421
Corporate and other	(9)	(26)	(19)	(58)
Total income from operations	396	1,175	932	2,207
Interest expense	(42)	(44)	(84)	(90)
Other income, net	23	17	45	28
Provision for income taxes	70	275	179	508
Net income	307	873	714	1,637
Net income attributable to noncontrolling interests	10	15	23	23
Net income attributable to Westlake Corporation	\$ 297	\$ 858	\$ 691	\$ 1,614
Diluted earnings per share	\$ 2.31	\$ 6.60	\$ 5.35	\$ 12.43
EBITDA ⁽¹⁾	\$ 690	\$ 1,456	\$ 1,515	\$ 2,756
Free Cash Flow ⁽²⁾	\$ 315	\$ 683	\$ 560	\$ 1,120

(1) See above for discussions on non-GAAP financial measures. See "Reconciliation of EBITDA to Net Income, Income from Operations and Net Cash Provided by Operating Activities" below.

(2) See above for discussions on non-GAAP financial measures. See "Reconciliation of Free Cash Flow to Net Cash Provided by Operating Activities" below.

	Three Months Ended June 30, 2023		Six Months Ended June 30, 2023	
	Average Sales Price	Volume	Average Sales Price	Volume
Net sales percentage change from prior-year period due to average sales price and volume				
Performance and Essential Materials	-21 %	-10 %	-17 %	-8 %
Housing and Infrastructure Products	-1 %	-18 %	+1 %	-19 %
Company average	-15 %	-13 %	-12 %	-11 %

	Three Months Ended June 30, 2023	Six Months Ended June 30, 2023
Domestic US prices percentage change from prior-year period for fuel cost and feedstock		
Fuel cost (Natural Gas)	-71 %	-55 %
Feedstock (Ethane)	-64 %	-53 %

Reconciliation of EBITDA to Net Income, Income from Operations and Net Cash Provided by Operating Activities

The following table presents the reconciliation of EBITDA to net income, income from operations and net cash provided by operating activities, the most directly comparable GAAP financial measures, for each of the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
(dollars in millions)				
Net cash provided by operating activities	\$ 555	\$ 913	\$ 1,067	\$ 1,613
Changes in operating assets and liabilities and other	(283)	(1)	(404)	105
Deferred income taxes	35	(39)	51	(81)
Net income	307	873	714	1,637
Less:				
Other income, net	23	17	45	28
Interest expense	(42)	(44)	(84)	(90)
Provision for income taxes	(70)	(275)	(179)	(508)
Income from operations	396	1,175	932	2,207
Add:				
Depreciation and amortization	271	264	538	521
Other income, net	23	17	45	28
EBITDA	\$ 690	\$ 1,456	\$ 1,515	\$ 2,756

Reconciliation of Free Cash Flow to Net Cash Provided by Operating Activities

The following table presents the reconciliation of Free Cash Flow to net cash provided by operating activities, the most directly comparable GAAP financial measure, for each of the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
(dollars in millions)				
Net cash provided by operating activities	\$ 555	\$ 913	\$ 1,067	\$ 1,613
Less:				
Additions to property, plant and equipment	(240)	(230)	(507)	(493)
Free Cash Flow	\$ 315	\$ 683	\$ 560	\$ 1,120

Summary

For the quarter ended June 30, 2023, net income attributable to Westlake was \$297 million, or \$2.31 per diluted share, on net sales of \$3,251 million. This represents a decrease in net income attributable to Westlake of \$561 million, or \$4.29 per diluted share, compared to the quarter ended June 30, 2022 net income attributable to Westlake of \$858 million, or \$6.60 per diluted share, on net sales of \$4,483 million. Income from operations for the quarter ended June 30, 2023 was \$396 million, a \$779 million decrease from income from operations of \$1,175 million for the quarter ended June 30, 2022. The decrease in net income and income from operations was primarily due to lower sales prices and volumes for most of our products resulting from weaker global demand and lower plant operating rates due to planned and unplanned outages. The decreases in net income and income from operations in the second quarter of 2023 were partially offset by higher caustic soda sales prices resulting from the continuing strong global markets for chlor-alkali products as well as lower natural gas and feedstock costs. Net sales decreased by \$1,232 million to \$3,251 million in the quarter ended June 30, 2023 from \$4,483 million in the quarter ended June 30, 2022, primarily due to lower sales prices and volumes for most of our products, partially offset by higher sales prices for caustic soda and chlorine.

For the six months ended June 30, 2023, net income attributable to Westlake was \$691 million, or \$5.35 per diluted share, on net sales of \$6,607 million. This represents a decrease in net income attributable to Westlake of \$923 million, or \$7.08 per diluted share, compared to the six months ended June 30, 2022 net income attributable to Westlake of \$1,614 million, or \$12.43 per diluted share, on net sales of \$8,539 million. Income from operations for the six months ended June 30, 2023 was \$932 million, a \$1,275 million decrease from income from operations of \$2,207 million for the six months ended June 30, 2022. The decrease in net income and income from operations was primarily due to lower sales prices and volumes for most of our products resulting from weaker global demand and planned and unplanned outages. The decreases in net income and income from operations in the six months ended June 30, 2023 were partially offset by higher caustic soda and chlorine sales prices and lower natural gas and feedstock costs. Net sales decreased by \$1,932 million to \$6,607 million in the six months ended June 30, 2023 from \$8,539 million in the six months ended June 30, 2022, primarily due to lower sales prices and volumes for most of our products, partially offset by higher sales prices for caustic soda and chlorine.

RESULTS OF OPERATIONS

Second Quarter 2023 Compared with Second Quarter 2022

Net Sales. Net sales decreased by \$1,232 million, or 27%, to \$3,251 million in the second quarter of 2023 from \$4,483 million in the second quarter of 2022, primarily due to lower sales prices and volumes for most of our products, partially offset by higher caustic soda and chlorine sales prices. Average sales prices for the second quarter of 2023 decreased by 15% as compared to the second quarter of 2022 due to continuing weaker demand for most of our products, partially offset by the higher sales prices for caustic soda and chlorine. Sales volumes decreased by 13% in the second quarter of 2023 as compared to the second quarter of 2022, substantially due to weaker global demand for most of our products across both the segments.

Gross Profit. Gross profit margin percentage was 20% in the second quarter of 2023 as compared to 32% in the second quarter of 2022. The decrease in gross profit margin was primarily due to lower prices and margins for most of our products, which was partially offset by higher prices for caustic soda as well as lower natural gas and feedstock costs.

Selling, General and Administrative Expenses. Selling, general and administrative expenses decreased by \$7 million to \$213 million in the second quarter of 2023 as compared to \$220 million in the second quarter of 2022. This decrease was mainly due to lower selling expenses associated with the decline in net sales, partially offset by higher compensation expenses.

Amortization of Intangibles. Amortization expense decreased by \$13 million to \$30 million in the second quarter of 2023, from \$43 million in the second quarter of 2022, primarily due to the end of useful lives of certain intangible assets within the Housing and Infrastructure Products segment during the third quarter of 2022.

Restructuring, Transaction and Integration-Related Costs. Restructuring, transaction and integration-related costs decreased by \$4 million to \$3 million in the second quarter of 2023, from \$7 million in the second quarter of 2022, primarily due to decreased integration activities related to the businesses acquired in previous years.

Interest Expense. Interest expense decreased by \$2 million to \$42 million in the second quarter of 2023 from \$44 million in the second quarter of 2022, primarily due to the repayment of \$269 million of debt during 2022.

Other Income, Net. Other income, net increased by \$6 million to \$23 million in the second quarter of 2023 from \$17 million in the second quarter of 2022, substantially due to higher interest income attributable to higher interest rates in the current period.

Income Taxes. The effective income tax rate was 18.6% for the second quarter of 2023 as compared to 23.9% for the second quarter of 2022. The effective tax rate in the second quarter of 2023 was lower compared to the second quarter of 2022 primarily due to an increase in U.S. federal research and development credits available to the Company, the reduction of reserves for uncertain income tax positions as a result of a closed federal income tax audit and a decrease in state and foreign taxes.

Performance and Essential Materials Segment

Net Sales. Net sales for the Performance and Essential Materials segment decreased by \$968 million, or 31%, to \$2,136 million in the second quarter of 2023 from \$3,104 million in the second quarter of 2022. Average sales prices for the Performance and Essential Materials segment decreased by 21% in the second quarter of 2023 as compared to the second quarter of 2022. Lower Performance Materials sales prices were primarily due to lower PVC resin, polyethylene and epoxy sales prices. These decreases were partially offset by higher caustic soda and chlorine sales prices in the Essential Materials businesses. Sales volumes for the Performance and Essential Materials segment decreased by 10% in the second quarter of 2023 as compared to the second quarter of 2022, primarily resulting from lower global demand for materials produced by the businesses in this segment.

Income from Operations. Income from operations for the Performance and Essential Materials segment decreased by \$750 million to \$215 million in the second quarter of 2023 from \$965 million in the second quarter of 2022. This decrease in income from operations in the second quarter of 2023, as compared to the second quarter of 2022, was primarily due to lower PVC resin, polyethylene and epoxy sales prices and volumes, lower sales volumes for caustic soda and planned and unplanned outages, partially offset by higher caustic soda and chlorine sales prices and lower natural gas and feedstock costs.

