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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2024

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 Number: 1-14829

Molson Coors Beverage Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)
P.O. Box 4030, BC555, Golden, Colorado, USA
111 Boulevard Robert-Bourassa, 9th Floor, Montréal, Québec, Canada
(Address of principal executive offices)
84-0178360
(I.R.S. Employer Identification No.)
80401
H3C 2M1
(Zip Code)

303-279-6565 (Colorado)
514-521-1786 (Québec)
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbols	Name of each exchange on which registered
Class A Common Stock, $0.01 par value	TAP.A	New York Stock Exchange
Class B Common Stock, $0.01 par value	TAP	New York Stock Exchange
3.800% Senior Notes due 2032	TAP 32	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 (§232.405 of this chapter) 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 the 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant at the close of business on the last business day of the registrant's most recently completed second fiscal quarter was approximately $8.9 billion based upon the last sales price reported for such date on the New York Stock Exchange and the Toronto Stock Exchange. For purposes of this disclosure, shares of common and exchangeable stock held by officers and directors of the registrant (and their respective affiliates), are excluded in that such persons may be deemed to be affiliates. This determination is not necessarily conclusive of affiliate status for other purposes.

The number of shares outstanding of each of the registrant's classes of common stock, as of February 11, 2025.

Class A Common Stock—2,563,034 shares
Class B Common Stock—190,157,977 shares

Exchangeable shares:

As of February 11, 2025, the following number of exchangeable shares was outstanding for Molson Coors Canada, Inc.:

Class A Exchangeable Shares—2,678,963 shares
Class B Exchangeable Shares—7,205,946 shares

The Class A exchangeable shares and Class B exchangeable shares are shares of the share capital in Molson Coors Canada Inc., a wholly-owned subsidiary of the registrant. They are publicly traded on the Toronto Stock Exchange under the symbols TPX.A and TPX.B, respectively. These shares are intended to provide substantially the same economic and voting rights as the corresponding class of Molson Coors common stock in which they may be exchanged. In addition to the registered Class A common stock and the Class B common stock, the registrant has also issued and outstanding one share each of a Special Class A voting stock and Special Class B voting stock. The Special Class A voting stock and the Special Class B voting stock provide the mechanism for holders of Class A exchangeable shares and Class B exchangeable shares to be provided instructions to vote with the holders of the Class A common stock and the Class B common stock, respectively. The holders of the Special Class A voting stock and Special Class B voting stock are entitled to one vote for each outstanding Class A exchangeable share and Class B exchangeable share, respectively, excluding shares held by the registrant or its subsidiaries, and generally vote together with the Class A common stock and Class B common stock, respectively, on all matters on which the Class A common stock and Class B common stock are entitled to vote. The Special Class A voting stock and Special Class B voting stock are subject to a voting trust arrangement. The trustee which holds the Special Class A voting stock and the Special Class B voting stock is required to cast a number of votes equal to the number of then-outstanding Class A exchangeable shares and Class B exchangeable shares, respectively, but will only cast a number of votes equal to the number of Class A exchangeable shares and Class B exchangeable shares as to which it has received voting instructions from the owners of record of those Class A exchangeable shares and Class B exchangeable shares, other than the registrant or its subsidiaries, respectively, on the record date, and will cast the votes in accordance with such instructions so received.

Documents Incorporated by Reference: Portions of the registrant's definitive proxy statement for the registrant's 2025 annual meeting of stockholders, which will be filed no later than 120 days after the close of the registrant's fiscal year ended December 31, 2024, are incorporated by reference under Part III of this Annual Report on Form 10-K.

MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES

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Glossary of Terms and Abbreviations

AOCI	Accumulated other comprehensive income (loss)
CAD	Canadian dollar
CAD Prime	The base interest rate utilized by Canadian commercial banks
COGS	Cost of goods sold
CZK	Czech Koruna
DBRS	Morningstar DBRS, a global credit rating agency in Toronto
DSUs	Deferred stock units
EBITDA	Earnings before interest, tax, depreciation and amortization
EPS	Earnings per share
EROA	Assumed long-term expected return on assets
EUR	Euro
EURIBOR	Euro Interbank Offered Rate
FASB	Financial Accounting Standards Board
GBP	British Pound
GBP Base Rate	The base interest rate set by the Bank of England
LIBOR	London Interbank Offered Rate
MG&A	Marketing, general and administrative
Moody’s	Moody’s Investors Service Limited, a nationally recognized statistical rating organization designated by the SEC
NAV	Net asset value
NCI	Noncontrolling interest
NPNS	Normal purchase normal sale
OCI	Other comprehensive income (loss)
OPEB	Other postretirement benefit plans
PSUs	Performance share units
RON	Romanian Leu
RSD	Serbian Dinar
RSUs	Restricted stock units
S&P 500	Standard & Poor’s 500 Index®
SEC	U.S. Securities and Exchange Commission
SOFR	Secured Overnight Financing Rate
SONIA	Sterling Overnight Index Average
SKU	Stock-keeping unit
Standard & Poor’s	Standard and Poor’s Ratings Services, a nationally recognized statistical rating organization designated by the SEC
U.K.	United Kingdom
U.S.	United States
U.S. GAAP	Accounting principles generally accepted in the U.S.
USD or $	U.S. dollar
USD Prime	The base interest rate utilized by U.S. commercial banks
VIEs	Variable interest entities

Cautionary Statement Pursuant to Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995

This Annual Report on Form 10-K ("this report") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). From time to time, we may also provide oral or written forward-looking statements in other materials we release to the public. Such forward-looking statements are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995.

Statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward-looking statements, and include, but are not limited to, statements in Part II—Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in this report, and under the heading Items Affecting Reported Results, with respect to, among others, expectations of cost inflation, limited consumer disposable income, consumer preferences, overall volume and market share trends, our competitive position, pricing trends, macroeconomic forces, beverage industry trends, cost reduction strategies, execution of our Acceleration Plan, shipment levels and profitability, the sufficiency of capital resources, anticipated results, expectations for funding future capital expenditures and operations, effective tax rate, debt service capabilities, timing and amounts of debt and leverage levels, Preserving the Planet and related environmental initiatives and expectations regarding future dividends and share repurchases. In addition, statements that we make in this report that are not statements of historical fact may also be forward-looking statements. Words such as "expects," "intends," "goals," "plans," "believes," "continues," "may," "anticipate," "seek," "estimate," "outlook," "trends," "future benefits," "potential," "projects," "strategies" and variations of such words and similar expressions are intended to identify forward-looking statements.

Forward-looking statements are subject to risks and uncertainties that could cause actual results to be materially different from those indicated (both favorably and unfavorably). These risks and uncertainties include, but are not limited to, those described in Part I—Item 1A. Risk Factors, elsewhere throughout this report and those described from time to time in our past and future reports filed with the SEC. Caution should be taken not to place undue reliance on any such forward-looking statements. Forward-looking statements speak only as of the date when made and we undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

Market and Industry Data

The market and industry data used in this report are based on independent industry publications, customers, trade or business organizations, reports by market research firms and other published statistical information from third parties (collectively, the “Third Party Information”), as well as information based on management’s good faith estimates, which we derive from our review of internal information and independent sources. Such Third Party Information generally states that the information contained therein or provided by such sources has been obtained from sources believed to be reliable.

Risks Factors Summary

The following is a summary of the principal risks that could materially adversely affect our business, financial condition or results of operations in future periods. The summary should be read together with the more detailed description of each risk factor described in Part I—Item 1A. Risk Factors of this report.

- deterioration of general economic, political, credit and/or capital market conditions, including those caused by the ongoing conflict between Russia and Ukraine (which we refer to as "Russia-Ukraine conflict"), Middle East conflict or other geopolitical tensions;
- constant evolution of the global beer industry and the broader alcohol industry, and our position within the global beer industry and success of our products in our markets;
- our ability to successfully and timely premiumize our portfolio and innovate beyond beer;
- weak, or weakening of, economic, social or other conditions in the markets in which we do business, including cost inflation, tariffs and reductions in discretionary consumer spending;
- our dependence on the global supply chain and significant exposure to changes in commodity and other input prices, and the impacts of supply chain constraints and disruptions and inflationary pressures including tariffs;
- changes in the social acceptability, perceptions and the political view of the beverage categories in which we operate, including alcohol;
- cybersecurity incidents impacting our information systems, and violations of data privacy laws and regulations;

- our reliance on third-party service providers and internal and outsourced systems for our information technology and certain other administrative functions;
- our reliance on brand image, reputation, product quality and protection of intellectual property;
- labor strikes, work stoppages or other employee-related issues;
- our dependence on key personnel;
- investment performance of pension plan holdings and other factors impacting related pension plan costs and contributions;
- competition in our markets;
- loss, operational disruptions or closure of a major brewery or other key facility, including those of our suppliers, due to unforeseen or catastrophic events or otherwise;
- climate change, sustainability, human rights, human capital and regulations;
- potential adverse impacts of climate change and other weather events;
- inadequate supply or availability of quality water;
- the integration and use of artificial intelligence and similar technology;
- our debt level risks and operating covenants and restrictions;
- deterioration in our credit rating;
- default by, or failure of, our counterparty financial institutions;
- impairments of the carrying value of our goodwill and other intangible assets;
- the estimates and assumptions on which our financial projections are based may prove to be inaccurate;
- our reliance on a small number of suppliers to obtain the input materials we need to operate our business;
- termination or changes of one or more manufacturer, distribution, or production agreements, or issues caused by our dependence on the parties to these agreements;
- changes in tax, environmental, trade or other regulations or failure to comply with existing licensing, trade and other regulations;
- unfavorable outcomes of legal or regulatory matters;
- our operations in developing and emerging markets;
- changes to the regulation of the distribution systems for our products;
- our consolidated financial statements are subject to fluctuations in foreign exchange rates;
- risks associated with operating our joint ventures or other strategic partnerships;
- failure to successfully identify, complete or integrate attractive acquisitions, joint ventures and other strategic partnerships into our existing operations;
- the dependence of our U.S. business on independent distributors to sell our products, with no assurance that these distributors will effectively sell our products, and distributor consolidation in the U.S.;
- government mandated changes to the retail distribution model resulting from new regulations on our Canada business;
- indemnities provided to the purchaser of our previous interest in the Cervejarias Kaiser Brasil S.A. business in Brazil;
- economic trends and intense competition in European markets;
- the potential for Pentland and the Coors Trust to disagree on a matter submitted to our stockholders or the super-majority of the Board of Directors to disagree on certain actions;
- the interests of the controlling stockholders may differ from those of other stockholders; and

- shareholder activism efforts or unsolicited offers from a third-party.

PART I

ITEM 1. BUSINESS

Unless otherwise noted in this report, any description of "we," "us" or "our" includes Molson Coors Beverage Company ("MCBC" or the "Company"), principally a holding company, and its operating and non-operating subsidiaries included within its reporting segments. Our reporting segments include the Americas and EMEA&APAC. Unless otherwise indicated, information in this report is presented in USD and comparisons are to comparable prior periods. Our primary operating currencies, other than the USD, include the CAD, the GBP and our Central European operating currencies, such as the EUR, CZK, RON and RSD.

Business and Market Overview

Our History

For more than two centuries, we have brewed beverages that unite people to celebrate all life's moments. From our core power brands *Coors Light, Miller Lite, Coors Banquet, Molson Canadian, Carling* and *Ožujsko* to our above premium brands including *Madrí Excepcional, Staropramen, Blue Moon Belgian White* and *Leinenkugel's Summer Shandy*, to our economy and value brands like *Miller High Life* and *Keystone Light*, we produce many beloved and iconic beers. While our Company's history is rooted in beer, we offer a modern portfolio that expands beyond the beer aisle as well, including flavored beverages like *Vizzy Hard Seltzer*, spirits like *Five Trail* whiskey and non-alcoholic beverages. We also have partner brands, such as *Simply Spiked*, *ZOA Energy*, among others, through license, distribution, partnership and joint venture agreements. As a business, our ambition is to be the first choice for our people, our consumers and our customers, and our success depends on our ability to make our products available to meet a wide range of consumer segments and occasions.

Our primary founders, the Molson, Coors and Miller families date back over two centuries. Our commitment to producing the highest quality beers is a key part of our heritage and remains so to this day. Our brands are designed to appeal to a wide range of consumer tastes, styles and price preferences. Coors Brewing Company was incorporated in June 1913 under the laws of the state of Colorado. In October 2003, Coors Brewing Company merged with and into Adolph Coors Company, a Delaware corporation. In February 2005, Adolph Coors Company merged with Molson Inc. ("the Merger"). Upon completion of the Merger, Adolph Coors Company changed its name to Molson Coors Brewing Company. In 2008, Molson Coors Brewing Company and the former SABMiller plc formed the MillerCoors joint venture that combined their respective operations in the U.S. and Puerto Rico. In 2016, we acquired 100% of the outstanding equity and voting interests of MillerCoors, from SABMiller plc. In January 2020, we changed our name from Molson Coors Brewing Company to Molson Coors Beverage Company in connection with our expansion beyond the beer aisle.

Our Industry and Our Competitors

The brewing industry has significantly evolved over the years to become an increasingly global and complex market as the consolidation of brewers globally has resulted in a small number of large global brewers representing the majority of the worldwide beer market. Although we believe consolidation among current major brewers has largely concluded, the current landscape primarily features smaller-scale acquisitions including exports, licensing, and partnership arrangements. These activities continue to occur predominantly among the same global competitors that represent the majority of the market. While the majority of the market is represented by a small number of large global brewers, smaller local brewers continue to inhabit the market as consumers place value on locally-produced, regionally-sourced products.

The beer industry is highly competitive and our portfolio of beers competes with numerous brands in all segments which are produced by international, national, regional and local brewers. Competitive factors impacting our business include, but are not limited to, brand recognition and loyalty, pricing, quality, advertising, marketing and promotional activity, packaging, product variety, and the ability to anticipate and respond to consumer tastes and preferences. We believe our brand portfolio gives us strong representation in all major beer categories. We are the fourth largest global brewer in the world. In the U.S. and Canada, we compete most directly with Anheuser-Busch InBev SA/NV ("ABI") and Constellation Brands, Inc., but we also compete with imports and other providers of craft beer and flavored malt beverages. In the European countries where we currently operate, our primary competitors are Heineken, Asahi, Carlsberg and ABI.

Our products also compete with other alcohol beverages, including wine and spirits, and thus their competitive position is affected by consumer preferences between and among these other categories. Sales of spirits have grown faster than sales of beer in recent years, driven by, among other things, increased spirits advertising, a narrowing price gap with spirits and the growth of spirits-based ready-to-drink alcoholic beverages. This has resulted in a reduction in the beer segment's lead in the overall alcohol beverage market over the last decade.

Our Strategy

Consumer preferences have continued to shift within the industry to above premium products, with volume growth in recent years seen in flavored malt beverages, imports and super premium portfolios. Consumers are also expanding further into spirits, particularly to spirits-based ready-to-drink alcoholic beverages.

In addition, during 2023, in the U.S., we saw a shift in consumer purchasing behavior largely within the premium segment that drove an increase in our core power brands' net sales.

As the beer industry continues its diversification of its products to meet consumer demand with broadening preferences, we believe large global brewers are uniquely positioned to leverage the scale, depth of product portfolio and industry knowledge to continue to lead the market forward. Therefore, in October 2023, we announced our Acceleration Plan, building off the successes achieved under the Revitalization Plan, which was announced in October 2019. The Acceleration Plan focuses on the execution of the following principal strategies: consistently grow our core power brand net sales, aggressively premiumize our portfolio, scale and expand in beyond beer, invest in our capabilities and support our people, communities and planet. Under this plan, we aim to further accelerate our premiumization efforts, targeting one-third of our global brand portfolio within the above premium category in the medium term, while continuing to invest in operational enhancements and expanding beyond beer.

Our core power brands, such as *Coors Light*, *Miller Lite*, *Coors Banquet, Molson Canadian*, *Carling* and *Ožujsko* are important to the success of our long-term growth and therefore, we have focused efforts to expand strategic distribution and increase brand visibility while staying relevant with consumers.

We believe we are well positioned to compete in this continually evolving market, particularly in beer and beyond beer, including, flavor, full strength spirits and non-alcoholic beverages where we think we have a right to win. This includes premiumizing our product mix, leveraging learnings from and building on the successes achieved in certain markets such as EMEA&APAC.

Our investments in capabilities across our organization that support premiumization and focused innovation, supply chain efficiencies and commercial effectiveness across geographies are central to this strategy, designed to ensure that we have the infrastructure to support both profitable growth and diversification.

Our Segments

Our reporting segments include the Americas and EMEA&APAC. A separate operating team manages each segment and each segment manufactures, markets, distributes and sells beer as well as offers a modern and growing portfolio that expands beyond the beer aisle.

Americas Segment

Our Americas segment consists of the production, importing, marketing, distribution and sales of our owned brands and partner brands and licensed brands in the U.S., Canada and various countries in Latin America. We currently operate nine primary breweries, three craft breweries and two container operations. The Americas segment also includes partnership arrangements with Brewers' Retail Inc. ("BRI") for the distribution of beer in Ontario, Canada, and Brewers' Distributor Ltd. ("BDL") for the distribution of beer in the western provinces of Canada. In addition, we have an agreement with Heineken that grants us the right to produce, import, market, distribute and sell certain Heineken products in Canada. We also have authorizations from The Coca-Cola Company that grant us the right to produce, market, sell and distribute *Simply Spiked* branded products in the U.S. and Canada, as well as *Topo Chico Hard Seltzer* products in the U.S. We have agreements to brew, package and ship products for The Yuengling Company ("TYC") in the U.S.

Additionally, we had a contract brewing arrangement with Pabst Brewing Company, LLC, as well as a brewing and packaging agreement with FIFCO USA for Labatt brands in Canada for export, both of which ended in the fourth quarter of 2024.

EMEA&APAC Segment

The EMEA&APAC segment consists of the production, marketing and sales of our primary brands as well as other owned and licensed brands in Bulgaria, Croatia, Czech Republic, Hungary, Montenegro, the Republic of Ireland, Romania, Serbia, the U.K., various other European countries and certain countries within the Middle East, Africa and Asia Pacific regions. We currently operate eleven primary breweries, four craft breweries and one cidery. The majority of our EMEA&APAC segment sales are in the U.K., Croatia, Romania and the Czech Republic, with the U.K. representing over 55% of the segment's net sales in 2024.

Our portfolio includes beers that have the largest share in their respective segments, such as *Carling* in the U.K. and *Ožujsko* in Croatia. We have beers that rank in the top five in market share in their respective segments throughout the region, such as *Staropramen* in the Czech Republic and *Bergenbier* in Romania. Additionally, we sell *Staropramen, Coors, Madrí Excepcional* and *Miller Genuine Draft* in various countries. Our EMEA&APAC segment includes the sale of factored brands in the U.K. which occurs when we distribute beer, wine, spirits and other products owned and produced by other companies to the on-premise channel, such as bars and restaurants. Sales from factored brands are included in our net sales and cost of goods sold when ultimately sold.

Unallocated

We have certain activity that is not allocated to our segments, which is reflected in "Unallocated". Unallocated primarily includes certain financing-related activities such as interest expense and interest income, foreign exchange gains and losses on intercompany balances as well as realized and unrealized changes in fair value on derivative instruments not designated in hedging relationships related to financing and other treasury-related activities. Unallocated activity also includes the unrealized changes in fair value on our commodity swaps not designated in hedging relationships recorded within cost of goods sold, which are later reclassified when realized to the segment in which the underlying exposure resides. Additionally, only the service cost component of net periodic pension and OPEB cost is reported within each operating segment and all other components remain in Unallocated.

Business Seasonality

Total industry volume is sensitive to factors such as weather, holidays, changes in demographics, consumer preferences and certain occasions including major broadcasted or streamed sporting events. Weather conditions consisting of high temperatures and extended periods of warm and dry weather favor increased consumption of our products, while unseasonably cool or wet weather, especially during the summer months, adversely affects our sales volumes and net sales. Consumption of beer in the Americas segment is seasonal, with nearly 37% of financial volume occurring during the months from May through August. In EMEA&APAC, the peak selling seasons typically occur during the summer months and during the Christmas and New Year holiday season.

Regulation

Our business is subject to various laws and regulations in the jurisdictions around the world in which we operate. These regulations govern many parts of our operations, including distributor relationships, sales, brewing and transportation, marketing and advertising and environmental issues. Specifically, excise taxes remitted to tax authorities are government-imposed excise taxes on beer which are shown in a separate line item in the consolidated statements of operations as a reduction of sales.

The U.S. beer business is regulated by federal, state and local governments. To operate our facilities, we must obtain and maintain numerous permits, licenses and approvals from various governmental agencies, including the U.S. Department of Treasury, Alcohol and Tobacco Tax and Trade Bureau, the U.S. Department of Agriculture, the U.S. Food and Drug Administration, state alcohol regulatory agencies and state and federal environmental agencies. U.S. governmental entities including state and local jurisdictions also levy taxes and may require bonds to ensure compliance with applicable laws and regulations. In 2024, our U.S. business excise taxes on malt beverages were approximately $15 per hectoliter sold on a reported basis.

In Canada, provincial governments regulate the production, marketing, distribution, selling and pricing of beer and other alcoholic beverages produced or imported into Canada (including the establishment of minimum prices), and impose commodity taxes, mark-ups and license fees in relation to its production, distribution and sale. In addition, the Canadian federal government regulates the advertising, labeling, quality control, and international trade of beer, and also imposes commodity taxes on both domestically produced and imported beer. Further, certain bilateral and multilateral treaties entered into by the federal government, provincial governments and certain foreign governments, especially within the U.S., affect the Canadian beer industry. In 2024, our Canadian business excise taxes, federal and provincial, were approximately $55 per hectoliter sold on a reported basis.

Most countries included in our EMEA&APAC segment where we carry out significant brewing or distribution activities are either a member of the European Union ("EU") or a current candidate to join the EU, with the exception of the U.K. As such, there are similarities in the regulations that apply to many parts of our EMEA&APAC segment's operations and products, including brewing, food safety, labeling and packaging, marketing and advertising, environmental, health and safety, employment, data protection and regulations. In the U.K., although the regulatory framework for these areas broadly aligns with the EU, there are some differences due to the U.K.'s departure from the EU ("Brexit"), particularly in areas such as labeling, marketing, and data protection standards. To operate breweries and conduct our business in these countries, we must obtain and maintain numerous permits and licenses from various governmental agencies.

All of the government(s) of each country in which we sell our products in the EMEA&APAC segment levy excise taxes on alcohol beverages. All countries which are members of the EU apply laws on excise taxes that are consistent with EU legislative acts, also known as EU Directives, and use measurements based on either alcohol by volume or Plato degrees. In contrast, the U.K. has established its own excise duty system post-Brexit, which includes specific rates and requirements. Non-EU countries use various taxation methods, including a flat excise rate per volume or methods similar to those used in the EU. In the year ended December 31, 2024, the excise taxes for our EMEA&APAC segment were approximately $46 per hectoliter on a reported basis.

Products and Operations

Our Products

We craft and distribute high-quality, innovative beverages with the purpose of uniting people to celebrate all life's moments. We have a diverse portfolio of beloved and iconic owned and partner brands. In addition to offering beers in various price segments, we offer products in various categories like flavored beverages (which includes hard seltzers), craft, spirits and non-alcoholic beverages including energy drinks. We categorize our brands globally for consistency of reporting based on the following price segments: Above Premium, Premium and Economy. For example, our Above Premium classification includes brands that are sold at a price point higher than the market average. Price segment classifications may vary between the Americas and EMEA&APAC segments and the naming conventions and classifications may be different in the various countries that we operate based on local terminology. For example, in our EMEA&APAC segment, brands categorized in the Premium classification such as Carling would be described as core brands in the local market.

The following presents the primary brands sold:

Above Premium - *Arnold Palmer Spiked**, *Aspall Cider, Beck's**, *Blue Moon, Blue Run Spirits**, *Cobra, Corona Extra**, *Coors Original, Five Trail, Heineken**, *Leinenkugel's* brands, *Madrí Excepcional, Miller Genuine Draft, Molson Ultra*, *Peroni Nastro Azurro**, *Pilsner Urquell**, *Redd's* brands*, *Sharp's, Simply Spiked**, *Sol**, *Staropramen, Stella Artois**, *Topo Chico Hard Seltzer**, *Vizzy Hard Seltzer, ZOA Energy**

Premium - *Bergenbier, Borsodi, Burgasko, Caraiman, Carling, Coors Banquet, Coors Light, Jelen, Kamenitza, Miller Lite, Molson Canadian* brands, *Niksicko, Ožujsko*

Economy - *Branik, Icehouse, Keystone, Lowenbrau**, *Miller High Life, Milwaukee's Best, Steel Reserve*

* Represents various partner brand agreements with third parties, such as license, distribution, partnership and joint venture agreements. These agreements may only reside in certain geographies and not all markets globally.

Sales and Distribution

Our go to market strategy differs between geographic regions due to the differences in regulations among those areas. No single customer accounted for more than 10% of our consolidated net sales for the years ended December 31, 2024, 2023 or 2022.

In the U.S., beer is generally distributed through a three-tier system consisting of manufacturers, distributors and retailers. A national network of independent distributors and one Company-owned distributor, Coors Distributing Company, purchases our products and distributes them to on- and off-premise retail accounts. Coors Distributing Company distributed approximately 5% of our total owned and non-owned Americas segment net sales for the year ended December 31, 2024. Transportation of our products to distributors in the U.S. is primarily contracted through third-party logistics providers and shipped by truckload. Transportation costs for shipping product throughout our network is performed through contracted freight carriers or, if needed, through the spot bidding freight market. In the Americas, we have taken steps to diversify transportation modes to reduce the impact of truck market volatility including shipping via railcar and intermodal shipping containers.

In Canada, because provincial governments regulate the beer industry and provincial liquor boards control the distribution and retail sale of alcohol products, distribution strategies and transportation of products vary by province. In 2024, Ontario experienced an expansion of the retail sale of alcoholic beverages. As of the end of October 2024, every eligible convenience, grocery and big-box grocery store in Ontario is now able to sell beer, cider, wine and ready-to-drink alcoholic beverages in addition to the previously allowed retail outlets operated by BRI, government-regulated retail outlets operated by the Liquor Control Board of Ontario ("LCBO"), approved agents of the LCBO, certain licensed grocery stores, or any bar, restaurant, or tavern licensed by the LCBO to sell alcohol for on-premise consumption. In Québec, beer is distributed to retail outlets directly by each brewer or through approved independent agents. Retail sales for off-premise consumption are made through grocery and convenience stores, as well as government operated outlets operated by the Société des Alcools du Québec, a government corporation in Québec. BDL manages the distribution of our products throughout British Columbia, Alberta, Manitoba and Saskatchewan.

In Latin America, we use a combination of export models and license agreements to sell *Blue Moon, Coors Light, Miller Genuine Draft, Miller High Life, Miller Lite* and other brands. In our export model markets, we export beer from the U.S. and sell it through agreements with independent distributors. In license markets, we have established exclusive licensing agreements with brewers and distributors for the manufacturing and distribution of our products. In certain of our markets, we rely on a combination of these agreements.

In the European countries in which we operate, beer is generally distributed through either a two-tier system consisting of manufacturers and retailers, or a three-tier system consisting of manufacturers, distributors and retailers. Distribution activities for both the on- and off-premise channels are conducted primarily by third-party logistics providers. Most of our beer in the U.K. is sold directly to retailers. We have agreements with DHL Supply Chain Limited to provide the distribution of our products throughout the U.K. We utilize several hundred third-party logistics providers across our Central European operations. We also conduct a small amount of secondary distribution in several Central European countries utilizing our own fleet of vehicles. It is also common in the U.K. for brewers to distribute beer, wine, spirits and other products owned and produced by other companies, which we refer to as factored brands, to the on-premise channel. Approximately 18% of our EMEA&APAC segment net sales in 2024 represented factored brands.

In addition, we have an agreement with Heineken whereby they sell, market and distribute *Coors, Carling, Madrí Excepcional* and other brands in the Republic of Ireland, as well as agreements with ABI to brew and distribute *Beck's*, *Stella Artois* and *Lowenbrau,* and to distribute *Hoegaarden*, *Leffe* and *Corona* in Central Europe.

Our operations in Africa, the Middle East and Asia Pacific include markets such as Australia, South Africa and South Korea, with the sale and distribution completed under local license agreements, through the export of our brands from our sites or contract manufacturing with sale through local distributors.

Channels

References to on- and off-premise sales volumes are sales to retailers, which we believe is a useful data point relative to consumer trends. The on-premise channel includes sales to bars, pubs and restaurants while the off-premise channel includes sales to convenience stores, grocery stores, liquor stores and other retail outlets. Industry channel trends vary by segment.

With the onset of the coronavirus pandemic during the year ended December 31, 2020, we experienced a significant adverse impact on the operating results of our Company resulting from the closure of the on-premise channel and increased restrictions which effectively shut down the on-premise channel for various portions of time across the geographies in which we operate. We began to see a progressive return to the on-premise channel at varying degrees across geographies throughout the years ended December 31, 2021, and 2022. By the year ended December 31, 2023, and continuing into the year ended December 31, 2024, we observed a more normalized level of on-premise volume as a percentage of total volume, returning to approximately 16% on-premise in the U.S. and Canada and above 60% on-premise in the U.K., the largest region in our EMEA&APAC segment, largely consistent with pre-pandemic distribution patterns.

Brewing Raw Materials

We use high quality ingredients to brew our products, including hops, water and barley, among others.

Hops used to brew our products are purchased under various contracts from suppliers in the U.S. and Europe primarily sourced from Germany, the U.K., Czech Republic and Slovenia. These contracts vary in length based on market conditions.

In the Americas segment, we malt a majority of our production requirements in our Golden, Colorado facility, using barley purchased primarily under annual contracts with independent farmers located predominately in the western U.S. and Canadian Prairies. In addition, to meet our full requirements, we source barley malt from other commercial providers, from which we have a committed supply through 2025. Other brewing adjuncts and other malt and cereal grains are purchased primarily from suppliers in the U.S. and Canada. In addition, we both own and lease water rights, as well as purchase water through local municipalities and communities, to provide for and sustain our brewing operations in the U.S. and Canada.

In EMEA&APAC, our malt requirements are sourced from third-party suppliers, with the majority of our brewing materials provided by suppliers based in Europe. We have multiple agreements with various suppliers that cover almost all of our total required malt, with terms through 2027. Adjuncts are purchased under various contracts with local producers, which are typically crop year contracts commencing in October of each year. In EMEA&APAC, water used in the brewing process is sourced through water rights for water wells, river water use or supply contracts with water suppliers.

In addition, we continue to make investments to improve the sustainability and resources of our agricultural supply chain, including the development of our initiative to advance sustainable farming practices by our suppliers. We do not currently anticipate future difficulties in accessing water or agricultural products used in our brewing process in the near term.

Packaging Materials

Our primary packaging materials include aluminum, glass bottles, reusable kegs and casks and recyclable plastic containers.

In the Americas segment, a portion of the aluminum cans and ends are purchased from Rocky Mountain Metal Container ("RMMC"), our joint venture with Ball Corporation, whose production facilities, which are leased from us, are located near our brewery in Golden, Colorado. We have supply agreements with Ball Corporation and other vendors to purchase aluminum containers in addition to what is supplied from RMMC.

In the Americas segment, a portion of the glass bottles are purchased from Rocky Mountain Bottle Company ("RMBC"), our joint venture with Owens-Brockway Glass Container, Inc., whose production facilities, which are leased from us, are located in Wheat Ridge, Colorado. We have supply agreements with Owens-Brockway Glass Container, Inc., and other vendors for requirements in excess of RMBC's production.

In the EMEA&APAC segments, we manage packaging needs through diversified contracts, which have provided a reliable supply of aluminum cans, glass bottles, and kegs. Flexible keg sourcing adapts to annual changes, enhancing supply security without long-term commitments.

Many of our ingredients, raw materials and commodities for both brewing and packaging are purchased in the open market. The prices we pay for such items are subject to fluctuation, and we manage this risk through the use of fixed-price contracts and purchase orders, pricing agreements and derivative instruments, including commodity swaps and options. In addition, risk to our supply of certain raw materials is mitigated through purchases from multiple geographies and suppliers. When prices increase for materials, we may or may not be able to pass on such increases to our customers.

Sustainability

Through our overall business strategy and our sustainability strategy, referred to as "Our Imprint," we have established goals and supporting initiatives for Putting People First and Preserving Our Planet in an attempt to ensure we are good stewards of the assets and resources most important to our business. More information about our strategy and progress can be found in Our Imprint Report, available at www.molsoncoors.com/goals-and-reporting. The information provided on our website (or any other website referred to in this report) is not part of this report and is not incorporated by reference as part of this report.

Governance

Our Board of Directors ("Board") is responsible for overseeing and monitoring Our Imprint Strategy, with specific areas of oversight delegated to the committees of the Board. The Board receives regular reports and recommendations from management and the Board committees to help guide our strategy, from goals related to water, packaging and climate change, to initiatives focused on building a strong culture and engagement within our people, our workplace and our marketplace. At the management level, our executive leadership team, chaired by the Chief Executive Officer, is responsible for the oversight and the evolution of Our Imprint Strategy. Our Vice President of Sustainability & EHS works closely with the executive leadership team on strategy development, initiative implementation and progress for our environmental sustainability focus areas.

Our executive leadership team and the chief people and culture officers for the Americas and EMEA&APAC segments are tasked with managing all employment-related matters including recruitment, retention, leadership and development, compensation and benefits planning, succession planning, performance management, and culture and engagement. The Compensation and Human Resource Committee ("CHR Committee") of the Board is responsible for establishing and reviewing the overall compensation philosophy of our Company and providing oversight on certain human capital matters and initiatives, including those related to our talent retention and development, leadership development, talent pipeline, programs and systems for performance management, health and safety and our culture and engagement.

Putting People First

We believe that people are the heart of our Company and strive to create a culture where people are encouraged to and feel comfortable to bring their unique perspectives and experiences to drive our business forward. As a global company, we believe we have a responsibility to nurture a workforce that reflects our marketplace, which we believe makes us a better employer, partner and company of choice for our consumers and customers.

We have a global and varied workforce, with major employee centers in the U.S., Canada, the U.K. and Romania. As of December 31, 2024, we employed approximately 16,800 employees within our business globally with approximately 10,300 employees within our Americas segment and 6,500 employees within our EMEA&APAC segment. Approximately 700 of our employees are in our Global Business Services Centers based in Milwaukee, Wisconsin and Bucharest, Romania. As of December 31, 2024, approximately 28% and 24% of our Americas segment and EMEA&APAC segment workforces, respectively, are represented by trade unions or councils, which are subject to collective bargaining agreements that come due for renegotiation from time to time.

We believe fostering a strong culture with a highly engaged workforce is critical to how we operate, from how we work together to how we grow as a company. Related action plans for the Americas and EMEA&APAC segments are expected to be delivered through three key pillars: People, Workplace and Marketplace.

To be first choice for our employees, we deploy programs, policies and initiatives to foster a culture of engagement where employees have the opportunity to learn and grow, developing both professionally and personally. Our 2024 initiatives and progress included:

- Business Resource Groups - In both Americas and EMEA&APAC, we promoted and supported our self-governed employee Business Resource Groups ("BRGs") in their work to connect, engage, and develop their members while achieving business and strategic objectives. Our BRGs are supportive to their members and allies and are acknowledged internally and externally for building an inclusive workplace, supporting business growth and member development and enriching the communities in which we do business.
- Employee Wellbeing - We strive to be a provider of meaningful experiences and a safe and healthy workplace for all employees.
    - Wellness - We promote healthy lifestyles across our global enterprise by offering health and insurance benefits and wellness and work/life balance programs that are tailored to employees' needs and culture by work location. In the Americas, employees can participate in our wellness programs that incentivize healthy habits and lifestyles. These resources include connections to virtual healthcare, remote fitness and wellness support, and a free employee assistance program for coping with stress and anxiety. In the EMEA&APAC regions, we drive our employee wellbeing culture through a team made up of regional representatives who coordinate activities focused on the topics based on employee feedback. In 2024, these activities included certain wellness programs, as well as flexible work hours, wellness webinars and challenges, to further emphasize our wellbeing culture.
    - Health & Safety - We also promote safe and healthy behaviors at work and home. Our commitment to Health & Safety is focused on preventing workplace incidents and building a strong behavior-based safety culture across our entire workforce through training, our World Class Supply Chain operating system, our values-based leadership development approach and safety moments at the start of many meetings in both our manufacturing facilities and office environments.
    - Compensation and Benefits - We offer affordable and comprehensive benefits, which we routinely benchmark to try to ensure they are competitive, inclusive, aligned with our company culture and local practices, and allow our employees to meet their individual needs and the needs of their families. Our Total Rewards program in general provides a competitive base salary, incentive plans, health and insurance benefits, a deferred compensation option in certain regions with a potential employer match, paid time off plans, enhanced parental leave policies in many locations, an engaging Wellness Program and an Employee Assistance Program. Our business units comply with applicable parental leave laws and in many cases go further to provide flexible work schedules and extended leave for new parents. We believe our compensation and incentive programs motivate us to ignite growth and help to hold ourselves accountable for living out our values to achieve our short- and long-term goals.
- Talent Development - Our aim is to help employees unlock their full potential so they can thrive in their current job and realize new, potential growth opportunities. At Molson Coors, First Choice Learning serves as the global home for development resources to support the unique needs of our employees around the world. First Choice Learning invests in our people through in-person and online training programs, and experiential training opportunities to support employee health and safety, assist in building core competencies, share best practices and develop leadership capabilities. In 2024, we continued to invest in targeted development programs, including one aimed to accelerate the readiness of high potential employees to move into roles of greater scope and complexity. These programs include a blend of classroom training, coaching and mentoring and experiential action learning projects.

- Employee Engagement - We believe that engaging our employees through surveys during the onboarding process and throughout the employee journey provides us with valuable insight into how we can develop our company culture to help ensure that our people feel supported and are able to thrive at our company. We gauge our employees' sentiments through Employee Experience surveys three times a year in the Americas and yearly in EMEA&APAC. In addition, our Chief Executive Officer regularly hosts question and answer sessions available to all employees. We believe these sessions also help create a company culture where open, honest dialogue is supported and encouraged, and where people are empowered to raise questions and concerns about our business and our culture.

Preserving the Planet

We have a long legacy of commitment to environmental sustainability, dating back to Bill Coors' pioneering efforts to bring the two-piece aluminum can to market in the late 1950s and implementation of some of the first recycling programs in the U.S. In 2017, we launched Our Imprint goals for climate and water and, in 2019, incorporated our ambition to make our packaging more sustainable. As further detailed in the annual Our Imprint Report, we have several key sustainability focus areas:

- Greenhouse Gas ("GHG") Emissions – Against our 2016 baseline, our goal is to reduce Scope 1 & 2 GHG emissions by 50% by the end of 2025 and 65% by the end of 2030 along with a 40% reduction in Scope 3 emissions by the end of 2030 and to achieve net zero emissions (Scope 1, 2 & 3) by at least 2050. We continue to implement energy and water efficiency improvements across our facilities, including a multi-year renovation project of our Golden, Colorado brewery, a renewables contract for our Fort Worth, Texas brewery and a wind-power based power purchase agreement in the U.K.

