STRATEGY AND PERSPECTIVES ON DEBT

Q2 FY20

SEAGATE

Safe Harbor Statement

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Information concerning risks, uncertainties and other factors that could cause results to differ materially from the expectations described in this document include, among others, those risks and uncertainties included under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (“SEC”) on August 2, 2019, which is available on our investor relations website at investors.seagate.com. Additional information will also be set forth in our Quarterly Report on Form 10-Q for the quarter ended January 3, 2020. Undue reliance should not be placed on any forward-looking statements in this document, which are based on information available to us on, and which speak only as of, the date hereof. The Company undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date they were made, unless required by applicable law.

Use of Non-GAAP Financial Information

To supplement the consolidated financial statements presented in accordance with U.S. generally accepted accounting principles (GAAP), in this document the Company provides a non-GAAP measure of Credit Agreement defined EBITDA which is adjusted from results based on GAAP to exclude certain expenses, benefits, gains and losses. This non-GAAP financial measure is provided to enhance the user's overall understanding of the Company’s current financial performance and our prospects for the future. Specifically, the Company believes non-GAAP results provide useful information to both management and investors as these non-GAAP results exclude certain expenses, benefits, gains and losses that we believe are not indicative of our core operating results and because it is similar to the approach used in connection with the financial models and estimates published by financial analysts who follow the Company.

This non-GAAP measure is one of the measurements management uses to assess the Company’s performance, allocate resources and plan for future periods. Reported non-GAAP results should only be considered as supplemental to results prepared in accordance with GAAP, and not considered as a substitute or replacement for, or superior to, GAAP results. These non-GAAP measures may differ from the non-GAAP measures reported by other companies in our industry.

Strategy and Perspectives on Debt

Track Record of Prudent Capital Structure Management

- Earned and maintained Investment Grade benchmarks
- Debt with a pro forma weighted average maturity of ~6 years

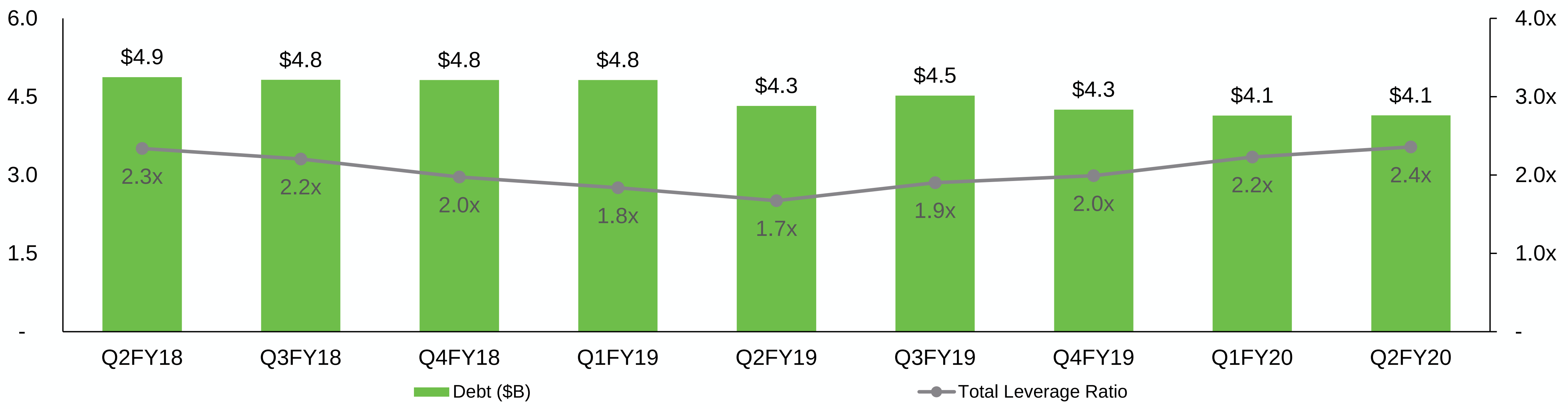
Execute Within an Investment Grade Framework