Housing and Infrastructure Products Segment

Net Sales. Net sales for the Housing and Infrastructure Products segment decreased by \$264 million, or 19%, to \$1,115 million in the second quarter of 2023 from \$1,379 million in the second quarter of 2022. Our businesses in the Housing and Infrastructure Products segment continued to experience lower demand in the second quarter of 2023 as compared to the second quarter of 2022, which resulted in an 18% decrease in sales volumes for the segment. Average sales prices for the Housing and Infrastructure Products segment slightly decreased in the second quarter of 2023 as compared to the second quarter of 2022, primarily due to lower PVC compounds sales prices, most of which was offset by higher sales prices for our building products.

Income from Operations. Income from operations for the Housing and Infrastructure Products segment decreased by \$46 million to \$190 million in the second quarter of 2023 from \$236 million in the second quarter of 2022. This decrease in income from operations in the second quarter of 2023, as compared to the second quarter of 2022, was primarily due to lower sales volumes across all of our housing and infrastructure businesses and lower sales prices for PVC compounds, partially offset by higher sales prices for our building products as well as lower raw material costs.

Six Months Ended June 30, 2023 Compared with Six Months Ended June 30, 2022

Net Sales. Net sales decreased by \$1,932 million, or 23%, to \$6,607 million in the six months ended June 30, 2023 from \$8,539 million in the six months ended June 30, 2022, primarily due to lower sales prices and volumes for most of our products, partially offset by higher caustic soda and chlorine sales prices. Average sales prices for the six months ended June 30, 2023 decreased by 12% as compared to the six months ended June 30, 2022 due to continuing weaker demand for most of our products, partially offset by higher sales prices for caustic soda and chlorine. Sales volumes decreased by 11% for the six months ended June 30, 2023 as compared to the six months ended June 30, 2022, substantially due to weaker global demand for many of our products across both the segments.

Gross Profit. Gross profit margin percentage was 22% in the six months ended June 30, 2023 as compared to 32% in the six months ended June 30, 2022. The decrease in gross profit margin was primarily due to lower prices and margins for most of our products, which was partially offset by higher prices for caustic soda as well as lower natural gas and feedstock costs.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased by \$15 million to \$435 million in the six months ended June 30, 2023 as compared to \$420 million in the six months ended June 30, 2022. This increase was mainly due to higher compensation expenses and a full six months of selling, general, and administrative expenses in the current period for the epoxy business acquired in February 2022.

Amortization of Intangibles. Amortization expense decreased by \$24 million to \$61 million in the six months ended June 30, 2023, as compared to \$85 million in the six months ended June 30, 2022, primarily due to the end of useful lives of certain intangible assets within the Housing and Infrastructure Products segment during the third quarter of 2022.

Restructuring, Transaction and Integration-Related Costs. Restructuring, transaction and integration-related costs decreased by \$12 million to \$6 million in the six months ended June 30, 2023, from \$18 million in the six months ended June 30, 2022, primarily due to decreased integration activity related to the businesses acquired in previous years.

Interest Expense. Interest expense decreased by \$6 million to \$84 million in the six months ended June 30, 2023 from \$90 million in the six months ended June 30, 2022, primarily due to the repayment of \$269 million of debt during 2022.

Other Income, Net. Other income, net increased by \$17 million to \$45 million in the six months ended June 30, 2023 from \$28 million in the six months ended June 30, 2022, substantially due to higher interest income attributable to higher interest rates in the current period.

Income Taxes. The effective income tax rate was 20.0% for the six months ended June 30, 2023 as compared to 23.7% for the six months ended June 30, 2022. The change in effective tax rate in the six months ended June 30, 2023 as compared to the six months ended June 30, 2022 was primarily due to an increase in U.S. federal research and development credits available to the Company, the reduction of reserves for uncertain income tax positions as a result of a closed federal income tax audit and a decrease in state and foreign taxes.

Performance and Essential Materials Segment

Net Sales. Net sales for the Performance and Essential Materials segment decreased by \$1,451 million, or 24%, to \$4,485 million in the six months ended June 30, 2023 from \$5,936 million in the six months ended June 30, 2022. Average sales prices for the Performance and Essential Materials segment decreased by 17% in the six months ended June 30, 2023 as compared to the six months ended June 30, 2022. Lower Performance Materials sales prices were primarily due to lower PVC resin, polyethylene and epoxy sales prices. These decreases were partially offset by higher caustic soda and chlorine sales prices in the Essential Materials businesses. Sales volumes for the Performance and Essential Materials segment decreased by 8% in the six months ended June 30, 2023 as compared to the six months ended June 30, 2022, primarily resulting from lower global demand for our products across our businesses under this segment.

Income from Operations. Income from operations for the Performance and Essential Materials segment decreased by \$1,226 million to \$618 million in the six months ended June 30, 2023 from \$1,844 million in the six months ended June 30, 2022. This decrease in income from operations in the six months ended June 30, 2023, as compared to the six months ended June 30, 2022, was primarily due to lower PVC resin, polyethylene and epoxy sales prices and volumes, lower sales volumes for caustic soda and planned and unplanned outages, partially offset by higher caustic soda and chlorine sales prices and lower natural gas and feedstock costs.

Housing and Infrastructure Products Segment

Net Sales. Net sales for the Housing and Infrastructure Products segment decreased by \$481 million, or 18%, to \$2,122 million in the six months ended June 30, 2023 from \$2,603 million in the six months ended June 30, 2022. Our businesses in the Housing and Infrastructure Products segment experienced lower demand in the six months ended June 30, 2023 as compared to the six months ended June 30, 2022, which resulted in a 19% decrease in sales volume for the segment. Average sales prices for the Housing and Infrastructure Products segment increased slightly by 1% in the six months ended June 30, 2023, as compared to the six months ended June 30, 2022, primarily due to higher sales prices for our building products and PVC pipe and fittings, most of which was offset by lower PVC compounds sales prices.

Income from Operations. Income from operations for the Housing and Infrastructure Products segment decreased by \$88 million to \$333 million in the six months ended June 30, 2023 from \$421 million in the six months ended June 30, 2022. This decrease in income from operations in the six months ended June 30, 2023, as compared to the six months ended June 30, 2022, was primarily due to lower sales volumes across all of our housing and infrastructure businesses and lower sales prices for PVC compounds, partially offset by higher sales prices for our building products and PVC pipe and fittings as well as lower raw material costs.

CASH FLOW DISCUSSION FOR THE SIX MONTHS ENDED JUNE 30, 2023 AND 2022

Cash Flows

Operating Activities

Operating activities provided cash of \$1,067 million in the first six months of 2023 compared to cash provided by operating activities of \$1,613 million in the first six months of 2022. The \$546 million decrease in cash flows from operating activities was mainly due to a decrease in income from operations, partially offset by favorable changes in working capital. Changes in components of working capital, which we define for purposes of this cash flow discussion as accounts receivable, inventories, prepaid expenses and other current assets, less accounts payable and accrued and other liabilities, provided cash of \$30 million in the first six months of 2023, compared to \$577 million of cash used in the first six months of 2022, a favorable change of \$607 million. The favorable change in the first six months of 2023 was substantially driven by the favorable changes in accounts receivable and inventories, primarily due to the lower operating activities in the first six months of 2023, as compared to the first six months of 2022.

Investing Activities

Net cash used for investing activities in the first six months of 2023 was \$499 million as compared to net cash used for investing activities of \$1,803 million in the first six months of 2022. The decrease in investing activities in the first six months of 2023 as compared to first six months of 2022, was primarily because of the epoxy acquisition in February 2022 for \$1,163 million. Capital expenditures were \$507 million in the first six months of 2023 as compared to \$493 million in the first six months of 2022. Capital expenditures in the first six months of 2023 and 2022 were primarily related to projects to improve production capacity or reduce costs, maintenance and safety projects and environmental projects at our various facilities.

Financing Activities

Net cash used for financing activities during the first six months of 2023 was \$131 million as compared to net cash used for financing activities of \$377 million in the first six months of 2022. The activities during the first six months of 2023 were primarily related to the \$92 million payment of cash dividends, the \$24 million payment of cash distributions to noncontrolling interests and repurchases of shares of our common stock for an aggregate amount of \$23 million. The financing activities in the first six months of 2022 were primarily related to the \$77 million payment of cash dividends, the \$24 million payment of cash distributions to noncontrolling interests, the redemption of \$250 million aggregate principal amount of the 3.60% Senior Notes due 2022 and repurchases of our common stock of \$31 million.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity and Financing Arrangements

Our principal sources of liquidity are from cash and cash equivalents, cash from operations, short-term borrowings under the credit agreement and our long-term financing.