- Watershed Stewardship – In recognition of our important role in our local watersheds, we targeted an overall 22% improvement by the end of 2025 (versus 2016 baseline) in the water-to-product ratio of our breweries producing more than 150,000 hectoliters annually. We collaborate with key partners on watershed management programs to improve the health of the Trinity River Basin watershed in Texas (home of our Fort Worth brewery) and the Upper South Platte River watershed in Colorado (home of our Golden brewery).

- Packaging – We aim to use widely recyclable packaging materials such as aluminum cans, glass bottles and fiberboard cartons, and we are working to eliminate polyethylene terephthalate ("PET") bottles and single-use plastic rings for our beer brands in the U.S., Canada and the U.K. while our Central & Eastern European operations are on pace to ensuring the PET bottles in those markets contain at least 25% recycled content by the end of 2025 and 30% by the end of 2030.

- Agricultural Practices – We work closely with our barley farmers in the U.S. and Canada to test and learn with different growing practices across multiple regions and collect a broad range of data including water consumption. Against our 2016 baseline, by the end of 2025, our goal is to produce the annual barley crop with 10% less water per ton yielded.

See the annual Our Imprint Report for additional information. As discussed further under Item 1A. Risk Factors, our progress towards these goals and objectives may be influenced and impacted by, among other things, various stakeholders and developments beyond our control.

Environmental Compliance Matters

Our operations are subject to a variety of extensive and changing federal, state and local environmental laws, regulations and ordinances that govern activities or operations that may have an impact on human health or the environment. Such laws, regulations or ordinances may impose liability for the cost of remediation, and for certain damages resulting from sites of past releases of hazardous materials. Our policy is to comply with all such legal requirements. While we cannot predict our eventual aggregate cost for the environmental and related matters in which we may be or are currently involved, we believe that any payments, if required, for these matters would be made over a period of time in amounts that would not be material in any one year to our operating results, cash flows, or our financial or competitive position. We believe adequate reserves have been provided for losses that are probable and estimable. However, there can be no assurance that environmental laws will not become more stringent in the future or that we will not incur material costs in the future in order to comply with such laws. See Part II—Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies" under the caption "*Environmental*" for additional information regarding environmental matters.

Global Intellectual Property

We own trademarks on the majority of the brands we produce and have licenses for the remainder. We also hold several patent and design registrations with expiration dates through 2043 relating to brewing methods, beer dispensing systems, packaging and certain other innovations. We are not reliant on patent royalties for our financial success. Therefore, these expirations are not expected to have a significant impact on our business.

Available Information

We file with, or furnish to, the SEC, reports, including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports pursuant to Section 13(a) or 15(d) of the Exchange Act. These reports are available free of charge via EDGAR through the SEC website (www.sec.gov) and are also available free of charge on our corporate website (www.molsoncoors.com) as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. The foregoing website addresses are provided as inactive textual references only. The information provided on our website (or any other website referred to in this report) is not part of this report and is not incorporated by reference as part of this report.

Information About Our Executive Officers

The following table sets forth certain information regarding our executive officers as of February 18, 2025:

Name	Age	Position
Gavin D.K. Hattersley	62	President and Chief Executive Officer
Tracey I. Joubert	58	Chief Financial Officer
Natalie Maciolek	46	Chief Legal & Government Affairs Officer and Secretary
Michelle E. St. Jacques	47	Chief Commercial Officer
Philip M. Whitehead	47	President and Chief Executive Officer, Molson Coors EMEA&APAC

ITEM 1A. RISK FACTORS

Investing in our Company involves risk. Investors should carefully consider the following risk factors and the other information contained within this report. The risks set forth below are those that management believes are most likely to have a material adverse effect on us. Investors are encouraged to read each risk factor as related and interconnected to the other risk factors set forth in this section. However, the risks set forth below are not a comprehensive description of the risks facing our Company. We may also be subject to other risks or uncertainties not presently known to us or that we currently deem to be immaterial but may materially adversely affect our business, financial condition or results of operations in future periods. Investors should not interpret the disclosure of any risk factor to imply that the risk has not already materialized. If the following risks or uncertainties, individually or in combination, actually occur, they may have a material adverse effect on our business, financial conditions, results of operations or prospects. See also "Cautionary Statement Pursuant to Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995."

Risks Related to our Company and Operations

Deterioration of general economic, political, credit and/or capital market conditions, including those caused by the ongoing Russia-Ukraine conflict, Middle East conflict or other geopolitical tensions, could adversely affect our financial performance, our ability to grow or sustain our business, financial condition and results of operations, and our ability to access the capital markets. We operate around the world and global economic and political conditions affect our business and the businesses of our customers, suppliers and consumers. Because our product sales rely on discretionary spending by consumers, recessions, economic downturns, price instability, inflation, tariffs, slowing economic growth, social and political instability, violent crime, war, terrorism and related matters in the markets where we compete could negatively affect our revenues and financial performance, and adversely impact our ability to grow or sustain our business. Geopolitical tensions and political conflicts could adversely impact our employees, financial performance and global operations, including by, among other things, jeopardizing the safety of our employees and facilities, disrupting our and our partners' operations and causing market volatility, which could adversely impact consumer demand and our sales. For example, current macroeconomic and political instability caused by the Russia-Ukraine conflict, Middle East conflict, global supply chain disruptions and inflation have adversely impacted and could continue to adversely impact our business and financial results.

Specifically, the ongoing Russia-Ukraine conflict has adversely affected the global economy, and the geopolitical tensions and conflicts it has generated, and could continue to generate, negatively impact our business operations and financial results. It has resulted in heightened economic sanctions from the international community, including the U.S., the U.K. and the European Union. As a result of the Russia-Ukraine conflict, in 2022 we suspended all exports of all our brands to Russia and subsequently terminated the license to produce any of our brands in Russia. Even though our sales in Russia have historically been limited, and we have no physical assets in Russia, the widespread impact of the Russia-Ukraine conflict, particularly in Eastern Europe, has had and could continue to have a material adverse impact on our business, financial condition, results of operations, supply chain, intellectual property, partners, customers or employees. Nevertheless, further escalation of geopolitical tensions, including increased trade barriers or restrictions on global trade, could result in, among other things, broader impacts that expand into other markets, economic recessions, inflationary pressures, cyberattacks, energy supply availability shortages, supply chain and logistics cost increases or disruptions, lower consumer demand and volatility in foreign exchange rates, interest rates and financial markets, any of which may adversely affect our business and supply chain. In addition, the effects of the ongoing Russia-Ukraine conflict could amplify or affect many of our other risks described elsewhere in Part I, Item 1A, "Risk Factors" in this Annual Report on Form 10-K.

In addition, the capital and credit markets provide us with liquidity to operate and grow our business beyond the liquidity that operating cash flows provide, which can vary from period to period. A global or regional economic downturn or disruption of the credit markets could increase our future borrowing costs and impair our ability to access capital and credit markets for our operations or to execute our strategic plan. If our access to capital on terms commercially acceptable to us were to become significantly constrained, or if costs of capital increased significantly, then our financial condition, results of operations and cash flows could be adversely affected. Further, continued disruption and declines in the global economy have impacted and could continue to impact our customers' liquidity and capital resources, which in turn could impact our ability to collect accounts receivable from them in a timely manner and may have a material adverse impact on our performance, cash flows and capital resources. Finally, political shifts within our core markets and other related geographies, can lead policymakers to alter laws and policies governing foreign trade and investment policies that could adversely affect our supply chain, business and results of operations, and consumers, as discussed further below.

The global beer industry and the broader alcohol industry are constantly evolving, and our position within these industries and the success of our products in our markets may fundamentally change. If we do not successfully transform along with the evolving industries, market dynamics and consumer preferences, our business and financial results could be materially adversely affected. The brewing industry has significantly evolved over the years becoming an increasingly consolidated global beer market. For many years, the industry operated primarily on local presence with modest international expansion achieved through export, license and partnership arrangements. In contrast, it has now become increasingly complex and competitive as the consolidation of brewers has resulted in fewer major market participants. As a result of the increased global consolidation of brewers and the dynamic of expanding new segments within the industry with new market entrants, including the non-alcohol market, the markets in which we operate, particularly the more mature markets, may evolve at a disadvantage to our current market position. Ongoing evolution in certain of our beer markets, together with emerging changes in consumer preferences, have resulted in a significant increase in market entrants, consumer choices and market competition, as well as increased government scrutiny. In addition, local governments may intervene, which may fundamentally accelerate transformational changes to such markets. For example, the beer markets in the U.S. and Canada have long consisted of a select number of significant market participants with government-regulated routes to market. In Canada, changes to interprovincial trade rules, regulations, distribution models and packaging requirements, such as government-owned retail outlets and industry standard returnable bottles, may be disadvantageous to us. As discussed further below, in the second half of 2024, the licensed sale of beer, wine and ready-to-drink alcoholic beverages in the Province of Ontario was expanded to all convenience stores and all eligible grocery and big-box grocery stores. This ongoing evolution of the Ontario beer market may have a significant impact on the financial results of our ownership in Brewers Retail, Inc.

Our *Coors Light* and *Miller Lite* brands in the Americas, and *Carling, Staropramen, Coors, Madrí Excepcional, Ožujsko,* and *Bergenbier* brands in EMEA&APAC represented a significant share of each respective segment's sales volumes in 2024, and several of our other brands represent a significant share of their respective market. Therefore, continued volatility in these markets could disproportionately impact the performance of these brands. Consequently, any material shift in consumer preferences away from these brands, or from the categories in which they compete, could have a material adverse effect on our business and financial results.

Furthermore, the broader alcohol industry is experiencing a shift in consumer drinking preferences and behaviors due to, among others, changing demographics and taste preferences (such as the expansion in above premium products, specifically flavored malt beverages, ready-to-drink alcoholic beverages, spirit-based beverages, cider, and other similar beverages, as well as a shift toward non-alcoholic beverages, health and wellness trends (including the use of glucagon-like peptide (GLP-1) agonists, and other similar beverages) downturns in economic conditions or perceived value, as well as changes in consumers' perception of our brands and the brands of our competitors. If we are unsuccessful in evolving with, and navigating through, these changes to the markets in which we operate, there could be a material adverse effect on our business and financial results. If our competitors are able to respond more quickly to the evolving trends within beverage categories, or if our new products in these categories are not successful, our business and financial results may be adversely impacted.

Our success as an enterprise depends on our ability to successfully and timely premiumize our portfolio and innovate beyond beer, and any inability to deliver new products could have a material adverse effect on our business and financial results. As part of our Acceleration Plan, our future growth will depend, in part, on our ability to premiumize our portfolio and timely innovate and develop new products beyond traditional beer. In connection with our Acceleration Plan, we plan to continue to innovate, test and scale products. In addition, we also rely on certain arrangements with partner brands for innovation, development and growth in new products beyond beer. However, the launch and ongoing success of new products are inherently uncertain, especially with respect to consumer appeal. The launch of a new product can give rise to a variety of incremental or one-time costs and an unsuccessful launch or short-lived popularity of our product innovations could, among other things, affect consumer perception of our existing brands and our reputation as well as result in inventory write-offs and other costs. Our inability to attract consumers to our product innovations relative to our competitors' products, especially over time, could have a material adverse effect on our growth, business and financial results.

Weak, or weakening of, economic, social or other conditions in the markets in which we do business, including cost inflation, tariffs and reductions in discretionary consumer spending, could adversely impact demand for our products or cause consumers to suffer financial hardship, which could have a material adverse effect on our business and financial results. Consumption of our products in some of our markets could be closely tied to general economic conditions. As a result, difficult macroeconomic conditions in our markets, such as further decreases in per capita income and level of disposable income driven by increases in inflation, impacts of tariffs, energy costs, income (and other) taxes and the cost of living, increased and prolonged unemployment or a further decline in consumer confidence, as well as limited or significantly reduced points of access of our product, political or economic instability or other country-specific factors, could continue to have a material adverse effect on the demand for our products.

For example, under difficult or deteriorating economic conditions, consumers may seek to reduce discretionary spending by forgoing purchases of our products by shifting away from our premium and above premium products to lower-priced products offered by us or our competitors, by shifting from on-premise to off-premise consumption, or by shifting purchase to other categories, such as legal cannabis, delta-9, other hemp derived products, or online gambling, each of which could negatively impact our net sales and financial results. A significant portion of our consolidated net sales are concentrated in the U.S., Canada and countries in Europe. Therefore, unfavorable macroeconomic conditions could negatively affect consumer demand for our products in these important markets, which could reduce our profitability, and consequently may negatively affect the results of operations in our Americas and EMEA&APAC segments.

Our operations are dependent on the global supply chain and face significant exposure to changes in commodity and other input prices, impacts of supply chain constraints and disruptions and inflationary pressures, including tariffs, which could adversely impact our operating results. We depend on the effectiveness of our supply chain management to assure reliable and sufficient supply of quality products. Our business has been, and may continue to be, impacted by supply chain constraints and disruptions, caused in part, by the Russia-Ukraine conflict and the uncertain economic environment worldwide. These supply chain constraints could put significant inflationary pressures on commodity and other input prices. Supply chain disruptions may cause delays in shipments of our products and supplies. Failure to adequately produce and timely ship our products to customers could lead to lost potential revenue, failure to meet customer demand, strained relationships with customers including wholesalers, and diminished brand loyalty.

We purchase and use a large volume of agricultural and other raw materials, which are purchased through supply contracts with third parties, to produce our products (including barley, malted barley, hops, corn and other various adjuncts), as well as water and packaging materials (including aluminum cans and bottles, glass and polyethylene terephthalate containers as well as cardboard and other paper products). In addition, we also purchase and use a significant amount of diesel fuel, natural gas, electricity and carbon dioxide in our operations. The supply and price of these raw materials and commodities can fluctuate due to conditions that are difficult to predict and are beyond our control, including global geopolitical conditions or events (including the Russia-Ukraine conflict, especially as to the impact on energy supply prices), global competition for resources, inflationary pressures related to domestic and global economic conditions or supply chain issues, currency fluctuations, alternative sources for suppliers, disease outbreaks or pandemics, trade agreements, governmental regulations (including tariffs), frosts, droughts and other weather conditions and events, agricultural productivity, crop and plant diseases, theft, industry surcharges and other practices.

Similarly, if the costs of goods continue to increase, our suppliers may seek price increases from us. If we are unable to mitigate the impact of these matters through price increases to our customers, cost savings initiatives, hedging arrangements, or other measures, our results of operations and financial condition could be adversely impacted.

Changes in the social acceptability, perceptions and the political view of the beverage categories in which we operate, including alcohol, could adversely affect our business. In recent years, there has been an increase in public and political attention on health and well-being as they relate to alcoholic beverages and the other categories in which we operate due in part to public concern over alcohol-related social problems, including driving under the influence, underage drinking and exposure to alcohol advertisements, and health consequences from the use, harmful use and misuse of alcohol. Negative publicity regarding alcoholic beverages and changes in consumer perceptions in relation to beer or other alcoholic beverages could adversely affect the sale and consumption of our products, which could adversely affect our business and financial results. Additionally, the concerns around alcohol, as well as health and well-being, could result in unfavorable regulations or other legal requirements in certain markets in which we operate, such as advertising, selling and other restrictions, increased taxes associated with our sales, or the establishment of minimum unit pricing. Any such regulations or requirements could change consumer and customer purchasing patterns and may require us to incur significant compliance costs, which could negatively impact our business and financial results. In particular, advocates of prohibition and other severe restrictions on the marketing and sales of alcohol are becoming increasingly organized and coordinated on a global basis, seeking to impose laws or regulations or to bring legal actions against us to substantially curtail the consumption of alcohol, including beer, in developed and developing markets. Further, the alcohol industry may be criticized and experience an increase in the number of publications and studies, as well as lobbying efforts, arguing there is no safe level of alcohol consumption. To the extent such views gain traction in regulations of jurisdictions in which we do or plan to do business, they could have a material adverse effect on our business and financial results. For example, in February 2021, the European Union published its Europe Beating Cancer Plan. As part of the plan, the European Union has indicated it may issue a proposal for mandatory health warnings on alcohol beverage product labels. In January 2025, the United States' outgoing Surgeon General issued an advisory recommending an update to the Surgeon General's warning label in the United States for alcohol-containing beverages to include a cancer risk warning. In addition, Ireland passed a law requiring new health warning labels on alcohol beverage products that will come into effect from May 2026.

Cybersecurity incidents impacting our information systems, and violations of data privacy laws and regulations could disrupt our business operations and adversely impact our reputation and results of operations. Our information systems may be the target of cyberattacks or other security breaches, which, if successful, could, among other things, disrupt our operations, applications and services, cause the loss of key business, employee, customer or vendor information, cause us to breach our legal, regulatory or contractual obligations, prevent us from accessing or relying upon critical business records, cause reputational damage, or impact the costs or ability to obtain adequate insurance coverage. These incidents may result from human errors, equipment failure, or fraud or malice on the part of employees or third parties. The risk of cyber threats or cyberattacks increases as we rely more on digital partners, including supply-chain partners integrated into our business, who may also be the target of cyberattacks or other security breaches. If our information systems suffer severe disruption, damage, or shutdown we could experience delays and disruptions in our business, including brewery operations, production and shipments and delays in reporting our financial results, such as those we experienced with the March 2021 cybersecurity incident, which could adversely affect our cash flows, competitive position, reputation, financial condition or results of operations. A breach of our information systems could subject us to litigation, including class action or derivative lawsuits, regulatory fines, and penalties, any of which could have a material adverse effect on our financial results or reputation. In recent years, we have experienced an increase in the number of attempted cyberattacks due, in part, to the large number of our employees and contractors that are working and accessing our technology infrastructure remotely because of shifts in working arrangements. Furthermore, continued geopolitical turmoil, including the Russia-Ukraine conflict, has heightened the risk of cyberattacks. As discussed further below, the rapid evolution and increased adoption of artificial intelligence and machine learning technologies may intensify our cybersecurity risks.

We expend significant financial resources to attempt to vigorously monitor and mitigate against cyber threats and cyberattacks. We may be required to incur further costs to alleviate problems and remedy damage caused by physical, electronic and cybersecurity breaches and to address possible increased information system attacks as a result of the incident, which could have a material adverse effect on our business and financial results. Additionally, these events may not be insured against or may not be fully covered by any insurance maintained by us and there is no assurance that the limitations of liability in any of our contracts would be enforceable or adequate to protect us from liabilities or damages as a result of a cybersecurity incident. As techniques used to breach security are growing in frequency and sophistication and are generally not recognized until launched against a target, we may not be able to implement security measures in a timely manner or, if and when implemented, these measures could be circumvented regardless of our expenditures and protection efforts. We could also be required to spend significant financial and other resources to remedy the damage caused by a security breach or to repair or replace networks and information systems, which could have a material adverse effect on our business and financial results.

Misuse, leakage or falsification of information could result in a violation of data privacy laws and regulations, including but not limited to, the European Union's General Data Protection Regulation, California Privacy Rights Act, the Virginia Consumer Data Protection Act, the Colorado Privacy Act and other similar comprehensive data privacy laws, may damage our reputation and credibility or expose us to increased risk of lawsuits, loss of existing or potential future customers and/or increases in our security costs and compliance burden, any of which could have a material adverse effect on our business and financial results. Other jurisdictions in which we operate have enacted or are proposing similar laws and regulations related to data privacy. These laws and regulations are evolving and subject to interpretation. In addition, we may suffer financial and reputational damage because of lost or misappropriated information relating to identifiable individuals and may become subject to legal action and increased regulatory oversight or consumers may avoid our brands due to negative publicity. In the event of a breach resulting in loss of data, such as personally identifiable information or other such data protected by data privacy or other laws, even if encrypted, we may be liable for damages, fines and penalties for such losses under applicable regulatory frameworks despite not handling the data. Further, the regulatory framework around data custody, data privacy and breaches may be inconsistent from one jurisdiction to another and is an evolving area of law. We may not be able to limit our liability or damages in the event of such a loss.

Furthermore, the cybersecurity and data privacy regulatory environment, including, but not limited to, the SEC's cybersecurity rules, is increasingly challenging, and may present material obligations and risks to our business, including significantly expanded compliance burdens, costs and enforcement risks.

Because of our reliance on third-party service providers and internal and outsourced systems for our information technology and certain other administrative functions, we could experience a disruption to our business. We rely extensively on information services providers worldwide for our information technology functions including network, help desk, hardware and software configuration. Additionally, we rely on internal networks and information systems and other technology, including the internet and third-party hosted services, to support a variety of business processes and activities, including brewing operations, procurement and supply chain, manufacturing, distribution, invoicing and collection of payments. We use information systems and global business service providers for certain human resource activities and to process our employee benefits, as well as to process financial information for internal and external reporting purposes and to comply with various reporting, legal and tax requirements. As information systems are critical to many of our operating activities, our business may be impacted by system shutdowns, service disruptions, obsolescence, or security threats or breaches. Furthermore, the importance of such information technology systems and networks has increased due to many of our employees working remotely as a result of our changing workplace dynamics. Additionally, if any of our significant service providers were to fail and we were unable to find a suitable replacement in a timely manner, we could be unable to properly administer our outsourced functions, which could disrupt our business and adversely affect our financial results.

The success of our business relies heavily on brand image, reputation, product quality and protection of intellectual property. It is important that we maintain and enhance the image and reputation of our existing brands and products, including our corporate purpose, mission and values. Concerns about product quality, even when unsubstantiated, could be harmful to our image and the reputation of our brands and products. While we have quality control programs in place, in the event we or our third-party manufacturers experience an issue with product quality or if any of our products become unsafe or unfit for consumption, are misbranded or cause injury, we may experience recalls or liability in addition to business disruption which could further negatively impact our brand image and reputation, negatively affect our sales and cause us to incur additional costs. A widespread product recall, multiple product recalls or a significant product liability judgment could cause our products to be unavailable for a period of time, which could further reduce consumer demand and brand equity. We also could be exposed to lawsuits relating to product liability, labelling, marketing or sales practices or intellectual property infringement. Our brand image and reputation may also be difficult to protect due to less oversight and control as a result of outsourcing some of our operations internationally or entering new or different product lines. If we are unable to address and uphold our plans with respect to our sustainability initiatives or actions by and attitudes of regulators and the public health community, our image and brand equity may deteriorate, which may be difficult to combat or reverse and could have a material adverse effect on our business and financial results.

In addition, because our brands carry family names and we may partner with celebrities or other famous sponsors, personal activities by certain members of the Molson or Coors families, our promotional partners or business partners that harm their public image or reputation could also have an adverse effect on our brands or our reputation. Our brand image, reputation and financial results may be negatively impacted by our ability to navigate social media campaigns and trends in pursuit of various dynamic issues facing society on regional and global levels across the markets in which we operate.

Further, our success is dependent on our ability to protect our intellectual property rights, including trademarks, patents, domain names, trade secrets and know-how. We cannot be certain that the steps we have taken to protect our intellectual property rights will be sufficient or that third parties will not infringe upon or misappropriate these rights or that other parties may claim that our brands infringe on their intellectual property rights. If we are unable to protect our intellectual property rights, it could have a material adverse effect on our business and financial results.

Due to a high concentration of workers represented by unions or works councils, we could be significantly affected by labor strikes, work stoppages or other employee-related issues. As of December 31, 2024, approximately 28% and 24% of our Americas and EMEA&APAC workforces, respectively, are represented by labor unions or councils. Stringent labor laws in certain of our key markets expose us to a greater risk of loss should we experience labor disruptions in those markets. From time to time, our collective bargaining agreements come due for renegotiation, and, if we are unable to timely complete negotiations, affected employees may strike, which could have an adverse effect on our business and financial results. Furthermore, there may be additional work stoppages, unionization efforts or other employee-related issues, either prior to or following the expiration of these agreements, each of which could significantly affect our business and financial results. A prolonged labor strike, work stoppage, unionization efforts or other employee-related issues could have a material adverse effect on our business and financial results. For example, in the first few months of 2021, we experienced a labor disruption with our Toronto brewery unionized employees resulting from on going negotiations of the collective bargaining agreement which resulted in slower than expected production at the Toronto brewery in the first few months of 2021. In addition, at the end of March through mid-June 2022, the unionized employees in our Montreal/Longueuil, Québec brewery and distribution centers went on strike, which significantly adversely affected our business, operations and financial results during the second and third quarters of 2022. Furthermore, in February 2024, the unionized employees at our Fort Worth, Texas brewery went on strike, which adversely affected our business, operations and financial results during the second quarter of 2024.

We depend on key personnel, the loss of whom could harm our business, and labor shortages, employee turnover and wage increases could significantly impact our operations. The loss of the services and expertise of any key employee, or multiple members of senior management at the same time, could harm our business. Our future success depends on our ability to identify, attract and retain qualified personnel on a timely basis. If we were to experience turnover of any key employee or multiple members of senior management at the same time, or if a member or members of our senior management were to become ill or incapacitated, our stock price, our results of operations, our commercial and supply chain operations and our vendor or customer relationships could each be adversely impacted and such events may make recruiting for future management positions more difficult. The labor market for many of our employees is very competitive, and wages and compensation costs continue to increase. Our ability to attract and retain key talent has been, and may continue to be, impacted by challenges in the labor market, which has recently been experiencing wage inflation, labor shortages, and a continued shift toward remote work. In addition, labor costs are rising and our industry is experiencing a shortage of qualified workers. If we face labor shortages and/or increased labor costs as a result of increased competition for employees, higher employee turnover rates, or increases in employee benefits costs, our operating expenses could increase, which could negatively impact our growth and results of operations. Labor shortages, higher employee turnover rates and labor union organizing efforts could also lead to disruptions in our business, as discussed above. In addition, we must successfully integrate any new management personnel that we hire within our organization, or who join our organization as a result of an acquisition, in order to achieve our operating objectives, and changes in other key management positions may temporarily affect our financial performance and results of operations as new management becomes familiar with our business.

Poor investment performance of pension plan holdings and other factors impacting pension plan costs and contributions could unfavorably affect our business, liquidity and our financial results. Our costs of providing defined benefit pension plans are dependent upon a number of factors, such as the rates of return on the plans' assets, discount rates, the level of interest rates used to measure the required minimum funding levels of the plans, exchange rate fluctuations, government regulation, court rulings or other changes in legal requirements, global equity prices, and our required and/or voluntary contributions to the plans. Although we comply with the minimum funding requirements, we have certain qualified pension plans with obligations which exceed the value of the plans' assets. These funding requirements also may require contributions even when there is no reported deficit. Without sustained growth in the pension investments over time to increase the value of the plans' assets, and depending upon the other factors as listed above, we could be required to fund the plans with significant amounts of cash. Such cash funding obligations (or the timing of such contributions) could have a material adverse effect on our cash flows, credit rating, cost of borrowing, financial position and/or results of operations.

Competition and other factors in our markets could require us to adjust prices or increase capital and other expenditures or cause us to lose sales volume, any of which could have a material adverse effect on our business and financial results. In many of our markets, our primary competitors may have greater financial, marketing, production and distribution resources than we do, and may be more diverse in terms of their geographies and brand portfolios. We compete with other beer and beverage companies not only for consumer acceptance and loyalty, but also for shelf, refrigerator and tap space in retail establishments and for marketing focus by our distributors and customers, most of which also distribute and sell other beers and beverage products. If we do not successfully transform along with the evolving industry, market dynamics and consumer preferences, our business and financial results could be materially adversely affected. Furthermore, our competitors may respond to industry and economic conditions and shifts in consumer behaviors more rapidly or effectively than we do. In order for us to remain competitive, we will need to quickly and correctly adopt digital technologies, build analytical capabilities and scale brand expense investment levels, which our competitors may be able to achieve faster and with more resources. In all of the markets in which we operate, aggressive marketing strategies, such as reduced pricing, brand positioning, and increased capital or other investments by these competitors could have a material adverse effect on our business and financial results.

Our profitability may be impacted by prices that do not offset the inflationary pressures, which may impact our gross margins. Even if we are able to raise the prices of our products, we may not be able to sustain such price increases and consumers might react negatively to such price increases, which could have a material adverse effect on, among other things, our brand, reputation and sales. Price increases may also lead to a decrease in demand for our products as competitors may not adjust their prices or consumers may decide not to pay higher prices for our products, which could lead to a decline in sales volume and loss of market share. Our projections may not accurately predict the volume impact of price increases, which could adversely affect our business, financial condition and results of operations.

In addition, continuing consolidation among major global brewers and between brewers and other beverage companies and convergence of beverage categories may lead to stronger or new competitors, loss of partner brands, negative impacts on our distributor networks, alternate distribution networks and pressures from marketing and pricing tactics by competitors. Further consolidation of distributors in our industry could reduce our ability to promote our brands in the markets in a manner that enhances rather than diminishes our brands' value, as well as reduce our ability to manage our pricing effectively and efficiently. Additionally, due to competition with brewers and other beverage companies, an increase in the purchasing power of our large competitors may cause further pricing pressures which could prevent us from increasing prices to recover higher costs necessary to compete. Such pressures could have a material adverse impact on our business and our financial results and market share. Increased pressures for reduced pricing or difficulties in increasing prices while remaining competitive within our markets, as well as the need for increased capital investment, marketing and other expenditures could result in lower profitability or loss of market share and volumes. We may also face inflationary pressures that may negatively influence our or our competitors' prices and reduce margins on our products. Moreover, most of our major markets are mature, so growth opportunities may be more limited to us than to our global competitors who may already be in higher growth or emerging markets. For example, net sales in our Americas segment accounted for approximately 79% of our total 2024 net sales. As a result, to the extent that we are unable to maintain or grow our market share in our mature markets, our sales and, in turn, business and financial results could be materially and adversely affected.

Loss, operational disruptions or closure of a major brewery or other key facility, including those of our suppliers, due to unforeseen or catastrophic events or otherwise, could have a material adverse effect on our business and financial results. Our business could be interrupted and our financial results could be materially adversely impacted by physical risks such as earthquakes, fires, hurricanes, floods, other severe weather events, acts of war, terrorist attacks, cyberattacks and other disruptions in information systems, such as the March 2021 cybersecurity incident, disease outbreaks or pandemics and other natural disasters or catastrophic events that damage, disrupt or destroy one of our breweries or key facilities or the key facilities of our significant suppliers. Such significant losses or disruptions could be due to, among other things, the loss or disruption of the timely availability of adequate supplies of essential raw materials for us and our suppliers, including single-source suppliers; our ability to effectively integrate new suppliers into our operations; material financial issues facing our suppliers, such as bankruptcy or similar proceedings; transportation and logistics challenges, including as a result of governmental restrictions and the availability and capacity of shipping channels as customers may shift to increased online shopping; the loss or disruption of other manufacturing, distribution and supply capabilities; labor shortages, strikes or work stoppages; the loss or disruption of the supply of carbon dioxide gas; acts of war and terrorism; or natural disasters, pandemics, public health crises, or other catastrophic events and the associated impacts of such events, including impacts on our employees, their families, or our suppliers.

If any of our breweries or key facilities or the key facilities of our significant suppliers experience a significant operational disruption or catastrophic loss, it could delay, disrupt or reduce production, shipments and revenue, and result in potentially significant expenses to repair or replace these properties. We experienced certain of the foregoing risks and losses in connection with the March 2021 cybersecurity incident and the coronavirus pandemic in 2020. Certain catastrophes are not covered by our general insurance policies, which could result in significant unrecoverable losses. Our business and results of operations could also be adversely impacted by under-investment in physical assets or production capacity, including contract brewing and impact the priority of our brands if production capacity is limited. Further, significant excess capacity at any of our breweries as a result of increased efficiencies in our supply chain process or continued volume declines could result in under-utilization of our assets, which could lead to excess overhead expenses or additional costs incurred associated with the closure of one or more of our facilities. For example, as part of a strategic review of our supply chain network, certain breweries and bottling lines were closed in recent years, and we have incurred brewery closure costs, including charges associated with the closure of our breweries in Chippewa Falls, Wisconsin, 10th Street in Milwaukee, Wisconsin and Irwindale, California. We regularly review our supply chain network in an attempt to ensure that our supply chain capacity is aligned with the needs of the business. Such reviews could potentially result in further closures and the related costs could be material.

Issues and regulations related to climate change, sustainability, human rights and human capital, and stakeholder response thereto may have an adverse effect on our business, financial condition and results of operations and may damage our reputation. Companies across all industries are facing increasing scrutiny relating to their workforce and environmental practices and policies. The landscape related to such regulation, compliance, and reporting is constantly evolving, including expanding in scope and complexity. For example, the SEC, the State of California, and the European Commission have published proposed or final rules, including the European Commission's Corporate Sustainability Reporting Directive, that will require significantly increased disclosures related to climate change and other issues. We may experience significant future cost increases associated with regulatory compliance for sustainability matters, including fees, licenses, reporting, auditing, and the cost of capital improvements for our operating facilities to meet sustainability and/or environmental regulatory requirements.

Investor advocacy groups, institutional investors, stockholders, activists, employees, consumers, customers, regulators, proxy advisory services and other market participants have increasingly focused on these types of matters and initiatives, as well as the related practices and policies of companies. These stakeholders have placed increased importance on these practices and their effect on companies from an investor, consumer, customer or employee perspective. We have also published goals across a range of environmental sustainability and safety matters. Although we have initiatives against these goals, we may be required to expend resources for them, which could increase our operational costs.

In addition, we could be criticized for the scope or nature of these goals, or for any revisions to our goals. Furthermore, some stakeholders may disagree with our goals and there is also a risk that stakeholders may change their views on these topics over time. Our various stakeholders or regulators may also have divergent opinions on these types of matters as well as conflicting expectations regarding our culture, values, goals and business, which makes it difficult to achieve a consistently positive perception amongst all of our various stakeholders. Moreover, we may determine that it is in the best interest of our Company and our stockholders to prioritize other investments over the achievement of our current goals based on economic, technological developments, regulatory and social factors, business strategy or pressure from investors, activists, or other stakeholders.

If our practices do not meet evolving investor, industry, stakeholder or regulatory expectations and standards, related to, among other things, climate change, carbon emissions, safety and related matters, or if we are perceived (whether or not valid) to have not responded appropriately to the growing and various concerns for or against such issues, or if we fail to meet the goals, among other things, our reputation, culture, ability to attract or retain employees, brands, sales, stock price, ability to access the capital markets, or our overall business or financial results could be adversely affected. Further, if we incur adverse publicity and reaction from investors, activists, or other stakeholders related to our efforts and goals, the perception of us and our products and services by current and potential customers, as well as investors, could cause our customers and consumers to stop purchasing our products or to purchase products from a competitor or subject us to legal and regulatory proceedings, any of which could adversely impact our business and financial results.

Climate change and other weather events may negatively affect our business and financial results. There is concern that the continuing increase in global average temperatures could cause significant changes in global weather patterns and an increase in the frequency and severity of natural disasters. Global climate change could have various impacts on our operations, ranging from more frequent extreme weather events to extensive governmental policy developments, which have the potential individually or collectively to significantly disrupt our business as well as negatively affect our suppliers, supply chain and customers. Changing weather patterns and more volatile weather conditions could result in decreased agricultural productivity in certain regions that may impact quality, limit availability or increase the cost of key agricultural commodities, such as hops, barley and other cereal grains, which are important ingredients for our products. Increased frequency or duration of extreme weather conditions, including power disruptions and/or water availability implications due to the foregoing, could also impair production capabilities, disrupt our supply chain, distribution networks and routes to market, or impact demand for our products, any of which may cause us to experience additional costs to maintain or resume operations.

Public concern over climate change has resulted in, and may continue to result in, new or increased regional, federal and global legal and regulatory requirements, including taxation, to reduce or mitigate carbon emissions and to limit or impose additional costs on carbon and water usage or other climate-related objectives. In the event that such regulation is more stringent than current regulatory obligations, or the measures that we are currently undertaking to monitor and improve our resource efficiency are insufficient, we may experience disruptions in, or increases in our costs of, operation and delivery to comply with new regulatory requirements due to investments in facilities and equipment or the relocation of our facilities. If we or our suppliers are required to comply with these laws and regulations, or if we choose to take additional voluntary steps to reduce or mitigate our impact on the climate, we may experience increased costs for energy, production, transportation, and raw materials, increased capital expenditures, or increased insurance premiums and deductibles, each of which could adversely impact our operations. In particular, proposed, new or inconsistent regulation and taxation of fuel and energy could increase the cost of complying with such laws and regulations as well as the cost of operation, including fuel required to operate our facilities or transport and distribute our products, thereby increasing the distribution and supply chain costs associated with our products. Any assessment of the potential impact of future climate change legislation, regulations or industry standards, as well as any international treaties and accords, is uncertain given the wide scope of potential regulatory change in the countries in which we operate.

Beyond the commercial pressures implicated by climate change concerns, our operations may face potential adverse physical effects. For example, we have a major brewery in the state of Colorado, which experienced several significant wildfires in 2022, and we have another major brewery in Texas, which experienced a severe winter weather event in 2021. If any of our properties and production facilities experience a significant operational disruption or catastrophic loss due to natural disasters or severe weather events, it could delay or disrupt production, shipments, and revenue, and result in potentially significant expenses to repair or replace these properties, which may negatively affect our business and financial results.

An inadequate supply or availability of quality water could have a material adverse effect on, among other things, our sales, production processes, other costs and, in turn, profitability. Quality water is a key ingredient in our brewing process. Clean water is a limited resource in many parts of the world and climate change may increase water scarcity and cause a deterioration of water quality in areas where we maintain brewing operations. The competition for water among domestic, agricultural and manufacturing users is increasing in some of our brewing communities and communities in which we or our suppliers manufacture our other products. Even where water is widely available, water purification, regulatory requirements, and waste treatment infrastructure limitations could increase costs or constrain our operations. Further, the lack of availability of clean water at our breweries or our other facilities or the facilities of our suppliers could cause a decrease in production.

We have substantial brewery operations in the states of Colorado and Texas, which have been areas vulnerable to water scarcity conditions. Certain western states in the U.S. are experiencing an extended drought, which can impact the quality and quantity of agricultural ingredients such as barley and hops. The continuation or recurrence of such conditions could have an adverse effect upon our agricultural supply chain. We and our suppliers are dependent on sufficient amounts of quality water for operation of our breweries and key facilities and the key facilities of our significant suppliers. The suppliers of the agricultural raw materials we purchase are also dependent upon sufficient supplies of quality water for their fields. A substantial reduction in water in certain agricultural areas could result in material losses of crops, such as barley or hops, which could lead to a shortage of our product supply. If water available to our operations or the operations of our suppliers becomes scarce or the quality of that water deteriorates, we may incur increased production costs that we are unable or choose not to pass along to distributors through increased prices, or face production constraints, which could adversely affect our business and financial results.