- Access to an undrawn Revolver of up to $1.5B
- Debt portfolio has staggered maturities at modest coupon rates

Maintain a Flexible Capital Structure

- Managing to appropriate free cash flow levels and cash position through flexible capital expenditures, operating expenses and share repurchases

Financial Covenants: Total Leverage Ratio[1]



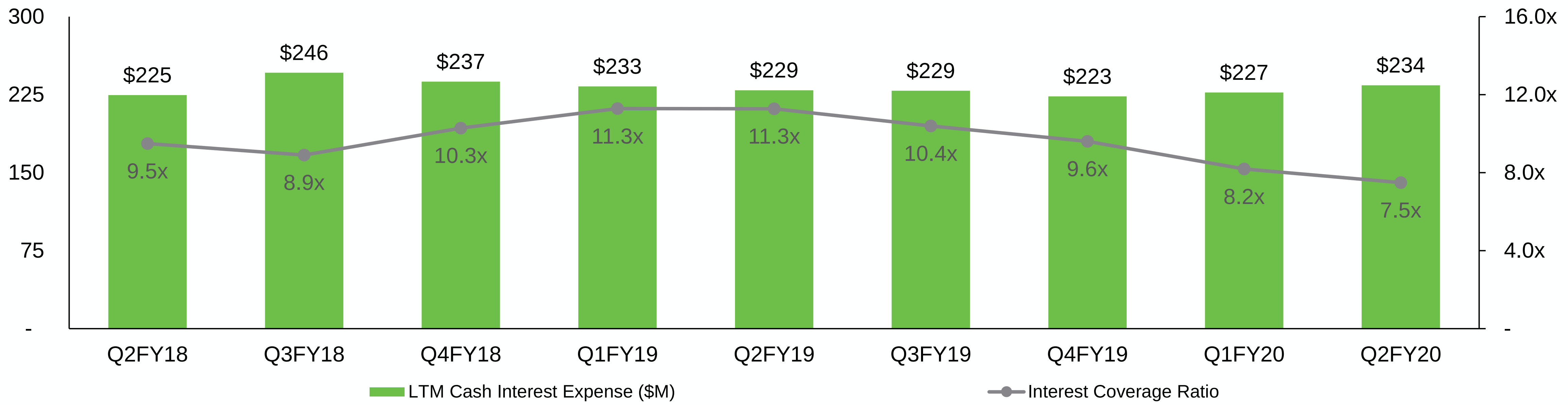
	Q2FY18	Q3FY18	Q4FY18	Q1FY19	Q2FY19	Q3FY19	Q4FY19	Q1FY20	**Q2FY20**
Debt ($M)	4,876	4,822	4,819	4,821	4,324	4,522	4,253	4,140	**4,141**
LTM Credit Agreement Defined EBITDA ($M)[2]	2,130	2,189	2,442	2,626	2,585	2,378	2,132	1,857	**1,757**
Total Leverage Ratio[3]	2.3x	2.2x	2.0x	1.8x	1.7x	1.9x	2.0x	2.2x	**2.4x**

The Credit Agreement includes three financial covenants: (1) interest coverage ratio, (2) total leverage ratio, and (3) a minimum liquidity amount. Seagate was in compliance with the covenants as of January 3, 2020 and expects to be in compliance for the next 12 months.

NOTE: Minor calculation variances are due to rounding.

1. For the capitalized terms included but not defined here, please see the Credit Agreement filed with the SEC.
2. See 'Reconciliation Tables' section for reconciliation of net income to Credit Agreement defined EBITDA.
3. Total leverage ratio not to exceed 3.75 as of the end of any fiscal quarter.