In November 2014, our Board of Directors authorized a \$250 million stock repurchase program (the "2014 Program"). In November 2015, our Board of Directors approved the expansion of the 2014 Program by an additional \$150 million. In August 2018, our Board of Directors approved the further expansion of the existing 2014 Program by an additional \$150 million. In August 2022, our Board of Directors approved the further expansion of the existing 2014 Program by an additional \$500 million. As of June 30, 2023, we had repurchased 8,722,550 shares of our common stock for an aggregate purchase price of approximately \$574 million under the 2014 Program. During the six months ended June 30, 2023, we repurchased 9,552 shares of our common stock under the 2014 Program. Purchases under the 2014 Program may be made either through the open market or in privately negotiated transactions. Decisions regarding the amount and the timing of purchases under the 2014 Program will be influenced by our cash on hand, our cash flows from operations, general market conditions and other factors. The 2014 Program may be discontinued by our Board of Directors at any time.

On October 4, 2018, Westlake Chemical Partners LP ("Westlake Partners") and Westlake Chemical Partners GP LLC, the general partner of Westlake Partners, entered into an Equity Distribution Agreement with UBS Securities LLC, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., RBC Capital Markets, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC to offer and sell WLK Partners common units, from time to time, up to an aggregate offering amount of \$50 million. This Equity Distribution Agreement was amended on February 28, 2020 to reference a new shelf registration and subsequent renewals thereof for utilization under this agreement. No common units have been issued under this program as of June 30, 2023.

We believe that our sources of liquidity as described above are adequate to fund our normal operations and ongoing capital expenditures and turnaround activities. Funding of any potential large expansions or potential acquisitions or the redemption of debt may likely necessitate, and therefore depend on, our ability to obtain additional financing in the future. We may not be able to access additional liquidity at favorable interest rates due to volatility of the commercial credit markets.

Cash and Cash Equivalents

As of June 30, 2023, our cash and cash equivalents totaled \$2,677 million. In addition to our cash and cash equivalents, our credit agreement is available as needed, as described under "Debt" below.

Debt

As of June 30, 2023, the carrying value of our long-term indebtedness totaled \$4,894 million. See Note 8 to the consolidated financial statements appearing elsewhere in this Form 10-Q for a discussion of our long-term indebtedness. Defined terms used in this section have the definitions assigned to such terms in Note 8 to the consolidated financial statements included in Item 1 of Part I of this Form 10-Q.

Our ability to make payments on our indebtedness and to fund planned capital expenditures will depend on our ability to generate cash in the future, which is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Based on our current level of operations and unless we were to undertake a new expansion or large acquisition, we believe our cash flows from operations, available cash and available borrowings under the credit agreement will be adequate to meet our normal operating needs for the foreseeable future.

Our long-term debt consisted of the following as of June 30, 2023:

	Principal Amount (in millions)	Debt Issuance Date	Maturity Date	Par Call Date	Optional Redemption Terms and Other Matters
0.875% senior notes due 2024 (the "0.875% 2024 Senior Notes")	\$ 300	August 2021	August 2024	August 15, 2022	(1)
3.60% senior notes due 2026 (the "3.60% 2026 Senior Notes")	750	August 2016	August 2026	May 15, 2026	(1) (4)
Loan related to tax-exempt waste disposal revenue bonds due 2027	11	December 1997	December 2027		(6)
1.625% €700 million senior notes due 2029 (the "1.625% 2029 Senior Notes")	762	July 2019	July 2029	April 17, 2029	(1) (2)
3.375% senior notes due 2030 (the "3.375% 2030 Senior Notes")	300	June 2020	June 2030	March 15, 2030	(1) (3)
3.50% senior notes due 2032 (the "3.50% 2032 tax-exempt GO Zone Refunding Senior Notes")	250	November 2017	November 2032	November 1, 2027	(5)
2.875% senior notes due 2041 (the "2.875% 2041 Senior Notes")	350	August 2021	August 2041	February 15, 2041	(1) (3)
5.00% senior notes due 2046 (the "5.00% 2046 Senior Notes")	700	August 2016	August 2046	February 15, 2046	(1) (4)
4.375% senior notes due 2047 (the "4.375% 2047 Senior Notes")	500	November 2017	November 2047	May 15, 2047	(1) (3)
3.125% senior notes due 2051 (the "3.125% 2051 Senior Notes")	600	August 2021	August 2051	February 15, 2051	(1) (3)
3.375% senior notes due 2061 (the "3.375% 2061 Senior Notes")	450	August 2021	August 2061	February 15, 2061	(1) (3)
Term loan 2026 (the "2026 Term Loan")	14	March 2021	March 2026		(7)
Total long-term debt	\$ 4,987				

- (1) At our option, we may redeem the notes at any time on or after the specified par call date at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest.

- (2) At our option, we may redeem the notes at any time prior to the specified par call date at a redemption price equal to the greater of (i) 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest and (ii) the sum of the present values of the remaining scheduled payments on the notes being redeemed that would be due if the notes matured on the specified par call date (not including any portion of such payments of interest accrued as of the redemption date), discounted to the redemption date on an annual basis at the applicable comparable government bond rate plus 30 basis points plus accrued and unpaid interest.
- (3) At our option, we may redeem the notes at any time prior to the specified par call date at a redemption price equal to the greater of (i) 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest and (ii) the sum of the present values of the remaining scheduled payments on the notes being redeemed that would be due if the notes matured on the specified par call date (excluding accrued and unpaid interest to the redemption date), discounted to the redemption date on a semi-annual basis at the treasury rate plus 20 to 40 basis points plus accrued and unpaid interest.
- (4) At our option, we may redeem the notes at any time prior to the specified par call date at a redemption price equal to the greater of (i) 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest and (ii) the sum of the present values of the remaining scheduled payments on the notes being redeemed (excluding accrued and unpaid interest to the redemption date), discounted to the redemption date on a semi-annual basis at the treasury rate plus 35 to 45 basis points, plus accrued and unpaid interest.
- (5) In the event of a redemption of certain bonds (the "GO Zone Bonds") issued by the Louisiana Local Government Environmental Facility and Development Authority (the "Authority") in 2017, we will redeem notes equal in principal amount to the GO Zone Bonds to be redeemed at a redemption price equal to the redemption price of the GO Zone Bonds to be redeemed, plus accrued interest to the redemption date. The GO Zone Bonds are subject to optional redemption by the Authority upon the direction of the Company at any time on or after November 1, 2027, for 100% of the principal amount plus accrued interest to the redemption date.
- (6) The waste disposal revenue bonds expire in December 2027 and are subject to redemption and mandatory tender for purchase prior to maturity under certain conditions. Interest on the waste disposal revenue bonds accrues at a rate determined by a remarketing agent and is payable quarterly. The interest rate on the waste disposal revenue bonds at June 30, 2023 was 4.30%.
- (7) The 2026 Term Loan has a 5-year maturity and include a government rate subsidy. The interest rate on the 2026 Term Loan as of June 30, 2023 was 0.95%.

The holders of the 0.875% 2024 Senior Notes, the 3.60% 2026 Senior Notes, the 1.625% 2029 Senior Notes, the 3.375% 2030 Senior Notes, the 3.50% 2032 tax-exempt GO Zone Refunding Senior Notes, the 2.875% 2041 Senior Notes, the 5.00% 2046 Senior Notes, the 4.375% 2047 Senior Notes, the 3.125% 2051 Senior Notes and the 3.375% 2061 Senior Notes may require us to repurchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to, but not including, the date of repurchase, upon the occurrence of both a "change of control" and, within 60 days of such change of control, a "below investment grade rating event" (as such terms are defined in the respective indentures governing these notes).

The indenture governing the 0.875% 2024 Senior Notes, the 3.60% 2026 Senior Notes, the 1.625% 2029 Senior Notes, the 3.375% 2030 Senior Notes, the 3.50% 2032 tax-exempt GO Zone Refunding Senior Notes, the 2.875% 2041 Senior Notes, the 5.00% 2046 Senior Notes, the 4.375% 2047 Senior Notes, the 3.125% 2051 Senior Notes, and the 3.375% 2061 Senior Notes contains customary events of default and covenants that, among other things and subject to certain exceptions, restrict us and certain of our subsidiaries' ability to (1) incur certain secured indebtedness, (2) engage in certain sale and leaseback transactions and (3) consolidate, merge or transfer all or substantially all of our assets.

As of June 30, 2023, we were in compliance with all of our long-term debt covenants.

Credit Agreement

On June 9, 2022, we entered into a new \$1.5 billion revolving credit facility that is scheduled to mature on June 9, 2027 (the "Credit Agreement") and, in connection therewith, terminated our then existing revolving credit agreement. The Credit Agreement bears interest at either (a) Adjusted Term SOFR (as defined in the Credit Agreement) plus a margin ranging from 1.00% to 1.625% per annum or (b) Alternate Base Rate (as defined in the Credit Agreement) plus a margin ranging from 0.00% to 0.625% per annum, in each case depending on the credit rating of the Company. The Credit Agreement contains certain affirmative and negative covenants, including a quarterly total leverage ratio financial maintenance covenant. As of June 30, 2023, we were in compliance with the total leverage ratio financial maintenance covenant.

The Credit Agreement also contains certain events of default and, if and for so long as certain events of default have occurred and are continuing, any overdue amounts outstanding under the Credit Agreement will accrue interest at an increased rate, the lenders can terminate their commitments to lend thereunder and payments of any outstanding amounts thereunder could be accelerated by the lenders. None of our subsidiaries are required to guarantee our obligations under the Credit Agreement.