The integration and use of artificial intelligence and similar technology in our business presents challenges and risks that could adversely impact our business, reputation and results of operations. The use of artificial intelligence, combined with an uncertain regulatory environment, may result in reputational harm, liability, or other adverse consequences to our brands, marketing and business operations. Molson Coors or its third-party vendors may adopt and integrate artificial intelligence tools into our systems for specific use cases after review by legal and information security and in alignment with internal oversight and policies and procedures. Our vendors and third-party partners may incorporate artificial intelligence tools into their offerings with or without disclosing this use to us. The providers of these artificial intelligence tools may not meet existing or evolving regulatory or industry standards concerning privacy and data protection, which may result in a loss of intellectual property or confidential information and/or cause harm to our reputation and the public perception of the effectiveness of our security measures. Further, bad actors around the world use increasingly sophisticated methods, including the use of artificial intelligence, to engage in cyberattacks or illegal activities involving the theft and misuse of personal information, confidential information and intellectual property. The technologies underlying artificial intelligence and their use cases are rapidly developing, and it is not possible to predict all of the legal, operational or technological risks related to the use of artificial intelligence. While new artificial intelligence initiatives, laws and regulations are emerging and evolving, uncertainty will remain, and our obligation to comply with the evolving regulatory landscape could entail significant costs, negatively affect our business, or limit our ability to incorporate certain artificial intelligence capabilities into our business. Any of these factors or outcomes could damage our brands and reputation, result in the loss of valuable property and information or otherwise adversely impact our business.

Risks Related to Our Indebtedness, Capital Structure and Financial Condition

Our debt level subjects us to financial and operating risks, and the agreements governing such debt subject us to financial and operating covenants and restrictions. Our indebtedness subjects us to various financial and operating covenants, including, but not limited to, restrictions on priority indebtedness, leverage thresholds, liens, certain types of secured debt and certain types of sale lease-back transactions and transfers of assets, each of which may limit our flexibility in responding to our business needs. If we are not able to maintain compliance with stated financial covenants or if we breach other covenants in any debt agreement, we could be in default under such agreement or trigger a cross-default of other debt instruments. Such a default would adversely affect our credit ratings, may allow our creditors to accelerate the related indebtedness, and may result in the acceleration of any other indebtedness to which a cross-acceleration or cross-default provision applies.

Our current and future debt levels and the terms of such debt could, among other things:

- make it more difficult to satisfy our obligations under the terms of our indebtedness;
- limit our ability to refinance our indebtedness on terms acceptable to us, or at all, or obtain additional financing for working capital, capital expenditures, strategic opportunities, including acquisitions or other investments, to fund growth or for general corporate purposes, even when necessary to maintain adequate liquidity;

- limit our flexibility to plan for and adjust to changing business and market conditions, including successfully execute our Acceleration Plan, and increase our vulnerability to general adverse economic and industry conditions;
- require us to make unfavorable changes to our financing structure or require us to dedicate a substantial portion of our cash flow to make interest and principal payments on our debt, thereby limiting the availability of our cash flow to fund strategic opportunities, including acquisitions or other investments, working capital, business activities, share repurchases and other general corporate requirements; and
- adversely impact our competitive position in the industry.

In addition, certain of our current and future debt and derivative financial instruments have or, in the future, could have interest rates that are tied to reference interest rates. The volatility and availability of such reference rates are out of our control and the risks related thereto could have a material adverse effect on us.

A deterioration in our credit rating could increase our borrowing rates or have an adverse effect on our ability to obtain future financing or refinance current debt. Ratings agencies may downgrade our credit ratings below their current investment grade levels if we are, or are at risk of being, unable to meet our deleveraging commitments. Although we have publicly expressed our intention to maintain an investment grade debt rating, ratings are determined by third-party rating agencies and in some cases the events that may cause us to suffer a ratings downgrade are unpredictable and outside of our control, such as the macroeconomic climate or political instability. A credit rating downgrade, particularly a downgrade below investment grade, could increase our costs of future borrowing, negatively impact our hedging instruments or sources of short-term liquidity and harm our ability to refinance our debt in the future on acceptable terms or access the capital markets. Deterioration of our credit rating may also raise governance issues within the Company and with external regulators.

Default by, or failure of, one or more of our counterparty financial institutions could cause us to incur significant losses. As part of our risk management activities, we enter into transactions involving derivative financial instruments, including, among others, forward contracts, commodity swap contracts and option contracts, with various financial institutions. In addition, we have significant amounts of cash and cash equivalents on deposit or in accounts with banks or other financial institutions in the U.S. and abroad. As a result, we are exposed to the risk of default by, or failure of, counterparty financial institutions. The risk of counterparty default or failure may be heightened during economic downturns and periods of uncertainty in the financial markets. If one of our counterparties were to become insolvent or file for bankruptcy, our ability to recover losses incurred as a result of default or to retrieve our assets that are deposited or held in accounts with such counterparty may be limited by the counterparty's liquidity or the applicable laws governing the insolvency or bankruptcy proceedings.

We may incur impairments of the carrying value of our goodwill and other intangible assets which could have a material adverse effect on our financial results. In connection with various business combinations, we have historically allocated material amounts of the related purchase prices to goodwill and other intangible assets, including those considered to have indefinite useful lives. These assets are tested for impairment when required by accounting principles generally accepted in the United States, using estimates and assumptions affected by factors such as economic and industry conditions and changes in operating performance. Additionally, in conjunction with the indefinite-lived intangible asset impairment tests, we also reassess each asset's indefinite-life classification. Potential resulting charges from an impairment of goodwill or brand intangible, as well as reclassification of an indefinite-lived to a definite-lived brand intangible, could have a material adverse effect on our results of operations. For example, the results of our 2022 annual goodwill impairment testing indicated that the fair value of our Americas reporting unit was below its carrying value. As a result, we recorded a partial impairment charge of $845.0 million in our consolidated statements of operations during the fourth quarter of 2022. Additionally, the results of our 2023 annual impairment testing indicated that the carrying value of the *Staropramen* family of brands indefinite-lived intangible asset was determined to be in excess of its fair value such that a partial impairment charge of $160.7 million was recorded in our consolidated statements of operations during the fourth quarter of 2023. As of the year ended December 31, 2024, the EMEA&APAC reporting unit was fully impaired while the Americas reporting unit had $5.6 billion of goodwill remaining.

Our impairment analysis, conducted as of October 1, 2024, the first day of our fiscal fourth quarter, indicated that the Americas reporting unit was at a heightened risk of future impairment in the event of significant unfavorable changes in the forecasted cash flows (including Company-specific risks like the performance of our premiumization efforts, expansion in products beyond beer and overall market performance, along with macroeconomic risks, or significant unfavorable changes in income tax rates, environmental or other regulations, including interpretations thereof), terminal growth rates, market multiples and/or weighted-average cost of capital utilized in the discounted cash flow analyses. The fair values of our Americas reporting unit and indefinite-lived intangible assets are sensitive to the aforementioned potential unfavorable changes that could have an adverse impact on future analyses. Any future impairment of the Americas reporting unit or our intangible assets, or reclassification of indefinite-lived intangible assets to definite-lived, may result in charges that could have a material adverse effect on our financial results, as evidenced by the charges incurred during the fourth quarters of 2023 and 2022, as previously noted above. The testing of our goodwill for impairment is also predicated upon our determination of our reporting units. Any change to the conclusion of our reporting units or the aggregation of components within our reporting units could result in a different outcome to our annual impairment test. See Part II—Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations, "Critical Accounting Estimates" and Part II—Item 8 Financial Statements and Supplementary Data, Note 6, "Goodwill and Intangible Assets" for additional information related to the results of our annual impairment testing.

The estimates and assumptions on which our financial projections are based may prove to be inaccurate, which may cause our actual results to materially differ from such projections, which may adversely affect our future profitability, cash flows and stock price. Our financial projections, including any sales or earnings guidance or outlook we may provide from time to time, are dependent on certain estimates and assumptions related to, among other things, our Acceleration Plan, industry performance, category growth, development and launch of innovative new products, market share projections, product pricing, sales, volume and product mix, foreign exchange rates and volatility, effective tax rates, interest rates, depreciation and amortization costs, commodity prices, tariffs, distribution costs, cost savings initiatives, accruals for estimated liabilities, including litigation reserves, measurement of benefit obligations for pension and other postretirement benefit plans, and our ability to generate sufficient cash flow to reinvest in our existing business, fund internal growth, repurchase our stock, make acquisitions, invest in joint ventures, pay dividends and meet debt obligations. In addition, our ability to achieve our Acceleration Plan goals, and the anticipated benefits, are subject to various assumptions and uncertainties. There is no assurance that we will fully realize the anticipated financial benefits or execute successfully on our Acceleration Plan in the time frames we desire or at all. Our financial projections are based on historical experience and on various other estimates and assumptions that we believe to be reasonable under the circumstances and at the time they are made, and our actual results may differ materially from our financial projections. Any material variation between our financial projections and our actual results may adversely affect our future profitability, cash flows and stock price.

Risks Related to Our Dependence on Third Parties

We rely on a small number of suppliers to obtain the input materials, in particular the packaging materials, we need to operate our business. The inability to obtain materials or disruptions at the facilities of our suppliers could unfavorably affect our ability to produce our products, which could have a material adverse effect on our business and financial results. We purchase certain types of input and other packaging materials, including aluminum cans and bottles, glass bottles, paperboard and carbon dioxide from a small number of suppliers. The demand for such input materials in the beverage industry has increased in recent years, and resulted in a shortage of capacity and increases in costs. In addition, consolidation of packaging materials suppliers has reduced local supply alternatives and increased risks of supply disruptions. The inability of any of these suppliers to meet our production requirements without sufficient time to develop an alternative source could have a material adverse effect on our business and financial results. Additionally, if the financial condition of these suppliers deteriorates, our business and financial results could be adversely impacted. Our suppliers’ financial condition is affected in large part by conditions and events that are beyond our and their control, including:

- competitive and general market conditions in the locations in which they operate;
- the availability of capital and other financing resources on reasonable terms;
- loss of major customers;
- disruptions of operations that may be caused by strikes, work stoppages, labor unrest or natural disasters;
- the increase in price of certain ingredients and raw materials used in our products; or
- any of the foregoing, among other things, as a result of the Russia-Ukraine conflict or otherwise.

Termination or changes of one or more manufacturer, distribution or production agreements, or issues caused by our dependence on the parties to these agreements, could have a material adverse effect on our business and financial results. We manufacture and distribute products of other beverage companies through various joint venture, licensing, distribution, contract brewing or other similar arrangements, such as our agreement to produce, import, market, distribute and sell certain Heineken brands in Canada, and our arrangements with ABI to brew and distribute *Beck's*, *Stella Artois*, and *Lowenbrau* and to distribute *Hoegaarden*, *Leffe*, and *Corona* in Central Europe. In addition, we also have authorizations from The Coca-Cola Company that grant us the right to produce, market, sell and distribute *Simply Spiked* branded products in the U.S. and Canada, as well as *Topo Chico Hard Seltzer* in the U.S. These agreements have varying expiration dates and performance criteria. The non-renewal or loss of one or more of these arrangements, because of failure to perform or failure to agree to terms of an extension, or as a result of industry consolidation or otherwise, could have a material adverse effect on our business and financial results.

As part of our efforts to streamline operations and to manage capital investments, we outsource aspects of our manufacturing processes and other functions and continue to evaluate additional outsourcing. If our contract manufacturers or other outsourcers fail to perform their obligations in a timely manner or at satisfactory quality levels, our ability to bring products to market and our reputation could suffer. For example, during a market upturn, our contract manufacturers may be unable to meet our demand requirements, which may preclude us from fulfilling our customers' orders on a timely basis. The ability of these third parties to perform is largely outside of our control. If one or more of these parties experiences a significant disruption in services or institutes a significant price increase, we may have to seek alternative providers, which could increase our costs or prevent or delay the delivery of our products. Further, our business includes various joint venture and industry agreements which standardize parts of the supply chain. An example includes our warehousing and customer delivery systems in Canada organized under joint venture agreements with other brewers. Any negative change in these agreements or material terms within these agreements could have a significant adverse effect on our business and financial results. Another example is the secondary distribution in the U.K. which has limited options. If we are unable to continue to outsource our secondary distribution services, we may have to in-source distribution which could have adverse impacts to our business and financial results.

Risks Related to Legal Matters, Governmental Regulations and our International Operations

Changes in tax, environmental, trade or other regulations or failure to comply with existing licensing, trade and other regulations could cause volatility or have a material adverse effect on our business and financial results. Our business is highly regulated by national, state, provincial and local laws and regulations in various jurisdictions regarding such matters as tariffs, licensing requirements, trade and pricing practices, taxation, labeling, advertising, promotion and marketing practices, relationships with distributors, environmental matters, packaging material regulations, ingredient regulations, unclaimed property and other matters. These laws and regulations are subject to frequent changes and re-evaluation, varying interpretations and political debate and inquiries from government regulators charged with their enforcement, which could have a material adverse effect on our business and financial results.

Changes to U.S. or foreign trade policies, impositions of new or increased tariffs, other trade restrictions or other government actions, including any government shutdown, foreign currency fluctuations, including devaluations and fear of exposure to or actual impacts of a widespread disease outbreak, may lead to the continuation or escalation of such risks and uncertainty.

Furthermore, changes to existing tax laws or the adoption of new tax policies, regulations, guidance or laws, particularly in the U.S., U.K. and Canada, could have a material adverse impact to our effective tax rate, future cash tax payments and our financial results in general. In addition, the current economic and political environment, including the focus on corporate tax reform, anti-base erosion rules and tax transparency, may result in significant tax law changes in the numerous jurisdictions in which we operate and could have a material adverse impact to our effective tax rate, future cash tax payments and our financial results in general. In August 2022, the U.S. government enacted the Inflation Reduction Act of 2022 ("IRA"), which included among other provisions, a 15% minimum tax on "adjusted financial statement income" and became effective for the Company beginning January 1, 2023. Recently, intergovernmental organizations such as the Organization for Economic Co-operation and Development ("OECD") and European Union ("EU") have proposed or enacted changes to the existing tax laws of member countries. For instance, in 2021 the OECD introduced model rules for a new 15% global minimum tax framework, which is effective for fiscal years beginning on or after December 31, 2023 in jurisdictions with enacted legislation. Additionally, several non-EU countries, including Canada and the U.K., have recently proposed and/or enacted legislation consistent with the OECD global minimum tax framework. The OECD and implementing countries are expected to continue to make further revisions to their minimum tax legislation and release additional guidance. The OECD has also proposed rules on the allocation of profit among tax jurisdictions in which companies operate. These enacted tax laws and regulations and proposed rules, including the release of additional related guidance, could adversely impact our financial results in fiscal year 2025 and possibly beyond.

Continued economic and political pressures to increase tax revenues in jurisdictions in which we operate, or the adoption of new or reformed tax legislation or regulation, may make resolving tax disputes more difficult, and prior decisions by tax authorities regarding treatments and positions of corporate income taxes could be subject to enforcement activities, as well as legislative investigation and inquiry, which could also result in changes in tax policies or prior tax rulings. The final resolution of tax audits and any related litigation can differ from our historical provisions and accruals, resulting in an adverse effect on our financial performance.

The government(s) of each country in which we sell our products, including state and local jurisdictions in the U.S., levy excise taxes at varying rates. Additionally, U.S. governmental entities also levy taxes and may require bonds to ensure compliance with applicable laws and regulations. Increases in excise taxes, and such compliance taxes and bonds, could have a material adverse effect on our profitability.

Additionally, modifications of laws and policies governing foreign trade and investment, including trade agreements and tariffs such as the United States-Mexico-Canada Agreement, the European Union-United Kingdom Trade and Cooperating Agreement, or aluminum tariffs, could adversely affect our supply chain, business and results of operations. For example, in June 2018, U.S. tariffs on aluminum imports from Canada, Mexico and EU went into effect (though the U.S. lifted the aluminum tariffs on Canada and Mexico in May 2019), which created volatility in the price of aluminum in the U.S. and increased the price of aluminum used in some of our product packaging. Continued imposition of U.S. aluminum tariffs, the implementation of additional tariffs and retaliatory tariffs from trade partners or related uncertainties could further increase the cost of certain of our imported materials, thereby adversely affecting our profitability. In addition, the European Union-United Kingdom Trade and Cooperating Agreement became effective in May 2021 and resulted in certain disruptions in trade and the movement of goods, including prolonged transportation delays, which affected our ability to source raw materials and packaging for our products as well as our ability to import and export products.

In addition, in February 2025, the current U.S. presidential administration imposed tariffs on foreign imports into the United States, including, most relevant to us, an additional 25% tariff on all imports from Canada, which tariffs were subsequently suspended for 30 days in order to facilitate negotiations. As of the date of this report, the proposed tariffs on all imports from Canada remain suspended. Certain of the products we sell are originally manufactured in countries other than the U.S., such as Canada. These tariffs will increase the cost of certain of our products and may negatively impact our results of operations. At this time, it remains unclear what additional actions, if any, will be taken by the U.S. or other governments with respect to international trade agreements, the imposition of additional tariffs on goods imported into the U.S., tax policy related to international commerce, increased export control, sanctions and investment restrictions, or other trade matters. Other effects of these changes, including impacts on the price of raw materials, responsive or retaliatory actions from governments, such as retaliatory tariffs on imports into Canada from the U.S., and the opportunity for competitors not subject to such changes to establish a presence in markets where we participate, could also have significant impacts on our results of operations, though whether any of the foregoing actions will be taken remains unclear. Furthermore, we may not be able to increase prices for our products enough to offset the impact of tariffs, which could negatively impact our margins. If we raise prices in response to tariffs, the demand for our products may decrease, which could also have a negative impact on our sales. We cannot predict what further action may be taken with respect to export restrictions, tariffs or trade relations between the U.S. and other governments, and any further changes in U.S. or international trade policy could have an adverse impact on our business, financial condition and results of operations.

Furthermore, various jurisdictions have adopted, or may seek to adopt, additional product labeling or warning requirements or limitations on the availability of our beverages relating to perceived adverse health consequences of some of our beverages. If additional or more severe requirements of this type are imposed on one or more of our beverages under current or future laws or regulations, they could inhibit sales of such beverages in such jurisdictions. In addition, we cannot predict whether our beverages will become subject to increased rules and regulations regarding labeling or warnings which, if enacted, could increase our costs and/or adversely impact sales.

In addition, a number of governmental authorities, both in the U.S. and abroad (including the EU), have considered, and/or are planning to introduce legislation aimed at packaging, reducing the amount of plastic and other types of material. Programs have included recommendations for Extended Producer Responsibility ("EPR"), banning certain types of products, mandating certain rates of recycling, re-use and use of recycled materials, imposing deposit return schemes ("DRS") for drinks containers or taxes on packaging material, and requiring retailers or manufacturers to take back certain packaging used for their products. Such legislation, as well as voluntary initiatives, aimed at reducing the level of wastes, could reduce the demand for our products that includes in-scope packaging, result in greater costs for producers or otherwise impact our business, financial condition and results of operations. Similarly, changes in applicable environmental regulations, including increased or additional regulations to discourage the use of particular materials (or encourage or mandate the use of other materials) may result in increased compliance costs, increased materials costs, capital expenditures, incremental investments and other financial obligations for us and our business partners, which could affect our profitability. We may not be able to implement price increases for our products to cover any increased costs, and any price increases we do implement may result in lower sales volumes.

Failure to comply with existing or future laws and regulations, including those related to tax, environment and health, or changes in these laws, regulations, or interpretations thereof, could result in the loss, revocation or suspension of our licenses, permits or approvals and could have a material adverse effect on our business, financial condition and results of operations. Additionally, uncertainties exist with respect to the interpretation of, and potential future developments in, complex domestic and international tax laws and regulations, the amount and timing of future taxable income and the interaction of such laws and regulations among jurisdictions. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and assumptions made, or future changes to such assumptions, could necessitate future adjustments to taxable income and expense already recorded.

Unfavorable outcomes of legal or regulatory matters may adversely affect our business and financial condition and damage our reputation. There is a risk of, and we are from time to time involved in or subject to a variety of litigation, claims, legal or regulatory proceedings or matters related to our business, the alcohol industry in general, our advertising and marketing practices, product claims, product labeling and ingredients, our intellectual property rights, alleged infringement or misappropriation by us of intellectual property rights of others, tax, environmental, privacy, insurance, ERISA and employment matters. Such matters, even those that are ultimately non-meritorious, can be complex, costly, and highly disruptive to business operations by diverting the attention and energies of management and other key personnel, and may generate adverse publicity that damages our reputation or brand image. The assessment of the outcome of such matters, including our potential liability, if any, is a highly subjective process that requires judgments about future events that are not within our control and are based on the information available to management at that time. The outcome of such matters, including amounts ultimately received or paid upon judgment or settlement, may differ materially from management's outlook or estimates, including any amounts accrued in the financial statements. Actual outcomes, including judgments, awards, settlements or orders, could have a material adverse effect on our business, financial condition, operating results, or cash flows and damage our corporate reputation and our brands. See Part II—Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies" in this Annual Report on Form 10-K for additional information regarding the status of pending legal outcomes.

Our operations in developing and emerging markets expose us to additional risks, which could harm our business and financial results. We continue to operate in developing and emerging markets. In certain of these markets, we have limited operating experience and may not succeed. In addition to risks described elsewhere in this report, our operations in these markets expose us to additional heightened risks, including:

- changes in local political, economic, social and labor conditions;
- restrictions on foreign ownership and investments;
- repatriation of cash earned in countries outside the U.S.;
- import and export requirements, including tariffs;
- poor product quality due to distance travelled for export product and the relatively short shelf life of beer;
- increased costs to ensure compliance with complex foreign laws and regulations;
- currency exchange rate fluctuations;
- a less developed and less certain legal and regulatory environment, which among other things can create uncertainty with regard to liability issues;
- longer payment cycles, increased credit risk and higher levels of payment fraud;

- increased exposure to global disease outbreaks or pandemics; and
- other challenges caused by distance, language, and cultural differences.

In addition, as a global company, we are subject to foreign and U.S. laws and regulations designed to combat governmental corruption, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and the U.K. Proceeds of Crime Act. Violations of these laws and regulations could result in fines and penalties, criminal sanctions against us, our officers, or our employees, prohibitions on the conduct of our business and prohibitions on our ability to offer our products and services in one or more countries, each of which could have a materially negative effect on our reputation, brands and our operating results. Although we have implemented policies and procedures designed to ensure compliance with these foreign and U.S. laws and regulations, there can be no assurance that our employees, business partners or agents will not violate our policies and procedures.

Changes to the regulation of the distribution systems for our products could adversely affect our business and financial results. Many countries in which we operate regulate the distribution of alcohol products and if those regulations were changed, it could alter our business practices and have a material adverse effect on our business and financial results. For example, in the U.S. market, there is a three-tier distribution system that governs the sale of malt beverage products. That system, requiring separation of manufacturers, distributors and retailers, dates back to the repeal of prohibition and is periodically subject to legal challenges. To the extent that such challenges are successful and change the three-tier system, including through the expansion of e-commerce and direct-to-consumer offerings, such changes could have a material adverse effect on our Americas segment results of operations. Further, in Canada, our products are required to be distributed through each province's respective provincial liquor board. Additionally, in certain Canadian provinces, we rely on our joint venture arrangements with BRI and BDL to distribute our products via retail outlets that are regulated by provincial government regulators. BRI owns and operates commercial retail outlets, known as The Beer Store, in Ontario and performs delivery services of beer throughout Ontario. BDL facilitates the distribution of our products in the western Canadian provinces. If provincial regulation should change, the costs to adjust our distribution methods could have a material adverse effect on our business and financial results.

Our consolidated financial statements are subject to fluctuations in foreign exchange rates, most significantly the Canadian dollar and the European operating currencies such as, British Pound, Czech Koruna, Euro and Romanian Leu. We hold assets and incur liabilities, earn revenues and pay expenses in different currencies, most significantly in Canada and throughout Europe. Because our financial statements are presented in USD, we must translate our assets, liabilities, income and expenses into USD. Increases and decreases in the value of the USD will affect, at times adversely, the value of these items in our financial statements, even if their local currency value has not changed. Additionally, we are exposed to currency transaction risks related to transactions denominated in currencies other than one of the functional currencies of our operating entities, such as the purchase of certain raw material inputs or capital expenditures, as well as sales transactions and debt issuances or other incurred obligations. Further, certain actions by the government of any of the jurisdictions in which we operate could adversely affect our results and financial position. To the extent that we fail to adequately manage these risks through our risk management policies intended to protect our exposure to currency movements, including if our hedging arrangements do not effectively or completely hedge changes in foreign currency rates, our results of operations may be materially and adversely affected. For instance, the strengthening of the USD against the Canadian dollar, European currencies and various other global currencies would adversely impact our USD reported results due to the impact on foreign currency translation.

Risks Related to Acquisitions and Joint Ventures

Risks associated with operating our joint ventures or other strategic partnerships may materially adversely affect our business and financial results. We have entered into several joint ventures, including our joint ventures with Ball Corporation (i.e., Rocky Mountain Metal Container), and with Owens-Brockway Glass Container Inc. (i.e., Rocky Mountain Bottle Company), for a portion of our aluminum and glass packaging supply in the U.S., respectively. We have also entered into a joint venture with The Yuengling Company LLC to expand the distribution of Yuengling beer in the western U.S. Additionally, in certain Canadian provinces, we rely on joint venture agreements with BRI and BDL to distribute our products via retail outlets that are mandated and regulated by provincial government regulators. As previously referenced, BRI owns and operates commercial retail outlets, known as TBS or "The Beer Store", in Ontario, and BDL facilitates the distribution of our products in the western Canadian provinces. In the U.S. in October 2024, we took a majority ownership stake in ZOA Energy LLC ("ZOA"). We may enter into additional joint ventures or other strategic partnerships in the future. Our partners may at any time have economic, business or legal interests or goals that are inconsistent with our goals or with the goals of the joint venture or partnership. In addition, we compete against our partners in certain of our other markets. Disagreements with our business partners may impede our ability to maximize the benefits of our partnerships. Our joint venture arrangements or other partnerships may require us, among other matters, to pay certain costs or to make certain capital investments or to seek our partner's consent to take certain actions. In addition, our partners may be unable or unwilling to meet their economic or other obligations under the operative documents, or may become insolvent or file for bankruptcy protection and we may be required to either fulfill those obligations alone to ensure the ongoing success of the partnership or to dissolve and liquidate. Post-pandemic trends of consumers transitioning between channels and categories could impact the revenue growth expectations of partnership brands or newly owned brands. Moreover, as we further develop our own portfolio, we may face challenges meeting all contractual obligations within our current partnerships or having to invest in more marketing assets to sustain partnership brands.

Failure to successfully identify, complete or integrate attractive acquisitions, joint ventures and other strategic partnerships into our existing operations could have an adverse effect on our business and financial results. We have made a number of acquisitions and entered into several strategic joint ventures and partnerships. In order to compete in the consolidating global brewing and beverage industry, we anticipate that we may, from time to time, in the future acquire additional businesses like the Blue Run Spirits, Inc ("Blue Run") acquisition in the third quarter of 2023, the increase in our investment in ZOA in the fourth quarter of 2024 and the entry into the partnership with Fever-Tree in the first quarter of 2025, or enter into additional joint ventures or other partnerships that we believe would provide a strategic fit with our business. Potential risks associated with acquisitions and joint ventures could include, among other things:

- our ability to identify attractive acquisitions, joint ventures and other strategic partnerships;
- our ability to offer potential acquisition targets and joint venture partners' competitive transaction terms;
- our ability to raise capital on reasonable terms to finance attractive acquisitions, joint ventures and other strategic partnerships;
- our ability to realize the benefits or cost savings that we expect to realize as a result of the acquisition, joint venture or other strategic partnerships;
- diversion of management's attention;
- our ability to successfully integrate the business of the acquired company with our business;
- motivating, recruiting and retaining key employees;
- conforming standards, controls, procedures and policies, systems, business cultures and compensation structures among our company and the acquired company;
- consolidating and streamlining sales, marketing and corporate operations;
- potential exposure to unknown liabilities of acquired companies;
- potential exposure to unknown or future liabilities or costs that affect the markets in which acquired companies, joint ventures or strategic partnerships operate;
- reputational or other damage due to the conduct of a joint venture or other partner or the prior conduct of an acquired company;
- loss of key employees and customers of an acquired company;

- managing tax costs or inefficiencies associated with integrating our operations following completion of an acquisition or entry into a joint venture or other partnerships;
- exposure to unfamiliar legal and regulatory requirements entering a new market or jurisdiction;
- incompatibility of technology systems delaying realization of assumed synergies; and
- exchange rate fluctuations triggering material variances between expected financial returns and actual financial returns.

Additional Risks Related to our Americas Segment

Our U.S. business is highly dependent on independent distributors to sell our products, with no assurance that these distributors will effectively sell our products, and distributor consolidation in the U.S. could harm our business and financial results. We sell nearly all of our products, including our imported products, in the U.S. to independent distributors for resale to retail outlets. These independent distributors are entitled to exclusive territories and are protected from termination by state statutes and regulations. Consequently, if we are not allowed, or are unable under acceptable terms or at all, to replace unproductive or inefficient distributors, our business, financial position and results of operation may be adversely affected, which could have a material adverse effect on our business and financial results.

Further, in recent years, there has been a consolidation of independent distributors, resulting in distributors with increased leverage over suppliers due to the distributor's share of the supplier business, exclusive territorial appointments and regulatory protection of distribution agreements. We have limited ability to influence decisions regarding distributor consolidation, which, regardless of size, carries a risk of decreased investment in service and local marketing in the interest of paying down the leverage required to fund a transaction. Consolidation among distributors could create a more challenging competitive landscape for our products and could hinder the distribution and sale of our products as distributors could put focus on other brands within their portfolio instead of ours. There is a risk that consolidation of distributors could further increase due to potential changes in tax laws in the markets in which we operate. This could negatively impact sales of our products and increase prices. Our unique portfolio may require more brand building than our competitors, which could be adversely affected in the event of distributor consolidation. Changes in distributors' strategies, including a reduction in the number of brands they carry, may adversely affect our growth, business, financial results and market share.

Government mandated changes to the retail distribution model resulting from new regulations may have a material adverse effect on our Canada business. In Canada, the retail distribution of beer and certain other alcohol is primarily a provincial responsibility. An Early Implementation Agreement ("EIA") was entered into in May 2024 between the Province of Ontario, Molson Canada 2005, a wholly owned indirect subsidiary of our Company, Labatt Brewing Company Limited, Sleeman Breweries Ltd. (collectively, the "Representative Owners") and Brewers Retail Inc., operating under the name "The Beer Store" ("TBS"). The EIA was effective July 18, 2024 and continues until December 31, 2030. The EIA removed grocery store pack size restrictions on beer, wine, cider and ready-to-drink alcoholic beverages as of July 18, 2024, and allowed for the expansion of licensed sale of beer, wine and ready-to-drink alcoholic beverages to all convenience stores which began on September 5, 2024 and all eligible grocery and big-box grocery stores as of October 31, 2024. The EIA requires TBS to maintain at least 386 retail locations in Ontario to support recycling, cash and carry and to preserve employment through June 30, 2025. From July 1, 2025 until December 31, 2025, TBS has the right to close additional retail locations to maintain a minimum of 300 stores. The requirements to keep a certain number of TBS stores open may result in the inefficient operations of TBS stores during that period of time. As a result, under the EIA, the Province of Ontario will provide financial support to TBS and the representative owners of up to CAD 225 million through reimbursement of costs incurred in connection with the early implementation and to TBS in connection with the operation of the agreed upon retail footprint during the interim period between the commencement date of the EIA and December 31, 2025. From January 1, 2026 onward, TBS will have the sole and absolute discretion to maintain or close any retail location. If TBS cannot transition quickly from a retail-led organization to a distribution-led organization, it may adversely impact our business, our results of operations and financial condition. In addition, the taxes and fee structure, as well as other regulatory elements are under review and are subject to change in the year ended December 31, 2025 which could have a significant adverse impact on our business.

The EIA requires licensed grocery and big-box retailers more than five kilometers from a TBS store to accept and sort empty beverage alcohol containers for recycling as of the commencement date of the EIA, and beginning in 2026, all licensed grocery and big-box stores must accept and sort empty beverage alcohol containers for recycling. The expansion of the recycling program to all grocery stores could interrupt the flow of returnable bottles and may impact the quality of the returnable bottle. This could cause inefficiencies in our operations, increase the costs of packaging materials and hinder the quality of our packaging materials.

Such impacts of the EIA could have a negative impact on the results of operations, cash flows and financial position of our Americas segment. Similar changes to the beer distribution and retail systems in other Canadian provinces could adversely impact our business, our results of operations and financial condition.

Indemnities provided to the purchaser of our previous interest in the Cervejarias Kaiser Brasil S.A. ("Kaiser") business in Brazil could result in future cash outflows and statement of operations charges. In 2006, we sold our previous ownership interest in Kaiser, which was held by our Canadian business, to FEMSA Cerveza S.A. de C.V. ("FEMSA"). The terms of the sale agreement require us to indemnify FEMSA for exposures related to certain tax, civil and labor contingencies and certain purchased tax credits. The ultimate resolution of these claims is not under our control. Any probable indemnity obligations are recorded as liabilities on our consolidated balance sheets as appropriate; however, we could incur future statement of operations charges due to changes to our estimates or changes in our assessment of probability of loss on these items as well as due to fluctuations in foreign exchange rates. Due to the uncertainty involved in the ultimate outcome and timing of these contingencies, significant adjustments to the carrying value of our indemnity liabilities and corresponding statement of operations impacts could result in the future.

Additional Risks Related to our EMEA&APAC Segment

Economic trends and intense competition in European markets could unfavorably affect our profitability. Our European businesses have been, and, in the future may be, adversely affected by conditions in the global financial markets and general economic and political conditions, as well as a weakening of their respective currencies versus the U.S. dollar, in each case, in addition to the other impacts of the Russia-Ukraine conflict. Additionally, we face intense competition in certain of our European markets, particularly with respect to pricing, which could lead to reduced sales or profitability. In particular, the on-going focus by large competitors in Europe to drive increased market share through aggressive pricing strategies could adversely affect our sales and results of operations. We may also face pressures resulting from a reduction in disposable incomes of consumers to spend on our products due to inflation, recessionary conditions and an increase in the cost of energy, which could unfavorably affect our profitability. In addition, over time, beer volume sales in the U.K. have been shifting from on-premise, such as pubs and restaurants, to off-premise, such as retail stores, for the industry as a whole. Margins in sales to off-premise customers tend to be lower than margins from sales to on-premise customers, and, as a result, continuation or acceleration of this trend could further adversely affect our profitability.

Risks Related to Ownership of our Class B Common Stock

If Pentland and the Coors Trust do not agree on a matter submitted to our stockholders or if a super-majority of the Board do not agree on certain actions, generally the matter will not be approved, even if beneficial to us or favored by other stockholders or a majority of the Board. Pentland Securities (1981) Inc. ("Pentland") (a company controlled by the Molson family and related parties) and the Adolph Coors, Jr. Trust (the "Coors Trust") (a trust controlled by the Coors family and related parties), which together control more than 90% of our Class A common stock and Class A exchangeable shares, have a voting trust agreement through which they have combined their voting power over the shares of our Class A common stock and the Class A exchangeable shares that they own. If these two stockholders do not agree to vote in favor of a matter submitted to a stockholder vote (other than the election of directors), the voting trustees are required to vote all of the Class A common stock and Class A exchangeable shares deposited in the voting trust against the matter. There is no other mechanism in the voting trust agreement to resolve a potential deadlock between these stockholders. Therefore, if either Pentland or the Coors Trust is unwilling to vote in favor of a proposal that is subject to a stockholder vote, we would be unable to implement the proposal even if the Board, management or other stockholders believe the proposal is beneficial to us. Similarly, our bylaws require the authorization of a super-majority (two-thirds) of the Board to take certain transformational actions. Thus, it is possible that our Company will not be authorized to take action even if it is supported by a simple majority of the Board.

The interests of the controlling stockholders may differ from those of other stockholders and could prevent our Company from making certain decisions or taking certain actions that would be in the best interest of the other stockholders. Our Class B common stock has fewer voting rights than our Class A common stock and holders of our Class A common stock have the ability to effectively control or have a significant influence over certain of our actions requiring stockholder approval, which could have a material adverse effect on Class B stockholders. See Part II—Item 8 Financial Statements and Supplementary Data, Note 14, "Stockholders' Equity" in this Annual Report on Form 10-K for additional information regarding voting rights of Class A and Class B stockholders.

Shareholder activism efforts or unsolicited takeover proposals could cause a material disruption to our business and financial results. We may be subject to various legal and business challenges due to actions instituted by activist shareholders or unsolicited takeover proposals or other advocacy efforts. Perceived uncertainties as to our future direction as a result of shareholder activism may lead to the perception of a change in the direction of the business or other instability and may affect our relationships with vendors, customers, prospective and current employees and others, as well as potentially increase the chance of additional shareholder activism or other advocacy efforts. Similarly, proposed or future laws and regulations may also increase the chance we become the target of shareholder activist campaigns, including sustainability, human rights and human capital-related actions. If shareholder activist campaigns are initiated against us, our response to such actions could be costly and time-consuming, which could divert the attention and resources of the Board, Chief Executive Officer and senior management from the pursuit of our business strategies, which could harm our business, negatively impact our stock price, and have an adverse effect on our business and financial results.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Our cybersecurity program is managed by a dedicated Global Chief Information Officer ("CIO") whose team, including the head of Information Technology Security, is responsible for leading enterprise-wide cybersecurity strategy, policy, standards, architecture and processes. Our CIO has over 35 years of relevant industry experience, including over 30 years at our Company. Our Vice President of Information Technology Security and Chief Information Security Officer ("CISO") has over 20 years of relevant industry experience. Further, team members who support our cybersecurity program have relevant educational and industry experience through various roles involving information technology, security, auditing, compliance, systems and programming, as well as cybersecurity certifications such as a Certified Information Systems Security Professional or Certified Information Security Manager. Our Board, Audit Committee and its Technology Subcommittee and senior management receive periodic briefings from the CIO and the CISO, concerning cybersecurity, information security and technology risks, and our related risk mitigation programs. In general, the Board is responsible for overseeing our enterprise risk management program ("ERM Program").

The ERM Program is a proactive and ongoing process led by our legal and risk professionals and senior management, to identify, assess and manage risks and to build out and track mitigation and reduction efforts. The Board has tasked the Audit Committee with overseeing, reviewing and discussing with management, the internal audit team and the independent auditors, our ERM Program, policies and procedures with respect to, among other things, the assessment and management of risks related to our cybersecurity and information security and the steps management has taken to monitor and control such risks.

The Audit Committee and its Technology Subcommittee are also responsible for overseeing risks related to our cybersecurity, technology and information security programs and reviewing emerging cybersecurity, technology and information security developments and threats and our strategy to mitigate such risks. The Audit Committee and its Technology Subcommittee provides another level of cybersecurity oversight through engagements at each Technology Subcommittee meeting with senior management, including our CIO and CISO. These reports include updates on our cybersecurity risks, threats, and incidents; our efforts to monitor, prevent, detect, mitigate and remediate the same; regulatory updates; the status of our cybersecurity projects, programs, and assessments; and periodic updates on our cybersecurity staffing and related matters. The Technology Subcommittee regularly reports to the Audit Committee regarding these matters. Further, the Audit Committee regularly reports to the Board regarding these matters, including the matters discussed at the Technology Subcommittee.