Financial Covenants: Interest Coverage Ratio[1]



	Q2FY18	Q3FY18	Q4FY18	Q1FY19	Q2FY19	Q3FY19	Q4FY19	Q1FY20	Q2FY20
LTM Credit Agreement Defined EBITDA ($M)[2]	2,130	2,189	2,442	2,626	2,585	2,378	2,132	1,857	1,757
LTM Cash Interest Expense ($M)	225	246	237	233	229	229	223	227	234
Interest Coverage Ratio[3]	9.5x	8.9x	10.3x	11.3x	11.3x	10.4x	9.6x	8.2x	7.5x

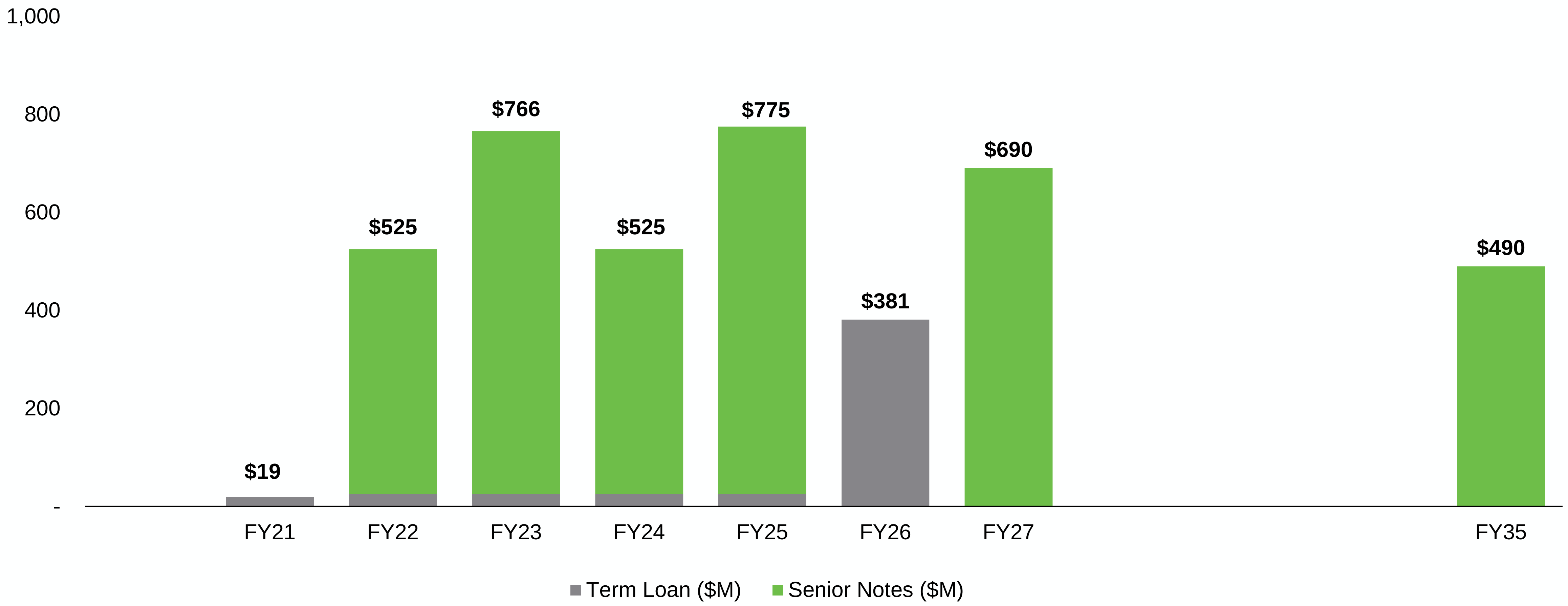
NOTE: Minor calculation variances are due to rounding.

1. For the capitalized terms included but not defined here, please see the Credit Agreement filed with the SEC.
2. See ‘Reconciliation Tables’ section for reconciliation of net income to Credit Agreement defined EBITDA.
3. Interest coverage ratio not to be less than 3.25 as of the end of any fiscal quarter.

Debt Maturity Profile (Par Value)

Characteristics of Maturity Profile:

- Staggered maturity
- Manageable tranche levels provide ample liquidity at maturity



NOTE: Minor calculation variances are due to rounding.