The Credit Agreement includes a \$150 million sub-limit for letters of credit, and any outstanding letters of credit will be deducted from availability under the facility. The Credit Agreement also provides for a discretionary \$50 million commitment for swingline loans to be provided on a same-day basis. We may also increase the size of the facility, in increments of at least \$25 million, up to a maximum of \$500 million, subject to certain conditions and if certain lenders agree to commit to such an increase.

Westlake Chemical Partners LP Credit Arrangements

Our subsidiary, Westlake Chemical Finance Corporation, is the lender party to a \$600 million revolving credit facility with Westlake Chemical Partners LP ("Westlake Partners") (the "MLP Revolver") that is scheduled to mature on July 12, 2027. As of June 30, 2023, outstanding borrowings under the credit facility totaled \$377 million and bore interest at Secured Overnight Financing Rate, as administered by the Federal Reserve Bank of New York ("SOFR") plus the Applicable Margin plus a 0.10% credit spread adjustment. On July 12, 2022, Westlake Partners entered into the Fourth Amendment (the "MLP Revolver Amendment") to the MLP Revolver. The MLP Revolver Amendment, among other things, extended the maturity date to July 12, 2027 and provided for the replacement of LIBOR with SOFR. Borrowings under the MLP Revolver now bear interest at a variable rate of either (a) SOFR plus the Applicable Margin plus a 0.10% credit spread adjustment or, if SOFR is no longer available, (b) the Alternate Base Rate plus the Applicable Margin minus 1.0%. The Applicable Margin under the MLP Revolver varies between 1.75% and 2.75%, depending on the Partnership's Consolidated Leverage Ratio.

Our subsidiary, Westlake Polymers LLC, is the administrative agent to a \$600 million revolving credit facility with Westlake Chemical OpCo LP ("OpCo") (the "OpCo Revolver") that is scheduled to mature on July 12, 2027. As of June 30, 2023, outstanding borrowings under the credit facility totaled \$23 million and bore interest at SOFR plus the Applicable Margin of 1.75% plus a 0.10% credit spread adjustment. On July 12, 2022, OpCo entered into the Second Amendment (the "OpCo Revolver Amendment") to the OpCo Revolver. The OpCo Revolver Amendment, among other things, extended the maturity date to July 12, 2027 and provided for the replacement of LIBOR with SOFR. Borrowings under the OpCo Revolver now bear interest at a variable rate of either (a) SOFR plus the Applicable Margin plus a 0.10% credit spread adjustment or, if SOFR is no longer available, (b) the Alternate Base Rate plus the Applicable Margin minus 1.0%. The Applicable Margin under the OpCo Revolver is 1.75%.

We consolidate Westlake Partners and OpCo for financial reporting purposes as we have a controlling financial interest. As such, the revolving credit facilities described above between our subsidiaries and Westlake Partners and OpCo are eliminated from the financial statements upon consolidation.

Off-Balance Sheet Arrangements

None.

FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides safe harbor provisions for forward-looking information. Certain of the statements contained in this report are forward-looking statements. All statements, other than statements of historical facts, included in this report that address activities, events or developments that we expect, project, believe or anticipate will or may occur in the future are forward-looking statements. Forward-looking statements can be identified by the use of words such as "believes," "intends," "may," "should," "could," "anticipates," "expected" or comparable terminology, or by discussions of strategies or trends. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot give any assurances that these expectations will prove to be correct. Forward-looking statements relate to matters such as:

- future operating rates, margins, cash flows and demand for our products;
- industry market outlook, including the price of crude oil, natural gas, ethane, housing starts and repair and remodeling activity;
- macroeconomic outlook, including rising interest rates, inflation and possible recession;
- widespread outbreak of an illness or any other communicable disease, or any other public health crisis, including the coronavirus ("COVID-19") pandemic, and efforts to contain its transmission;
- our plans to respond to the challenges presented by the COVID-19 pandemic;
- production capacities;
- the impact of ongoing supply chain constraints and workforce availability caused by the COVID-19 pandemic and the conflict between Russia and Ukraine;
- currency devaluation;
- our ability to borrow additional funds under our credit agreement;
- our ability to meet our liquidity needs;
- our ability to meet debt obligations under our debt instruments;
- our intended quarterly dividends;
- future capacity additions and expansions in the industries in which we compete;
- results of acquisitions including the results, effects and benefits of the acquisition of Westlake Epoxy;
- timing, funding and results of capital projects;
- pension plan obligations, funding requirements and investment policies;
- compliance with present and future environmental regulations and costs associated with environmentally related penalties, capital expenditures, remedial actions and proceedings, including any new laws, regulations or treaties that may come into force to limit or control carbon dioxide and other greenhouse gas emissions or to address other issues of climate change;
- effects of pending legal proceedings; and
- timing of and amount of capital expenditures.

We have based these statements on assumptions and analyses in light of our experience and perception of historical trends, current conditions, expected future developments and other factors we believe were appropriate in the circumstances when the statements were made. Forward-looking statements by their nature involve substantial risks and uncertainties that could significantly impact expected results, and actual future results could differ materially from those described in such statements. While it is not possible to identify all factors, we continue to face many risks and uncertainties. Among the factors that could cause actual future results to differ materially are the risks and uncertainties discussed under "Risk Factors" in the 2022 Form 10-K and those described from time to time in our other filings with the SEC including, but not limited to, the following:

- the ultimate timing, outcome and results of integrating the operations of Westlake Epoxy and the ultimate outcome of our operating efficiencies applied to the products and services of Westlake Epoxy; the effects of the acquisition, including the combined company's future financial condition, results of operations, strategy and plans; and expected synergies and other benefits from the acquisition and our ability to realize such synergies and other benefits;
- general economic and business conditions, including inflation, interest rates and possible recession;
- the cyclical nature of the chemical and building products industries;
- the availability, cost and volatility of raw materials and energy;
- uncertainties associated with the United States, European and worldwide economies, including those due to political tensions and unrest in the Middle East and elsewhere, including the conflict between Russia and Ukraine;
- uncertainties associated with pandemic infectious diseases, particularly COVID-19;
- uncertainties associated with climate change;
- the potential impact on demand for ethylene, polyethylene and polyvinyl chloride due to initiatives such as recycling and customers seeking alternatives to polymers;
- current and potential governmental regulatory actions in the United States and other countries;
- industry production capacity and operating rates;
- the supply/demand balance for our products;
- competitive products and pricing pressures;
- instability in the credit and financial markets;
- access to capital markets;
- terrorist acts;
- operating interruptions (including leaks, explosions, fires, weather-related incidents, mechanical failure, unscheduled downtime, labor difficulties, transportation interruptions, spills and releases and other environmental risks);
- changes in laws or regulations, including trade policies;
- technological developments;
- information systems failures and cyberattacks;
- foreign currency exchange risks;
- our ability to implement our business strategies; and
- creditworthiness of our customers.

Many of such factors are beyond our ability to control or predict. Any of the factors, or a combination of these factors, could materially affect our future results of operations and the ultimate accuracy of the forward-looking statements. These forward-looking statements are not guarantees of our future performance, and our actual results and future developments may differ materially from those projected in the forward-looking statements. Management cautions against putting undue reliance on forward-looking statements or projecting any future results based on such statements or present or prior earnings levels. Every forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to publicly update or revise any forward-looking statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Commodity Price Risk

A substantial portion of our products and raw materials are commodities whose prices fluctuate as market supply and demand fundamentals change. Accordingly, product margins and the level of our profitability tend to fluctuate with changes in the business cycle. We try to protect against such instability through various business strategies. Our strategies include ethylene product feedstock flexibility and moving downstream into our other products where pricing is more stable. We use derivative instruments (including commodity swaps and options) in certain instances to reduce price volatility risk on feedstocks and products. Based on our open derivative positions at June 30, 2023, a hypothetical \$0.10 increase in the price of a gallon of ethane and a hypothetical \$0.10 increase in the price of a million British thermal units of natural gas would not have a material impact on our income before income taxes.

Interest Rate Risk

We are exposed to interest rate risk with respect to fixed and variable rate debt. At June 30, 2023, we had \$4,962 million aggregate principal amount of fixed rate debt. We are subject to the risk of higher interest cost if and when this debt is refinanced. If interest rates were 1.0% higher at the time of refinancing, our annual interest expense would increase by approximately \$50 million. Also, at June 30, 2023, we had \$25 million principal amount of variable rate debt outstanding, which represents the term loans due 2026 and the tax-exempt waste disposal revenue bonds due 2027. We do not currently hedge our variable interest rate debt, but we may do so in the future. The weighted average variable interest rate for our variable rate debt of \$25 million as of June 30, 2023 was 2.42%. A hypothetical 100 basis point increase in the average interest rate on our variable rate debt would not result in a material change in the interest expense.

SOFR is used as a reference rate for borrowings under our revolving line of credit. We did not have any SOFR-based borrowings outstanding at June 30, 2023.