We engage in the ERM Program process semi-annually, which addresses, among other matters, emerging cybersecurity threats and models our exposure to the threat landscape against the overall strategic objectives of our Company. We regularly engage cybersecurity industry experts to assess, audit and consult on our cybersecurity practices. Further, we engage Managed Security Service Providers to monitor our information technology ("IT") environment, help identify attacks, forensically investigate and remediate breaches, and assess and test our IT system security. We also operate a cyber controls assessment program to monitor our internal program in between external assessments. We have also implemented a cybersecurity awareness training program to facilitate initial and continuing education for employees on cybersecurity and related matters. Regular reviews are conducted to assess our information security programs and practices, including incident management, service continuity, information security compliance programs and related achievements. Additionally, we operate an Artificial Intelligence ("AI") governance program to ensure proper risk management and regulatory compliance where applicable with this expanding capability; managing ethical, legal, cyber, data privacy and other technology risks associated with the use of AI and Generative AI technologies.

In addition, we operate a third-party cyber risk management capability which monitors the exposure of significant IT suppliers, significant software as a service suppliers and major vendors with access to our IT systems. We also monitor for significant changes in our cybersecurity risk posture and attempt to remediate the risk through collaboration with that partner. We also monitor for known breaches of the IT supplier landscape.

As previously disclosed, during March 2021, we experienced a systems outage that was caused by a cybersecurity incident. We engaged leading forensic information technology firms and legal counsel to assist our investigation into the incident and we restored our systems. Despite these actions, we experienced delays and disruptions to our business, including brewery operations, production and shipments. This incident caused a shift in production and shipments from the first quarter of 2021 to the balance of fiscal year 2021. In addition, we incurred certain incremental one-time costs of $2.4 million for the year ended December 31, 2021, related to consultants, experts and data recovery efforts, net of insurance recoveries. See also Part I—Item 1A Risk Factors for the following risk: Cybersecurity incidents impacting our information systems, and violations of data privacy laws and regulations could disrupt our business operations and adversely impact our reputation and results of operations.

ITEM 2. PROPERTIES

As of February 18, 2025, our major facilities were owned (unless otherwise indicated) and are as follows:

Facility	Location	Character
Administrative Offices		
	Bucharest, Romania(1)	Global business services center
	Burton-on-Trent, U.K.(2)	EMEA&APAC segment operational headquarters
	Chicago, Illinois(1)	Americas segment operational headquarters
	Golden, Colorado	Corporate principal executive office and Americas segment administrative office
	Milwaukee, Wisconsin	Americas segment administrative office
	Montréal, Québec(1)	Corporate principal executive office and Americas segment administrative office
	Prague, Czech Republic	EMEA&APAC segment administrative office
	Toronto, Ontario	Americas segment administrative office
Americas Segment		
Brewery/packaging plants	Albany, Georgia(3)	Brewing and packaging
	Chilliwack, British Columbia	Brewing and packaging
	Elkton, Virginia(3)	Brewing and packaging
	Fort Worth, Texas(3)	Brewing and packaging
	Golden, Colorado(3)	Brewing and packaging
	Longueuil, Québec	Brewing and packaging
	Milwaukee, Wisconsin	Brewing and packaging
	Toronto, Ontario	Brewing and packaging
	Trenton, Ohio(3)	Brewing and packaging
Beer distributorship	Denver, Colorado	Distribution
Container operations	Golden, Colorado(4)	Can and end manufacturing facilities
	Wheat Ridge, Colorado(4)	Bottling manufacturing facility
Malting operations	Golden, Colorado	Malting
EMEA&APAC Segment		
Brewery/packaging plants	Apatin, Serbia(5)	Brewing and packaging
	Bőcs, Hungary	Brewing and packaging
	Burton-on-Trent, U.K.(5)	Brewing and packaging
	Haskovo, Bulgaria	Brewing and packaging
	Niksic, Montenegro	Brewing and packaging
	Ostrava, Czech Republic	Brewing and packaging
	Ploiesti, Romania(5)	Brewing and packaging
	Prague, Czech Republic(5)	Brewing and packaging
	Tadcaster Brewery, Yorkshire, U.K.	Brewing and packaging
	Zagreb, Croatia(5)	Brewing and packaging

(1) We lease office space for our Americas segment operational headquarters in Chicago, Illinois, our global business services center in Bucharest, Romania as well as our corporate principal executive office and Americas segment administrative office in Montréal, Québec.

(2) As of December 31, 2022, we signed a sale and leaseback agreement for the EMEA&APAC segment operational headquarters facility located in Burton-on-Trent. The sale and leaseback agreement is due to terminate in February 2025 ahead of relocation to an owned facility near the Burton-on-Trent brewery that will serve as the EMEA&APAC segment operational headquarters from March 2025.

(3) The Golden, Trenton, Elkton, Albany and Fort Worth breweries collectively accounted for approximately 77% of our Americas segment production for the year ended December 31, 2024.

(4) The Wheat Ridge and Golden, Colorado facilities are leased from us by RMBC and RMMC, respectively.

(5) The Burton-on-Trent, Prague, Ploiesti, Apatin and Zagreb breweries collectively accounted for approximately 73% of our EMEA&APAC segment production for the year ended December 31, 2024.

In addition to the properties listed above, we have smaller capacity facilities in each of our segments. We own and lease various warehouses, distribution centers and office spaces throughout the Americas segment and EMEA&APAC segment countries in which we operate.

We believe our facilities are well maintained and suitable for their respective operations. During the year ended December 31, 2024, our operating facilities were not capacity constrained.

ITEM 3. LEGAL PROCEEDINGS

For information regarding litigation, other disputes and environmental and regulatory proceedings see Part II—Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies."

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Overview

Our Class A common stock and Class B common stock trade on the New York Stock Exchange under the symbols "TAP.A" and "TAP," respectively. In addition, the Class A exchangeable shares and Class B exchangeable shares of our indirect subsidiary, Molson Coors Canada Inc., trade on the Toronto Stock Exchange under the symbols "TPX.A" and "TPX.B," respectively. The Class A and B exchangeable shares are a means for shareholders to potentially defer Canadian income tax and have substantially the same economic and voting rights as the respective common shares. The exchangeable shares can be exchanged for our Class A or B common stock at any time and at the exchange ratios described in the Merger documents and receive the same dividends. At the time of an exchange, a shareholder's Canadian tax liability, if any, would become due. The exchangeable shares have voting rights through special voting shares held by a trustee.

The approximate number of record security holders by class of stock at February 11, 2025, is as follows:

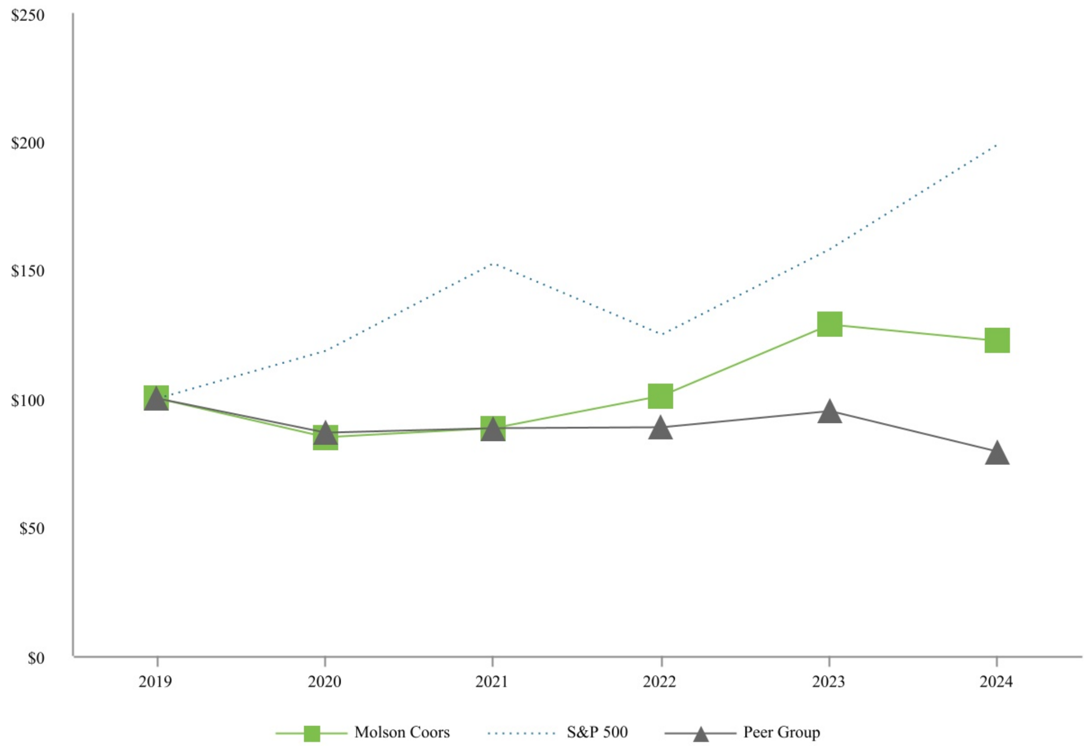
Title of class	Number of record security holders
Class A common stock, $0.01 par value	23
Class B common stock, $0.01 par value	2,838
Class A exchangeable shares, no par value	202
Class B exchangeable shares, no par value	2,143

Performance Graph

The following graph compares our cumulative total stockholder return over the last five fiscal years with the S&P 500 and a customized peer index including MCBC, ABI, Carlsberg, Heineken and Asahi (the "Peer Group"). We have used a weighted-average based on market capitalization to determine the return for the Peer Group. The graph assumes $100 was invested on December 31, 2019, in our Class B common stock, the S&P 500 and the Peer Group, and assumes reinvestment of all dividends.

The below is provided for informational purposes and is not indicative of future performance.

Comparison of Five-Year Cumulative Total Return



	2019	2020	2021	2022	2023	2024
Molson Coors	$ 100.00	$ 84.84	$ 88.30	$ 101.01	$ 128.51	$ 122.38
S&P 500	$ 100.00	$ 118.39	$ 152.34	$ 124.73	$ 158.11	$ 198.75
Peer Group	$ 100.00	$ 86.60	$ 88.58	$ 88.84	$ 95.02	$ 79.29

Dividends

We do not have any restrictions that prevent or limit our ability to declare or pay dividends. A quarterly dividend of $0.44 per share was declared and paid to eligible shareholders of record on the respective record dates throughout 2024 for a total of $1.76 per share or a CAD equivalent of CAD 2.39 per share. A quarterly dividend of $0.41 per share was declared and paid to eligible shareholders of record on the respective record dates throughout 2023 for a total of $1.64 per share or a CAD equivalent of CAD 2.19 per share. A quarterly dividend of $0.38 per share was declared and paid to eligible shareholders of record on the respective record dates throughout 2022 for a total of $1.52 per share or a CAD equivalent of CAD 1.95 per share.

Issuer Purchases of Equity Securities

The following table presents information with respect to Class B common stock purchases made by our Company during the three months ended December 31, 2024:

Issuer Purchases of Equity Securities

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs[(1)]
October 1, 2024 through October 31, 2024	405,837	$ 55.53	405,837	$ 1,394,325,657
November 1, 2024 through November 30, 2024	1,292,234	$ 60.84	1,292,234	$ 1,315,706,648
December 1, 2024 through December 31, 2024	1,709,219	$ 61.29	1,709,219	$ 1,210,940,550
Total	3,407,290	$ 60.44	3,407,290	$ 1,210,940,550

(1) On September 29, 2023, our Board approved a share repurchase program to repurchase up to an aggregate of $2.0 billion of our Company's Class B common stock, excluding brokerage commissions and excise taxes, with an expected program term of five years. The number, price, structure and timing of the repurchases under the program, if any, will be at our sole discretion and future repurchases will be evaluated by us depending on market conditions, liquidity needs, restrictions under our debt arrangements and other factors. Share repurchases may be made in the open market, in structured transactions or in privately negotiated transactions. The repurchase authorization does not oblige us to acquire any particular amount of our Company's Class B common stock. The Board may suspend, modify or terminate the repurchase program at any time without prior notice.

ITEM 6. [Reserved]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

For more than two centuries, we have brewed beverages that unite people to celebrate all life’s moments. From our core power brands *Coors Light, Miller Lite, Coors Banquet, Molson Canadian, Carling* and *Ožujsko* to our above premium brands including *Madrí Excepcional, Staropramen, Blue Moon Belgian White* and *Leinenkugel’s Summer Shandy*, to our economy and value brands like *Miller High Life* and *Keystone Light*, we produce many beloved and iconic beers. While our Company's history is rooted in beer, we offer a modern portfolio that expands beyond the beer aisle as well, including flavored beverages like *Vizzy Hard Seltzer*, spirits like *Five Trail* whiskey and non-alcoholic beverages. We also have partner brands, such as *Simply Spiked, ZOA Energy*, among others, through license, distribution, partnership and joint venture agreements. As a business, our ambition is to be the first choice for our people, our consumers and our customers, and our success depends on our ability to make our products available to meet a wide range of consumer segments and occasions.

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") in this Annual Report on Form 10-K is provided to assist in understanding our Company, operations and current business environment and should be considered a supplement to, and read in conjunction with, the accompanying audited consolidated financial statements and notes included within Part II—Item 8 Financial Statements and Supplementary Data, as well as the discussion of our business and related risk factors in Part I—Item 1 Business and Part I—Item 1A Risk Factors, respectively. See also "Cautionary Statement Pursuant to Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995."

A discussion related to the results of operations and changes in financial condition for 2023 compared to 2022 has been omitted from this report, but may be found in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our fiscal 2023 Form 10-K, filed with the SEC on February 20, 2024, which is available free of charge on the SEC's website at www.sec.gov and our corporate website at www.molsoncoors.com.

Our Fiscal Year

Unless otherwise indicated, (a) all $ amounts are in USD, (b) comparisons are to comparable prior periods and (c) 2024, 2023 and 2022 refers to the 12 months ended December 31, 2024, December 31, 2023 and December 31, 2022, respectively.

Items Affecting Reported Results

Items Affecting the Consolidated Results of Operations

Purchases of Annuity Contracts

On September 26, 2024, we purchased annuity contracts for two of our Canadian pension plans. As a result, on September 30, 2024, we remeasured both pension plans and recorded a total settlement loss of $34.0 million to other pension and postretirement benefit (cost), net in the consolidated statements of operations. See Part II—Item 8 Financial Statements and Supplementary Data, Note 11, "Employee Retirement Plans and Postretirement Benefits" and Part II—Item 8 Financial Statements and Supplementary Data, Note 15, "Accumulated Other Comprehensive Income (Loss)" for further information.

Cobra Beer Partnership, Ltd. Buyout

In March 2024, our partner of CBPL exercised a put option under our partnership agreement which required us to acquire the remaining 49.9% ownership interest. We adjusted our NCI by $34.5 million to our best estimate of the redemption value that existed at the time of the put option exercise by increasing our net income attributable to noncontrolling interests and decreasing our net income attributable to MCBC. In addition, we received the final determination of the redemption value in the third quarter of 2024 and as the transaction was considered mandatorily redeemable, we recorded an adjustment of $45.8 million to interest expense in the EMEA&APAC segment. The transaction was finalized on October 21, 2024, resulting in a cash payment of $89 million which was recorded as a cash outflow from financing activities. See further discussion of this transaction in Part II—Item 8 Financial Statements and Supplementary Data, Note 1, "Basis of Presentation and Summary of Significant Accounting Policies".

Items Affecting the Americas Segment Results of Operations

ZOA Energy

On October 31, 2024, we further increased our investment in ZOA bringing our ownership interest to 51%. Upon conversion from equity method accounting to consolidation accounting, we recognized a gain of $77.9 million in other operating income (expense), net in the consolidated statements of operations. See Part II—Item 8 Financial Statements and Supplementary Data, Note 3, "Investments" for further information.

Wind Down or Sale of Certain U.S. Craft Businesses

During the third quarter of 2024, we decided to wind down or sell certain of our U.S. craft businesses and related facilities and recorded employee-related and asset abandonment charges, including accelerated depreciation in excess of normal depreciation of $93.6 million. In addition, we recognized a loss of $41.2 million on the sold businesses. We expect to continue to incur incremental restructuring charges during the first quarter of 2025 through completion of wind down and closure of certain remaining U.S. craft facilities. See Part II—Item 8 Financial Statements and Supplementary Data, Note 17, "Other Operating Income (Expense), net" for further information.

Truss Impairment and Sale

During the first quarter of 2022, we recognized an impairment loss of $28.6 million related to the Truss LP ("Truss") joint venture asset group of which $12.1 million was attributable to the noncontrolling interest. Additionally, during the third quarter of 2023, we sold our controlling interest in Truss and recognized a loss of $11.1 million. These losses were recorded within other operating income (expense), net. See Part II—Item 8 Financial Statements and Supplementary Data, Note 17, "Other Operating Income (Expense), net" and Part II—Item 8 Financial Statements and Supplementary Data, Note 3, "Investments" for further information.

Keystone Litigation

During the first quarter of 2022, we accrued a liability of $56.0 million within MG&A related to probable losses as a result of the ongoing *Keystone* litigation case. During the years ended December 31, 2024 and December 31, 2023 we accrued $2.1 million and $1.9 million, respectively, in associated interest related to this accrued liability. See Part II—Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies" for further information.

Items Affecting the EMEA&APAC Segment Results of Operations

Staropramen Brands Impairment

During the fourth quarter of 2023, we recorded a partial impairment charge of $160.7 million to our indefinite-lived intangible asset related to the *Staropramen* family of brands within the EMEA&APAC segment as a result of our annual impairment analysis. See Part II—Item 8 Financial Statements and Supplementary Data, Note 6, "Goodwill and Intangible Assets" for further information.

Russia-Ukraine Conflict

In February 2022, Russia invaded Ukraine and the conflict remains ongoing. As a result, we suspended exports of all our brands to Russia and subsequently terminated the license to produce any of our brands in Russia. While not material to our consolidated net sales, the Russia-Ukraine conflict negatively impacted our EMEA&APAC segment net sales for the years ended December 31, 2023 and December 31, 2022. In addition, the Russia-Ukraine conflict has caused a negative impact to the global economy which has impacted our Company, driving further increases to materials and manufacturing expenses. See risk factors related to this conflict at Part I.—Item 1A. "Risk Factors".

Consolidated Results of Operations

The following table highlights summarized components of our consolidated statements of operations for the years ended December 31, 2024, December 31, 2023 and December 31, 2022. See Part II—Item 8 Financial Statements and Supplementary Data, "Consolidated Statements of Operations" for additional details of our U.S. GAAP results comparing December 31, 2024 and December 31, 2023.

	For the years ended				
	December 31, 2024	% Change	December 31, 2023	% Change	December 31, 2022
	(In millions, except percentages and per share data)				
Net sales	$ 11,627.0	(0.6)%	$ 11,702.1	9.4 %	$ 10,701.0
Cost of goods sold	(7,093.6)	(3.3)%	(7,333.3)	4.1 %	(7,045.8)
Gross profit	4,533.4	3.8 %	4,368.8	19.5 %	3,655.2
Marketing, general and administrative expenses	(2,717.5)	(2.2)%	(2,779.9)	6.2 %	(2,618.8)
Goodwill impairment	—	— %	—	N/M	(845.0)
Other operating income (expense), net	(65.4)	(59.8)%	(162.7)	321.5 %	(38.6)
Equity income (loss)	2.7	(77.5)%	12.0	155.3 %	4.7
Operating income (loss)	1,753.2	21.9 %	1,438.2	813.1 %	157.5
Total non-operating income (expense), net	(250.2)	34.7 %	(185.7)	(15.6)%	(220.0)
Income (loss) before income taxes	1,503.0	20.0 %	1,252.5	N/M	(62.5)
Income tax benefit (expense)	(345.3)	16.6 %	(296.1)	138.8 %	(124.0)
Net income (loss)	1,157.7	21.0 %	956.4	N/M	(186.5)
Net (income) loss attributable to noncontrolling interests	(35.3)	370.7 %	(7.5)	N/M	11.2
Net income (loss) attributable to MCBC	$ 1,122.4	18.3 %	$ 948.9	N/M	$ (175.3)
Net income (loss) attributable to MCBC per diluted share	$ 5.35	22.4 %	$ 4.37	N/M	$ (0.81)
Financial volume in hectoliters	79.618	(5.0)%	83.772	1.8 %	82.272

N/M = Not meaningful

Foreign currency impacts on results

For the year ended December 31, 2024, foreign currency movements had the following impacts on our USD consolidated results:

- *Net sales* - Unfavorable impact of $1.6 million (unfavorable impact for Americas of $21.9 million, partially offset by the favorable impact for EMEA&APAC of $20.3 million).

- *Cost of goods sold* - Favorable impact of $0.6 million (favorable impact for Americas and Unallocated of $14.3 million and $0.4 million, respectively, partially offset by the unfavorable impact for EMEA&APAC of $14.1 million).
- *MG&A* - Favorable impact of $2.8 million (favorable impact for Americas of $6.5 million, partially offset by the unfavorable impact for EMEA&APAC of $3.7 million).
- *Income (loss) before income taxes* - Unfavorable impact of $7.0 million (unfavorable impact for Americas and EMEA&APAC of $7.0 million and $2.3 million, respectively, partially offset by the favorable impact for Unallocated of $2.3 million).

The impacts of foreign currency movements on our consolidated USD results described above for the year ended December 31, 2024, were primarily due to the strengthening of the USD compared to the CAD and CZK, partially offset by the weakening of the USD compared to the GBP.

Included in these amounts are both translational and transactional impacts of changes in foreign exchange rates. We calculate the impact of foreign exchange by translating our current period local currency results at the average exchange rates used to translate the financial statements in the comparable prior year period during the respective period throughout the year and comparing that amount with the reported amount for the period. The impact of transactional foreign currency gains and losses, including the impact of undesignated foreign currency forwards, is recorded within other non-operating income (expense), net in our consolidated statements of operations.

Volume

Financial volume represents owned or actively managed brands sold to unrelated external customers within our geographic markets (net of returns and allowances), as well as contract brewing, factored non-owned volume and company-owned distribution volume. This metric is presented on a sales-to-wholesalers ("STW") basis to reflect the sales from our operations to our direct customers, generally distributors. We believe this metric is important and useful for investors and management because it gives an indication of the amount of beer and adjacent products that we have produced and shipped to customers. This metric excludes royalty volume, which consists of our brands produced and sold under various license and contract brewing agreements. Factored volume in our EMEA&APAC segment is the distribution of beer, wine, spirits and other products owned and produced by other companies to the on-premise channel such as bars and restaurants, which is a common arrangement in the U.K.

Net sales

The following table highlights the drivers of the change in net sales for the year ended December 31, 2024, compared to December 31, 2023, (in percentages):

	Financial Volume	Price and Sales Mix	Currency	Total
Consolidated net sales	(5.0)%	4.4 %	— %	(0.6)%

Net sales decreased 0.6% for the year ended December 31, 2024, compared to prior year driven by lower financial volumes, partially offset by favorable price and sales mix.

Financial volumes decreased 5.0% for the year ended December 31, 2024, compared to prior year, due to lower shipments in the Americas, including lower contract brewing volumes representing almost half of the decline as well as the impact of the macroeconomic environment resulting in industry softness. EMEA&APAC financial volumes also decreased 2.6%.

Price and sales mix favorably impacted net sales for the year ended December 31, 2024, by 4.4%, primarily due to increased net pricing as well as favorable sales mix for both segments, including as a result of lower contract brewing volumes in the Americas as well as premiumization and favorable channel mix in EMEA&APAC.

A discussion of currency impacts on net sales is included in the "Foreign currency impacts on results" section above.

Cost of goods sold

We utilize cost of goods sold per hectoliter, as well as the year over year changes in this metric, as a key metric for analyzing our results. This metric is calculated as cost of goods sold per our consolidated statements of operations divided by financial volume for the respective period. We believe this metric is important and useful for investors and management because it provides an indication of the trends of sales mix and other cost impacts on our cost of goods sold.

Cost of goods sold decreased 3.3% for the year ended December 31, 2024, compared to prior year, primarily due to lower financial volumes, partially offset by higher cost of goods sold per hectoliter. Cost of goods sold per hectoliter increased 1.8% for the year ended December 31, 2024, compared to prior year, primarily due to cost inflation related to materials and manufacturing expenses, unfavorable mix driven by lower contract brewing volumes and volume deleverage in the Americas segment, partially offset by favorable changes in our unrealized mark-to-market commodity derivative positions of $133.0 million and cost savings initiatives.

A discussion of currency impacts on cost of goods sold is included in the "Foreign currency impacts on results" section above.

Marketing, general and administrative expenses

MG&A expenses decreased 2.2% for the year ended December 31, 2024, compared to prior year, primarily due to lower incentive compensation expense and lower marketing resulting from cycling higher investment levels in the prior year.

A discussion of currency impacts on marketing, general and administrative expenses is included in the "Foreign currency impacts on results" section above.

Other operating income (expense), net

Other operating expense, net improved 59.8% for the year ended December 31, 2024, compared to prior year, primarily due to the cycling of a $160.7 million partial impairment charge to our indefinite-lived intangible asset related to the *Staropramen* family of brands recorded in the prior year as well as a $77.9 million gain recognized upon the consolidation of ZOA in the fourth quarter of 2024, partially offset by the costs incurred related to the wind down and sale of certain U.S. craft businesses and related restructuring costs including accelerated depreciation charges in excess of normal depreciation of $93.6 million as well as a $41.2 million loss on the disposal of the sold businesses. See Part II—Item 8 Financial Statements and Supplementary Data, Note 17, "Other Operating Income (Expense), net" for further detail of our other operating income (expense), net.

Total non-operating income (expense), net

Total non-operating expense, net increased 34.7% for the year ended December 31, 2024, compared to prior year primarily due to higher interest expense driven by a $45.8 million adjustment to increase our mandatorily redeemable NCI liability to the final redemption value related to the CBPL buyout recorded in the third quarter of 2024, a settlement loss of $34.0 million recorded as a result of Canadian pension plan annuity purchases and unfavorable transactional foreign currency impacts, partially offset by higher pension and OPEB non-service benefit.

Income tax benefit (expense)

	For the years ended		
	December 31, 2024	**December 31, 2023**	**December 31, 2022**
Effective tax rate	23 %	24 %	(198)%

Our effective tax rate decreased for the year ended December 31, 2024, compared to the prior year, in part due to the impact of the $77.9 million gain recognized upon the consolidation of ZOA in the fourth quarter of 2024, which is non-taxable. The decrease was partially offset by (i) the $20.0 million increase in valuation allowance that was recorded on deferred tax assets related to the sale of certain U.S. craft businesses in the third quarter of 2024, and (ii) the impact of the $45.8 million increase in the mandatorily redeemable NCI liability of CBPL in the third quarter of 2024, which is non-deductible for tax purposes. The effective tax rate for the year ended December 31, 2024, was further decreased by the recognition of additional net tax benefit items totaling $12.8 million, as compared to the recognition of additional net tax expense items totaling $10.0 million in the year ended December 31, 2023.

Our effective tax rate can be volatile and may change with, among other things, the amount and source of pretax income or loss, our ability to utilize foreign tax credits, excess tax benefits or deficiencies from share-based compensation, changes in tax laws and the movement of liabilities established pursuant to accounting guidance for uncertain tax positions as statutes of limitations expire, positions are effectively settled or when additional information becomes available. There are proposed or pending tax law changes in various jurisdictions and other changes to regulatory environments in countries in which we do business that, if enacted, could have an impact on our effective tax rate.

Refer to Part II—Item 8 Financial Statements and Supplementary Data, Note 12, "Income Tax" for further discussion regarding our effective tax rate.

Net income (loss) attributable to noncontrolling interests

Net income attributable to noncontrolling interests increased $27.8 million for the year ended December 31, 2024, compared to the prior year, primarily due to the recording of an out of period adjustment in the third quarter 2024 to increase the noncontrolling interest to the best estimate of the redemption value that existed at the time of the put option exercise in March 2024. See further discussion in Part II—Item 8 Financial Statements and Supplementary Data, Note 1, "Basis of Presentation and Summary of Significant Accounting Policies".

Segment Results of Operations

Americas Segment

	For the years ended				
	December 31, 2024	% Change	December 31, 2023	% Change	December 31, 2022
	(In millions, except percentages)				
Net sales[(1)]	$ 9,240.2	(2.0)%	$ 9,425.2	8.2 %	$ 8,711.5
Income (loss) before income taxes	$ 1,523.3	(2.8)%	$ 1,566.7	400.7 %	$ 312.9
Financial volume in hectoliters[(1)(2)]	58.905	(5.7)%	62.491	3.6 %	60.323

(1) Includes gross inter-segment sales and volumes which are eliminated in the consolidated totals.

(2) Excludes royalty volume of 2.550 million hectoliters, 2.683 million hectoliters and 2.719 million hectoliters for the years ended December 31, 2024, 2023 and 2022, respectively.

Net sales

The following table highlights the drivers of the change in net sales for the year ended December 31, 2024, compared to December 31, 2023, (in percentages):

	Financial Volume	Price and Sales Mix	Currency	Total
Americas net sales	(5.7)%	4.0 %	(0.3)%	(2.0)%

Net sales decreased 2.0% for the year ended December 31, 2024, compared to prior year, driven by lower financial volumes and unfavorable foreign currency impacts, partially offset by favorable price and sales mix.

Financial volumes decreased 5.7% for the year ended December 31, 2024, compared to prior year, primarily due to lower contract brewing volumes related to the wind down of a U.S. contract brewing arrangement (1.9 million hectoliters) and lower U.S. volumes due to the macroeconomic environment resulting in industry softness partly offset by an increase in volumes in Canada.

Price and sales mix favorably impacted net sales for the year ended December 31, 2024, by 4.0% primarily due to increased net pricing and favorable sales mix as a result of lower contract brewing volumes.

A discussion of currency impacts on net sales is included in the "Foreign currency impacts on results" section above.

Income (loss) before income taxes

Income before income taxes declined 2.8% for the year ended December 31, 2024, compared to prior year, primarily due to lower financial volumes, cost inflation related to materials and manufacturing expenses and higher other operating expense, net, partially offset by increased net pricing, favorable sales mix, lower MG&A expense and favorable cost saving initiatives. Higher other operating expense, net was primarily due to the wind down and sale of certain of our U.S. craft businesses and related restructuring costs, including accelerated depreciation charges in excess of normal depreciation of $93.6 million as well as a $41.2 million loss on the disposal of the sold businesses, partially offset by a $77.9 million gain recognized upon the consolidation of ZOA in the fourth quarter of 2024. Lower MG&A spend was primarily due to lower incentive compensation expense and lower marketing resulting from cycling higher investment levels in the prior year.

A discussion of currency impacts on income (loss) before income taxes is included in the "Foreign currency impacts on results" section above.

EMEA&APAC Segment

	For the years ended				
	December 31, 2024	% Change	December 31, 2023	% Change	December 31, 2022
	(In millions, except percentages)				
Net sales[1]	$ 2,411.1	5.0 %	$ 2,296.1	14.5 %	$ 2,005.2
Income (loss) before income taxes	$ 145.3	N/M	$ (41.1)	N/M	$ 61.0
Financial volume in hectoliters[1][2]	20.722	(2.6)%	21.286	(3.0)%	21.955

N/M = Not meaningful

(1) Includes gross inter-segment sales and volumes which are eliminated in the consolidated totals.

(2) Excludes royalty volume of 1.185 million hectoliters, 0.935 million hectoliters and 1.012 million hectoliters for the years ended December 31, 2024, 2023 and 2022, respectively.

Net sales

The following table highlights the drivers of the change in net sales for the year ended December 31, 2024, compared to December 31, 2023 (in percentages):

	Financial Volume	Price and Sales Mix	Currency	Total
EMEA&APAC net sales	(2.6)%	6.7 %	0.9 %	5.0 %

Net sales increased 5.0% for the year ended December 31, 2024, compared to prior year, driven by favorable price and sales mix as well as favorable foreign currency impacts, partially offset by lower financial volumes.

Financial volumes decreased 2.6% for the year ended December 31, 2024, compared to prior year, primarily due to lower volumes in Western Europe due to soft market demand and high promotional activity from the competition, partially offset by Central and Eastern Europe volume growth driven by the favorable performance of our above premium and premium brands.

Price and sales mix favorably impacted net sales for the year ended December 31, 2024, by 6.7% primarily due to increased net pricing and favorable sales mix driven by premiumization and favorable channel mix.

A discussion of currency impacts on net sales is included in the "Foreign currency impacts on results" section above.

Income (loss) before income taxes

Income before income taxes was $145.3 million for the year ended December 31, 2024, compared to a loss before income taxes of $41.1 million in the prior year. The improvement was primarily due to the cycling of a $160.7 million partial impairment charge to our indefinite-lived intangible asset related to the *Staropramen* family of brands recorded in the prior year, increased net pricing, favorable sales mix and cost savings initiatives, partially offset by higher net interest expense, lower financial volumes and higher MG&A spend. Higher net interest expense was driven by an adjustment of $45.8 million to increase our mandatorily redeemable NCI liability to the final redemption value related to the CBPL buyout in the third quarter of 2024. Higher MG&A spend was due to increased strategic and transformation project costs as well as increased marketing to support our brands and innovations.

A discussion of currency impacts on income (loss) before income taxes is included in the "Foreign currency impacts on results" section above.

Unallocated Segment

We have certain activity that is not allocated to our segments, which has been reflected as Unallocated below. Specifically, Unallocated primarily includes certain financing-related activities such as interest expense and interest income, foreign exchange gains and losses on intercompany balances as well as realized and unrealized changes in fair value on derivative instruments not designated in hedging relationships related to financing and other treasury-related activities. Unallocated activity also includes the unrealized changes in fair value on our commodity swaps not designated in hedging relationships recorded within cost of goods sold, which are later reclassified when realized to the segment in which the underlying exposure resides. Additionally, only the service cost component of net periodic pension and OPEB cost is reported within each operating segment, and all other components remain unallocated.

	For the years ended				
	December 31, 2024	% Change	December 31, 2023	% Change	December 31, 2022
	(In millions, except percentages)				
Cost of goods sold	$ 32.8	N/M	$ (93.5)	(59.3)%	$ (229.9)
Gross profit (loss)	32.8	N/M	(93.5)	(59.3)%	(229.9)
Operating income (loss)	32.8	N/M	(93.5)	(59.3)%	(229.9)
Total non-operating income (expense), net	(198.4)	10.5 %	(179.6)	(13.0)%	(206.5)
Income (loss) before income taxes	$ (165.6)	(39.4)%	$ (273.1)	(37.4)%	$ (436.4)

N/M = Not meaningful

Cost of goods sold

The unrealized changes in fair value on our commodity derivatives, which are economic hedges, make up substantially all of the activity presented within cost of goods sold in the table above for the years ended December 31, 2024, 2023 and 2022. As the exposure we are managing is realized, we reclassify the gain or loss on our commodity derivatives to the segment in which the underlying exposure resides, allowing our segments to realize the economic effects of the derivative without the resulting unrealized mark-to-market volatility. See Part II—Item 8 Financial Statements and Supplementary Data, Note 10, "Derivative Instruments and Hedging Activities" for further information.

Total non-operating income (expense), net

Total non-operating expense, net increased 10.5% for the year ended December 31, 2024, compared to prior year primarily due to a settlement loss of $34.0 million recorded as a result of Canadian pension plan annuity purchases and lower favorable transactional foreign currency impacts, partially offset by higher pension and OPEB non-service benefits and higher interest income from higher cash balances.

See Part II - Item 8 Financial Statements and Supplementary Data, Note 11, "Employee Retirement Plans and Postretirement Benefits" for further discussion of pension and OPEB.

Fever-Tree Partnership

Effective February 1, 2025, we obtained exclusive rights via a license agreement to produce, market and sell Fever-Tree products in the U.S. In connection with this agreement, we acquired the shares of the Fever-Tree USA, Inc. entity, with the immaterial acquisition to be accounted for as a business combination and consideration to be allocated primarily to working capital balances. Further, we made an investment of approximately $90 million in Fever-Tree Drinks Plc, a listed entity on the London Stock Exchange (LSE:FEVR). The investment will be accounted for at fair value under ASC 321. We expect to incur certain one-time transition and integration fees related to the transactions over the next several months. The amounts of such fees will be dependent upon the progression of our integration plans.

Liquidity and Capital Resources

Liquidity

Overview

Our primary sources of liquidity include cash provided by operating activities and access to external capital. We continue to monitor world events which may create credit or economic challenges that could adversely impact our profit or operating cash flows and our ability to obtain additional liquidity. We currently believe that our cash and cash equivalents, cash flows from operations and cash provided by short-term and long-term borrowings, when necessary, will be adequate to meet our ongoing operating requirements, scheduled principal and interest payments on debt, anticipated dividend payments, capital expenditures and other obligations for the twelve months subsequent to the date of the issuance of this report and our long-term liquidity requirements. We do not have any restrictions that prevent or limit our ability to declare or pay dividends.

While a significant portion of our cash flows from operating activities are generated within the U.S., our cash balances include cash held outside the U.S. and in currencies other than the USD. As of December 31, 2024, approximately 55% of our cash and cash equivalents were located outside the U.S., largely denominated in foreign currencies. Fluctuations in foreign currency exchange rates have had and may continue to have a material impact on these foreign cash balances. Cash balances in foreign countries are often subject to additional restrictions. We may, therefore, have difficulties timely repatriating cash held outside the U.S., and such repatriation may be subject to tax. These limitations may affect our ability to fully utilize our cash resources for needs in the U.S. and other countries and may adversely affect our liquidity. To the extent necessary, we accrue for tax consequences on the earnings of our foreign subsidiaries as they are earned. We may utilize tax planning and financing strategies in an effort to ensure that our worldwide cash is available in the locations in which it is needed. We periodically review and evaluate these plans and strategies, including externally committed and non-committed credit agreements accessible by our Company and each of our operating subsidiaries. We believe these financing arrangements, along with cash flows from operating activities within the U.S., are sufficient to fund our current cash needs in the U.S.

Guarantor Information

SEC Registered Securities

For purposes of this disclosure, including the tables, "Parent Issuer" shall mean MCBC in its capacity as the issuer of the senior notes under the May 2012 Indenture, the July 2016 Indenture and the May 2024 Indenture. "Subsidiary Guarantors" shall mean certain Canadian and U.S. subsidiaries reflecting the substantial operations of our Americas segment.

Pursuant to the indenture dated May 3, 2012 (as amended, the "May 2012 Indenture"), MCBC issued its outstanding 5.0% senior notes due 2042. Additionally, pursuant to the indenture dated July 7, 2016 ("July 2016 Indenture"), MCBC issued its outstanding 3.0% senior notes due 2026, 4.2% senior notes due 2046 and 1.25% senior notes due 2024 (subsequently repaid upon maturity on July 15, 2024). Further, pursuant to the indenture dated May 29, 2024 ("May 2024 Indenture"), MCBC issued its outstanding 3.8% senior notes due 2032. The issuances of the senior notes issued under the May 2012 Indenture, the July 2016 Indenture and the May 2024 Indenture were registered under the Securities Act of 1933, as amended. These senior notes are guaranteed on a senior unsecured basis by certain subsidiaries of MCBC, which are listed in Exhibit 22 of this Annual Report on Form 10-K (the Subsidiary Guarantors, and together with the Parent Issuer, the "Obligor Group"). Each of the Subsidiary Guarantors is 100% owned by the Parent Issuer. The guarantees are full and unconditional and joint and several.