RECONCILIATION TABLE

SEAGATE

Reconciliation of Net Income to Credit Agreement Defined EBITDA ($M)	Q2FY18	Q3FY18	Q4FY18	Q1FY19	Q2FY19	Q3FY19	Q4FY19	Q1FY20	Q2FY20
Net Income	**159**	**381**	**461**	**450**	**384**	**195**	**983**	**200**	**318**
Interest Income	(6)	(10)	(15)	(24)	(22)	(21)	(17)	(11)	(4)
Interest Expense	61	60	54	58	56	55	55	55	48
Income Tax Expense (Benefit)	212	12	5	18	14	20	(692)	(2)	18
Depreciation and Amortization	157	143	137	134	138	135	134	92	93
EBITDA	**583**	**586**	**642**	**636**	**570**	**384**	**463**	**334**	**473**
Adjustment to discontinued products	(6)	-	-	1	-	-	-	-	-
Impairment and other charges related to cost saving efforts	1	-	-	-	-	-	-	-	-
Losses recognized on the early redemption and repurchase of debt	3	1	-	-	-	-	-	30	-
Strategic investment losses (gains) or impairment recognized	-	3	8	4	(2)	-	-	-	1
Restructuring and other, net	33	11	(6)	23	7	11	(63)	17	-
Share-based compensation	27	26	27	18	27	28	26	26	27
Other charges	1	3	1	-	(1)	-	-	-	-
Credit Agreement Defined EBITDA[1]	**642**	**630**	**672**	**682**	**601**	**423**	**426**	**407**	**501**

Non-GAAP Measure Adjusted for the Following Items:

Adjustment to discontinued products
These adjustments relate to sales of certain discontinued products or changes in sales provision for discontinued products. These adjustments are inconsistent in amount and frequency and are excluded in the non-GAAP measures as these adjustments are not indicative of the underlying ongoing operating performance.

Impairment and other charges related to cost saving efforts
These expenses are excluded in the non-GAAP measure due to its inconsistency in amount and frequency and are excluded to facilitate a more meaningful evaluation of the Company's current operating performance and comparison to its past periods operating performance.

Losses recognized on the early redemption and repurchase of debt
From time to time, the Company incurs losses from the early redemption and repurchase of certain long-term debt instruments. These losses represent the difference between the reacquisition costs and the par value of the debt extinguished and include the write-off of any related unamortized debt issuance costs. The amount of these charges may be inconsistent in size and varies depending on the timing of the repurchase of debt.

Strategic investment losses (gains) or impairment recognized
From time to time, the Company incurs losses or gains from strategic investments accounted under equity method of accounting or records impairment charges which are not considered as part of its ongoing operating performance. The resulting expense or gain is inconsistent in amount and frequency and consequently are excluded from the non-GAAP measures to facilitate a more meaningful evaluation of its current operating performance and comparison to its past periods operating performance.

Restructuring and other, net
Restructuring charges and other, net are costs associated with restructuring plans that are primarily related to costs associated with reduction in the Company's workforce, exiting certain facilities and other related costs. These also exclude charges or gains from sale of properties. These costs or benefits do not reflect the Company's ongoing operating performance and consequently are excluded from the non-GAAP measures to facilitate a more meaningful evaluation of its current operating performance and comparison to its past periods operating performance.

Share-based compensation
These expenses consist primarily of expenses for employee share-based compensation. Given the variety of equity awards used by companies, the varying methodologies for determining share-based compensation expense, the subjective assumptions involved in those determinations, and the volatility in valuations that can be driven by market conditions outside the Company's control, the Company believes excluding share-based compensation expense enhances the ability of management and investors to understand and assess the underlying performance of its business over time and compare it against the Company's peers, a majority of whom also exclude share-based compensation expense from their non-GAAP results.

Other charges
The other charges primarily include write-off of certain discontinued inventory and expense related to disposed business. These charges are inconsistent in amount and frequency and are excluded in the non-GAAP measures to facilitate a more meaningful evaluation of its current operating performance and comparison to its past periods operating performance.

1. "Credit Agreement Defined EBITDA" sometimes referred to as "Adjusted EBITDA".