Foreign Currency Exchange Rate Risk

We are exposed to foreign currency exchange rate risk associated with our international operations. However, the effect of fluctuations in foreign currency exchange rates caused by our international operations has not had a material impact on our overall operating results. We may engage in activities to mitigate our exposure to foreign currency exchange risk in certain instances through the use of currency exchange derivative instruments, including forward exchange contracts, cross-currency swaps or spot purchases. A forward exchange contract obligates us to exchange predetermined amounts of specified currencies at a stated exchange rate on a stated date. A cross-currency swap obligates us to make periodic payments in the local currency and receive periodic payments in our functional currency based on the notional amount of the instrument. In January 2018, we entered into foreign exchange hedging contracts designated as net investment hedges with an aggregate notional value of €220 million designed to reduce the volatility in stockholders' equity from changes in currency exchange rates associated with our net investments in foreign operations. In July 2019, we terminated a portion of the foreign exchange hedging contract with a notional value of €70 million. The notional value of the remaining net investment hedges was €150 million at June 30, 2023. The arrangement is scheduled to settle in 2026.

In July 2019, we completed the registered public offering of €700 million aggregate principal amount of the 1.625% 2029 Senior Notes. We designated this euro-denominated debt as a non-derivative net investment hedge of a portion of our net investments in euro functional-currency denominated subsidiaries to offset foreign currency fluctuations.

Item 4. Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our President and Chief Executive Officer and our Executive Vice President and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rules 13a-15 or 15d-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based upon that evaluation, our President and Chief Executive Officer and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures are effective with respect to (i) the accumulation and communication to our management, including our Chief Executive Officer and our Chief Financial Officer, of information required to be disclosed by us in the reports that we submit under the Exchange Act, and (ii) the recording, processing, summarizing and reporting of such information within the time periods specified in the SEC's rules and forms.

There were no changes in our internal control over financial reporting that occurred during the three months ended June 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The 2022 Form 10-K, filed on February 22, 2023, contained a description of various legal proceedings in which we are involved. See Note 14 to the unaudited consolidated financial statements within this Quarterly Report on Form 10-Q for an updated description of certain of those proceedings, which information is incorporated by reference herein.

From time to time, we receive notices or inquiries from government entities regarding alleged violations of environmental laws and regulations pertaining to, among other things, the disposal, emission and storage of chemical substances, including hazardous wastes. For a description of certain environmental matters involving a governmental authority as a party to the proceedings and potential monetary sanctions that we believe could exceed \$1 million (which is less than one percent of our current assets on a consolidated basis as June 30, 2023), please see the 2022 Form 10-K and Note 14 to the unaudited consolidated financial statements within this Quarterly Report on Form 10-Q.

In addition to the matters described above, we are also involved in other legal proceedings incidental to the conduct of our business. From time to time, we receive notices or inquiries from government entities regarding alleged violations of environmental laws and regulations pertaining to, among other things, the disposal, emission and storage of chemical substances, including hazardous wastes. We do not believe that any of these legal proceedings will have a material adverse effect on our financial condition, results of operations or cash flows.

Item 1A. Risk Factors

For a discussion of risk factors, please read Item 1A, "Risk Factors" in the 2022 Form 10-K. The risks described in the report and other documents that we file from time to time with the Securities and Exchange Commission could materially and adversely affect our business, results of operations, cash flow, liquidity or financial condition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information on our purchases of our common stock during the quarter ended June 30, 2023.

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs ⁽²⁾
April 2023	91	\$ 113.94	—	\$ 477,162,187
May 2023	9,552	104.67	9,552	476,162,427
June 2023	90	116.47	—	476,162,427
	<u>9,733</u>	\$ 104.86	<u>9,552</u>	

- (1) Includes 91, 0 and 90 shares withheld in April 2023, May 2023 and June 2023, respectively, in satisfaction of withholding taxes due upon the vesting of restricted stock units granted to our employees under the 2013 Omnibus Incentive Plan.
- (2) In November 2014, our Board of Directors authorized a \$250 million stock repurchase program (the "2014 Program"). In November 2015, our Board of Directors approved the expansion of the 2014 Program by an additional \$150 million. In August 2018, our Board of Directors approved the further expansion of the existing 2014 Program by an additional \$150 million. In August 2022, our Board of Directors approved the further expansion of the existing 2014 Program by an additional \$500 million. As of June 30, 2023, 8,722,550 shares of our common stock had been acquired at an aggregate purchase price of approximately \$574 million under the 2014 Program. Transaction fees and commissions are not reported in the average price paid per share in the table above. Decisions regarding the amount and the timing of purchases under the 2014 Program will be influenced by our cash on hand, our cash flows from operations, general market conditions and other factors. The 2014 Program may be discontinued by our Board of Directors at any time.

Item 5. Other Information

Rule 10b5-1 Trading Arrangements. During the three months ended June 30, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

Item 6. Exhibits

<u>Exhibit No.</u>	<u>Exhibit Index</u>
3.1	Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on August 6, 2004 (incorporated by reference to Westlake's Registration Statement on Form S-1/A, filed on August 9, 2004).
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on May 16, 2014 (incorporated by reference to Westlake's Current Report on Form 8-K, filed on May 16, 2014, File No. 001-32260).
3.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on May 19, 2017 (incorporated by reference to Westlake's Current Report on Form 8-K, filed on May 19, 2017, File No. 001-32260).
3.4	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on May 14, 2021 (incorporated by reference to Westlake's Current Report on Form 8-K, filed on May 13, 2021, File No. 001-32260).
3.5	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on February 18, 2022 (incorporated by reference to Westlake's Current Report on Form 8-K, filed on February 18, 2022, File No. 001-32260).
3.6	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on May 11, 2023 (incorporated by reference to Westlake's Current Report on Form 8-K, filed on May 16, 2023, File No. 001-32260).
3.7	Amended and Restated Bylaws of Westlake (incorporated by reference to Westlake's Current Report on Form 8-K, filed on February 18, 2022, File No. 001-32260).
10.1+	Westlake Corporation 2013 Omnibus Incentive Plan (as amended and restated effective May 11, 2023) (incorporated by reference to Appendix B to Westlake's Definitive Proxy Statement on Schedule 14A filed on March 31, 2023, File No.1-32260).
10.2†+	Westlake Corporation Amended and Restated Annual Incentive Plan as of May 11, 2023.
10.3†+	Form of Restricted Stock Unit Award Letter for 2023 Executive Officer Awards.
31.1†	Rule 13a – 14(a) / 15d – 14(a) Certification (Principal Executive Officer).
31.2†	Rule 13a – 14(a) / 15d – 14(a) Certification (Principal Financial Officer).
32.1#	Section 1350 Certification (Principal Executive Officer and Principal Financial Officer).
101.INS†	XBRL Instance Document - The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document and contained in Exhibit 101

† Filed herewith.

Furnished herewith.

+ Management contract, compensatory plan or arrangement.

**WESTLAKE CORPORATION
ANNUAL INCENTIVE PLAN**

As Amended and Restated as of May 11, 2023

1. *Objective.* The Westlake Corporation Annual Incentive Plan (the “Plan”) is designed to reward and recognize selected employees of Westlake Corporation (the “Company”) and its Subsidiaries for their contributions toward building growth and adding to the value of the Company. These objectives are to be accomplished by making Awards under the Plan and thereby providing Participants with a financial interest in the overall performance and growth of the Company. The Plan was originally effective January 1, 2009, was amended and restated as of March 31, 2011 and is hereby amended and restated as of May 11, 2023 and effective as of January 1, 2023.

2. *Definitions.* As used herein, the terms set forth below shall have the following respective meanings:

“Administrator” means (i) the Committee with respect to Awards to Employees who are executive officers and (ii) the Company’s Chief Executive Officer and other executive officers designated by the Company’s Chief Executive Officer with respect to Awards to Employees who are not executive officers. The Committee may delegate to an executive officer its administrative duties under this Plan (excluding its granting authority to executive officers) pursuant to such conditions or limitations as the Committee may establish.

“Affiliate” means a corporation or other entity that, directly or through one or more intermediaries, controls, is controlled by or is under common control with, the Company.

“Award” means a performance award that is payable in cash and granted to a Participant subject to achievement of Performance Goals and any applicable terms, conditions and limitations as the Administrator may establish in order to fulfill the objectives of the Plan.

“Board” means the Board of Directors of the Company.

“Base Pay” means a Participant’s annual base salary as of the applicable date of determination. A Participant’s Base Pay shall be determined on the last day of the Performance Period; provided, however, that if Section 5(d) hereof applies due to termination of a Participant’s Employment prior to the last day of the Performance Period, a Participant’s Base Pay shall be determined as of the applicable date of termination; provided further that if Section 6(a) hereof applies in the event of a Change in Control, a Participant’s Base Pay shall be determined as of the date immediately preceding the Change in Control.

“Beneficial Owner” has the meaning assigned to such term in Rule 13d-3 and Rule 13d-5 under the Exchange Act, except that in calculating the beneficial ownership of any particular Person, such Person shall be deemed to have beneficial ownership of all securities that such Person has the right to acquire by conversion or exercise of other securities, whether such right is currently exercisable or is exercisable only after the passage of time. The terms “Beneficially Owns” and “Beneficially Owned” have a corresponding meaning.