None of our other outstanding debt was issued in a transaction that was registered with the SEC, and such other outstanding debt is issued or otherwise generally guaranteed on a senior unsecured basis by the Obligor Group or other consolidated subsidiaries of MCBC. These other guarantees are also full and unconditional and joint and several.

As of December 31, 2024, the senior notes and related guarantees rank pari-passu with all other unsubordinated debt of the Obligor Group and senior to all future subordinated debt of the Obligor Group. The guarantees can be released upon the sale or transfer of a Subsidiary Guarantors' capital stock or substantially all of its assets, or if such Subsidiary Guarantor ceases to be a guarantor under our other outstanding debt.

See Part II—Item 8 Financial Statements and Supplementary Data, Note 9, "Debt" for details of all debt issued and outstanding as of December 31, 2024.

The following summarized financial information relates to the Obligor Group as of December 31, 2024, on a combined basis, after elimination of intercompany transactions and balances between the Obligor Group, and excluding the investments in and equity in the earnings of any non-guarantor subsidiaries. The balances and transactions with non-guarantor subsidiaries have been separately presented.

Summarized Financial Information of Obligor Group

	Year ended December 31, 2024
	(In millions)
Net sales, out of which:	$ 9,077.4
Intercompany sales to non-guarantor subsidiaries	$ 104.5
Gross profit, out of which:	$ 3,590.2
Intercompany net costs from non-guarantor subsidiaries	$ (368.3)
Net interest expense, out of which:	$ (170.4)
Intercompany net interest income from non-guarantor subsidiaries	$ 31.5
Income before income taxes	$ 1,338.9
Net income	$ 1,036.2

	As of December 31, 2024
	(In millions)
Total current assets, out of which:	$ 1,859.8
Intercompany receivables from non-guarantor subsidiaries	$ 191.6
Total noncurrent assets, out of which:	$ 23,958.2
Noncurrent intercompany notes receivable from non-guarantor subsidiaries	$ 3,833.8
Total current liabilities, out of which:	$ 2,673.9
Current portion of long-term debt and short-term borrowings	$ 7.6
Intercompany payables due to non-guarantor subsidiaries	$ 715.6
Total noncurrent liabilities, out of which:	$ 8,950.8
Long-term debt	$ 6,063.6
Noncurrent intercompany notes payable due to non-guarantor subsidiaries	$ 13.2

Cash Flows and Use of Cash

Our business historically generates positive operating cash flows each year and our debt maturities are generally of a longer-term nature. See the debt maturity profile graph below or refer to Part II—Item 8 Financial Statements and Supplementary Data, Note 9, "Debt" for further details of our debt maturity profile. However, our liquidity could be impacted significantly by the risk factors described in Part I—Item 1A. Risk Factors.

Cash Flows from Operating Activities

Net cash provided by operating activities of $1,910.3 million for the year ended December 31, 2024, decreased $168.7 million from $2,079.0 million for the year ended December 31, 2023, primarily due to the unfavorable timing of working capital, partially offset by higher net income adjusted for non-cash items. The unfavorable timing of working capital was primarily driven by the timing of cash paid for our payables as well as higher payments in the current year for 2023 annual incentive compensation, partially offset by the timing of cash receipts.

Cash Flows from Investing Activities

Net cash used in investing activities of $648.0 million for the year ended December 31, 2024, decreased $193.7 million from $841.7 million for the year ended December 31, 2023, primarily due to cash paid in the prior year for an acquisition and other investing activities, as well as higher proceeds in the current year from the sale of the U.S. craft businesses.

Cash Flows from Financing Activities

Net cash used in financing activities of $1,138.4 million for the year ended December 31, 2024, increased $157.0 million from $981.4 million for the year ended December 31, 2023, primarily due to higher Class B common stock share repurchases and a payment to acquire the noncontrolling interest in CBPL, partially offset by lower net debt repayments.

Capital Resources, including Material Cash Requirements

Cash and Cash Equivalents

As of December 31, 2024, we had total cash and cash equivalents of $969.3 million, compared to $868.9 million as of December 31, 2023. The increase in cash and cash equivalents from December 31, 2023, was primarily due to net cash provided by operating activities, as well as the issuance of new EUR 800 million 3.80% senior notes due 2032. This was partially offset by debt repayments, including the repayment of our EUR 800 million 1.25% senior notes which matured in July 2024, capital expenditures, Class B common stock share repurchases, dividend payments and payment to acquire the noncontrolling interest in CBPL. See Part II—Item 8 Financial Statements and Supplementary Data, Consolidated Statements of Cash Flows for additional detail.

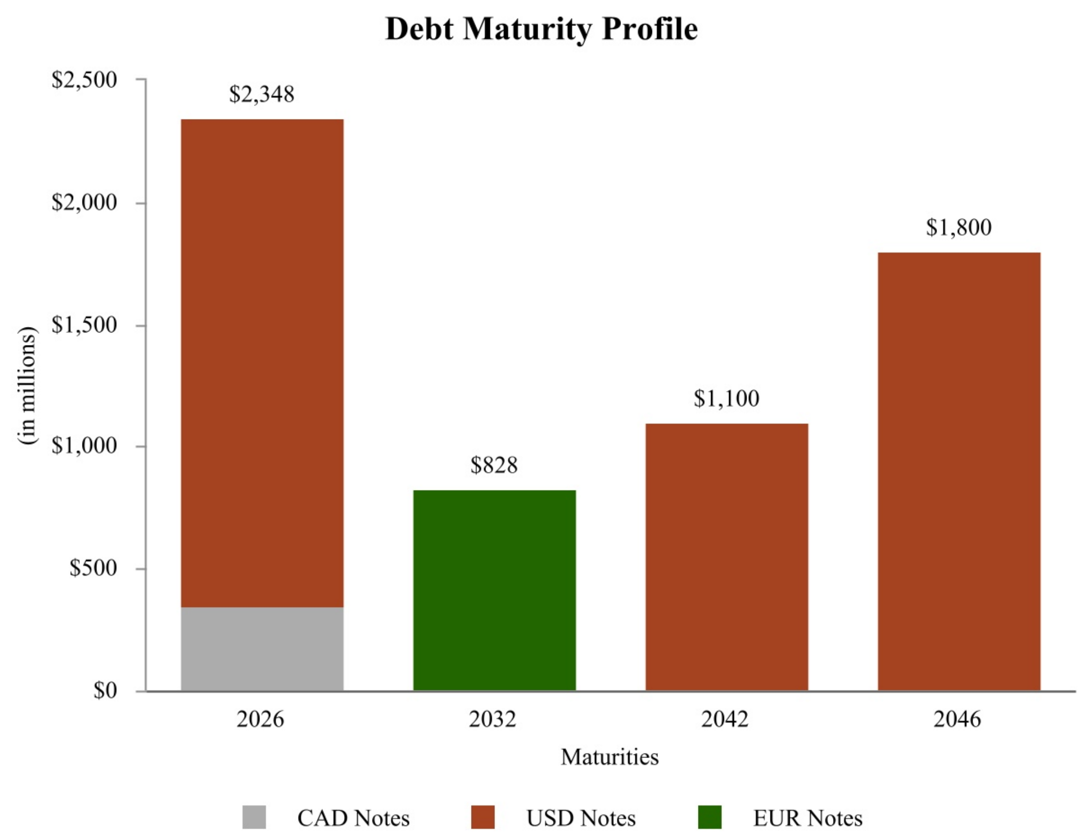
The majority of our cash and cash equivalents are invested in a variety of highly liquid investments with original maturities of 90 days or less. These investments are viewed by management as low-risk investments on which there are little to no restrictions regarding our ability to access the underlying cash to fund our operations as necessary. While we have some investments in prime money market funds at times, these are classified as cash and cash equivalents; however, we continually monitor the need for reclassification under the SEC requirements for money market funds, and the potential that the shares of such funds could have a net asset value of less than one dollar. We also utilize cash pooling arrangements to facilitate the access to cash across our geographies.

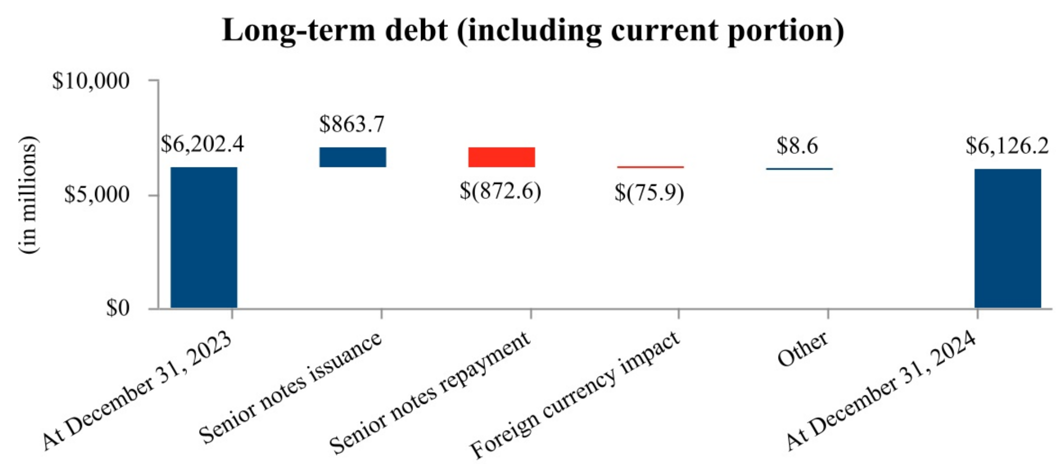
Working Capital

We actively manage our working capital to ensure we are able to meet our short-term obligations and to provide more favorable timing of cash inflows. These efforts include optimizing our inventory levels and managing our payment terms on accounts payable and accounts receivable.

Borrowings

We repaid our EUR 800 million 1.25% senior notes upon their maturity on July 15, 2024, using the cash proceeds from our EUR 800 million 3.80% senior notes issued on May 29, 2024, and cash on hand. Refer to Part II—Item 8 Financial Statements and Supplementary Data, Note 9, "Debt" for details.





Based on the credit profile of our lenders that are party to our credit facilities, we are confident in our ability to draw on our revolving credit facility if the need arises. On June 3, 2024, we amended our existing $2.0 billion multi-currency revolving credit facility to, among other things, extend the maturity date from June 26, 2028 to June 26, 2029. As of December 31, 2024, we had $2.0 billion available to draw on our amended and restated $2.0 billion multi-currency revolving credit facility. As of December 31, 2024, we had no borrowings drawn on this amended and restated multi-currency revolving credit facility and no commercial paper borrowings.

We intend to further utilize our cross-border, cross currency cash pool as well as our commercial paper programs for liquidity as needed. We also have CAD, GBP and USD overdraft facilities across several banks should we need additional short-term liquidity.

Under the terms of each of our debt facilities, we must comply with certain restrictions. These include customary events of default and specified representations, warranties and covenants, as well as covenants that restrict our ability to incur certain additional priority indebtedness (certain thresholds of secured consolidated net tangible assets), certain leverage threshold percentages, create or permit liens on assets and restrictions on mergers, acquisitions and certain types of sale lease-back transactions.

The maximum net debt to EBITDA leverage ratio, as defined by the amended and restated multi-currency revolving credit facility agreement, was 4.00x as of December 31, 2024, and December 31, 2023. As of December 31, 2024, and December 31, 2023, we were in compliance with all of these restrictions and covenants, have met such financial ratios and have met all debt payment obligations. All of our outstanding senior notes as of December 31, 2024, rank pari-passu.

See Part II—Item 8 Financial Statements and Supplementary Data, Note 9, "Debt" for further discussion of our borrowings and available sources of borrowings, including lines of credit.

Guarantees

We guarantee indebtedness and other obligations to banks and other third parties for some of our equity method investments and consolidated subsidiaries. Guarantees of the outstanding third-party debt of our equity method investments, which are classified as current on the consolidated balance sheets, have been excluded from the material cash requirements table below. See Part II - Item 8 Financial Statements and Supplementary Data, Note 3, "Investments" and Part II - Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies" for further discussion.

Material Cash Requirements from Contractual and Other Obligations

A summary of our material cash requirements from our contractual and other obligations as of December 31, 2024, based on foreign exchange rates as of December 31, 2024, is as follows.

	Payments due by period				
	Total	2025	2026-2027	2028-2029	2030 and thereafter
	(In millions)				
Debt obligations excluding finance leases	$ 6,117.5	$ 20.4	$ 2,364.1	$ 2.2	$ 3,730.8
Interest payments on debt obligations	3,021.4	234.0	396.1	324.2	2,067.1
Finance leases	85.2	13.0	25.9	16.3	30.0
Retirement plan expenditures(1)	368.5	41.3	74.7	74.0	178.5
Operating leases	252.3	52.7	79.1	40.9	79.6
Other long-term obligations(2)	1,773.4	394.3	622.3	387.1	369.7
Total obligations	$ 11,618.3	$ 755.7	$ 3,562.2	$ 844.7	$ 6,455.7

See Part II—Item 8 Financial Statements and Supplementary Data, Note 9, "Debt," Note 8, "Leases," Note 11, "Employee Retirement Plans and Postretirement Benefits," Note 10, "Derivative Instruments and Hedging Activities," and Note 13, "Commitments and Contingencies" for additional information.

(1) Primarily represents expected benefit payments under our OPEB plans through 2033. The net underfunded liability as of December 31, 2024, of our defined benefit pension plans (excluding our overfunded plans) and OPEB plans is $34.9 million and $423.0 million, respectively. Defined benefit pension plan contributions in future years will vary based on a number of factors, including actual plan asset returns and interest rates, and thus, have been excluded from the above table.

(2) See Part II—Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies" for further discussion of the majority of the other long-term obligations which includes supply and distribution and advertising and promotions commitments. The remaining balance relates to derivative payments, information technology services, pre-commencement leases, open purchase orders and other commitments.

Other Commercial Commitments

Based on foreign exchange rates as of December 31, 2024, future commercial commitments are as follows:

	Amount of commitment expiration per period				
	Total amounts committed	2025(1)	2026-2027	2028-2029	2030 and thereafter
	(In millions)				
Standby letters of credit	$ 45.2	$ 43.7	$ 1.4	$ 0.1	$ —

(1) Includes $12 million of letters of credit each of which contain a feature that automatically renews for an additional year if no cancellation notice is submitted. See Part II—Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies" for further discussion.

Credit Rating

Our current long-term credit ratings are BBB/Stable Outlook, Baa1/Stable Outlook and BBB/Stable Outlook with Standard & Poor's, Moody's and DBRS, respectively. Our short-term credit ratings are A-2, Prime-2 and R-2, respectively. A securities rating is not a recommendation to buy, sell or hold securities, and it may be revised or withdrawn at any time by the applicable rating agency.

Capital Expenditures

We incurred $720.8 million, and paid $674.1 million, for capital improvement projects worldwide for the year ended December 31, 2024, excluding capital spending by equity method joint ventures, representing an increase of $32.2 million from the $688.6 million of capital expenditures incurred for the year ended December 31, 2023. We continue to focus on where and how we employ our planned capital expenditures, with an emphasis on obtaining required returns on invested capital as we determine how to best allocate cash within the business.

Contingencies

We are party to various legal proceedings arising in the ordinary course of business, environmental litigation and indemnities associated with our sale of Kaiser to FEMSA. See Part II—Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies" for further discussion.

Off-Balance Sheet Arrangements

Refer to Part II—Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies" for discussion of off-balance sheet arrangements. As of December 31, 2024, we did not have any other material off-balance sheet arrangements.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP. In connection with the preparation of our consolidated financial statements, we are required to make judgments and estimates that significantly affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. Our estimates are based on historical experience, current trends and various other assumptions we believe to be relevant under the circumstances. We review the underlying factors used in our estimates regularly, including reviewing the significant accounting policies impacting the estimates, to ensure compliance with U.S. GAAP. However, due to the uncertainty inherent in our estimates, actual results may be materially different. We have identified the accounting estimates below as critical to understanding and evaluating the financial results reported in our consolidated financial statements.

For a complete description of our significant accounting policies, see Part II—Item 8 Financial Statements and Supplementary Data, Note 1, "Basis of Presentation and Summary of Significant Accounting Policies".

Pension and Other Postretirement Benefits

Our defined benefit pension plans cover certain current and former employees in the U.S., Canada and the U.K. Benefit accruals for the majority of employees in our U.S. and U.K. plans have been frozen and the plans are closed to new entrants. In the U.S., we also participate in, and make contributions to, multi-employer pension plans. Further, our OPEB plans provide medical benefits for retirees and their eligible dependents as well as life insurance and, in some cases, dental and vision coverage, for certain retirees in the U.S., Canada and Europe. The defined benefit pension plans are primarily funded, but all OPEB plans are unfunded. We also offer defined contribution plans in each of our segments.

Accounting for pension and OPEB plans requires that we make assumptions that involve considerable judgment which are significant inputs in the actuarial models that measure our net pension and OPEB obligations and ultimately impact our earnings. These include the discount rate, long-term expected rate of return on assets, and plan asset fair value determination, which are important assumptions used in determining the plans' funded status and annual net periodic pension and OPEB costs. Further assumptions include inflation considerations and health care cost trends. We evaluate these critical assumptions at least annually on a plan and country-specific basis. We also, with the help of actuaries, periodically evaluate other assumptions involving demographic factors, such as retirement age, mortality and turnover, and update them to reflect our experience and expectations for the future. While we believe that our assumptions are appropriate, significant differences in our actual experience or significant changes in our assumptions may materially affect our net pension and postretirement benefit obligations and related expense. The following discussion focuses on assumptions that are deemed to have the most material impact on our pension and OPEB liabilities and net periodic benefit cost.

Discount Rates

The assumed discount rates are used to present value future benefit obligations based on each plan's respective estimated duration. Our pension and OPEB discount rates are based on our annual evaluation of high quality corporate bonds in various markets based on appropriate indices and actuarial guidance. We believe that our discount rate assumptions are appropriate; however, significant changes in our assumptions may materially affect our pension and OPEB obligations and related expense.

As of December 31, 2024, on a weighted-average basis, the discount rates used were 5.41% for our defined benefit pension plans and 5.15% for our OPEB plans. The change from the weighted-average discount rates of 4.74% for our defined benefit pension plans and 4.64% for our OPEB plans as of December 31, 2023, was primarily due to an increase in interest rates in 2024, particularly for our U.S. and U.K. plans.

A 50 basis point change in our discount rate assumptions would have had the following effects on the projected benefit obligation balances as of December 31, 2024, for our pension and OPEB plans:

	Decrease in discount rate	Increase in discount rate
	(In millions)	
Unfavorable (favorable) impact to projected benefit obligation as of December 31, 2024		
Pension obligation	$ 119.2	$ (109.1)
OPEB obligation	16.6	(16.3)
Total impact to the projected benefit obligation	$ 135.8	$ (125.4)

Our U.K. pension plan includes benefits linked to inflation. The above sensitivity analysis does not consider the implications to inflation resulting from the above contemplated discount rate changes. This sensitivity holds all other assumptions constant.

Long-Term Expected Rate of Return on Assets

The assumed long-term expected return on assets is used to estimate the actual return that will occur on each individual funded plan's respective plan assets in the upcoming year. We determine each plan's EROA with substantial input from independent investment specialists, including our actuaries and our outsourced investment consultants. In developing each plan's EROA, we consider current and expected asset allocations, historical market rates as well as historical and expected returns on each plan's individual asset classes. In developing future return expectations for each of our plan's assets, we evaluate general market trends as well as key elements of asset class returns such as expected earnings growth, yields and spreads. The calculation includes inputs for interest, inflation, credit and risk premium (active investment management) rates and fees paid to service providers. Based on the above factors and expected asset allocations, we have assumed, on a weighted-average basis, an EROA of 5.70% for our defined benefit pension plan assets for cost recognition in 2025. This is an increase from the weighted-average rate of 5.47% we assumed for 2024, primarily due to the increase in interest rates in 2024 causing higher expected future fixed income returns. We believe that our EROA assumptions are appropriate; however, significant changes in our assumptions or actual returns that differ significantly from estimated returns may materially affect our net periodic pension costs.

A 50 basis point change in our EROA assumptions made at the beginning of 2024 would have had the following effects on 2024 net periodic pension and postretirement benefit costs.

	Decrease in EROA	Increase in EROA
	(In millions)	
(Unfavorable) favorable impact to the 2024 net periodic pension and postretirement benefit cost	$ (13.9)	$ 13.9

Fair Value of Plan Assets

The fair value of plan assets is determined by us using available market information and appropriate valuation methodologies. However, considerable judgment is required in selecting an appropriate methodology and interpreting market data to develop the estimates of fair value, especially in the absence of quoted market values in an active market. Changes in these assumptions or the use of different market inputs may have a material impact on the estimated fair values or the ultimate amount at which the plan assets are available to satisfy our plan obligations.

Health Care Cost Trend Rates

The assumed health care cost trend rates represent the rates at which health care costs are assumed to increase and are based on actuarial input and consideration of historical and expected experience. We use these trends as a significant assumption in determining our postretirement benefit obligation and related costs. Changes in our projections of future health care costs due to general economic conditions and those specific to health care will impact this trend rate. An increase in the trend rate would increase our obligation and expense of our postretirement health care plan. We believe that our health care cost trend rate assumptions are appropriate; however, significant changes in our assumptions may materially affect our postretirement benefit obligations and related costs. As of December 31, 2024, the health care trend rates used were ranging ratably from 7.00% in 2025 to 3.57% in 2040, which is a slight increase from our assumed health care trend rates ranging ratably from 6.75% in 2024 to 3.57% in 2040 as of December 31, 2023. See Part II—Item 8 Financial Statements and Supplementary Data, Note 11, "Employee Retirement Plans and Postretirement Benefits" for further information.

Contingencies, Environmental and Litigation Reserves

Contingencies, environmental and litigation reserves are recorded when probable, using our best estimate of loss. These estimates involve significant judgment and are based on an evaluation of the range of loss related to such matters and where the amount and range can be reasonably estimated. These matters are generally resolved over a number of years and only when one or more future events occur or fail to occur. Following our initial determination, we regularly reassess and revise the potential liability related to any pending matters as new information becomes available. Unless capitalization is allowed or required by U.S. GAAP, environmental and legal costs are expensed when incurred. We disclose pending loss contingencies when the loss is deemed reasonably possible, which requires significant judgment. As a result of the inherent uncertainty of these matters, the ultimate conclusion and actual cost of settlement may materially differ from our estimates. We recognize contingent gains upon the determination that realization is assured beyond a reasonable doubt, regardless of the perceived probability of a favorable outcome prior to achieving that assurance. In the instance of gain contingencies resulting from favorable litigation, due to the numerous uncertainties inherent in a legal proceeding, gain contingencies resulting from legal settlements are not recognized in income until cash or other forms of payment are received. If significant and probable, we disclose as appropriate.

See Part II—Item 8 Financial Statements and Supplementary Data, Note 13, "Commitments and Contingencies" for a discussion of our contingencies, environmental and litigation reserves as of December 31, 2024.

Goodwill and Intangible Asset Valuation

We evaluate the carrying value of our goodwill and indefinite-lived intangible assets for impairment at least annually or when an interim triggering event occurs that may indicate potential impairment. Our annual impairment test of goodwill and indefinite-lived intangible assets is performed as of October 1, the first day of the last fiscal quarter. We evaluate our other definite-lived intangible assets for impairment when evidence exists that certain events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. Significant judgments and assumptions are required in such impairment evaluations. As of December 31, 2024, the carrying values of goodwill and intangible assets were approximately $5.6 billion and $12.2 billion, respectively, with the goodwill balance entirely attributed to the Americas reporting unit.

We use a combination of discounted cash flow analyses and market approaches to determine the fair value of each of our reporting units and an excess earnings approach to determine the fair values of our indefinite-lived brand intangible assets. Our discounted cash flow projections include assumptions for growth rates for sales, costs and profits, which are based on various long-range financial and operational plans of each reporting unit or each indefinite-lived intangible asset. Additionally, discount rates used in our goodwill analysis are based on weighted-average cost of capital, driven by the prevailing interest rates in geographies where these businesses operate, as well as the credit ratings, financing abilities and opportunities of each reporting unit, among other factors. Discount rates for the indefinite-lived intangible analysis by brand largely reflect the rates supporting the overall reporting unit valuation but may differ to adjust for country or market specific risk associated with a particular brand, among other factors. Our market-based valuations utilize earnings multiples of comparable public companies, which are reflective of the market in which each respective reporting unit operates. The key assumptions used to derive the estimated fair values of our reporting units and indefinite-lived intangible assets represent Level 3 measurements.

Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. As a result, there can be no assurance that the estimates and assumptions made for purposes of the annual goodwill and indefinite-lived intangible asset impairment tests will prove to be an accurate prediction of the future. Examples of events or circumstances that could reasonably be expected to negatively affect the underlying key assumptions and ultimately impact the estimated fair value of our reporting units and indefinite-lived intangible assets may include such items as: (i) a decrease in expected future cash flows, specifically, an inability to execute on our strategic initiatives including our premiumization efforts or an increase in costs driven by inflation or other factors that could significantly impact our immediate and long range results, prolonged weakness in consumer demand or other competitive pressures adversely affecting our long-term volume trends, changes in trends and consumer preferences within the industry towards other brands or product categories, unfavorable working capital changes or an inability to successfully implement our cost savings initiatives, (ii) adverse changes in macroeconomic conditions that significantly differ from our assumptions in timing and/or degree (such as a global pandemic, recession or evolving beer industry), (iii) significant unfavorable changes in tax rates, (iv) volatility in the equity and debt markets or other country-specific factors which could result in a higher weighted-average cost of capital, (v) sensitivity to market multiples; and (vi) regulation limiting or banning the manufacturing, distribution or sale of alcoholic beverages.

If actual performance results differ significantly from our projections or we experience significant fluctuations in our other assumptions, a material impairment loss may occur in the future. See Part II—Item 8 Financial Statements and Supplementary Data, Note 6, "Goodwill and Intangible Assets" for further discussion and presentation of these amounts.

Annual Goodwill Impairment Test

As of the October 1, 2024, testing date, the fair value of the Americas reporting unit was determined to be in excess of its carrying amount and therefore no goodwill impairment charge was recorded. The Americas reporting unit continues to be at a heightened risk of future impairment as the fair value exceeded its respective carrying value by less than 15%. The fair value of the Americas reporting unit decreased during the current year, primarily due to lower market multiples and lower forecasted cash flow projections, with the decreases largely driven by more challenging U.S. industry expectations. This is partially offset by a decrease to the discount rate as a result of reductions in the interest rate environment. Specifically, the discount rate used in developing our annual fair value estimates for the Americas reporting unit in the current year was 8.25% based on market-specific factors, as compared to 9.00% used as of the October 1, 2023, annual testing date. A 50 basis point increase in our discount rate assumption, holding all other assumptions and inputs constant, would not have resulted in an impairment of the Americas reporting unit.

Current projections used for the Americas reporting unit testing reflected growth assumptions associated with our continued plan to consistently grow our core power brand revenue, aggressively premiumize our portfolio, scale and expand beyond beer, invest in our capabilities and invest in our people, communities and planet, all of which are intended to benefit the projected cash flows of the business. While progress has been made on this strategy, including the strengthening of our core brands, there is not enough historical data yet to adequately predict future impacts and forecasted future cash flows are inherently at risk given that the strategies are still in progress. In addition, while we have included in our forecasted future cash flows estimates for expected cost inflation and adjusted our volumes to be reflective of the current beer industry trends, there is still inherent risk in achieving our goals. If our assumptions are not realized, it is possible that further impairment charges may be recorded in the future.

Indefinite-Lived Intangible Assets

The fair values of the *Coors* brands in the Americas (inclusive of our *Coors* brand in the U.S. and *Coors* distribution agreement in Canada), the *Miller* brands in the U.S., the *Carling* brands in the U.K. and the *Staropramen* brands in EMEA&APAC are sufficiently in excess of their respective carrying values as of the October 1, 2024 annual testing date, with each having over 15% cushion of fair value over book value. We utilize Level 3 fair value measurements in our impairment analysis of our indefinite-lived intangible assets. The future cash flows used in the analyses are based on internal cash flow projections utilizing our long range plans and include significant assumptions by management. A 50 basis point increase in our discount rate assumptions would not have resulted in an impairment of any of our indefinite-lived intangible assets.

As of the October 1, 2023, testing date, the carrying value of the *Staropramen* family of brands in EMEA&APAC was determined to be in excess of its fair value such that a partial impairment loss of $160.7 million was recorded in our consolidated statements of operations during the fourth quarter of 2023.

Definite-Lived Intangible Assets and Other Long-Lived Assets

We continuously monitor the performance of our definite-lived intangible assets and other long-lived assets for potential triggering events suggesting an impairment review should be performed or useful lives should be re-assessed. Due to a reduction in forecasted cash flows associated with one of our asset groups, we identified this as a triggering event during the fourth quarter of 2024 and performed a recoverability test for the long-lived assets at the asset group level but concluded that the recoverability test passed and no impairment was recorded. No other material triggering events were identified in either 2024 or 2023 related to our definite-lived intangible assets or other definite-lived assets.

Income Taxes

Income taxes are accounted for in accordance with U.S. GAAP. Judgment is required in determining our consolidated provision for income taxes. In the ordinary course of our global business, there are many transactions for which the ultimate tax outcome is uncertain. Additionally, our income tax provision is based on calculations and assumptions that are subject to examination by many different tax authorities.

We are periodically subject to income tax audits in various foreign and domestic jurisdictions, which can involve questions regarding our tax positions and result in additional income tax liabilities assessed against us. Settlement of any challenge resulting from these tax controversies can result in a variety of resolutions including no change, a complete disallowance, or some partial adjustment reached through negotiations or litigation. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained based on its technical merits. We measure and record the tax benefits from such a position based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Our estimated liabilities related to these matters are adjusted in the period in which the uncertain tax position is effectively settled, the statute of limitations for examination expires or when additional information becomes available. Our liability for unrecognized tax benefits requires the use of assumptions and significant judgment to estimate the exposures associated with our various filing positions. Although we believe that the judgments and estimates made are reasonable, actual results could differ and resulting adjustments could materially affect our effective tax rate and tax provision.

When cash is available after satisfying working capital needs and all other business obligations, we may distribute current earnings and the associated cash from a foreign subsidiary to its U.S. parent, and record the tax impact associated with the distribution. However, to the extent current earnings of our foreign operations exist and are not otherwise distributed or planned to be distributed, such earnings accumulate. These accumulated earnings are not considered permanently reinvested in our foreign operations. The taxes associated with any future repatriation of undistributed earnings are anticipated to be insignificant.

We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. We evaluate our ability to realize the tax benefits associated with deferred tax assets by assessing the adequacy of future expected taxable income, including the reversal of existing temporary differences, historical and projected operating results, and the availability of prudent and feasible tax planning strategies. The realization of tax benefits is evaluated by jurisdiction and the realizability of these assets can vary based on the character of the tax attribute and the carryforward periods specific to each jurisdiction.

There are proposed or pending tax law changes in various jurisdictions in which we do business. As discussed in Part II—Item 8 Financial Statements and Supplementary Data, Note 12, "Income Tax", we recognize the impacts of changes in tax law upon enactment, and therefore, proposed changes in tax law, regulations and rules are not reflected within our tax provision. As a result, such changes may, upon ultimate enactment, result in material impacts to our financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of our global operations, we are exposed to market risks associated with volatile interest rates, foreign currency exchange fluctuations and commodity price risks. To manage our exposure to these market risks, we enter into certain supplier-based and market-based hedging transactions. Such transactions are allowed under our risk management policy and are monitored closely with clear controls around the activities. Our market-based transactions include a variety of derivative financial instruments, none of which are used for trading or speculative purposes. The counterparties to these market-based transactions are generally highly rated institutions. Our objective is to manage our exposures and to decrease the volatility of our earnings and cash flows as a result of changes in underlying rates and costs.

Interest Rate Risk

We are exposed to volatility in interest rates with regard to our current and future debt offerings. Specifically, we are exposed to U.S. Department of Treasury rates, Canadian government rates and SOFR, or any such alternatives like SONIA or EURIBOR, for example. We may from time to time enter into interest rate swaps on our current debt obligations as our hedging strategy is to achieve our desired fixed-to-floating rate debt profile such that we manage the volatility in earnings as well as the cost of funding our operations. Further, we may enter into forward starting interest rate swaps to manage our exposure to the volatility of interest rates associated with future interest payments on a forecasted debt issuance.

In May 2023, we amended our 2026 forward starting interest rate swaps to replace LIBOR with SOFR. Subsequent to this transition, we are no longer exposed to LIBOR. As of December 31, 2024, the following table presents our fixed rate debt and forward starting interest rate swaps as well as the impact of an absolute 1% adverse change in interest rates on their respective fair values. Notional amounts and fair values are presented in USD based on the applicable exchange rates as of December 31, 2024. See Part II - Item 8. Financial Statements and Supplementary Data, Note 9. "Debt" for the maturity dates of our outstanding debt instruments.

	Notional amounts		Fair Value Asset/(Liability)		Effect of Adverse Change	
(In millions)	As of December 31, 2024	As of December 31, 2023	As of December 31, 2024	As of December 31, 2023	As of December 31, 2024	As of December 31, 2023
USD denominated fixed rate debt	$ 4,900.0	$ 4,900.0	$ (4,484.4)	$ (4,608.2)	$ (355.3)	$ (414.4)
Foreign currency denominated fixed rate debt	$ 1,175.9	$ 1,260.7	$ (1,212.8)	$ (1,248.6)	$ (63.3)	$ (13.5)
Forward starting interest rate swaps	$ 1,000.0	$ 1,000.0	$ 96.3	$ 41.6	$ (75.1)	$ (78.9)

Foreign Exchange Risk

Foreign currency exchange risk is inherent in our operations primarily due to operating results that are denominated in currencies other than the USD. We closely monitor our operations in each country and seek to adopt appropriate strategies that are responsive to foreign currency fluctuations. Our financial risk management policy is intended to mitigate a portion of the potentially unfavorable impact of exchange rates on our earnings and cash flows.

Changes in foreign currency exchange rates affect the translation of local currency balances of foreign subsidiaries, transaction gains and losses associated with intercompany loans with foreign subsidiaries, royalty agreements and transactions denominated in currencies other than the USD, and their related cash flows, specifically related to the purchase of production inputs and imports, as well as our foreign currency-denominated debt. See Part II - Item, 8. Financial Statements and Supplementary Data, Note 1. "Basis of Presentation and Summary of Significant Accounting Policies" for our accounting policy over the accounting for translation adjustments and foreign currency transactions.

Approximately $3.7 billion, or 32%, of our net sales were denominated in functional currencies other than the USD for the year ended December 31, 2024. As a result, fluctuations in foreign currency exchange rates, particularly the CAD and the GBP, may have a material impact on our reported results. For the year ended December 31, 2024, net sales denominated in GBP and CAD approximated $1.4 billion and $1.3 billion, for each respective currency.

We manage our foreign currency exposures through foreign currency forward contracts and net investment hedges. Our EUR foreign-denominated debt is designated as a net investment hedge of our investment in a EUR functional currency subsidiary in order to hedge a portion of the foreign currency translational impacts. Accordingly, the changes in fair value of the net investment hedge due to the fluctuations in the spot rate are recorded to AOCI until a liquidation or deconsolidation event at which point the accumulated gains and losses will be reclassified into earnings. Our foreign currency forward contracts manage our exposure related to certain royalty agreements, the purchase of production inputs and imports that are denominated in currencies other than the entity's functional local currency and other foreign currency exchange exposure.

The following table includes details of our foreign currency forwards used to hedge our foreign exchange rate risk as well as the impact of a hypothetical 10% adverse change in the related foreign currency exchange rates on the fair value of the foreign currency forwards. Notional amounts and fair values are presented in USD based on the applicable exchange rate as of December 31, 2024 and December 31, 2023. As of December 31, 2024, approximately 65% of our outstanding foreign currency forwards mature in 2025, 32% mature in 2026 and 3% mature thereafter.

	Notional amounts		Fair Value Asset/(Liability)		Effect of Adverse Change	
(In millions)	As of December 31, 2024	As of December 31, 2023	As of December 31, 2024	As of December 31, 2023	As of December 31, 2024	As of December 31, 2023
Foreign currency denominated fixed rate debt	$ 1,175.9	$ 1,260.7	$ (1,212.8)	$ (1,248.6)	$ (113.6)	$ (124.8)
Foreign currency forwards	$ 196.2	$ 219.4	$ 10.6	$ (1.4)	$ (20.1)	$ (23.6)

Commodity Price Risk

We are exposed to volatility in commodity prices as we use commodities in the production and distribution of our products. We specifically hedge our exposure to fluctuations in the price of natural gas, barley, diesel and aluminum, including surcharges relating to our aluminum exposures. We utilize market-based derivatives and supplier-based mechanisms, specifically a combination of purchase orders, long-term supply contracts and over-the-counter financial instruments to mitigate our commodity price risk by reducing price volatility for select commodities that are used in our supply chain.

The following table includes details of our commodity swaps used to hedge commodity price risk as well as the impact of a hypothetical 10% adverse change in the related commodity prices on the fair value of the derivatives. The following table excludes our commodity options because we have offsetting buy and sell positions. Notional amounts and fair values are presented in USD based on the applicable exchange rate as of December 31, 2024 and December 31, 2023. As of December 31, 2024, approximately 79% of commodity swaps mature in 2025 and 21% mature in 2026.

	Notional amounts		Fair Value Asset/(Liability)		Effect of Adverse Change	
(In millions)	As of December 31, 2024	As of December 31, 2023	As of December 31, 2024	As of December 31, 2023	As of December 31, 2024	As of December 31, 2023
Swaps	$ 376.4	$ 653.5	$ 3.7	$ (30.4)	$ (36.3)	$ (58.1)

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MANAGEMENT'S REPORT

The preparation, integrity and objectivity of the financial statements and all other financial information included in this annual report are the responsibility of the management of Molson Coors Beverage Company. The financial statements have been prepared in accordance with generally accepted accounting principles in the United States, applying estimates based on management's best judgment where necessary. Management believes that all material uncertainties have been appropriately accounted for and disclosed.

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2024, based on the framework and criteria established in *Internal Control—Integrated Framework* (2013 Framework), issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon its assessment, management concluded that, as of December 31, 2024, the Company's internal control over financial reporting was effective.

PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, provides an objective, independent audit of the consolidated financial statements and internal control over financial reporting. Their accompanying report is based upon an examination conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), including tests of accounting procedures, records and internal control.

The Board of Directors, operating through its Audit Committee composed of independent, outside directors, monitors the Company's accounting control systems and reviews the results of the Company's auditing activities. The Audit Committee meets at least quarterly, either separately or jointly, with representatives of management, PricewaterhouseCoopers LLP and internal auditors. To ensure complete independence, PricewaterhouseCoopers LLP and the Company's internal auditors have full and free access to the Audit Committee and may meet with or without the presence of management.

/s/ GAVIN D.K. HATTERSLEY	/s/ TRACEY I. JOUBERT
Gavin D.K. Hattersley	Tracey I. Joubert
President & Chief Executive Officer	*Chief Financial Officer*
Molson Coors Beverage Company	Molson Coors Beverage Company
February 18, 2025	February 18, 2025

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Molson Coors Beverage Company

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Molson Coors Beverage Company and its subsidiaries (the "Company") as of December 31, 2024 and 2023, and the related consolidated statements of operations, of comprehensive income (loss), of stockholders' equity and noncontrolling interests, and of cash flows for each of the three years in the period ended December 31, 2024, including the related notes and schedule of valuation and qualifying accounts for each of the three years in the period ended December 31, 2024 appearing under Item 15(c) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill Impairment Assessment - Americas Reporting Unit

As described in Notes 1 and 6 to the consolidated financial statements, the Company's goodwill balance related to the Americas reporting unit was $5,582 million as of December 31, 2024. The carrying value of goodwill is evaluated for impairment at the reporting unit level at least annually or when an interim triggering event occurs that may indicate potential impairment. The Company's annual impairment test is performed as of the first day of the fiscal fourth quarter. The evaluation involves comparing the reporting unit's fair value to its carrying value. If the fair value exceeds its respective carrying value, then management would conclude that no impairment has occurred. If the carrying value exceeds its fair value, the Company would recognize an impairment loss in an amount equal to the excess up to the total amount of goodwill allocated to the reporting unit. A combination of a discounted cash flow analysis and market approach is used by management to determine the fair value of the reporting unit. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. Examples of events or circumstances that could reasonably be expected to negatively affect the underlying key assumptions and ultimately impact the estimated fair value of our reporting unit may include the following, as disclosed by management, (i) growth rates for sales, costs of goods sold and profits, which are based on various long-range financial and operational plans; (ii) prolonged weakening of economic conditions; or (iii) significant unfavorable changes in income tax rates, environmental or other regulations, including interpretations thereof, terminal growth rate, market multiples and/or weighted-average cost of capital. Management concluded that the fair value of the Americas reporting unit was in excess of its carrying value and therefore no goodwill impairment charge was recorded.

The principal considerations for our determination that performing procedures relating to the goodwill impairment assessment for the Americas reporting unit is a critical audit matter are (i) the significant judgment by management when developing the fair value estimate of the Americas reporting unit; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to the weighted average cost of capital, growth rates for sales and growth rates for costs of goods sold; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's goodwill impairment assessment, including controls over the valuation of the Americas reporting unit. These procedures also included, among others (i) testing management's process for developing the fair value estimate of the Americas reporting unit; (ii) evaluating the appropriateness of the discounted cash flow analysis and market approach used by management; (iii) testing the completeness and accuracy of underlying data used in the discounted cash flow analysis and market approach; and (iv) evaluating the reasonableness of significant assumptions used by management related to the weighted average cost of capital, growth rates for sales and growth rates for costs of goods sold. Evaluating management's assumptions related to growth rates for sales and growth rates for costs of goods sold involved evaluating whether the significant assumptions used were reasonable considering (i) the current and past performance of the Americas reporting unit; (ii) the consistency with external market and industry data; and (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the Company's discounted cash flow analysis and market approach and (ii) the reasonableness of the weighted average cost of capital assumption.

/s/ PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
February 18, 2025

We have served as the Company's auditor since 1974.

MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(IN MILLIONS, EXCEPT PER SHARE DATA)

	For the Years Ended		
	December 31, 2024	**December 31, 2023**	**December 31, 2022**
Sales	$ 13,734.3	$ 13,884.6	$ 12,807.5
Excise taxes	(2,107.3)	(2,182.5)	(2,106.5)
Net sales	11,627.0	11,702.1	10,701.0
Cost of goods sold	(7,093.6)	(7,333.3)	(7,045.8)
Gross profit	4,533.4	4,368.8	3,655.2
Marketing, general and administrative expenses	(2,717.5)	(2,779.9)	(2,618.8)
Goodwill impairment	—	—	(845.0)
Other operating income (expense), net	(65.4)	(162.7)	(38.6)
Equity income (loss)	2.7	12.0	4.7
Operating income (loss)	1,753.2	1,438.2	157.5
Interest expense	(282.7)	(234.0)	(250.6)
Interest income	35.4	25.4	4.3
Other pension and postretirement benefit (cost), net	(5.0)	10.2	36.6
Other non-operating income (expense), net	2.1	12.7	(10.3)
Total non-operating income (expense), net	(250.2)	(185.7)	(220.0)
Income (loss) before income taxes	1,503.0	1,252.5	(62.5)
Income tax benefit (expense)	(345.3)	(296.1)	(124.0)
Net income (loss)	1,157.7	956.4	(186.5)
Net (income) loss attributable to noncontrolling interests	(35.3)	(7.5)	11.2
Net income (loss) attributable to Molson Coors Beverage Company	$ 1,122.4	$ 948.9	$ (175.3)
Net income (loss) attributable to Molson Coors Beverage Company per share			
Basic	$ 5.38	$ 4.39	$ (0.81)
Diluted	$ 5.35	$ 4.37	$ (0.81)
Weighted-average shares outstanding			
Basic	208.8	216.0	216.9
Dilutive effect of share-based awards	1.1	1.3	—
Diluted	209.9	217.3	216.9

See notes to consolidated financial statements.

MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(IN MILLIONS)

	For the Years Ended		
	December 31, 2024	December 31, 2023	December 31, 2022
Net income (loss) including noncontrolling interests	$ 1,157.7	$ 956.4	$ (186.5)
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments	(306.1)	98.7	(329.8)
Cumulative translation adjustment reclassified from other comprehensive income (loss)	—	(0.6)	12.1
Unrealized gain (loss) recognized on derivative instruments	53.2	(2.5)	153.8
Derivative instrument activity reclassified from other comprehensive income (loss)	(0.2)	0.9	9.4
Net change in pension and other postretirement benefit assets and liabilities recognized in other comprehensive income (loss)	(7.3)	(6.4)	(59.6)
Pension and other postretirement activity reclassified from other comprehensive income (loss)	17.6	(11.2)	(1.6)
Ownership share of unconsolidated subsidiaries' other comprehensive income (loss)	(0.4)	11.2	13.8
Total other comprehensive income (loss), net of tax	(243.2)	90.1	(201.9)
Comprehensive income (loss)	914.5	1,046.5	(388.4)
Comprehensive (income) loss attributable to noncontrolling interests	(34.7)	(8.4)	13.6
Comprehensive income (loss) attributable to Molson Coors Beverage Company	$ 879.8	$ 1,038.1	$ (374.8)

See notes to consolidated financial statements.

MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(IN MILLIONS, EXCEPT PAR VALUE)

	As of	
	December 31, 2024	**December 31, 2023**
Assets		
Current assets		
Cash and cash equivalents	$ 969.3	$ 868.9
Trade receivables, net	693.1	757.8
Other receivables, net	149.8	121.6
Inventories, net	727.8	802.3
Other current assets, net	308.4	297.9
Total current assets	2,848.4	2,848.5
Property, plant and equipment, net	4,460.4	4,444.5
Goodwill	5,582.3	5,325.3
Other intangibles, net	12,195.2	12,614.6
Other assets	978.0	1,142.2
Total assets	$ 26,064.3	$ 26,375.1
Liabilities and equity		
Current liabilities		
Accounts payable and other current liabilities	$ 3,013.0	$ 3,180.8
Current portion of long-term debt and short-term borrowings	32.2	911.8
Total current liabilities	3,045.2	4,092.6
Long-term debt	6,113.9	5,312.1
Pension and postretirement benefits	416.7	465.8
Deferred tax liabilities	2,733.4	2,697.2
Other liabilities	302.4	372.3
Total liabilities	12,611.6	12,940.0
Commitments and contingencies (Note 13)		
Redeemable noncontrolling interest	168.5	27.9
Molson Coors Beverage Company stockholders' equity		
Capital stock		
Preferred stock, $0.01 par value (authorized: 25.0 shares; none issued)	—	—
Class A common stock, $0.01 par value (authorized: 500.0 shares; issued: 2.6 shares and 2.6 shares, respectively)	—	—
Class B common stock, $0.01 par value (authorized: 500.0 shares; issued: 215.5 shares and 212.5 shares, respectively)	2.1	2.1
Class A exchangeable shares, no par value (issued: 2.7 shares and 2.7 shares, respectively)	100.8	100.8
Class B exchangeable shares, no par value (issued: 7.2 shares and 9.4 shares, respectively)	271.1	352.3
Paid-in capital	7,223.6	7,108.4
Retained earnings	8,238.0	7,484.3
Accumulated other comprehensive income (loss)	(1,362.4)	(1,116.3)
Class B common stock held in treasury at cost (24.8 shares and 13.9 shares, respectively)	(1,380.8)	(735.6)
Total Molson Coors Beverage Company stockholders' equity	13,092.4	13,196.0
Noncontrolling interests	191.8	211.2
Total equity	13,284.2	13,407.2
Total liabilities and equity	$ 26,064.3	$ 26,375.1

See notes to consolidated financial statements.

MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN MILLIONS)

	For the Years Ended		
	December 31, 2024	December 31, 2023	December 31, 2022
Cash flows from operating activities			
Net income (loss) including noncontrolling interests	$ 1,157.7	$ 956.4	$ (186.5)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities			
Depreciation and amortization	759.4	682.8	684.8
Amortization of debt issuance costs and discounts	5.3	5.7	7.7
Interest expense related to mandatorily redeemable noncontrolling interest	46.5	—	—
Share-based compensation	43.1	44.9	33.6
Goodwill impairment	—	—	845.0
(Gain) loss on sale or impairment of property, plant, equipment and other assets, net	51.8	181.9	18.6
Unrealized (gain) loss on foreign currency fluctuations and derivative instruments, net	(28.7)	88.3	236.4
Equity (income) loss	(2.7)	(12.0)	(4.7)
Income tax (benefit) expense	345.3	296.1	124.0
Income tax (paid) received	(227.1)	(244.8)	(76.6)
Interest expense, excluding amortization of debt issuance costs and discounts and mandatorily redeemable noncontrolling interest	230.9	228.3	242.9
Interest paid	(216.0)	(229.0)	(240.0)
Other non-cash items, net	(77.1)	—	—
Change in current assets and liabilities (net of impact of business combinations) and other			
Receivables	39.6	(0.7)	(108.5)
Inventories	55.1	21.7	(64.6)
Payables and other current liabilities	(234.4)	50.2	(16.1)
Other assets and other liabilities	(38.4)	9.2	6.0
Net cash provided by (used in) operating activities	1,910.3	2,079.0	1,502.0
Cash flows from investing activities			
Additions to property, plant and equipment	(674.1)	(671.5)	(661.4)
Proceeds from sales of property, plant, equipment and other assets	24.5	10.9	32.2
Acquisition of business, net of cash acquired	(8.6)	(63.7)	—
Other	10.2	(117.4)	4.1
Net cash provided by (used in) investing activities	(648.0)	(841.7)	(625.1)
Cash flows from financing activities			
Dividends paid	(369.2)	(354.7)	(329.3)
Payments for purchases of treasury stock	(643.4)	(205.8)	(51.5)
Payments on debt and borrowings	(883.8)	(404.8)	(509.1)
Proceeds on debt and borrowings	863.7	7.0	7.0
Net proceeds from (payments on) revolving credit facilities and commercial paper	—	—	(3.7)
Other	(105.7)	(23.1)	(2.9)
Net cash provided by (used in) financing activities	(1,138.4)	(981.4)	(889.5)
Effect of foreign exchange rate changes on cash and cash equivalents	(23.5)	13.0	(24.8)
Net increase (decrease) in cash and cash equivalents	100.4	268.9	(37.4)
Balance at beginning of year	868.9	600.0	637.4
Balance at end of year	$ 969.3	$ 868.9	$ 600.0

See notes to consolidated financial statements. See Note 1, "Basis of Presentation and Summary of Significant Accounting Policies" for supplementary cash flow data.

MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
AND NONCONTROLLING INTERESTS
(IN MILLIONS)

		Molson Coors Beverage Company Stockholders' Equity								
	Total	Common stock issued Class A	Common stock issued Class B	Exchangeable shares issued Class A	Exchangeable shares issued Class B	Paid-in-capital	Retained earnings	Accumulated other comprehensive income (loss)	Common Stock held in treasury Class B	Non controlling interests[1]
Balance as of December 31, 2021	$ 13,664.1	$ —	$ 2.1	$ 102.2	$ 417.8	$ 6,970.9	$ 7,401.5	$ (1,006.0)	$ (471.4)	$ 247.0
Exchange of shares	—	—	—	—	(4.5)	4.5	—	—	—	—
Shares issued under equity compensation plan	(2.9)	—	—	—	—	(2.9)	—	—	—	—
Amortization of share-based compensation	33.6	—	—	—	—	33.6	—	—	—	—
Purchase of noncontrolling interest	(1.4)	—	—	—	—	0.3	—	—	—	(1.7)
Net income (loss) including noncontrolling interests	(186.5)	—	—	—	—	—	(175.3)	—	—	(11.2)
Other comprehensive income (loss), net of tax	(201.9)	—	—	—	—	—	—	(199.5)	—	(2.4)
Share repurchase program	(51.5)	—	—	—	—	—	—	—	(51.5)	—
Contributions from noncontrolling interests	8.1	—	—	—	—	—	—	—	—	8.1
Distributions and dividends to noncontrolling interests	(14.3)	—	—	—	—	—	—	—	—	(14.3)
Dividends declared	(332.1)	—	—	—	—	—	(332.1)	—	—	—
Balance as of December 31, 2022	$ 12,915.2	$ —	$ 2.1	$ 102.2	$ 413.3	$ 7,006.4	$ 6,894.1	$ (1,205.5)	$ (522.9)	$ 225.5
Exchange of shares	—	—	—	(1.4)	(61.0)	62.4	—	—	—	—
Shares issued under equity compensation plan	0.2	—	—	—	—	0.2	—	—	—	—
Amortization of share-based compensation	44.9	—	—	—	—	44.9	—	—	—	—
Purchase of noncontrolling interest	(8.5)	—	—	—	—	(5.5)	—	—	—	(3.0)
Deconsolidation of VIE	(8.8)	—	—	—	—	—	—	—	—	(8.8)
Net income (loss) including noncontrolling interests	957.1	—	—	—	—	—	948.9	—	—	8.2
Other comprehensive income (loss), net of tax	90.1	—	—	—	—	—	—	89.2	—	0.9
Share repurchase program	(212.7)	—	—	—	—	—	—	—	(212.7)	—
Contributions from noncontrolling interests	2.4	—	—	—	—	—	—	—	—	2.4
Distributions and dividends to noncontrolling interests	(14.0)	—	—	—	—	—	—	—	—	(14.0)
Dividends declared	(358.7)	—	—	—	—	—	(358.7)	—	—	—
Balance as of December 31, 2023	$ 13,407.2	$ —	$ 2.1	$ 100.8	$ 352.3	$ 7,108.4	$ 7,484.3	$ (1,116.3)	$ (735.6)	$ 211.2
Exchange of shares	—	—	—	—	(81.2)	81.2	—	—	—	—
Shares issued under equity compensation plan	(9.8)	—	—	—	—	(9.8)	—	—	—	—

	Total	Common stock issued		Exchangeable shares issued		Paid-in-capital	Retained earnings	Accumulated other comprehensive income (loss)	Common Stock held in treasury	Non controlling interests[1]
		Molson Coors Beverage Company Stockholders' Equity								
		Class A	Class B	Class A	Class B				Class B	
Amortization of share-based compensation	43.1	—	—	—	—	43.1	—	—	—	—
Purchase of noncontrolling interest	0.5	—	—	—	—	0.7	—	—	—	(0.2)
Net income (loss) including noncontrolling interests	1,163.2	—	—	—	—	—	1,122.4	—	—	40.8
Other comprehensive income (loss), net of tax	(242.9)	—	—	—	—	—	—	(242.6)	—	(0.3)
Share repurchase program	(645.2)	—	—	—	—	—	—	—	(645.2)	—
Contributions from noncontrolling interests	5.2	—	—	—	—	—	—	—	—	5.2
Distributions and dividends to noncontrolling interests	(3.1)	—	—	—	—	—	—	—	—	(3.1)
Reclassification of mandatorily redeemable noncontrolling interest to accounts payable and other current liabilities	(49.2)	—	—	—	—	—	—	(3.5)	—	(45.7)
Reclassification of noncontrolling interests to redeemable noncontrolling interests	(16.1)	—	—	—	—	—	—	—	—	(16.1)
Dividends declared	(368.7)	—	—	—	—	—	(368.7)	—	—	—
Balance as of December 31, 2024	$ 13,284.2	$ —	$ 2.1	$ 100.8	$ 271.1	$ 7,223.6	$ 8,238.0	$ (1,362.4)	$ (1,380.8)	$ 191.8

[1] All activity included in the noncontrolling interests column of the consolidated statements of stockholders' equity and noncontrolling interests excludes activity from our redeemable noncontrolling interests.

See notes to consolidated financial statements.

MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation and Summary of Significant Accounting Policies

Unless otherwise noted in this report, any description of "we," "us" or "our" includes Molson Coors Beverage Company ("MCBC" or the "Company"), principally a holding company, and its operating and non-operating subsidiaries included within its reporting segments. Our reporting segments include the Americas and EMEA&APAC. Our Americas segment operates in the U.S., Canada and various countries in Latin America, and our EMEA&APAC segment operates in Bulgaria, Croatia, Czech Republic, Hungary, Montenegro, the Republic of Ireland, Romania, Serbia, the U.K., various other European countries and certain countries within the Middle East, Africa and Asia Pacific.

Unless otherwise indicated, information in this report is presented in USD and comparisons are to comparable prior periods. 2024, 2023 and 2022 refers to the twelve months ended December 31, 2024, December 31, 2023 and December 31, 2022, respectively. Our primary operating currencies, other than the USD, include the CAD, the GBP and our Central European operating currencies such as the EUR, CZK, RON and RSD.

Our consolidated financial statements and related disclosures reflect new accounting pronouncements adopted during the year as discussed in Note 2, "New Accounting Pronouncements."

Principles of Consolidation

Our consolidated financial statements include our accounts and our majority-owned and controlled domestic and foreign subsidiaries, as well as certain VIEs for which we are the primary beneficiary. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP. These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions used to determine certain amounts that affect the financial statements are reasonable, based on information available at the time they are made. To the extent there are differences between these estimates and actual results, our consolidated financial statements may be materially affected.

Acquisitions and Buyouts

On October 31, 2024, we further increased our investment in ZOA for cash consideration of $53 million, bringing our ownership interest to 51% subsequent to the closing of the transaction. As a result, we have recorded the transaction as a business combination, with ZOA included in our consolidated financial statements from the date of acquisition within the Americas reporting segment. See Note 3, "Investments" for further discussion.

In March 2024, our CBPL partner exercised a put option under our partnership agreement in which we acquired the remaining 49.9% ownership interest resulting in a cash payment of $89 million on October 21, 2024, which was recorded as a cash outflow from financing activities. See the redeemable noncontrolling interest section of this footnote for further discussion of this transaction.

On August 7, 2023, we acquired a 75% equity interest in Blue Run, a U.S. based high end whiskey business, for a purchase price of $77 million, which included cash paid of $64 million. The acquisition is aligned with our strategy to expand beyond the beer aisle and enhance our presence in the spirits category.

The Blue Run acquisition was accounted for as a business combination, with $88 million allocated to a definite-lived brand intangible asset to be amortized over a 15-year period and the remainder primarily allocated to other working capital balances and goodwill for the amount in excess of the net identifiable assets acquired. A noncontrolling interest was recognized at fair value based on a Monte Carlo simulation model and is recorded as redeemable noncontrolling interest in the consolidated balance sheets based on the contractual terms of the agreement. Pro forma results of operations have not been presented as the impact is not material to our consolidated statements of operations or consolidated balance sheets.

Supplier Financing

We are the buyer under a supplier finance program with Citibank N.A. ("Citi" or "the bank"), with $145.1 million and $147.5 million confirmed as valid and outstanding as of December 31, 2024 and December 31, 2023, respectively. We recognize these unpaid balances in accounts payable and other current liabilities on our consolidated balance sheets. Under the program, we agree to pay the bank the stated amount of confirmed invoices from our designated suppliers on the original maturity dates of the invoices. We have no involvement in establishing the terms or conditions of the arrangement between the suppliers and the bank and do not participate in such transactions. Either Citi or us may terminate the agreement upon at least 30 days written notice. We do not provide secured legal assets or other forms of guarantees under the arrangement. Our current payment terms with the majority of the suppliers participating in the supplier finance program generally range from 60 to 120 days, which we deem to be commercially reasonable.

The rollforward of our outstanding obligations confirmed as valid under our supplier finance program for the year ended December 31, 2024 was as follows:

(In millions)		
Confirmed obligations outstanding as of December 31, 2023	$	147.5
Invoices confirmed during the year		590.8
Confirmed invoices paid during the year		(590.7)
Effect of foreign exchange rate changes		(2.5)
Confirmed obligations outstanding as of December 31, 2024	$	145.1

Government Assistance

We receive government assistance in the form of tax credits and grants, including tax credits from government agencies in certain jurisdictions around job creation and retention, as well as capital investment initiatives. This includes, but is not limited to, refundable and non-refundable property and income tax credits in various state and other local jurisdictions. We recognize amounts received from government assistance programs, including non income tax credits and grants, as a reduction to MG&A expenses in our consolidated statements of operations, when it is probable we will receive the funds and have met the conditions, if any, required by the government assistance program. If we receive the government assistance at a point in time for services to be completed over a future time period, the cash received is initially recorded in our consolidated balance sheets as other liabilities, and amortized as a reduction to MG&A expenses over the service period of the agreement. No programs are material individually or in the aggregate.

Revenue Recognition

Our net sales represent the sale of beer, malt beverages and other adjacencies, net of excise tax. Sales are stated net of incentives, discounts and returns. Sales of products are for cash or otherwise agreed upon credit terms. Our payment terms vary by location and customer, however, the time period between when revenue is recognized and when payment is due is not significant. Our revenue generating activities have a single performance obligation and are recognized at the point in time when control transfers and our obligation has been fulfilled, which is when the related goods are shipped or delivered to the customer, depending upon the method of distribution and shipping terms. Where our products are sold under consignment arrangements, revenue is not recognized until control has transferred, which is when the product is sold to the end customer. Revenue is measured as the amount of consideration we expect to receive in exchange for the sale of our product. The cost of various programs, such as price promotions, rebates and coupons, are treated as a reduction of sales. In certain of our markets where legally permitted, we make cash payments to customers such as slotting or listing fees, or payments for other marketing or promotional activities. These cash payments are recorded as a reduction of revenue unless we receive a distinct good or service. Specifically, a good or service is considered distinct when it is separately identifiable from other promises in the contract, we receive a benefit from the good or service and the benefit is separable from the sale of our product to the customer.

Certain payments made to customers are conditional on the achievement of volume targets, marketing commitments or both. If paid in advance, we record such payments as prepayments and amortize them over the relevant period to which the customer commitment is made (generally up to five years). When the payment is not for a distinct good or service, or fair value cannot be reasonably estimated, the amortization of the prepayment or the cost as incurred is recorded as a reduction of revenue. Where a distinct good or service is received and fair value can be reasonably estimated, the cost is included as MG&A expenses. The amounts deferred are reassessed regularly for recoverability over the contract period and are impaired where there is objective evidence that the benefits will not be realized or the asset is otherwise not recoverable. Separately, as discussed below, we analyze whether these advance payments contain a significant financing component for potential adjustment to the transaction price.

Our primary revenue generating activity represents the sale of beer and other beverages to customers, including both domestic and exported product sales. Our customer could be a distributor, retail or on-premise outlet, depending on the market. The majority of our revenues are generated from brands that we own and brew ourselves; however, we also import or brew and sell certain non-owned partner brands under licensing and related arrangements. In addition, primarily in the U.K., we sell other beverage companies' products to on-premise customers to provide them with a full range of products for their retail outlets. We refer to this as the "factored brand business." Sales from this business are included in our net sales and cost of goods sold when ultimately sold. In the factored brand business, we normally purchase inventory, which includes excise taxes charged by the vendor, take orders from customers for such brands, negotiate with the customers on pricing and invoice customers for the product and related costs of delivery. In addition, we incur the risk of loss when we are in possession of the inventory and for the receivables due from the customers. Revenues for owned brands, partner and imported brands, as well as factored brands are recognized at the point in time when control is transferred to the customer as discussed above.

Other Revenue Generating Activities

We contract manufacture for other brewers in some of our markets. These contractual agreements require us to brew, package and ship certain brands for these brewers, who then sell the products to their own customers in their respective markets. Revenues under contract brewing arrangements are recognized when our obligation related to the finished product is fulfilled and control of the product transfers to these other brewers.

We also have licensing agreements with third party partners who brew and distribute our products in various markets across our segments. Under these agreements, we are compensated based on the amount of products sold by our partners in these markets at an agreed upon royalty rate or profit percentage. We apply the sales-based royalty practical expedient to these licensing arrangements and recognize revenue as product is sold by our partners at the agreed upon rate.

Disaggregation of Revenue

We have evaluated our primary revenue generating activities under the disaggregation disclosure criteria outlined within the guidance and concluded that disclosure at the geographical segment level depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by economic factors. We have also evaluated our other revenue generating activities and concluded that these activities are not material for separate disclosure. See Note 18, "Segment Reporting," for disclosure of revenues by geographic segment.

Variable Consideration

Our revenue generating activities include variable consideration which is recorded as a reduction of the transaction price based upon expected amounts at the time revenue for the corresponding product sale is recognized. For example, customer promotional discount programs are entered into with certain distributors for certain periods of time. The amount ultimately reimbursed to distributors is determined based upon agreed-upon promotional discounts which are applied to distributors' sales to retailers. Other common forms of variable consideration include volume rebates for meeting established sales targets, and coupons and mail-in rebates offered to the end consumer. The determination of the reduction of the transaction price for variable consideration requires that we make certain estimates and assumptions that affect the timing and amounts of revenue and liabilities recorded. We estimate this variable consideration, including analyzing for a potential constraint on variable consideration, by taking into account factors such as the nature of the promotional activity, historical information and current trends, availability of actual results and expectations of customer and consumer behavior.

We do not have standard terms that permit return of product; however, in certain markets where returns occur we estimate the amount of returns as variable consideration based on factors including historical return experience and adjust our revenue accordingly. Products that do not meet our high quality standards are returned by the customer or recalled and destroyed and are recorded as a reduction of revenue. The reversal of revenue is recorded upon determination that the product will be recalled and destroyed. We estimate the costs required to facilitate product returns and record them in cost of goods sold as required.

For the years ended December 31, 2024, 2023 and 2022, adjustments to revenue from performance obligations satisfied in the prior period due to changes in estimates in variable consideration were immaterial.

Significant Financing Component and Costs to Obtain Contracts

In certain of our businesses where such practices are legally permitted, we make loans or advanced payments to retail outlets that sell our brands. For arrangements that do not span greater than one year, we apply the practical expedient available under ASC 606 and do not adjust the transaction price for the effects of a potential significant financing component. We further analyze arrangements that span greater than one year on an ongoing basis to determine whether a significant financing component exists. During the years ended December 31, 2024, 2023 and 2022, no arrangements were material individually or in the aggregate.

Advance payments to customers, where legally permitted, are deferred and amortized as a reduction to revenue over the expected period of benefit and tested for recoverability as appropriate. All other costs to obtain and fulfill contracts are expensed as incurred based on the nature, significance and expected benefit of these costs relative to the contract.

Contract Assets and Liabilities

We continually evaluate whether our revenue generating activities and advanced payment arrangements with customers result in the recognition of contract assets or liabilities. These assets and liabilities were immaterial as of December 31, 2024 and December 31, 2023. Separately, trade receivables, net including affiliate receivables, approximates receivables from contracts with customers.

Shipping and Handling

Freight costs billed to customers for shipping and handling are recorded as revenue. Shipping and handling expense related to costs incurred to deliver product are recognized within cost of goods sold. We account for shipping and handling activities that occur after control has transferred as a fulfillment cost as opposed to a separate performance obligation, and the costs of shipping and handling are recognized concurrently with the related revenue.

Excise Taxes

Excise taxes on alcohol products are government-imposed taxes based on measurable attributes like alcohol content, volume, or beverage type, aimed at generating revenue and regulating consumption. Excise taxes are shown in a separate line item in the consolidated statements of operations as a reduction of sales. In the consolidated balance sheets, excise taxes are generally recognized as a current liability within accounts payable and other current liabilities, with the liability subsequently reduced when the taxes are remitted to the tax authority. In cases where excise taxes are prepaid, they are recorded within other current assets, net.

Cost of Goods Sold

Our cost of goods sold includes costs we incur to make and ship beer and other beverages. These costs include brewing materials, such as barley, hops and various grains. Packaging materials, including aluminum, glass bottles, aluminum cans, cardboard and paperboard are also included in our cost of goods sold. Additionally, our cost of goods sold contains manufacturing expenses including both direct and indirect labor, shipping and handling including freight costs, utilities, maintenance costs, warehousing costs, purchasing and receiving costs, depreciation, promotional packaging, other manufacturing overheads and costs to purchase factored and other non-owned brands from suppliers, as well as the cost to facilitate product returns.

Marketing, General and Administrative Expenses

MG&A expenses include marketing expenses, including the direct costs related to the selling of a product or brand, media advertising (television, radio, digital, print), tactical advertising (signs, banners, point-of-sale materials) and promotion costs on both local and national levels. The creative portion of our advertising activities is expensed as incurred. Production costs of advertising and promotional materials are recorded as a prepaid asset and expensed when the advertising is first run. Additionally, marketing expenses include amortization costs associated with definite-lived brand intangible assets and certain depreciation costs related to marketing related assets. Total marketing and advertising expenses, excluding depreciation and amortization costs, were approximately $1.1 billion, $1.1 billion and $1.0 billion for the years ended December 31, 2024, 2023 and 2022, respectively.

MG&A expenses also include general and administrative costs for functions such as finance, legal, human resources and information technology. These costs primarily consist of compensation, benefits and outside services, as well as bad debt expense related to our allowance for doubtful accounts. Unless capitalization is allowed or required by U.S. GAAP, legal costs are expensed when incurred. These costs also include our marketing and sales organizations, including compensation, benefits and other overhead costs, including travel and entertainment expenses. This line item additionally includes share-based compensation and certain depreciation costs related to non-production equipment.

Share-based compensation is recognized using a straight-line method over the vesting period of the awards. We include estimated forfeitures expected to occur when calculating share-based compensation expense. Our share-based compensation plan and the awards within it contain provisions that accelerate vesting of awards upon change in control, retirement, disability or death of eligible employees and directors. Our share-based awards are considered vested when the employee's retention of the award is no longer contingent on providing service, which for certain awards can result in immediate recognition for awards granted to retirement-eligible individuals or accelerated recognition for awards granted to individuals that will become retirement eligible within the stated vesting period. Also, if less than the stated vesting period, we recognize these costs over the period from the grant date to the date retirement eligibility is achieved.

Other Operating Income (Expense), net

Our other operating income (expense), net items represent charges incurred or benefits realized that we believe are significant to our current operating results warranting separate classification; specifically, such items are considered to be one of the following:

- restructuring charges, including certain employee-related charges, asset abandonment-related losses, fees on termination of significant operating agreements and other related exit or disposal charges;
- intangible and tangible asset impairments, excluding goodwill;
- gains and (losses) on disposal of investments; and
- other significant items deemed to warrant separate classification within operating income

These items classified as other operating income (expense), net are not necessarily non-recurring, however, they are generally deemed to be incremental to income earned or costs incurred through normal operations.

Interest Expense, net

Our interest costs are primarily associated with borrowings to finance our operations and strategic acquisitions. Interest earned on our cash and cash equivalents across our business is recorded as interest income.

We capitalize interest cost as a part of the original cost of acquiring certain fixed assets if the cost of the capital expenditure and the expected time to complete the project are considered significant. Generally, we use the weighted average cost of borrowing of outstanding long-term debt to calculate capitalized interest.

Other Non-Operating Income (Expense), net

Our other non-operating income (expense), net classification primarily includes gains and losses associated with activities not directly related to our operations. For instance, aggregate unrealized and realized foreign exchange gains and losses resulting from the remeasurement and settlement of foreign-denominated monetary assets and liabilities, as well as certain gains or losses on sales of non-operating assets and the mark-to-market activity associated with certain equity securities and other investments are classified in this line item. These gains and losses are included in the respective reporting unit; however, foreign exchange gains and losses on intercompany balances and realized and unrealized changes in fair value on instruments not designated in hedging relationships related to financing and other treasury-related activities remain unallocated. The initial recording of foreign-denominated transactions are classified based on the nature of the transaction, with the unrealized or realized foreign exchange gains or losses resulting from the subsequent remeasurement of the monetary asset or liability, and its ultimate settlement, classified in other non-operating income (expense), net.

Income Taxes

Deferred income taxes are provided for the temporary differences between the financial reporting basis and the tax basis of our assets, liabilities and certain unrecognized gains and losses recorded in AOCI. We apply the intraperiod tax allocation rules to allocate our provision for income taxes between continuing operations and other categories of earnings, such as OCI, when we meet the criteria prescribed by U.S. GAAP.

The tax benefit from an uncertain tax position is recognized only if it is determined that the tax position will more likely than not be sustained based on its technical merits. We measure and record the tax benefits from such a position based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Interest, penalties and offsetting positions related to unrecognized tax benefits are recognized as a component of income tax expense with interest and penalties being recorded to income tax benefit (expense) in our consolidated statement of operations. We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized.

Other Comprehensive Income (Loss)

OCI represents income and losses for the reporting period, including the related tax impacts, which are excluded from net income (loss) and recognized directly within AOCI as a component of equity. OCI also includes amounts reclassified to the consolidated statements of operations during the reporting period that were previously recognized within AOCI. Amounts remaining within AOCI are expected to be reclassified out of AOCI in the future, at which point they will be recognized within the consolidated statement of operations as a component of net income (loss). We recognize OCI related to the translation of assets and liabilities of our foreign subsidiaries which are denominated in currencies other than the USD, unrealized gains and losses on the effective portion of our derivatives designated in cash flow hedging relationships and derivative and non-derivative instruments designated in net investment hedging relationships, actuarial gains and losses and prior service costs related to our pension and other post-retirement benefit plans, as well as our proportionate share of our equity method investments' OCI. Additionally, when we do not have the expectation or intent to cash settle certain of our intercompany note receivable and note payable positions in the foreseeable future, the remeasurement of these instruments is recorded as a component of foreign currency translation adjustments within OCI. We release stranded tax effects from AOCI using either a specific identification approach or portfolio approach based on the nature of the underlying item.

Earnings Per Share

Basic EPS is computed using the weighted-average number of shares of common stock outstanding during the period. Diluted EPS includes the additional dilutive effect of our potentially dilutive securities, which include RSUs, DSUs, PSUs and stock options. The dilutive effects of our potentially dilutive securities are calculated using the treasury stock method. Our calculation of weighted-average shares includes Class A common stock and Class B common stock and Class A exchangeable shares and Class B exchangeable shares. All classes of stock have in effect the same dividend rights and share equitably in undistributed earnings. Holders of Class A common stock receive dividends only to the extent dividends are declared and paid to holders of Class B common stock. See Note 14, "Stockholders' Equity" for further discussion of the Class A common stock and Class B common stock and Class A exchangeable shares and Class B exchangeable shares. We have no unvested outstanding equity share awards that contain non-forfeitable rights to dividends.

Anti-dilutive securities excluded from the computation of diluted EPS for the years ended December 31, 2024, 2023 and 2022, were 1.2 million, 0.6 million and 3.1 million shares, respectively.

Cash and Cash Equivalents

Cash consists of cash on hand and bank deposits. Cash equivalents represent highly liquid investments with original maturities of three months or less. Our cash deposits are maintained with multiple, reputable financial institutions.

Dividends

On November 21, 2024, our Company's Board declared a dividend of $0.44 per share, paid on December 20, 2024 to shareholders of Class A and Class B common stock of record on December 6, 2024. Shareholders of exchangeable shares received the CAD equivalent of dividends declared on Class A and Class B common stock, equal to CAD 0.61 per share. During the year ended December 31, 2024, dividends declared to eligible shareholders totaled $1.76 per share, with the CAD equivalent equal to CAD 2.39 per share. During the year ended December 31, 2023, dividends declared to eligible shareholders totaled $1.64 per share with the CAD equivalent equal to CAD 2.19 per share. During the year ended December 31, 2022, dividends declared to eligible shareholders totaled $1.52 per share with the CAD equivalent equal to CAD 1.95 per share.

Non-Cash Activity

Non-cash investing activities includes movements in our guarantee of indebtedness of certain equity method investments. See Note 3, "Investments" for further discussion. We also had other non-cash activities related to capital expenditures incurred but not yet paid of $297.8 million, $254.9 million and $234.3 million during the years ended December 31, 2024, 2023 and 2022, respectively. In addition, we had non-cash activities related to certain issuances of share-based awards. See Note 16, "Share-Based Payments" for further details.

Other than the activity mentioned above and the supplemental non-cash activity related to the recognition of leases discussed in Note 8, "Leases," there was no other significant non-cash activity for the years ended December 31, 2024, 2023 and 2022.

Trade Receivables

We record trade receivables at net realizable value. This carrying value includes an appropriate allowance for estimated uncollectible amounts to reflect any loss anticipated on the trade receivable balances. We calculate this allowance based on our country-specific history of write-offs, level of past-due accounts based on the contractual terms of the receivables and our relationships with and the economic status of our customers, which may be impacted by current macroeconomic and regulatory factors specific to the country of origin. This methodology takes into consideration historical loss experience and current and forecasted changes in cash flows based on internal and external information. The allowance for doubtful accounts was $8.9 million and $12.7 million as of December 31, 2024, and December 31, 2023, respectively.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined by the first-in, first-out ("FIFO") method. We regularly assess the shelf-life of our inventories and reserve for those inventories when it becomes probable the product will not be sold within our freshness specifications. In addition, we reserve for those inventories associated with discontinued SKUs or seasonal or other packaging material changes.

Other Current Assets

Other current assets include prepaid assets, maintenance and operating supplies, promotion materials and derivative assets that are expected to be recognized or realized within the next 12 months. Maintenance and operating supplies include our inventories of spare parts, which are kept on hand for repairs and maintenance of machinery and equipment. The majority of spare parts within our business include motors, fillers and other components that are required to maintain a normal level of production in the event that expected maintenance and/or repairs are required. These parts are classified within current assets as they are reasonably expected to be used during the normal operating cycle of the business and are reserved for excess and obsolescence, as appropriate.