“Cause” means any of the following, unless otherwise defined for purposes of an Award:

- (a) Conviction by a court of competent jurisdiction of any felony or a crime involving moral turpitude;
- (b) Knowing failure or refusal to follow reasonable instructions given on behalf of the Company or reasonable policies, standards and regulations of the Company or any Subsidiary;
- (c) Continued failure or refusal to faithfully and diligently perform the usual, customary duties of employment or service with the Company or any Subsidiary;
- (d) Continuously conducting oneself in an unprofessional, unethical or immoral manner; or
- (e) Any fraudulent conduct or conduct which discredits the Company or any Subsidiary or is detrimental to the reputation, character and standing of the Company or any Subsidiary.

“Change in Control” means the occurrence of any of the following events:

- (a) The direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the properties or assets of the Company and its Subsidiaries, taken as a whole, to any Person that is not a Subsidiary of the Company;
- (b) The Incumbent Directors cease for any reason to constitute at least a majority of the Board;
- (c) The consummation of a complete liquidation or dissolution of the Company;
- (d) The acquisition by any Person of Beneficial Ownership of 50% or more (on a fully diluted basis) of either (i) the then outstanding shares of Common Stock of the Company, taking into account as outstanding for this purpose such Common Stock issuable upon the exercise of options or warrants, the conversion of convertible stock or debt, and the exercise of any similar right to acquire such Common Stock (the “**Outstanding Company Common Stock**”) or (ii) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the “**Outstanding Company Voting Securities**”); provided, however, that for purposes of this Plan, the following acquisitions shall not constitute a Change in Control: (A) any acquisition by the Company or any Affiliate, (B) any acquisition by any employee benefit plan sponsored or maintained by the Company or any Affiliate (or its related trust), (C) any acquisition by an underwriter temporarily holding securities pursuant to an offering of such securities (D) any acquisition by any entity pursuant to a transaction that meets the conditions of clauses (i), (ii) and (iii) set forth in subsection (e) of this definition or (E) any acquisition by a Permitted Holder; or
- (e) The consummation of a reorganization, merger, consolidation, statutory share exchange or similar form of corporate transaction involving the Company that requires the approval of the Company's shareholders, whether for such transaction or the issuance of securities in the transaction (a “**Business Combination**”), unless immediately following such Business Combination: (i) more than 50% of the total voting power of (A) the entity resulting from such

Business Combination (the “**Surviving Company**”), or (B) if applicable, the ultimate parent entity that directly or indirectly has beneficial ownership of sufficient voting securities eligible to elect a majority of the members of the board of directors (or the analogous governing body) of the Surviving Company (the “**Parent Company**”), is represented by the Outstanding Company Voting Securities that were outstanding immediately prior to such Business Combination (or, if applicable, is represented by shares into which the Outstanding Company Voting Securities were converted pursuant to such Business Combination), and such voting power among the holders thereof is in substantially the same proportion as the voting power of the Outstanding Company Voting Securities among the holders thereof immediately prior to the Business Combination; (ii) no Person (other than any employee benefit plan sponsored or maintained by the Surviving Company or the Parent Company) is or becomes the Beneficial Owner, directly or indirectly, of 50% or more of the total voting power of the outstanding voting securities eligible to elect members of the board of directors (or the analogous governing body) of the Parent Company (or, if there is no Parent Company, the Surviving Company); and (iii) at least a majority of the members of the board of directors (or the analogous governing body) of the Parent Company (or, if there is no Parent Company, the Surviving Company) following the consummation of the Business Combination were Board members at the time of the Board’s approval of the execution of the initial agreement providing for such Business Combination.

“Change in Control Protection Period” means the twenty-four-month period following a Change in Control.

“Code” means the Internal Revenue Code of 1986, as amended from time to time.

“Committee” means the Compensation Committee of the Board of Directors of the Company.

“Common Stock” means the common stock, par value \$0.01 per share, of the Company.

“Company” means Westlake Corporation, a Delaware corporation, or any successor thereto.

“Director” means an individual who is a member of the Board that is not an Employee of the Company or any of its Subsidiaries.

“Employee” means an employee of the Company or any of its Subsidiaries.

“Employment” means employment with the Company or a Subsidiary.

“Exchange Act” means the Securities Exchange Act of 1934, as amended.

“Final Award” means the final value of an Award as determined by the Administrator.

“Good Reason” means, unless otherwise defined for purposes of an Award:

- (a) If an Employee is a party to an employment agreement with the Company or its Affiliates and such agreement provides for a definition of Good Reason, the definition contained therein; or

- (b) If no such agreement exists or if such agreement does not define Good Reason, the occurrence of one or more of the following without the Participant's express written consent, which circumstances are not remedied by the Company within thirty (30) days of its receipt of a written notice from the Participant describing the applicable circumstances (which notice must be provided by the Participant within ninety (90) days of the Participant's knowledge of the applicable circumstances): (i) any material, adverse change in the Participant's duties, responsibilities, authority, title, status or reporting structure; (ii) a material reduction in the Participant's base salary or bonus opportunity; or (iii) a geographical relocation of the Participant's principal office location by more than fifty (50) miles.

“Incumbent Directors” means individuals who, on the Restatement Date, constitute the Board, provided that any individual becoming a Director subsequent to the Restatement Date whose election or nomination for election to the Board was approved by a vote of at least two-thirds of the Incumbent Directors then on the Board (either by a specific vote or by approval of the proxy statement of the Company in which such person is named as a nominee for Director without objection to such nomination) shall be an Incumbent Director. No individual initially elected or nominated as a director of the Company as a result of an actual or threatened election contest with respect to Directors or as a result of any other actual or threatened solicitation of proxies by or on behalf of any person other than the Board shall be an Incumbent Director.

“Participant” means an Employee to whom an Award has been made under this Plan.

“Performance Goal” means one or more objective standards established by the Committee, which may include, but are not limited to, the metrics identified in Section 5(a) hereof, and any other objective and qualitative standards established by the Administrator. The threshold objective Performance Goals applicable to the 2023 Plan Year are attached hereto as *Exhibit A*. For Plan Years after 2023, the Committee may establish threshold objective Performance Goal(s) in such form as it deems appropriate, including, but not limited to, by amendment of *Exhibit A*.

“Performance Period” means the Plan Year or such other period as may be determined by the Committee during which the Performance Goals established with respect to a Plan Year are measured.

“Permitted Holder” means (x) TTWF LP, a Delaware limited partnership, and its limited partners, and/or (y) TTWFGP LLC, a Delaware limited liability company and the general partner of TTWF LP, and its managers and members, and (z) the beneficiaries of any limited partner of TTWF LP or member or manager of TTWFGP LLC that is a trust, and (w) any corporation or other entity that, directly or through one or more intermediaries, is majority-controlled by any combination of individuals and entities described in clauses (x), (y) and (z).

“Person” means a person as defined in Section 13(d)(3) of the Exchange Act.

“Plan” means this Westlake Corporation Annual Incentive Plan, as set forth herein and as may be amended from time to time.

“Plan Year” means, unless otherwise specified by the Committee, January 1 through December 31.

“Restatement Date” means May 11, 2023.

“Subsidiary” means (i) in the case of a corporation, any corporation of which the Company directly or indirectly owns shares representing more than 50% of the combined voting power of the shares of all classes or series of capital stock of that corporation that have the right to vote generally on matters submitted to a vote of the stockholders of that corporation and (ii) in the case of a partnership or other business entity not organized as a corporation, any such business entity of which the Company directly or indirectly owns more than 50% of the voting, capital or profits interests (whether in the form of partnership interests, membership interests or otherwise).

“Target Bonus” means the target value of a Participant’s Award for a Plan Year, which shall be the Participant’s Target Bonus Percentage multiplied by the Participant’s Base Pay.

“Target Bonus Percentage” means a percentage of the Participant’s Base Pay.

A pronoun or adjective in the masculine gender includes the feminine gender, and the singular includes the plural unless the context clearly indicates otherwise.

3. *Eligibility.* All Employees are eligible for Awards in the sole discretion of the Administrator. No Employee selected as a Participant in a particular Plan Year will have any right to be selected as a Participant in any other Plan Year.
4. *Plan Administration.* The Plan shall be administered by the Administrator, which shall have full and exclusive power to interpret this Plan and to adopt such rules, regulations and guidelines for carrying out this Plan as it may deem necessary or appropriate in its sole discretion. All decisions of the Administrator in the interpretation and administration of this Plan shall lie within its sole and absolute discretion and shall be final, conclusive and binding on the Participants. Unless specifically stated herein as a function of the Committee, including without limitation, establishment of Performance Goals as specified in Section 5(a) hereof, the Administrator shall determine all terms and conditions of the Awards. Neither the Administrator nor any member of the Administrator shall be liable for anything done or omitted to be done by him or by any member of the Administrator in connection with the performance of any duties under this Plan, except for his own willful misconduct or as expressly provided by statute. The Administrator may delegate authority and duties under this Section to appropriate members of management.
5. *Calculation and Payment of Awards.*
 - (a) *Performance Goals.* The terms, conditions and limitations applicable to any Awards granted to Participants pursuant to this Plan shall be determined by the Administrator, subject to the limitations specified below. The Administrator shall set Performance Goals in its discretion which, depending on the extent to which they are met, will determine the value and/or amount of Awards that will be paid out to the Participant. As soon as practicable after the close of the Performance Period, the Administrator shall evaluate whether the objective financial Performance Goals were achieved.
 - (b) *Establishment of Target Bonus Percentage.* The Administrator shall establish a Target Bonus Percentage for each Participant for the Plan Year, based on any considerations the Administrator deems appropriate. An Employee who becomes a Participant after the first day of a Performance Period may be awarded a Target Bonus Percentage and may be eligible for a pro rata Award calculated in accordance with administrative principles in the discretion of management.