Property, Plant and Equipment

Property, plant and equipment is stated at original cost less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets, which are reviewed periodically and have the following ranges: buildings and improvements: 20-40 years; production and office equipment 3-25 years; and software: 3-7 years. Land is not depreciated and construction in progress is not depreciated until ready for service. Costs of enhancements or modifications that substantially extend the capacity or useful life of an asset are capitalized and depreciated accordingly. Ordinary repairs and maintenance are expensed as incurred. When property, plant and equipment is sold or otherwise disposed of, the cost and accumulated depreciation are removed from our consolidated balance sheets and the resulting gain or loss, if any, is reflected in our consolidated statements of operations. Long-lived assets are evaluated for impairment whenever events or changes in circumstances indicate the carrying value of an asset (or asset group) may not be recoverable. Our asset groups are generally identified at the segment level with the exception of certain businesses or locations which may operate on a more stand-alone basis.

Returnable containers are recorded at acquisition cost and consist of returnable bottles, kegs, pallets and crates that are both in our direct control within our breweries, warehouses and distribution facilities and those that we indirectly control in the market through our agreements with our customers and other brewers and for which a deposit is received. The deposits received on our returnable containers in the market are recorded as deposit liabilities, included within accounts payable and other current liabilities on the consolidated balance sheets. We estimate that the loss, breakage and deterioration of our returnable containers is comparable to the depreciation calculated on an estimated useful life of up to 4 years for bottles, 5 years for pallets, 7 years for crates and 15 years for returnable kegs. We also own and maintain other equipment in the market related to delivery of our products to end consumers, for example on-premise dispense equipment and refrigeration units. This equipment is recorded at acquisition cost and depreciated over lives of up to 7 years, depending on the market, reflecting the use of the equipment, as well as the loss and deterioration of the asset.

The costs of acquiring or developing internal-use computer software, including directly-related payroll costs for internal resources, are capitalized and classified within property, plant and equipment. Software maintenance and training costs are expensed in the period incurred.

Property, plant and equipment held under finance lease are depreciated using the straight-line method over the estimated useful life or the lease term, whichever is shorter. Finance lease assets for which ownership is transferred at the end of the lease, or there is a purchase option that we are reasonably certain to exercise, are depreciated over the useful life that would be assigned if the asset were owned.

Cloud Computing Arrangements

Cloud computing arrangement implementation costs incurred in hosting arrangements that are service contracts are recorded within other assets in the consolidated balance sheets. Capitalized cloud computing arrangement implementation costs are amortized using the straight-line method over the remaining term of the contract. Amortization expense was $11.3 million, $7.9 million and $6.2 million for the years ended December 31, 2024, December 31, 2023 and December 31, 2022, respectively.

The following table presents the gross and net value of capitalized cloud computing implementation costs associated with active hosting arrangements.

	As of	
	December 31, 2024	**December 31, 2023**
	(In millions)	
Cloud computing implementation costs	$ 71.9	$ 56.5
Less: accumulated amortization	(32.0)	(20.8)
Cloud computing implementation costs, net	$ 39.9	$ 35.7

Goodwill and Other Intangible Assets

Goodwill is allocated to the reporting unit in which the business that created the goodwill resides. A reporting unit is an operating segment, or a business unit one level below that operating segment, for which discrete financial information is prepared and regularly reviewed by segment management. As of the date of the completion of our 2024 impairment testing, we have concluded that we have two reporting units, Americas and EMEA&APAC. See further discussion in Note 6, "Goodwill and Intangibles."

As required, we evaluate the carrying value of our goodwill at the reporting unit level and indefinite-lived intangible assets for impairment at least annually or when an interim triggering event occurs that may indicate potential impairment. Our annual test is performed as of the first day of our fiscal fourth quarter, October 1. The testing of goodwill and indefinite-lived intangible assets uses estimates and assumptions affected by factors such as economic and industry conditions along with changes in operating performance. The evaluation involves comparing the reporting unit or indefinite-lived intangible asset's fair value to its carrying value. If the fair value exceeds its respective carrying value, then we conclude that no impairment has occurred. If the carrying value exceeds its fair value, we would recognize an impairment loss in an amount equal to the excess up to the total amount of goodwill allocated to that reporting unit or balance of the respective indefinite-lived intangible asset.

We continuously monitor the performance of our other definite-lived intangible assets and evaluate for impairment when evidence exists that certain triggering events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. Significant judgments and assumptions are required in such impairment evaluations. Definite-lived intangible assets are stated at cost less accumulated amortization. Amortization is recorded using the straight-line method over the estimated lives of the assets as this approximates the pattern in which the assets economic benefits are consumed.

Goodwill impairments are recorded to goodwill impairment on the consolidated statements of operations whereas impairments of intangible assets are recorded to other operating income (expense), net in the consolidated statements of operations.

Equity Method Investments

We apply the equity method of accounting to investments that we do not control but where we exercise significant influence or VIEs for which we are not the primary beneficiary. We use the cumulative earnings approach for determining cash flow presentation of cash distributions received from equity method investments. Distributions received are included in our consolidated statements of cash flows as operating activities, unless the cumulative distributions exceed our portion of the cumulative equity in the net earnings of the equity method investment, in which case the excess distributions are deemed to be returns of the investment and are classified as investing activities in our consolidated statements of cash flows. See Note 3, "Investments" for further information regarding our equity method investments. There are no related parties that own interests in our equity method investments as of December 31, 2024.

Derivative Hedging Instruments

We use derivatives as part of our normal business operations to manage our exposure to fluctuations in interest rates, foreign currency exchange, commodity prices, production and packaging material costs and for other strategic purposes related to our core business. We enter into derivatives for risk management purposes only, including derivatives designated in hedge accounting relationships as well as those derivatives utilized as economic hedges. We do not enter into derivatives for trading or speculative purposes. We recognize our derivatives on the consolidated balance sheets as assets or liabilities at fair value and classify them in either current or non-current assets or liabilities based on each contract's respective unrealized gain or loss position and each contract's respective maturity. Consistent with our policy, our current derivative agreements do not allow us to net positions with the same counterparty and therefore, we present our derivative positions gross on our consolidated balance sheets.

Changes in fair values of outstanding cash flow and net investment hedges are recorded in OCI, until earnings are affected by the variability of cash flows of the underlying hedged item or the sale of the underlying net investment, respectively. Effective cash flow hedges offset the gains or losses recognized on the underlying exposure in the consolidated statements of operations, or for net investment hedges, the foreign exchange translation gain or loss recognized in AOCI. Changes in fair value of outstanding fair value hedges and the offsetting changes in fair value of the hedged item are recognized in earnings. Changes in fair value of the derivative attributable to components allowed to be excluded from the assessment of hedge effectiveness are deferred in AOCI and recognized in earnings over the life of the hedge.

We record realized gains and losses from derivative instruments in the same financial statement line item as the hedged item/forecasted transaction. Changes in unrealized gains and losses for derivatives not designated in a hedge accounting relationship are recorded directly in earnings each period and are also recorded in the same financial statement line item as the hedged item/forecasted transaction. Cash flows from the settlement of derivatives, including both economic hedges and those designated in hedge accounting relationships, appear in the consolidated statements of cash flows in the same categories as the cash flows of the hedged item unless the instruments are deemed to contain an other-than-insignificant financing element, in which case the cash flows related to this instrument will be classified as financing activities.

In accordance with authoritative accounting guidance, we do not record the fair value of derivatives for which we have elected the Normal Purchase Normal Sale ("NPNS") exemption. We account for these contracts on an accrual basis, recording realized settlements related to these contracts in the same financial statement line items as the corresponding transaction.

Leases

We enter into contractual arrangements for the utilization of certain non-owned assets, primarily real estate and equipment, which are evaluated as finance or operating leases upon commencement and are accounted for accordingly. We assess whether an arrangement is or contains a lease at inception of the contract. For all contractual arrangements deemed to be leases (other than short-term leases, which have a duration of one year or less), as of the lease commencement date, we recognize on the consolidated balance sheets a liability for our obligation related to the lease and a corresponding asset representing our right to use the underlying asset over the period of use.

For leases that qualify as short-term leases, we have elected, for all classes of underlying assets, to not apply the balance sheet recognition requirements of ASC 842, and instead, we recognize the lease payments in the consolidated statements of operations on a straight-line basis over the lease term. We have also made the election, for our existing real estate and equipment classes of underlying assets, to account for lease and non-lease components as a single lease component.

Our leases have remaining lease terms of up to approximately 15 years. Certain of our lease agreements contain options to extend or early terminate the agreement. The lease term used to calculate the right-of-use ("ROU") asset and lease liability at commencement includes the impacts of options to extend or terminate the lease when it is reasonably certain that we will exercise that option. When determining whether it is reasonably certain that we will exercise an option at commencement, we consider various existing economic factors, including real estate strategies, the nature, length and terms of the agreement, as well as the uncertainty of the condition of leased equipment at the end of the lease term. Assumptions made at the commencement date are re-evaluated upon occurrence of certain events requiring a lease modification. Additionally, for certain equipment leases involving groups of similar leased assets with similar lease terms, we apply a portfolio approach to effectively account for the operating lease right-of-use assets and liabilities.

The discount rate used to calculate the present value of the future minimum lease payments is the rate implicit in the lease, when readily determinable. As the rate implicit in the lease is rarely readily determinable, we use our incremental borrowing rate relative to the leased asset in all other cases.

Certain of our leases include variable payments, primarily for items such as property taxes, insurance, maintenance and other operating expenses associated with leased assets. These variable payments are excluded from the measurement of our lease assets and liabilities and are recognized in the period in which the obligation for those payments is incurred. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Lease-related expense is recorded within either COGS or MG&A expenses on the consolidated statements of operations, depending on the function of the underlying leased asset, with the exception of interest on finance lease liabilities, which is recorded within interest expense on the consolidated statements of operations.

Pension and Postretirement Benefits

We maintain retirement plans for the majority of our employees. We offer different types of plans, including defined benefit plans, defined contribution plans and OPEB plans. Each plan is managed locally and in accordance with respective local laws and regulations. BRI and BDL, two of our equity method investments, maintain defined benefit, defined contribution and OPEB plans as well.

We recognize the underfunded or overfunded status of a defined benefit pension and OPEB plan as an asset or liability on the consolidated balance sheets. The funded status of a plan, measured as the difference between the fair value of plan assets and the projected benefit obligation, and the related net periodic pension cost are calculated using a number of significant actuarial assumptions. Changes in net periodic pension cost and funding status may occur in the future due to changes in these assumptions.

We use the fair value approach to calculate the market-related value of pension plan assets used to determine net periodic pension cost, which includes measuring the market-related value of plan assets at fair value for purposes of determining the expected return on plan assets and amount of gain or loss subject to amortization.

Projected benefit obligation is the actuarial present value as of the measurement date of all benefits attributed by the plan benefit formula to employee service rendered before the measurement date using assumptions as to future compensation levels and years of service if the plan benefit formula is based on those future compensation levels and years of service. Accumulated benefit obligation is the actuarial present value of benefits (whether vested or unvested) attributed by the plan benefit formula to employee service rendered before the measurement date and based on employee service and compensation, if applicable, prior to that date. Accumulated benefit obligation differs from projected benefit obligation in that it includes no assumption about future compensation levels and years of service.

We employ the corridor approach for determining each plan's potential amortization from AOCI of deferred gains and losses, which occur when actual experience differs from estimates, into other pension and postretirement (benefit) cost, net. This approach defines the "corridor" as the greater of 10% of the projected benefit obligation or 10% of the market-related value of plan assets and requires amortization of the excess net gain or loss that exceeds the corridor over the average remaining service periods of active plan participants. For plans closed to new entrants and the future accrual of benefits, the average remaining life expectancy of all plan participants (including retirees) is used.

Redeemable Noncontrolling Interest

Certain of our noncontrolling interests have redemption features that are outside of our control, such as those subject to put options exercisable at a future date. We account for these as redeemable noncontrolling interests and present the balances outside of stockholders’ equity on the consolidated balance sheets.

Redeemable NCI is recorded as the higher of the carrying value after accounting for attribution of net income (loss) or the redemption value. For preferred NCI shares and common NCI shares redeemable at an amount other than fair value, adjustments to redemption value, as appropriate, are recognized through net income (loss) attributable to noncontrolling interest on the consolidated statements of operations. For common NCI shares redeemable at fair value, adjustments to redemption value are recognized within equity.

Out of Period Adjustment

During the third quarter of 2024, we identified certain errors in the historical accounting for NCI with redemption features outside of our control under the terms of our CBPL partnership agreement and within certain other immaterial investments. Since the inception of these partnerships dating back to as early as 2002, we had historically accounted for the NCI within permanent equity with no adjustments to redemption value. Rather, our partners' shares should have been presented as redeemable NCI through the date of exercise of the redemption feature, with adjustments to the redemption value being recorded each reporting period as necessary. Furthermore, in March 2024, our CBPL partner exercised its put option requiring us to acquire their 49.9% ownership interest. Since the exercise was irrevocable, the NCI became mandatorily redeemable at that time and should have been reclassified to accounts payable and other current liabilities. These errors resulted in a reclassification of $65 million from noncontrolling interests, of which $49 million was reclassified to accounts payable and other current liabilities for CBPL and $16 million was reclassified to redeemable noncontrolling interests for the other immaterial investments in our consolidated balance sheets. In addition, the errors resulted in a cumulative understatement of $34.5 million to net income attributable to NCI and a corresponding cumulative overstatement to net income attributable to MCBC in our consolidated statements of operations. The errors were corrected through an out of period adjustment as of and for the three months ended September 30, 2024. Management assessed the impact of the errors and deemed them to not be material to any prior periods or 2024 results. In October 2024, we obtained the final redemption value and as a result, during the third quarter of 2024, we recorded an adjustment of $45.8 million to increase the mandatorily redeemable NCI liability prior to its final settlement, with the adjustment recorded to interest expense.

Other than the addition of redeemable noncontrolling interest discussed in Note 3, "Investments" there was no material activity to redeemable NCI for the years ended December 31, 2024, 2023, or 2022.

Fair Value Measurements

The carrying amounts of our cash and cash equivalents, accounts receivable, accounts payable and other current liabilities approximate fair value as recorded due to the short-term nature of these instruments. The fair value of derivatives is estimated by discounting the estimated future cash flows utilizing observable market interest, foreign exchange and commodity rates adjusted for non-performance credit risk associated with our counterparties (assets) or with MCBC (liabilities), as appropriate. See Note 10, "Derivative Instruments and Hedging Activities" for additional information. Based on current market rates for similar instruments, the fair value of long-term debt is presented in Note 9, "Debt."

U.S. GAAP guidance for fair value includes a hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques (market approach, income approach and cost approach). Our financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy.

The three levels of the hierarchy are as follows:

Level 1—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access at the measurement date.

Level 2—Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are less active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from, or corroborated by, observable market data by correlation or other means (market corroborated inputs).

Level 3—Unobservable inputs that reflect the assumptions that we believe market participants would use in pricing the asset or liability. We develop these inputs based on the best information available, including our own data.

Foreign Currency

Assets and liabilities recorded in foreign currencies that are the functional currencies for the respective operations are translated at the prevailing exchange rate at the balance sheet date. Translation adjustments resulting from this process are reported as a separate component of OCI. Gains and losses from foreign currency transactions are included in earnings for the period. Revenue and expenses are translated at the average exchange rates during the respective period throughout the year.

Subsequent Events

Effective February 1, 2025, we obtained exclusive rights via a license agreement to produce, market and sell Fever-Tree products in the U.S. In connection with this agreement, we acquired the shares of the Fever-Tree USA, Inc. entity, with the immaterial acquisition to be accounted for as a business combination and consideration to be allocated primarily to working capital balances. Further, we made an investment of approximately $90 million in Fever-Tree Drinks Plc, a listed entity on the London Stock Exchange (LSE:FEVR). The investment will be accounted for at fair value under ASC 321.

On February 12, 2025, the Company's Board of Directors declared a quarterly dividend of $0.47 per share, to be paid on March 14, 2025, to shareholders of Class A and Class B common stock of record on February 27, 2025. Shareholders of exchangeable shares will receive the CAD equivalent of dividends declared on Class A and Class B common stock.

2. New Accounting Pronouncements

New Accounting Pronouncements Recently Adopted

In November 2023, the FASB issued ASU 2023-07, S*egment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,* authoritative guidance intended to improve reportable segment disclosures and to enhance disclosures about significant reportable segment expenses. The amendments require additional disclosures for both annual and interim periods including disclosures of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss as well as other segment items by reportable segment, among other disclosures. We adopted this guidance starting in this annual report. The adopted guidance impacted the presentation and disclosure of our segment reporting footnote but did not have an impact either on segment reporting identification or on our financial position or results of operations. See Note 18, "Segment Reporting" for further details.

In September 2022, the FASB issued ASU 2022-04, *Liabilities—Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations,* authoritative guidance intended to provide consistent and transparent disclosures for a buyer in a supplier finance program by requiring disclosures of key program terms, the amount of obligations that have been confirmed as valid with the finance provider that are deemed outstanding as of the end of the period, a description of the financial line item in which this unpaid balance resides and a rollforward of the obligations including the amount of obligations confirmed and paid. We adopted this guidance starting in the first quarter of 2023 with the exception of the rollforward disclosure requirement which was adopted prospectively starting in this annual report. See Note 1, "Basis of Presentation and Summary of Significant Accounting Policies" for further details.

New Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, aimed at enhancing transparency in income statement disclosures by requiring entities to disclose additional disaggregated information about significant expenses. This guidance is effective for us starting with our annual report for the year ending December 31, 2027 and the subsequent interim periods, with prospective and retrospective application allowed and early adoption permitted. We are still assessing the impact of the ASU, including the timing and method of adoption, however, we expect the guidance to impact disclosures only and not to have a material effect on our financial position or results of operations.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, authoritative guidance intended to enhance transparency and decision usefulness of income tax disclosures. The amendments are focused on two specific disclosure areas: the rate reconciliation and income taxes paid. More disaggregated income tax information, particularly at an individual jurisdiction level (country, state or local territory), is required in both disclosures if certain quantitative thresholds are met. The amendments to the rate reconciliation require the use of specific categories, with disclosure of percentages and reporting currency amounts. If not already evident, further explanation of the nature, effect and underlying causes of the reconciling items must be included. The amendments to the income taxes paid disclosure require reporting of net income taxes paid disaggregated by federal (national), state and foreign. This guidance is effective for us starting with our annual report for the year ending December 31, 2025. We have the option to apply the guidance prospectively or retrospectively and we are still considering which method to apply. When adopted, we expect the guidance to have an impact on disclosures only and to not have a material effect on our financial position or results of operations.

Other than the items noted above, there have been no new accounting pronouncements not yet effective or adopted in the current year that we believe have a significant impact, or potential significant impact, to our consolidated financial statements.

3. Investments

Our investments include both equity method and consolidated investments. Those entities identified as VIEs have been evaluated to determine whether we are the primary beneficiary. The VIEs included under "Consolidated VIEs" below are those for which we have concluded that we are the primary beneficiary and accordingly, we have consolidated these entities. We have not provided any financial support to any of our VIEs during the year ended December 31, 2024, that we were not previously contractually obligated to provide. Amounts due to and due from our equity method investments are recorded as affiliate accounts payable and affiliate accounts receivable which are presented within accounts payable and other current liabilities and trade receivables, net respectively on the consolidated balance sheets. See below under "Affiliate Transactions" for further details.

Authoritative guidance related to the consolidation of VIEs requires that we continually reassess whether we are the primary beneficiary of VIEs in which we have an interest. As such, the conclusion regarding the primary beneficiary status is subject to change and we continually evaluate circumstances that could require consolidation or deconsolidation. Our consolidated VIEs are RMMC and RMBC as well as other immaterial entities. Our unconsolidated VIEs as of December 31, 2024 are BRI, BDL and TYC, as well as other immaterial investments.

Cobra U.K. was a historical consolidated VIE, however, during the year ended December 31, 2024, our partner exercised a put option under our partnership agreement which has resulted in our acquisition of the remaining 49.9% ownership interest. The transaction was finalized on October 21, 2024, resulting in a cash payment of $89 million which was recorded as a cash outflow from financing activities. See further discussion of this transaction in Note 1, "Basis of Presentation and Summary of Significant Accounting Policies".

During the third quarter of 2023, we sold our 57.5% controlling interest in Truss to Tilray Brands for an immaterial amount and recognized a loss of $11 million within other operating income (expense), net in our consolidated statement of operations upon deconsolidation of the business. During the second quarter of 2023, HEXO Corp, our joint venture partner in Truss, was acquired by Tilray Brands and this transaction had no impact on Molson Coors' ownership in the joint venture or on our consolidated results. Prior to the sale of our controlling interest, Truss was recorded as a consolidated VIE in the comparative periods presented.

Both BRI and BDL have outstanding third party debt which is guaranteed by their respective shareholders. As a result, we have a guarantee liability of $30.1 million and $35.4 million recorded as of December 31, 2024 and December 31, 2023, respectively, which is presented within accounts payable and other current liabilities on the consolidated balance sheets and represents our proportionate share of the outstanding balance of these debt instruments. The offset to the guarantee liability was recorded as an adjustment to our respective equity method investment within the consolidated balance sheets. The resulting change in our equity method investments during the year due to movements in the guarantee represents a non-cash investing activity.

Equity Method Investments

BRI

BRI is a beer distribution and retail network for the Ontario region of Canada, with majority of the ownership residing with Molson Canada 2005, Labatt Breweries of Canada LP (a subsidiary of ABI) and Sleeman Breweries Ltd. (a subsidiary of Sapporo International). We hold a 50.9% ownership interest in BRI. BRI charges the brewers service fees which are based on costs incurred, net of other revenues earned, and is allocated in accordance with the operating agreement to its owners based on volume of products sold in the Ontario market. Attributable income (loss) from our ownership of BRI is recorded to cost of goods sold in the consolidated statements of operations. Based on the existing structure, control is shared and we do not anticipate becoming the primary beneficiary in the foreseeable future.

See "Affiliate Transactions" below for BRI affiliate due to and due from balances as of December 31, 2024 and December 31, 2023, respectively, related to trade receivables and payables for sales to external customers and costs incurred by BRI offset by administrative fees charged and paid by MCBC (which may be in a payable or receivable position depending on the amount under or over charged).

BDL

BDL is a distribution operation owned by Molson Canada 2005 and Labatt Breweries of Canada LP (a subsidiary of ABI) that, pursuant to an operating agreement, acts as an agent for the distribution of their products in the western provinces of Canada. The two owners share equal voting control of this business. We hold a 35.0% ownership interest in BDL.

BDL charges the owners service fees that are designed so the entity operates at break-even profit levels and annually, operates on a cash neutral basis. This service fee is based on costs incurred, net of other revenues earned, and is allocated in accordance with the operating agreement to the owners based on volume of products sold in these provinces. Attributable income (loss) from our ownership of BDL is recorded to cost of goods sold in the consolidated statements of operations. See "Affiliate Transactions" section below for BDL affiliate due to and due from balances as of December 31, 2024 and December 31, 2023, respectively, related to trade receivables and payables for sales to external customers and costs incurred by BDL offset by administrative fees charged and paid by MCBC (which may be in a payable or receivable position depending on the amount under or over charged).

ZOA

During the third quarter of 2023, we increased our investment in ZOA, an energy drink company operating in the U.S. and Canada, bringing our ownership interest to 40%, on a fully diluted basis. The increase in ownership resulted in the transition of accounting for our investment from the fair value method under ASC 321 to equity method investment accounting under ASC 323 on a prospective basis and the cash outflow associated with the investment is reflected within other in the investing activities section of the consolidated statement of cash flows. Subsequent to the investment, the carrying value of our recorded ownership investment exceeded our ratable portion of underlying equity in the net assets of ZOA and this basis difference was fully allocated to equity method goodwill.

On October 31, 2024, we cancelled our existing warrant to purchase additional shares in ZOA and instead entered into a separate subscription agreement. Through this new subscription agreement, we increased our investment in ZOA for cash consideration of $53 million, bringing our ownership interest to 51% subsequent to the closing of the transaction. We have recorded the transaction as a business combination, with ZOA included in our consolidated financial statements from the date of acquisition within the Americas reporting segment. The acquisition is aligned with our strategy to expand beyond beer.

Upon consolidation, we recognized a gain of $77.9 million in other operating income (expense), net in the consolidated statements of operations, representing the difference between the fair value and the carrying value of our previously held equity interest on the acquisition date.

The acquisition resulted in the recognition of $275.5 million of goodwill, which is partially deductible for tax purposes by the partnership members. Our share of the tax deductible goodwill is $47.2 million. The goodwill is attributable to anticipated synergies from further leveraging of the Company's distribution and supply chain network and scale. The acquisition also resulted in the recognition of $58.0 million of a definite-lived brand intangible asset to be amortized over a 15-year life, with the remainder primarily allocated to working capital balances and $44.4 million of cash, of which $39.0 million was related to investment proceeds retained by ZOA. Additionally, noncontrolling interest of $130.9 million was recognized at fair value and is recorded as redeemable noncontrolling interest on the consolidated balance sheets. Based on the contractual terms of the agreement, we have the ability to exercise a call option to purchase the shares of certain noncontrolling interest holders at fair value beginning in 2027. In the event we do not exercise our call option at the end of our call option window, these noncontrolling interest holders have a drag along right that would require us to sell our interest in ZOA along with their interest to a willing third party.

The fair value of the redeemable noncontrolling interest and our previously held equity interest was determined based on the estimated fair value of the shares at the time of the transaction, based on the utilization of an option pricing model for a hypothetical liquidation scenario and supported by the calculated enterprise value under a discounted cash flow method under the income approach, with estimated future cash flows of the entity discounted using a rate of return reflecting the entity's presumed risk. As the inputs are not observable in the market, these represent Level 3 measurements.

Pro forma results of operations have not been presented as the impact is not material to our results of operations or financial position.

Other

We have certain other immaterial equity investments we enter into from time to time that align with our organizational strategies and growth initiatives.

The total balance of our equity method investments was $108.9 million and $222.7 million as of December 31, 2024 and December 31, 2023, respectively. Our equity method investments are all within the Americas segment and are included in other assets on the consolidated balance sheets. These investments are not considered significant for disclosure of financial information on either an individual or aggregated basis and there were no significant undistributed earnings as of December 31, 2024 or December 31, 2023, for any of these companies. We consider each of our equity method investments to be affiliates.

Affiliate Transactions

Amounts due from and due to affiliates as of December 31, 2024 and December 31, 2023, respectively, are as follows:

	Amounts due from affiliates		Amounts due to affiliates	
	December 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
	(In millions)			
BRI	$ 4.5	$ —	$ —	$ 1.6
BDL	1.9	3.2	—	—
Other	7.4	4.2	6.3	5.2
Total	$ 13.8	$ 7.4	$ 6.3	$ 6.8

Consolidated VIEs

CBPL was a consolidated VIE until the third quarter of 2024 upon acquisition of the remaining interest in the entity and Truss was a consolidated VIE until the third quarter of 2023 when the business was sold.

Rocky Mountain Metal Container

RMMC, a Colorado limited liability company, is a joint venture with Ball Corporation in which we hold a 50% interest. Our U.S. business has a can and end supply agreement with RMMC. Under this agreement, we purchase substantially all of the output of RMMC. RMMC manufactures cans and ends at our facilities, which RMMC is operating under a use and license agreement. As RMMC is a limited liability company ("LLC") classified as a partnership for U.S. tax purposes, the income tax consequences flow to the joint venture partners. Beginning on December 31, 2026, Ball has an option to sell its ownership interest to us and we have the right to purchase Ball's interest.

Rocky Mountain Bottle Company

RMBC, a Colorado limited liability company, is a joint venture with Owens-Brockway Glass Container, Inc. in which we hold a 50% interest. Our U.S. business has a supply agreement with RMBC under which we agree to purchase output approximating the agreed upon annual plant capacity of RMBC. RMBC manufactures bottles at our facilities, which RMBC is operating under a lease agreement. As RMBC is classified as a partnership for U.S. tax purposes, the income tax consequences flow to the joint venture partners.

The following summarizes the assets and liabilities of our consolidated VIEs (including noncontrolling interests and excluding goodwill):

	As of			
	December 31, 2024		December 31, 2023	
	Total Assets	Total Liabilities	Total Assets	Total Liabilities
	(In millions)			
RMMC/RMBC	$ 230.3	$ 29.8	$ 261.6	$ 24.7
Other	$ —	$ —	$ 2.8	$ 3.3

As of December 31, 2024, for RMMC/RMBC, $64.0 million and $113.6 million were recorded in inventories, net and property, plant and equipment, net, respectively, on the consolidated balance sheets. As of December 31, 2023, for RMMC/RMBC, $108.2 million and $120.7 million were recorded in inventories, net and property, plant and equipment, net, respectively on the consolidated balance sheets.

4. Inventories

	As of	
	December 31, 2024	December 31, 2023
	(In millions)	
Finished goods	$ 245.8	$ 245.7
Work in process	83.8	97.4
Raw materials	261.2	275.1
Packaging materials	137.0	184.1
Inventories, net	$ 727.8	$ 802.3

5. Property, Plant and Equipment

	As of	
	December 31, 2024	December 31, 2023
	(In millions)	
Land and improvements	$ 362.9	$ 365.1
Buildings and improvements	1,450.2	1,283.4
Production and office equipment	5,479.8	5,156.0
Software	537.9	543.8
Construction in progress	612.1	783.7
Other	409.5	414.1
Total property, plant and equipment cost	8,852.4	8,546.1
Less: accumulated depreciation	(4,392.0)	(4,101.6)
Property, plant and equipment, net	$ 4,460.4	$ 4,444.5

Depreciation expense was $553.0 million, $475.5 million and $476.7 million for the years ended December 31, 2024, December 31, 2023 and December 31, 2022, respectively. Depreciation expense for the year ended December 31, 2024, included $93.6 million of accelerated depreciation in excess of normal depreciation related to the wind down or sale of certain of our U.S. craft businesses and related facilities.

6. Goodwill and Intangible Assets

The changes in the carrying value of goodwill is presented in the table below by segment.

	Americas	EMEA&APAC	Consolidated[1]
		(In millions)	
Balance as of December 31, 2022	$ 5,291.9	$ —	$ 5,291.9
Acquisition[2]	29.2	—	29.2
Foreign currency translation, net	4.2	—	4.2
Balance as of December 31, 2023	$ 5,325.3	$ —	$ 5,325.3
Acquisition[2]	275.5	—	275.5
Divestitures[3]	(6.1)	—	(6.1)
Foreign currency translation, net	(12.4)	—	(12.4)
Balance as of December 31, 2024	$ 5,582.3	$ —	$ 5,582.3

(1) Accumulated impairment losses for the Americas segment was $1,513.3 million as of December 31, 2024 and December 31, 2023. The EMEA&APAC goodwill balance was fully impaired during the year ended December 31, 2020 with an accumulated impairment loss of $1,484.3 million.

(2) Goodwill acquired in our Americas segment was related to our acquisitions of the controlling interest in ZOA and Blue Run during the years ended December 31, 2024 and December 31, 2023, respectively. The goodwill for the ZOA acquisition is partially deductible for tax purposes, while the goodwill for the Blue Run acquisition is not deductible for tax purposes. The increase in our ZOA investment and the acquisition of Blue Run is further discussed in Note 3, "Investments" and Note 1, "Basis of Presentation and Summary of Significant Accounting Policies", respectively.

(3) During the third quarter of 2024, we divested of certain of our U.S. craft businesses and allocated a portion of goodwill to the disposal group based on the relative fair values of the disposal group and the reporting unit.

The following table presents details of our intangible assets, other than goodwill, as of December 31, 2024:

	Useful life	Gross	Accumulated amortization	Net
	(Years)	(In millions)		
Intangible assets subject to amortization				
Brands	10 - 50	$ 4,797.3	$ (1,713.5)	$ 3,083.8
License agreements and distribution rights	10 - 20	200.2	(120.2)	80.0
Other	5 - 40	84.5	(27.8)	56.7
Intangible assets not subject to amortization				
Brands	Indefinite	7,963.8	—	7,963.8
Distribution networks	Indefinite	703.3	—	703.3
Other	Indefinite	307.6	—	307.6
Total		$ 14,056.7	$ (1,861.5)	$ 12,195.2

The following table presents details of our intangible assets, other than goodwill, as of December 31, 2023:

	Useful life	Gross	Accumulated amortization	Net
	(Years)	(In millions)		
Intangible assets subject to amortization				
Brands	10 - 50	$ 5,029.2	$ (1,634.4)	$ 3,394.8
License agreements and distribution rights	10 - 20	204.9	(117.6)	87.3
Other	5 - 40	84.8	(25.8)	59.0
Intangible assets not subject to amortization				
Brands	Indefinite	8,002.0	—	8,002.0
Distribution networks	Indefinite	763.9	—	763.9
Other	Indefinite	307.6	—	307.6
Total		$ 14,392.4	$ (1,777.8)	$ 12,614.6

The decrease in the gross carrying amount of intangible assets from December 31, 2023 to December 31, 2024, was driven by the disposal of brands related to certain of our U.S. craft businesses, partially offset by the acquisition of the ZOA brand and other not material acquisition activity. The amount is also impacted by foreign exchange rates, as a significant amount of intangible assets, other than goodwill, are denominated in foreign currencies.

Based on foreign exchange rates as of December 31, 2024, the estimated future amortization expense of intangible assets for the next five years is as follows:

Year	Amount
	(In millions)
2025	$ 203.5
2026	$ 186.5
2027	$ 127.5
2028	$ 126.0
2029	$ 125.9

Amortization expense of intangible assets was $206.4 million, $207.3 million and $208.1 million for the years ended December 31, 2024, December 31, 2023 and December 31, 2022, respectively. This expense was primarily presented within MG&A in our consolidated statements of operations.

Annual 2024 Impairment Assessment

We completed our required annual goodwill and indefinite-lived intangible asset impairment testing as of October 1, 2024, the first day of our fourth quarter, using a combination of a discounted cash flow analysis and market approach in the determination of fair value and concluded that the fair value of the Americas reporting unit was in excess of its carrying value and therefore no goodwill impairment charge was recorded.

The fair value of the Americas reporting unit decreased in the current year primarily due to lower market multiples and lower forecasted cash flow projections, with the decreases largely driven by more challenging U.S. industry expectations. This was partially offset by a decrease to the discount rate as a result of fluctuations in the interest rate environment. Specifically, the discount rate used in developing our annual fair value estimates for the Americas reporting unit in the current year was 8.25% based on market-specific factors, as compared to 9.00% used as of the October 1, 2023 annual testing date.

The Americas reporting unit continues to be at a heightened risk of future impairment as the fair value exceeded its respective carrying value by less than 15%. We continue to focus on growing our core power brand net sales, aggressively premiumizing our portfolio and scaling and expanding beyond beer. While progress has been made on these strategies over recent years, including the strengthening of our core brands, the growth targets included in management's forecasted future cash flows are inherently at risk given that the strategies are still in progress. Additionally, the fair value determinations are sensitive to changes in the beer industry environment, broader macroeconomic conditions and market multiples or discount rates that could negatively impact future analyses, including the impacts of cost inflation, increases to interest rates and other external industry factors impacting our business. The key assumptions used to derive the estimated fair values of our reporting units represent Level 3 measurements.

Indefinite-Lived Intangible Assets

As of the October 1, 2024 testing date, the fair values of the *Coors* brands in the Americas (inclusive of our *Coors* brand in the U.S. and *Coors* distribution agreement in Canada), the *Miller* brands in the U.S., the *Carling* brands in the U.K. and the *Staropramen* brands in EMEA&APAC are sufficiently in excess of their respective carrying values as of the annual testing date, with each having over 15% cushion of fair value over book value.

We utilized Level 3 fair value measurements in our impairment analysis of our indefinite-lived intangible assets. An excess earnings approach is used to determine the fair values of these assets as of the testing date. The future cash flows used in the analysis are based on internal cash flow projections based on our long range plans and include significant assumptions by management as noted below.

Separately, we performed a qualitative assessment of our water rights indefinite-lived intangible assets in the U.S. to determine whether it was more likely than not that the fair values of these assets were greater than their respective carrying amounts. Based on this qualitative assessment, we determined that a full quantitative analysis was not necessary.

Key Assumptions

Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. As a result, there can be no assurance that the estimates and assumptions made for purposes of the goodwill and indefinite-lived intangible asset impairment tests will prove to be an accurate prediction of the future. If our assumptions are not realized, it is possible that impairment charges may need to be recorded in the future. Examples of events or circumstances that could reasonably be expected to negatively affect the underlying key assumptions and ultimately impact the estimated fair value of our reporting units and indefinite-lived intangible assets may include such items as: (i) a decrease in expected future cash flows, specifically, an inability to execute on our strategic initiatives including our premiumization efforts or increase in costs driven by inflation or other factors that could significantly impact our immediate and long range results, a prolonged weakness in consumer demand or other competitive pressures adversely affecting our long-term volume trends, changes in trends and consumer preferences within the industry towards other brands or product categories, unfavorable working capital changes and an inability to successfully implement our cost savings initiatives, (ii) adverse changes in macroeconomic conditions that significantly differ from our assumptions in timing and/or degree (such as a global pandemic, recession or evolving beer industry), (iii) significant unfavorable changes in tax rates, (iv) volatility in the equity and debt markets or other country-specific factors which could result in a higher weighted-average cost of capital, (v) sensitivity to market multiples and (vi) regulation limiting or banning the manufacturing, distribution or sale of alcoholic beverages.

Based on known facts and circumstances, we evaluate and consider recent events and uncertain items, as well as related potential implications, as part of our annual assessment and incorporate them into the analyses as appropriate. These facts and circumstances are subject to change and may impact future analyses. For example, we continue to monitor the challenges within the beer industry for further weakening or additional systemic structural declines, as well as for adverse changes in macroeconomic conditions such as cost inflation and the potential impacts this may have on our immediate or long range results. We also continuously monitor the market inputs used in calculating our discount rates, including risk-free rates, equity premiums and our cost of debt, which could result in a meaningful change to our weighted-average cost of capital calculation, as well as the market multiples used in our impairment assessment. Substantial changes in any of these inputs could lead to a material impairment. Furthermore, increased volatility in the equity and debt markets or other country-specific factors, including, but not limited to, extended or future government intervention in response to inflation, could also result in a meaningful change to our weighted-average cost of capital calculation and other inputs used in our impairment assessment.

Annual 2023 Impairment Assessment

We completed our required annual goodwill and indefinite-lived intangible asset impairment analysis as of October 1, 2023 and concluded that the fair value of the Americas reporting unit was in excess of its carrying value amount and, therefore, no goodwill impairment charge was recorded.

In conjunction with the annual 2023 goodwill impairment analysis, we also evaluated the indefinite-lived and definite-lived intangible assets within our Americas and EMEA&APAC reporting units and concluded that the carrying value of the *Staropramen* family of brands in EMEA&APAC was determined to be in excess of its fair value such that a partial impairment loss of $160.7 million was recorded within other operating income (expense), net. The decline in fair value in 2023 was impacted by reductions in management forecasts as well as macroeconomic factors including an increase in the discount rate. No other impairments were recorded for our other indefinite-lived or definite-lived intangible assets.