- (c) *Authorization and Calculation of Final Award.* Prior to a Final Award being authorized for any Participant, the Committee shall determine that the applicable threshold Performance Goals and any other material terms thereof were, in fact, satisfied. If the applicable threshold Performance Goals were not achieved, no Final Award shall be authorized for any Participant. If the Committee certifies that the applicable threshold Performance Goals were satisfied, a Final Award shall be authorized for each Participant in an amount that does not exceed the amount calculated in accordance with administrative principles in the discretion of management. The Administrator, in its sole discretion, may reduce or increase a Participant's Final Award.
 - (d) *Termination of Employment.* Except as required by law or otherwise provided in in Section 6 below or as otherwise determine in accordance with administrative principles in the discretion of management, Awards will be paid only to Participants who are in active Employment on the date Awards are paid.
 - (e) *Payment of Final Award.* A Participant's Final Award shall be paid to the Participant in accordance with administrative principles in the discretion of management. The payments may be made over a period of time, in increments, subject to conditions as determined appropriate by the Administrator, including, but not limited to, continued employment.
6. *Effect of Change in Control.* Notwithstanding any other provision of the Plan to the contrary, in the event of a Change in Control:
- (a) If the continuing entity after a Change in Control fails to assume an Award of equivalent value, calculated inclusive of any banking factors carried over from prior Plan years, the Final Award shall be determined and payable based upon the extent to which Performance Goals (including, but not limited to, the threshold Performance Goals, if applicable) were actually achieved as of such Change in Control and immediately payable on the date of the Change in Control.
 - (b) If the continuing entity after a Change in Control assumes a Final Award of equivalent value (as described below as of the date of the Change in Control), calculated inclusive of any banking factors carried over from prior Plan years, then the assumed Final Award shall be payable in accordance with the original schedule as determined by the Administrator and shall not accelerate, except that upon the termination of the Participant's active Employment by the Company without Cause or by the Participant for Good Reason during the Change in Control Protection Period, any assumed Final Award shall become payable on a pro rata basis based on the number of days of active Employment during the applicable Plan Year. The assumed Final Award shall be determined to have been achieved based upon the extent to which Performance Goals (including, but not limited to, the threshold Performance Goals, if applicable) were actually achieved as of such Change in Control.
7. *Amendment, Modification, Suspension or Termination.* The Committee may amend, modify, suspend or terminate this Plan at any time, and nothing in this Plan grants Participants any rights that are not otherwise subject to modification; provided, however, that no amendment shall be made after the date of a Change in Control that negatively impacts a Participant's rights hereunder. The Committee may delegate its authority under this section to the Chief Executive Officer of the Company.
8. *Compliance with Section 409A.* The Plan and Awards granted hereunder are intended to be exempt from the requirements of Section 409A of the Code under the short-term deferral

exception under Treasury Regulation § 1.409A-1(b)(4), and shall be interpreted and administered in a manner consistent with that intent.

9. *Taxes.* The Company or its designated third-party administrator shall have the right to deduct applicable taxes from any Award payment and withhold, at the time of delivery of cash under this Plan, an appropriate amount of cash for payment of taxes or other amounts required by law or to take such other action as may be necessary in the opinion of the Company to satisfy all obligations for withholding of such taxes.
10. *Unfunded Plan.* This Plan shall be unfunded. Although bookkeeping accounts may be established with respect to Participants under this Plan, any such accounts shall be used merely as a bookkeeping convenience. The Company shall not be required to segregate any assets for purposes of this Plan or Awards hereunder, nor shall the Company, the Board or the Administrator be deemed to be a trustee of any benefit to be granted under this Plan. Any liability or obligation of the Company to any Participant with respect to an Award under this Plan shall be based solely upon any contractual obligations that may be created by this Plan, and no such liability or obligation of the Company shall be deemed to be secured by any pledge or other encumbrance on any property of the Company.
11. *Right to Employment.* Nothing in the Plan or Awards granted hereunder shall interfere with or limit in any way the right of the Company to terminate any Participant's employment or other service relationship at any time, nor confer upon any Participant any right to continue in the capacity in which he or she is employed or otherwise serves the Company.
12. *Successors.* All obligations of the Company under the Plan with respect to Awards granted hereunder shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the Company.
13. *Governing Law.* This Plan and all determinations made and actions taken pursuant hereto, to the extent not otherwise governed by mandatory provisions of the Code or the securities laws of the United States, shall be governed by and construed in accordance with the laws of the State of Texas.
14. *Clawback/Recoupment Policy.* Notwithstanding any provisions in the Plan or any Award to the contrary, all Awards and amounts payable shall be subject to potential cancellation, rescission, clawback and recoupment (i) to the extent necessary to comply with the requirements of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and any regulations or listing requirements promulgated thereunder, and/or (ii) as may be required in accordance with the terms of any clawback/ recoupment policy as may be adopted by the Company, as such policy may be amended from time to time.

EXHIBIT A
PERFORMANCE GOALS
FOR 2023 PLAN YEAR

In order for bonus awards to be authorized for the Plan Year from January 1, 2023 through December 31, 2023, and any subsequent Plan Year unless otherwise amended by the Committee, the Committee must certify that any one or more of the following Performance Goals has been achieved:

1. **Total Shareholder Return (TSR)** – The Company’s TSR relative to the “Peer Group” is within the top two-thirds. For this purpose TSR is defined as (A) the average of the daily average stock price for the 90-day period ended on December 31, 2023, minus the average of the daily average stock price for the 90-day period ended on December 31, 2022, plus dividends paid, divided by (B) the average of the daily average stock price for the 90-day period ended on December 31, 2022.

For the purpose of this Plan, the “Peer Group” will be selected by the Committee for 2023.

2. **SGA** – The selling, general and administrative expenses (“SGA”) is be equal to or less than \$822.215 million.
3. **Return on Capital** – Return on capital of 2.9% (which is based on approximately 33 % of the weighted average cost of capital). For this purpose, return on capital will equal net operating profit after tax of the Company on a consolidated basis divided by capital employed.

%%OPTION_DATE,'Month DD, YYYY'%%-%

%%FIRST_NAME_MIDDLE_NAME_LAST_NAME%%-%
 %%TITLE1%%-%

**Re: WESTLAKE CORPORATION
 RESTRICTED STOCK UNIT AWARD**

Dear %%FIRST_NAME%%-%,

Westlake Corporation (the “Company”) is pleased to notify you that, in consideration of your past and/or continued employment with or service to the Company and other good and valuable consideration and subject to your full compliance at all times with the Covenants (as defined in Paragraph 7 below), you have been granted an award (“Award”) of the total shares granted in the table below (“Restricted Stock Units”), each such unit representing one share of Common Stock of the Company. Upon the vesting of this Award pursuant to Paragraph 3 below, this Award of Restricted Stock Units will be settled by the issuance to you of one share of Common Stock for each Restricted Stock Unit awarded hereunder. This Award is granted effective as of the Grant Date in the table below, subject to the following terms and conditions:

1. **Award Details.** The number of shares, grant date, and vesting date(s) are as follows:

Restricted Stock Units	%%TOTAL_SHARES_GRANTED,'999,999,999'%%-%
Grant Date	%%OPTION_DATE,'Month DD, YYYY'%%-%
100% of shares vest on	%%VEST_DATE_PERIOD1,'Month DD, YYYY'%%-%

2. **Relationship to Plan.** This Award is subject to all of the terms, conditions and provisions of the Westlake Corporation 2013 Omnibus Incentive Plan (As Amended and Restated Effective May 11, 2023) (the “Plan”) and administrative interpretations thereunder, if any, which have been adopted by the Administrator and are in effect on the date hereof. In addition, as a condition to receiving this Award, you agree to be bound by and comply with the Covenants set forth in this Agreement. Except as defined herein, capitalized terms shall have the same meanings ascribed to them under the Plan.
3. **Vesting Schedule.**
- (a) This Award shall vest as outlined in Paragraph 1 above. You must be in continuous regular, full-time employment with the Company or any of its Subsidiaries from the Grant Date through the date this Award is scheduled to vest in order for the Award to vest. During the period of time between the Grant Date and the earlier of the date the Restricted Stock Units vest or are forfeited, the Restricted Stock Units will be evidenced by a book entry account in the Company’s records. Fractional shares will be rounded for purposes of vesting in accordance with Plan policy.
- (b) All Restricted Stock Units subject to this Award shall vest, irrespective of the limitations set forth in subparagraph(a) above, in the event of your termination of employment with the Company or any of its Subsidiaries due to death.
- (c) Irrespective of the limitations set forth in subparagraph(a) above, in the event of your termination of employment with the Company or any of its Subsidiaries due

to Normal Retirement, the Restricted Stock Units subject to this Award shall immediately vest, with such amount multiplied by a fraction, the numerator of which is the number of days of employment with the Company or any of its Subsidiaries you completed after the Grant Date and prior to your Normal Retirement, and the denominator of which is the total number of days in the period from the Grant Date to the date this Award is scheduled to vest. For purposes of this Award, "Normal Retirement" shall mean your termination from employment with the Company and its Subsidiaries for any reason after you have (a) attained at least 65 years of age, and (b) been employed by the Company or a Subsidiary for a continuous period of 10 years or more ending on the date of your termination.

4. **Forfeiture of Award.** If your employment terminates other than by reason of death or Normal Retirement, all unvested Restricted Stock Units as of the termination date shall be forfeited.
5. **Distribution Following Termination of Restrictions.** Subject to the other provisions of this Award and the Plan, the Restricted Stock Units shall vest as set forth in Paragraph 3, and shares of Common Stock shall be distributed to you (or your beneficiary) as soon as practicable after the Restricted Stock Units vest, but in no event later than the end of March of the year following the year in which the Restricted Stock Units vest. Distribution of Common Stock will be subject to withholding taxes as described in Paragraph 6, and may be in a form selected by the Company, in its discretion, including deposit into a custodial account or delivery of a stock certificate.

Effective January 1, 2009, the Company adopted a "Stock Ownership Policy," as amended from time to time, that may require you to retain a portion of any shares of Common Stock distributed to you in settlement of the Restricted Stock Units. Please refer to the Stock Ownership Policy for more details.

6. **Withholding.** Upon the settlement of the Restricted Stock Units, you are authorized to surrender to the Company, or have withheld by the Company from the Common Stock that otherwise would have been delivered to you, an appropriate number of shares of Common Stock, having a Fair Market Value determined in accordance with the Plan, equal to the amount necessary to satisfy any tax withholding obligation arising with respect to your Restricted Stock Units. The Company has no discretion to refuse to accept or withhold the shares of Common Stock. The authorization provided pursuant to this Paragraph 6 is intended to make the transaction exempt under Rule 16b-3 under the Securities Exchange Act of 1934.
7. **Covenant Not to Solicit and Covenant Not to Disclose Confidential Information.** You acknowledge that your employment requires you to have access to and possess confidential and/or trade secret information ("Confidential Information"), including the Company's financial, commercial, and/or technical information, pricing, suppliers, marketing, research and development, and/or other proprietary information about the Company's business products or services, and you will continue to have such access and possession during your employment with the Company. You acknowledge that the Company's business, products, and services are highly specialized and that it is essential that they be protected. Accordingly, you agree to the following covenants (collectively, the "Covenants"):
 - (a) You shall not, during your employment with the Company or thereafter, disclose or use at any time for your personal benefit or advantage or for the benefit or advantage of any other person, company, or legal entity, any Confidential

Information of which you are or become aware during your employment with the Company; and

- (b) You shall not in any way, during your employment with the Company and for a period of one year thereafter, solicit or divert, directly or indirectly, or attempt to solicit or divert (i) any employee of the Company to terminate his or her employment relationship with the Company; or (ii) any customer or prospective customer of the Company with whom you have had material, business-related contact or dealings during the last two (2) years preceding your separation from the Company.

You agree that you have received good and valuable consideration for these Covenants, including without limitation, the right to acquire and own Company securities, your continued employment with the Company, and other good and valuable consideration. These Covenants will survive the grant, vesting, or termination of the Restricted Stock Units and will extend beyond the end of your employment, regardless of the cause of your separation from the Company. In addition, these Covenants will inure to the benefit of the Company's subsidiaries, affiliates, successors and assigns, and may be enforced by any one or more of the same, without the need of any further agreement from or with you.

8. **Assignment of Award.** Your rights under the Plan and this Restricted Stock Unit Award are personal; no assignment or transfer of your rights under and interest in this Award may be made by you other than by will or by the laws of descent and distribution.
9. **Dividend Equivalents.** You are entitled to receive Dividend Equivalents paid in cash with respect to Restricted Stock Units from the Grant Date until the earlier of the date that Common Stock is delivered to you in satisfaction of this Award or the date this Award is forfeited.
10. **Voting Rights.** You do not have voting rights with respect to the Restricted Stock Units. You will be entitled to vote shares of Common Stock you retain that are issued to you in settlement of this Award.
11. **No Employment Guaranteed.** No provision of this Restricted Stock Unit Award shall give you any right to continued employment with the Company or any Subsidiary.
12. **Requirements of Law and Stock Exchanges.** Your rights to the Restricted Stock Units and the issuance and delivery of the Common Stock to which such Restricted Stock Units relate are subject to compliance with all applicable requirements of law. In addition, the Company shall not be obligated to deliver any shares of Common Stock if counsel to the Company determines that such delivery would violate any applicable law or any rule or regulations of any governmental authority or any rule or regulation of, or agreement of the Company with, any securities exchange or association upon which the Common Stock is listed or quoted.
13. **Governing Law.** This Restricted Stock Unit Award shall be governed by, construed, and enforced in accordance with the laws of the State of Texas.
14. **Clawback or Recoupment.** This Restricted Stock Unit Award, any shares of Common Stock distributed hereunder and any profits realized on the sale of such shares are subject to clawback or recoupment as required by applicable law or Company policy.

15. **Section 409A of the Code.** This Award is intended to be exempt from or to comply with the provisions of Section 409A of the Code (“Section 409A”) and the provisions of this Award shall be administered, interpreted and construed accordingly. Specifically, (i) if you are not Normal Retirement Eligible, the distribution of the Common Stock upon the time of payment specified in Paragraph 5 is exempt from Section 409A as a short-term deferral in compliance with Treasury Regulation Section 1.409A-1(b)(4), and (ii) if you are Normal Retirement Eligible, the time of payment specified with respect to Paragraph 5 is compliant with Treasury Regulation Section 1.409A-3(c)(2) and is compliant with Section 409A as being paid pursuant to a specified time or fixed schedule under Treasury Regulation Section 1.409A-3(i). You will not be considered to have a termination from employment unless such termination meets the requirements for a “separation from service” within the meaning of U.S. Treasury Regulation Section 1.409A-1(h), if applicable. If you are Normal Retirement Eligible and the issuance and delivery of the Common Stock hereunder would be subject to additional taxes and interest under Section 409A because the timing of such payment is not delayed as provided in Section 409A(a)(2)(B) of the Code, then the issuance and delivery of the Common Stock hereunder shall be made on the date that is six months and one day after the date of your Normal Retirement (or if such date does not fall on a business day of the Company, the next following business day of the Company), or such earlier date upon which such amount can be paid or provided under Section 409A without being subject to such additional taxes and interest. For purposes of this Award, “Normal Retirement Eligible” shall mean that you meet the age and service requirements for eligibility for Normal Retirement prior to the calendar year in which any part of this Award is scheduled to vest pursuant to Paragraph 3(a).
16. **Parachute Payments.** In the event it is determined that any payment or benefit by the Company to you or for your benefit, whether paid or payable or distributed or distributable pursuant to the terms of this Award or otherwise, would be subject to the excise tax imposed by Section 4999 of the Code or any interest or penalties with respect to such excise tax (such excise tax, together with any such interest and penalties, are hereinafter collectively referred to as the “Excise Tax”), the Company shall first make a calculation under which such payments or benefits provided to you are reduced to the extent necessary so that no portion thereof shall be subject to the excise tax imposed by Section 4999 of the Code (the “4999 Limit”). The Company shall then compare (x) your Net After-Tax Benefit assuming application of the 4999 Limit with (y) your Net After-Tax Benefit without the application of the 4999 Limit and you shall be entitled to the greater of (x) or (y). “Net After-Tax Benefit” shall mean the sum of (i) all payments and benefits which you receive or are then entitled to receive from the Company, less (ii) the amount of federal income taxes payable with respect to the payments and benefits described in (i) above calculated at the maximum marginal income tax rate for each year in which such payments and benefits shall be paid to you (based upon the rate for such year as set forth in the Code at the time of the first payment of the foregoing), less (iii) the amount of excise taxes imposed with respect to the payments and benefits described in (i) above by Section 4999 of the Code. The determination of whether a payment or benefit constitutes an excess parachute payment shall be made by tax counsel selected by the Company.

In conjunction with this Award we are required to provide you with the latest relevant SEC filings by the Company; therefore, we refer you to the SEC Filings section of our web page, www.westlake.com. If you have any questions regarding this Award, you may contact the Total Rewards team at compensation@westlake.com.

Yours very truly,

Albert Chao
President & Chief Executive Officer

CERTIFICATIONS

I, Albert Chao, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Westlake Corporation (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2023

/s/ ALBERT CHAO

Albert Chao
President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, M. Steven Bender, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Westlake Corporation (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2023

/s/ M. STEVEN BENDER

M. Steven Bender
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Westlake Corporation (the "Company") on Form 10-Q for the fiscal quarter ended June 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Albert Chao, President and Chief Executive Officer of the Company, and I, M. Steven Bender, Executive Vice President and Chief Financial Officer of the Company, certify, to the best of our knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material aspects, the financial condition and results of operations of the Company.

Date: August 3, 2023

/s/ ALBERT CHAO

Albert Chao
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 3, 2023

/s/ M. STEVEN BENDER

M. Steven Bender
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)