Definite-Lived Intangible Assets and Other Long-Lived Assets

We continuously monitor the performance of our definite-lived assets for potential triggering events suggesting an impairment review should be performed. Due to a reduction in forecasted cash flows associated with one of our asset groups, we identified this as a triggering event during the fourth quarter of 2024 and performed a recoverability test for the long-lived assets at the asset group level but concluded that the recoverability test passed and no impairment was recorded. No other material triggering events were identified in either the year ended December 31, 2024 or 2023 related to definite-lived intangible assets or other long-lived assets.

7. Accounts Payable and Other Current Liabilities

	As of	
	December 31, 2024	December 31, 2023
	(In millions)	
Accounts payable and accrued trade payables	$ 1,875.0	$ 1,980.8
Accrued rebates and discounts	157.1	169.0
Accrued compensation	241.3	316.8
Accrued excise and other non-income related taxes	242.5	255.1
Accrued interest	94.8	82.8
Returnable container deposit liabilities	108.4	113.2
Operating lease liabilities	46.7	46.9
Other(1)	247.2	216.2
Accounts payable and other current liabilities	$ 3,013.0	$ 3,180.8

(1) Includes current liabilities related to derivatives, income taxes, pensions and other postretirement benefits, guarantee liabilities for some of our equity method investments, accrued contingent environmental and legal liabilities and various other accrued expenses.

8. Leases

For the years ended December 31, 2024, December 31, 2023 and December 31, 2022, lease expense (including immaterial short-term and variable lease costs) was as follows:

	For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022
	(In millions)		
Operating lease expense	$ 86.9	$ 81.3	$ 72.5
Finance lease expense	10.3	9.5	9.5
Total lease expense	$ 97.2	$ 90.8	$ 82.0

Supplemental cash flow information related to leases for the years ended December 31, 2024, December 31, 2023 and December 31, 2022 was as follows:

	For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022
	(In millions)		
Cash paid for amounts included in the measurements of lease liabilities			
Operating cash flows for operating leases	$ 51.6	$ 58.7	$ 52.5
Operating cash flows for finance leases	$ 3.8	$ 3.3	$ 3.6
Financing cash flows for finance leases	$ 6.7	$ 5.1	$ 4.4
Supplemental non-cash information on right-of-use assets obtained in exchange for new lease liabilities			
Operating leases	$ 49.0	$ 115.7	$ 63.9
Finance leases	$ 26.3	$ 1.7	$ 3.8

Supplemental balance sheet information related to leases as of December 31, 2024 and December 31, 2023 was as follows:

		As of	
		December 31, 2024	December 31, 2023
	Balance Sheet Classification	(In millions)	
Operating Leases			
Operating lease right-of-use assets	Other assets	$ 189.0	$ 200.7
Current operating lease liabilities	Accounts payable and other current liabilities	$ 46.7	$ 46.9
Non-current operating lease liabilities	Other liabilities	161.5	163.9
Total operating lease liabilities		$ 208.2	$ 210.8
Finance Leases			
Finance lease right-of-use assets	Property, plant and equipment, net	$ 58.4	$ 46.4
Current finance lease liabilities	Current portion of long-term debt and short-term borrowings	$ 9.9	$ 5.2
Non-current finance lease liabilities	Long-term debt	56.9	48.5
Total finance lease liabilities		$ 66.8	$ 53.7

The weighted-average remaining lease term and discount rate as of December 31, 2024 were as follows:

	Weighted-Average Remaining Lease Term (Years)	Weighted-Average Discount Rate
Operating leases	7.1	5.2%
Finance leases	7.5	6.3%

Based on foreign exchange rates as of December 31, 2024, maturities of lease liabilities were as follows:

	Operating Leases	Finance Leases
	(In millions)	
2025	$ 52.7	$ 13.0
2026	47.5	16.9
2027	31.6	9.0
2028	23.2	8.6
2029	17.7	7.7
Thereafter	79.6	30.0
Total lease payments	$ 252.3	$ 85.2
Less: interest	(44.1)	(18.4)
Present value of lease liabilities	$ 208.2	$ 66.8

9. Debt

Debt Obligations

	As of	
	December 31, 2024	December 31, 2023
	(In millions)	
Long-term debt		
EUR 800 million 1.25% senior notes due July 2024[1][2]	$ —	$ 883.1
CAD 500 million 3.44% senior notes due July 2026[2][3]	347.6	377.6
$2.0 billion 3.0% senior notes due July 2026[2]	2,000.0	2,000.0
EUR 800 million 3.8% senior notes due June 2032[4]	828.3	—
$1.1 billion 5.0% senior notes due May 2042[5]	1,100.0	1,100.0
$1.8 billion 4.2% senior notes due July 2046[2]	1,800.0	1,800.0
Finance leases	66.8	53.7
Other	21.7	23.5
Less: unamortized debt discounts and debt issuance costs	(38.2)	(35.5)
Total long-term debt (including current portion)	6,126.2	6,202.4
Less: current portion of long-term debt	(12.3)	(890.3)
Total long-term debt	$ 6,113.9	$ 5,312.1
Short-term borrowings[6]	19.9	21.5
Current portion of long-term debt	12.3	890.3
Current portion of long-term debt and short-term borrowings	$ 32.2	$ 911.8

(1) We repaid our EUR 800 million 1.25% senior notes upon maturity on July 15, 2024, using the cash proceeds from our EUR 800 million 3.8% senior notes issued on May 29, 2024, and cash on hand.

(2) These senior notes were issued in 2016 in order to partially fund the financing of the MillerCoors acquisition (USD Notes, EUR Notes and CAD Notes). Total remaining debt issuance costs capitalized in connection with these senior notes including underwriting fees, discounts and other financing related costs, were $24.0 million as of December 31, 2024, and are being amortized over the respective and remaining terms.

(3) We entered into forward starting interest rate swap agreements to hedge interest rate volatility for a 10-year period until the swaps were settled on September 18, 2015. We are amortizing a portion of the resulting loss from AOCI to interest expense over the remaining term of the CAD 500 million 3.44% senior notes maturing July 2026 ("2026 CAD notes"), up to the full 10-year term of the interest rate swaps. The amortizing loss resulted in an increase in our effective cost of borrowing compared to the stated coupon rates by 0.4% on the 2026 CAD notes. See Note 10, "Derivative Instruments and Hedging Activities" for further details on the forward starting interest rate swaps.

(4) On May 29, 2024, MCBC issued EUR 800 million 3.8% senior notes with a maturity of June 15, 2032 ("EUR 2032 Senior Notes"). The issuance resulted in total proceeds of $863.7 million, net of underwriting fees and discounts. Total debt discounts and debt issuance costs capitalized in connection with these senior notes, including underwriting fees, were approximately $7.1 million and are being amortized over the term of the EUR 2032 Senior Notes. The EUR 2032 Senior Notes began accruing interest upon issuance, with interest payments due annually. Additionally, upon issuance we designated the EUR 2032 Senior Notes as a hedge of our investment in a EUR functional currency subsidiary. See Note 10, "Derivative Instruments and Hedging Activities" for further details.

(5) On May 3, 2012, we issued approximately $1.9 billion of senior notes with $1.1 billion remaining due in 2042. The total remaining debt issuance costs capitalized in connection with these senior notes, including the underwriting fees and discounts, were $7.8 million as of December 31, 2024, and are being amortized over the remaining term of the 2042 senior notes.

(6) Our short-term borrowings include bank overdrafts, borrowings on our overdraft facilities and other items.

As of December 31, 2024, we had $13.0 million in bank overdrafts and $59.0 million in bank cash related to our cross-border, cross-currency cash pool for a net positive position of $46.0 million. As of December 31, 2023, we had $16.5 million in bank overdrafts and $75.5 million in bank cash related to our cross-border, cross-currency cash pool for a net positive position of $59.0 million.

In addition, we have CAD, GBP and USD overdraft facilities under which we had no outstanding borrowings as of December 31, 2024 or December 31, 2023.

A summary of our short-term facility availability is presented below. See Note 13, "Commitments and Contingencies" for further discussion related to letters of credit.

- CAD unlimited overdraft facility at CAD Prime plus 0.50%
- GBP 10 million overdraft facility at GBP Base Rate plus 2.25%
- USD 10 million overdraft facility at USD Prime plus 5%

Debt Fair Value Measurements

We utilize market approaches to estimate the fair value of certain outstanding borrowings by discounting anticipated future cash flows derived from the contractual terms of the obligations and observable market interest and foreign exchange rates. As of December 31, 2024 and December 31, 2023, the fair value of our outstanding long-term debt (including the current portion of long-term debt) was approximately $5.7 billion and $5.9 billion, respectively. All senior notes are valued based on significant observable inputs and classified as Level 2 in the fair value hierarchy. The carrying values of all other outstanding long-term borrowings and our short-term borrowings approximate their fair values and are also classified as Level 2 in the fair value hierarchy.

Revolving Credit Facility and Commercial Paper

On June 3, 2024, we amended our existing $2.0 billion multi-currency revolving credit facility to, among other things, extend the maturity date from June 26, 2028 to June 26, 2029. The amendment did not change the borrowing capacity of the revolving credit facility, which allows us to issue a maximum aggregate amount of $2.0 billion in commercial paper or other borrowings at any time at variable interest rates. The $150 million sub-facility available for the issuance of letters of credit remains unchanged. We use this facility from time to time to leverage cash needs to fund the repayment of debt upon maturity and for working capital or general purposes.

We had no borrowings drawn on the amended and restated multi-currency revolving credit facility and no commercial paper borrowings as of December 31, 2024 and December 31, 2023.

Debt Covenants

Under the terms of each of our debt facilities, we must comply with certain restrictions. These include customary events of default and specified representations, warranties and covenants, as well as covenants that restrict our ability to incur certain additional priority indebtedness (certain thresholds of secured consolidated net tangible assets), certain leverage threshold percentages, create or permit liens on assets, and restrictions on mergers, acquisitions and certain types of sale lease-back transactions.

Under the amended and restated $2.0 billion revolving credit facility, we are required to maintain a maximum leverage ratio, calculated as net debt to EBITDA (as defined in the amended and restated multi-currency revolving credit facility agreement) of 4.00x, measured as of the last day of each fiscal quarter through maturity of the credit facility. As of December 31, 2024 and December 31, 2023, we were in compliance with all of these restrictions and covenants, have met such financial ratios, and have met all debt payment obligations. All of our outstanding senior notes as of December 31, 2024, rank pari-passu.

As of December 31, 2024, the aggregate principal debt maturities of long-term debt and short-term borrowings excluding finance leases, based on foreign exchange rates as of December 31, 2024, were as follows:

Year	Amount
	(In millions)
2025	$ 20.4
2026	2,350.0
2027	14.1
2028	0.5
2029	1.7
Thereafter	3,730.8
Total	$ 6,117.5

The future maturities of finance leases are disclosed in Note 8, "Leases."

Interest

	For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022
		(In millions)	
Interest incurred	$ 295.1	$ 243.4	$ 257.4
Interest capitalized	(12.4)	(9.4)	(6.8)
Interest expensed	$ 282.7	$ 234.0	$ 250.6

10. Derivative Instruments and Hedging Activities

Overview and Risk Management Policies

We use derivatives as part of our normal business operations to manage our exposure to fluctuations in interest rates, foreign currency, commodity price risk and for other strategic purposes related to our core business. We have established policies and procedures that govern the risk management of these exposures. Our primary objective in managing these exposures is to decrease the volatility of cash flows affected by changes in the underlying rates and prices.

To achieve our objectives, we enter into a variety of financial derivatives, including foreign currency exchange, commodity, interest rate, cross currency swaps as well as options. We also enter into physical hedging agreements directly with our suppliers to manage our exposure to certain commodities.

Counterparty Risk

While, by policy, the counterparties to any of the financial derivatives we enter into are major institutions with minimum investment grade credit ratings of BBB- by Standard & Poor's (or the equivalent) or Baa3 by Moody's, we are exposed to credit-related losses in the event of non-performance by counterparties. This credit risk is generally limited to the unrealized gains in such contracts, should any of these counterparties fail to perform as contracted.

We have established a counterparty credit policy and guidelines that are monitored and reported to management to assist in managing this risk. As an additional measure, we utilize a portfolio of institutions either headquartered or operating in the same countries that we conduct our business. In calculating the fair value of our derivative balances, we also record an adjustment to recognize the risk of counterparty credit and our own non-performance risk, as appropriate.

Price and Liquidity Risks

We base the fair value of our derivative instruments upon market rates and prices. The volatility of these rates and prices are dependent on many factors that cannot be forecasted with reliable accuracy. The current fair values of our contracts could differ significantly from the cash settled values with our counterparties. As such, we are exposed to price risk related to unfavorable changes in the fair value of our derivative contracts.

We may be forced to cash settle all or a portion of our derivative contracts before the expected settlement date upon the occurrence of certain contractual triggers including a change of control, termination event or other breach of agreement. This could have a negative impact on our liquidity. For derivative contracts that we have designated as hedging instruments, early cash settlement would result in the timing of our hedge settlement not being matched to the cash settlement of the forecasted transaction or firm commitment. We may also decide to cash settle all or a portion of our derivative contracts before the expected settlement date through negotiations with our counterparties, which could also impact our cash position.

Due to the nature of our counterparty agreements, we are not able to net positions with the same counterparty across business units. Thus, in the event of default, we may be required to early settle all out-of-the-money contracts, without the benefit of netting the fair value of any in-the-money positions against this exposure.

Collateral

We do not receive and are not required to post collateral unless a change of control event occurs. This termination event would give either party the right to early terminate all outstanding swap transactions in the event that the other party consolidates, merges with, or transfers all or substantially all of its assets to, another entity, and the creditworthiness of the surviving entity that has assumed such party's obligations is materially weaker than that of such party. As of December 31, 2024, we did not have any collateral posted with any of our counterparties.

Derivative Accounting Policies

Overview

Our forward starting interest rate swaps and most of our foreign currency forwards are designated in hedging relationships as cash flow hedges. In certain situations, we may execute derivatives that do not qualify for, or we do not otherwise seek, hedge accounting but are determined to be important for managing risk. For example, our commodity swaps and commodity options are not designated in hedge accounting relationships. These outstanding economic hedges are measured at fair value on our consolidated balance sheets with changes in fair value recorded in earnings. We have historically elected to apply the NPNS exemption to certain contracts, as applicable. These contracts are typically transacted with our suppliers and include risk management features that allow us to fix the price on specific volumes of purchases for specified delivery periods. We also consider whether any provisions in our contracts represent embedded derivative instruments as defined in authoritative accounting guidance and apply the appropriate accounting.

Hedge Accounting Policies

We formally document all relationships receiving hedge accounting treatment between hedging instruments and hedged items, as well as the risk-management objective and strategy for undertaking hedge transactions pursuant to prescribed guidance. We also formally assess effectiveness both at the hedge's inception and on an ongoing basis, specifically whether the derivatives that are used in hedging transactions have been highly effective in mitigating the risk designated as being hedged and whether those hedges may be expected to remain highly effective in future periods. Specific to net investment hedges, we have elected to use the spot-to-spot methodology to assess effectiveness.

We discontinue hedge accounting prospectively when (i) the derivative is no longer highly effective in offsetting changes in the cash flows of a forecasted future transaction; (ii) the derivative expires or is sold, terminated, or exercised; (iii) it is no longer probable that the forecasted transaction will occur; (iv) management determines that designating the derivative as a hedging instrument is no longer appropriate; or (v) management decides to cease hedge accounting.

When we discontinue hedge accounting prospectively, but it continues to be probable that the forecasted transaction will occur in the originally expected period, the existing gain or loss on the derivative remains in AOCI for cash flow hedges and net investment hedges or in the carrying value of the hedged item for fair value hedges and is reclassified into earnings when the forecasted transaction affects earnings. However, if it is probable that a forecasted transaction will no longer occur by the end of the originally specified time period or within an additional two-month period of time thereafter, the gains and losses in AOCI are recognized immediately in earnings. In all situations in which hedge accounting is discontinued and the derivative remains outstanding, we carry the derivative at its fair value on the consolidated balance sheets until maturity, recognizing future changes in the fair value in current period earnings.

Significant Derivative/Hedge Positions

Net Investment Hedges

On May 29, 2024, we issued EUR 800 million 3.8% senior notes maturing June 15, 2032. Concurrent with the issuance of these senior notes, we designated the principal of the senior notes as a net investment hedge of our investment in a EUR functional currency subsidiary in order to hedge a portion of the related foreign currency translational impacts and, accordingly, we have and will continue to record the changes in the carrying value due to fluctuations in the spot rate to AOCI. See Note 9, "Debt" for further discussion of the EUR 800 million 3.8% senior notes.

In 2016, we issued EUR 800 million 1.25% senior notes which matured on July 15, 2024, to partially fund the MillerCoors acquisition. Concurrent with the issuance of these senior notes, we designated the principal of the senior notes as a net investment hedge of our investment in our Europe business in order to hedge a portion of the foreign currency translational impacts and, accordingly, recorded the changes in the carrying value due to fluctuations in the spot rate to AOCI until it was de-designated on May 29, 2024. Upon de-designation, the associated net investment hedge was discontinued. The accumulated gains and losses associated with the settled net investment hedge will remain in AOCI until a liquidation or deconsolidation event at which point the accumulated gains and losses will be reclassified into earnings.

Forward Starting Interest Rate Swaps

During 2018, we entered into forward starting interest rate swaps with a notional amount totaling $1.5 billion with termination dates of July 2021, May 2022 and July 2026. The swaps had effective dates mirroring the terms of the forecasted debt issuances. Under the agreements, we are required to early terminate these swaps at the time we expect to issue the related forecasted debt. We designated these contracts as cash flow hedges. As a result, the unrealized mark-to-market gains or losses are recorded to AOCI until termination at which point the realized gain or loss of these swaps at issuance of the hedged debt are reclassified from AOCI and amortized to interest expense over the term of the hedged debt.

In June 2021, we early terminated our $250.0 million forward starting interest rate swap that was originally set to terminate in July 2021. This forward starting interest rate swap was rolled forward to May 2022 through a cashless settlement. The new May 2022 forward starting interest rate swap was incremental to our existing May 2022 forward starting interest rate swap that was executed in 2018, both of which were hedging our forecasted debt issuance expected to occur during 2022. In late April 2022, the forward starting interest rate swaps associated with the $500 million 3.5% senior notes that we repaid upon maturity on May 1, 2022 were terminated and settled. The immaterial loss on settlement of the swaps was recorded through interest expense during the second quarter of 2022.

In 2015, we entered into forward starting interest rate swaps with a notional of CAD 600 million in order to manage our exposure to the volatility of interest rates associated with the future interest payments on the forecasted CAD debt issuances. The swaps had a termination date of September 2025 mirroring the terms of initially forecasted CAD debt issuances. Under these agreements, we were required to early terminate these swaps at the approximate time we issued the previously forecasted debt. We designated these swaps as cash flow hedges and accordingly, a portion of the CAD 39.2 million ($29.5 million at settlement) loss on the swaps was reclassified from AOCI and amortized to interest expense over the remaining term of the 2026 CAD senior notes up to the full 10-year term of the swaps. Additionally, in 2023 we repaid our CAD 500 million 2.84% senior notes upon maturity which resulted in an acceleration of amortization of the loss for an immaterial amount. The remaining unamortized portion of the loss in AOCI as of December 31, 2024, was $2.4 million.

Foreign Currency Forwards

We have financial foreign exchange forward contracts in place to manage our exposure to foreign currency fluctuations. We hedge foreign currency exposure related to certain royalty agreements, exposure associated with the purchase of production inputs and imports that are denominated in currencies other than the entity's functional currency and certain other foreign exchanges exposures. These contracts have been designated as cash flow hedges of forecasted foreign currency transactions. We use foreign currency forward contracts to hedge these future forecasted transactions up to a 60 month horizon.

In the second quarter of 2023, we entered into approximately CAD 260 million (approximately $195 million USD) of foreign exchange forward contracts to manage our exposure to foreign currency fluctuations related to the repayment of our CAD 500 million 2.84% senior notes that matured on July 15, 2023. These contracts were not designated in hedge accounting relationships; as such, changes in the fair value were recorded in other non-operating income (expense), net in the consolidated statements of operations. These contracts settled on July 12, 2023 in advance of the senior notes repayment for an immaterial amount.

Commodity Swaps and Options

We have financial commodity swap and option contracts in place to hedge changes in the prices of natural gas, aluminum, including surcharges relating to our aluminum exposures, barley and diesel. These contracts allow us to swap our floating exposure to changes in these commodity prices for a fixed rate. These contracts are not designated in hedge accounting relationships. As such, changes in fair value of these derivatives are recorded in cost of goods sold in the consolidated statements of operations. We hedge forecasted purchases of natural gas, aluminum and diesel each up to 60 months out in the future for use in our supply chain, in line with our risk management policy. Further, we hedge forecasted purchases of barley based on crop year and physical inventory management. For purposes of measuring segment operating performance, the unrealized changes in fair value of the swaps not designated in hedge accounting relationships are reported in Unallocated outside of the segment specific operating results until such time that the exposure we are managing is realized. At that time, we reclassify the gain or loss from Unallocated to the respective operating segment, allowing our operating segments to realize the economic effects of the derivative without the resulting unrealized mark-to-market volatility.

Derivative Fair Value Measurements

We utilize market approaches to estimate the fair value of our derivative instruments by discounting anticipated future cash flows derived from the derivative's contractual terms and observable market interest, foreign exchange and commodity rates. The fair values of our derivatives also include credit risk adjustments to account for our counterparties' credit risk, as well as our own non-performance risk, as appropriate.

The table below summarizes our derivative assets and (liabilities) that were measured at fair value as of December 31, 2024 and December 31, 2023. See Note 1, "Basis of Presentation and Summary of Significant Accounting Policies" for further discussion related to measuring the fair value of derivative instruments. Fair value for all derivative contracts as of December 31, 2024 and 2023 were valued using significant other observable inputs, also known as Level 2 inputs.

	As of	
	December 31, 2024	**December 31, 2023**
	(In millions)	
Forward starting interest rate swaps	$ 96.3	$ 41.6
Foreign currency forwards	10.6	(1.4)
Commodity swaps and options	3.7	(30.4)
Total	$ 110.6	$ 9.8

As of December 31, 2024 and December 31, 2023, we had no significant transfers between Level 1 and Level 2. New derivative contracts transacted during 2024 were all included in Level 2.

Results of Period Derivative Activity

The following tables include the year-to-date results of our derivative activity in our consolidated balance sheets as of December 31, 2024 and December 31, 2023, and our consolidated statements of operations for the years ended December 31, 2024, December 31, 2023 and December 31, 2022.

Fair Value of Derivative Instruments in the Consolidated Balance Sheets (in millions):

	December 31, 2024				
		Asset derivatives		Liability derivatives	
	Notional amount	**Balance sheet location**	**Fair value**	**Balance sheet location**	**Fair value**
Derivatives designated as hedging instruments					
Forward starting interest rate swaps	$ 1,000.0	Other non-current assets	$ 96.3	Other liabilities	$ —
Foreign currency forwards	$ 196.2	Other current assets	7.7	Accounts payable and other current liabilities	—
		Other non-current assets	2.9	Other liabilities	—
Total derivatives designated as hedging instruments			$ 106.9		$ —
Derivatives not designated as hedging instruments					
Commodity swaps[1]	$ 376.4	Other current assets	$ 15.1	Accounts payable and other current liabilities	$ (10.5)
		Other non-current assets	1.5	Other liabilities	(2.4)
Commodity options[1]	$ 24.6	Other current assets	0.3	Accounts payable and other current liabilities	(0.3)
Total derivatives not designated as hedging instruments			$ 16.9		$ (13.2)

	Notional amount	December 31, 2023			
		Asset derivatives		Liability derivatives	
		Balance sheet location	Fair value	Balance sheet location	Fair value
Derivatives designated as hedging instruments					
Forward starting interest rate swaps	$ 1,000.0	Other non-current assets	$ 41.6	Other liabilities	$ —
Foreign currency forwards	$ 219.4	Other current assets	1.1	Accounts payable and other current liabilities	(1.2)
		Other non-current assets	—	Other liabilities	(1.3)
Total derivatives designated as hedging instruments			$ 42.7		$ (2.5)
Derivatives not designated as hedging instruments					
Commodity swaps(1)	$ 653.5	Other current assets	$ 11.1	Accounts payable and other current liabilities	$ (42.0)
		Other non-current assets	6.6	Other liabilities	(6.1)
Commodity options(1)	$ 21.7	Other current assets	0.2	Accounts payable and other current liabilities	(0.2)
Total derivatives not designated as hedging instruments			$ 17.9		$ (48.3)

(1) Notional includes offsetting buy and sell positions, shown in terms of absolute value. Buy and sell positions are shown gross in the asset and/or liability position, as appropriate.

The Pretax Effect of Cash Flow Hedge Accounting on Other Comprehensive Income (Loss), Accumulated Other Comprehensive Income (Loss) and Income (Loss) (in millions):

Derivatives in cash flow hedge relationships	Amount of gain (loss) recognized in OCI on derivatives	Location of gain (loss) reclassified from AOCI into income	Amount of gain (loss) recognized from AOCI into income on derivative
For the year ended December 31, 2024			
Forward starting interest rate swaps	$ 54.8	Interest income (expense), net	$ (3.4)
Foreign currency forwards	15.8	Cost of goods sold	4.4
		Other non-operating income (expense), net	(0.7)
Total	$ 70.6		$ 0.3
For the year ended December 31, 2023			
Forward starting interest rate swaps	$ 1.6	Interest income (expense), net	$ (5.2)
Foreign currency forwards	(5.2)	Cost of goods sold	4.9
		Other non-operating income (expense), net	(1.0)
Total	$ (3.6)		$ (1.3)
For the year ended December 31, 2022			
Forward starting interest rate swaps	$ 198.9	Interest income (expense), net	$ (14.3)
Foreign currency forwards	10.8	Cost of goods sold	1.8
		Other non-operating income (expense), net	(0.4)
Total	$ 209.7		$ (12.9)

The Pretax Effect of Net Investment Hedge Accounting on Other Comprehensive Income (Loss), Accumulated Other Comprehensive Income (Loss) and Income (Loss) (in millions):

Net investment hedge relationships	**Amount of gain (loss) recognized in OCI**[(1)]
For the year ended December 31, 2024	
EUR 800 million 1.25% senior notes due 2024	$ 14.5
EUR 800 million 3.8% senior notes due 2032	$ 40.1
Total	$ 54.6
For the year ended December 31, 2023	
EUR 800 million 1.25% senior notes due 2024	$ (26.5)
For the year ended December 31, 2022	
EUR 800 million 1.25% senior notes due 2024	$ 53.2

(1) The cumulative translation adjustments related to our net investment hedges remain in AOCI until the respective underlying net investment is sold or liquidated. During the years ended December 31, 2024, December 31, 2023 and December 31, 2022, we did not reclassify any amounts related to net investment hedges from AOCI into earnings whether due to ineffectiveness, a sale or liquidation.

As of December 31, 2024, we expect net gains of approximately $4 million (pretax) recorded in AOCI will be reclassified into earnings within the next 12 months. For derivatives designated in cash flow hedge relationships, the maximum length of time over which forecasted transactions are hedged as of December 31, 2024, is approximately 2 years.

The Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of Operations (in millions):

Derivatives not in hedging relationship	**Location of gain (loss) recognized in income on derivative**	**Amount of gain (loss) recognized in income on derivative**
For the year ended December 31, 2024		
Commodity swaps	Cost of goods sold	$ (7.8)
For the year ended December 31, 2023		
Commodity swaps	Cost of goods sold	$ (61.7)
Foreign currency swaps	Other non-operating income (expense), net	2.7
Total		$ (59.0)
For the year ended December 31, 2022		
Commodity swaps	Cost of goods sold	$ 42.6

11. Employee Retirement Plans and Postretirement Benefits

We maintain retirement plans for the majority of our employees. Depending on the location and benefit program, we provide either defined benefit pension or defined contribution plans to our employees. Each plan is managed locally and in accordance with respective local laws and regulations. We have defined benefit pension plans in the U.S., U.K. and Canada. Additionally, we offer OPEB plans to a portion of our Canadian, U.S. and Central European employees which are unfunded plans. Our equity method investments, BRI and BDL, maintain defined benefit, defined contribution and postretirement benefit plans as well; however, those plans are excluded from this disclosure as BRI and BDL are not consolidated entities.

Further, in the U.S., we participate in and make contributions to multi-employer pension plans. Contributions to multi-employer pension plans were $3.7 million, $4.1 million and $3.6 million for the years ended December 31, 2024, 2023 and 2022, respectively. Additionally, the U.S. postretirement health plan qualifies for the federal subsidy under the Medicare Prescription Drug Improvement and Modernization Act of 2003 ("the Act") because the prescription drug benefits provided under our postretirement health plan for Medicare eligible retirees generally require lower premiums from covered retirees and have lower co-payments and deductibles than the benefits provided in Medicare Part D and, accordingly, are actuarially equivalent to or better than the benefits provided under the Act. The benefits paid, including prescription drugs, were $31.1 million, $31.2 million and $33.0 million for the years ended December 31, 2024, 2023 and 2022, respectively. There were no subsidies received for the years ended December 31, 2024, 2023 and 2022.

Current Year Annuity Contract Purchases

On September 26, 2024, we purchased annuity contracts for two of our Canadian pension plans which transferred approximately $344 million of pension plan liabilities, along with the associated administration of benefits, to an insurance company using the plan's respective pension plan assets. These transactions had no impact on the amount, timing or form of the retirement benefit payments to the affected retirees and beneficiaries. As a result of the transaction, we reduced the respective pension plan liabilities and assets and remeasured any remaining pension plan liabilities and assets using updated actuarial assumptions. We elected the practical expedient to perform the remeasurement as of the nearest calendar month-end date, which was September 30, 2024. A total settlement loss of $34.0 million was recorded to other pension and postretirement benefit (costs), net in the consolidated statements of operations during the third quarter of 2024. See the impacts of the pension plan remeasurement and settlement on AOCI in Note 15, "Accumulated Other Comprehensive Income (Loss)".

Net Periodic Pension and OPEB (Benefit) Cost

	For the years ended								
	December 31, 2024			December 31, 2023			December 31, 2022		
	Pension	OPEB	Consolidated	Pension	OPEB	Consolidated	Pension	OPEB	Consolidated
					(In millions)				
Service cost									
Service cost	$ 0.1	$ 3.6	$ 3.7	$ 0.9	$ 3.3	$ 4.2	$ 1.3	$ 5.5	$ 6.8
Other pension and postretirement (benefit) cost, net									
Interest cost	129.7	20.8	150.5	140.4	22.5	162.9	103.9	16.1	120.0
Expected return on plan assets, net of expenses	(169.8)	—	(169.8)	(157.8)	—	(157.8)	(154.2)	—	(154.2)
Amortization of prior service (benefit) cost	0.3	(0.7)	(0.4)	0.3	(0.7)	(0.4)	0.3	(0.7)	(0.4)
Amortization of net actuarial (gain) loss	18.1	(27.4)	(9.3)	17.1	(31.7)	(14.6)	5.6	(10.2)	(4.6)
Curtailment, settlement or special termination benefit (gain) loss[(1)]	34.0	—	34.0	—	—	—	2.9	—	2.9
Expected participant contributions	—	—	—	(0.3)	—	(0.3)	(0.3)	—	(0.3)
Total other pension and postretirement (benefit) cost, net	12.3	(7.3)	5.0	(0.3)	(9.9)	(10.2)	(41.8)	5.2	(36.6)
Net periodic pension and OPEB (benefit) cost	$ 12.4	$ (3.7)	$ 8.7	$ 0.6	$ (6.6)	$ (6.0)	$ (40.5)	$ 10.7	$ (29.8)

(1) The pension settlement loss recognized for the year ended December 31, 2024, was $34.0 million which was recorded as a result of the purchase of annuity contracts for two of our Canadian pension plans.

The pension settlement charge recognized for the year ended December 31, 2022, primarily consisted of a settlement loss of $8.0 million that was recorded as a result of the annuity purchase for a certain Canadian pension plan, partially offset by a settlement gain of $5.3 million that was recorded as a result of the annuity purchase for a portion of our U.S. qualified pension plan.

Obligations and Changes in Funded Status

	For the year ended December 31, 2024			For the year ended December 31, 2023		
	Pension	OPEB	Total	Pension	OPEB	Total
	(In millions)					
Change in benefit obligation						
Prior year benefit obligation	$ 3,018.1	$ 470.6	$ 3,488.7	$ 2,978.0	$ 478.3	$ 3,456.3
Service cost, net of expected employee contributions	0.1	3.6	3.7	0.6	3.3	3.9
Interest cost	129.7	20.8	150.5	140.4	22.5	162.9
Actual employee contributions	—	—	—	0.3	—	0.3
Actuarial (gain) loss	(182.5)	(18.0)	(200.5)	38.0	1.3	39.3
Plan amendments	—	(10.1)	(10.1)	—	—	—
Benefits paid	(215.8)	(36.9)	(252.7)	(226.2)	(37.0)	(263.2)
Curtailment, settlement and special termination	(344.0)	—	(344.0)	—	—	—
Foreign currency exchange rate change	(45.1)	(7.0)	(52.1)	87.0	2.2	89.2
Benefit obligation at end of year	$ 2,360.5	$ 423.0	$ 2,783.5	$ 3,018.1	$ 470.6	$ 3,488.7
Change in plan assets						
Prior year fair value of assets	$ 3,396.9	$ —	$ 3,396.9	$ 3,336.8	$ —	$ 3,336.8
Actual return on plan assets	(54.4)	—	(54.4)	188.7	—	188.7
Employer contributions	(4.8)	36.9	32.1	(1.7)	37.0	35.3
Actual employee contributions	—	—	—	0.3	—	0.3
Curtailment, settlement and special termination	(344.0)	—	(344.0)	—	—	—
Benefits and plan expenses paid	(215.8)	(36.9)	(252.7)	(226.2)	(37.0)	(263.2)
Foreign currency exchange rate change	(50.5)	—	(50.5)	99.0	—	99.0
Fair value of plan assets at end of year	$ 2,727.4	$ —	$ 2,727.4	$ 3,396.9	$ —	$ 3,396.9
Funded status	$ 366.9	$ (423.0)	$ (56.1)	$ 378.8	$ (470.6)	$ (91.8)
Amounts recognized in the Consolidated Balance Sheets						
Other non-current assets	$ 401.8	$ —	$ 401.8	$ 416.9	$ —	$ 416.9
Accounts payable and other current liabilities	(3.7)	(37.5)	(41.2)	(3.6)	(39.3)	(42.9)
Pension and postretirement benefits	(31.2)	(385.5)	(416.7)	(34.5)	(431.3)	(465.8)
Net amounts recognized	$ 366.9	$ (423.0)	$ (56.1)	$ 378.8	$ (470.6)	$ (91.8)

The accumulated benefit obligation for our defined benefit pension plans were approximately $2.4 billion and $3.0 billion as of December 31, 2024 and December 31, 2023, respectively.

As of December 31, 2024 and December 31, 2023, certain defined benefit pension plans in the U.S., Canada and the U.K. were overfunded as a result of our ongoing de-risking strategy. Information for our defined benefit pension plans that had aggregate accumulated benefit obligations and projected benefit obligations in excess of plan assets was as follows:

	As of	
	December 31, 2024	December 31, 2023
	(In millions)	
Accumulated benefit obligation	$ 34.9	$ 38.1
Projected benefit obligation	$ 34.9	$ 38.1
Fair value of plan assets	$ —	$ —

Information for OPEB plans with an accumulated postretirement benefit obligation in excess of plan assets has been disclosed above in "Obligations and Changes in Funded Status" as all of our OPEB plans are unfunded.

Accumulated Other Comprehensive Income (Loss)

Amounts recognized in AOCI not yet recognized as components of net periodic pension and OPEB cost, pretax, were as follows:

	As of December 31, 2024			As of December 31, 2023		
	Pension	OPEB	Total	Pension	OPEB	Total
	(In millions)					
Net actuarial (gain) loss	$ 771.9	$ (263.5)	$ 508.4	$ 773.3	$ (260.4)	$ 512.9
Net prior service (benefit) cost	9.1	(11.1)	(2.0)	9.4	(1.7)	7.7
Total not yet recognized	$ 781.0	$ (274.6)	$ 506.4	$ 782.7	$ (262.1)	$ 520.6

Assumptions

Periodic pension and OPEB cost is actuarially calculated annually for each individual plan based on data available and assumptions made at the beginning of each year. Assumptions used in the calculation include the discount rate selected and disclosed at the end of the previous year as well as other assumptions detailed in the table below. The weighted-average rates used in determining the periodic pension and OPEB cost for the years ended December 31, 2024, 2023 and 2022 were as follows:

	For the years ended					
	December 31, 2024		December 31, 2023		December 31, 2022	
	Pension	OPEB	Pension	OPEB	Pension	OPEB
Weighted-average assumptions:						
Discount rate	4.74%	4.64%	5.01%	4.90%	2.27%	2.59%
Rate of compensation increase	2.00%	N/A	2.00%	N/A	2.00%	N/A
Expected return on plan assets	5.47%	N/A	4.91%	N/A	3.11%	N/A
Health care cost trend rate	N/A	Ranging ratably from 6.75% in 2024 to 3.57% in 2040	N/A	Ranging ratably from 6.50% in 2023 to 3.57% in 2040	N/A	Ranging ratably from 6.00% in 2022 to 3.57% in 2040

Benefit obligations are actuarially calculated annually at the end of each year based on the assumptions detailed in the table below. Obligations under the OPEB plans are determined by the application of the terms of medical, dental, vision and life insurance plans, together with relevant actuarial assumptions and health care cost trend rates. The weighted-average rates used in determining the projected benefit obligation for defined pension plans and the accumulated postretirement benefit obligation for OPEB plans, as of December 31, 2024 and December 31, 2023, were as follows:

	As of December 31, 2024		As of December 31, 2023	
	Pension	OPEB	Pension	OPEB
Weighted-average assumptions				
Discount rate	5.41%	5.15%	4.74%	4.64%
Rate of compensation increase	2.00%	N/A	2.00%	N/A
Health care cost trend rate	N/A	Ranging ratably from 7.00% in 2025 to 3.57% in 2040	N/A	Ranging ratably from 6.75% in 2024 to 3.57% in 2040

The change to the weighted-average discount rates used for our defined benefit pension plans and postretirement plans as of December 31, 2024, from December 31, 2023, was primarily due to an increase in interest rates in 2024, particularly for our U.S. and U.K. plans.

Investment Strategy

The obligations of our defined benefit pension plans in the U.S., Canada and the U.K. are supported by assets held in trusts for the payment of future benefits. The business segments are obligated to adequately fund these asset trusts. The underlying investments within our defined benefit pension plans include cash and short-term instruments, debt securities, investment funds and other investments. Investment allocations reflect the customized strategies of the respective plans.

The plans use liability driven investment strategies in managing defined pension benefits. For all defined benefit pension plan assets, the plans have the following primary investment objectives:

(1) optimize the long-term return on plan assets at an acceptable level of risk and manage projected future cash contributions;

(2) maintain a broad diversification across asset classes and among investment managers; and

(3) manage the risk level of the plans' assets in relation to the plans' liabilities.

Each plan's respective allocation targets promote optimal expected return and volatility characteristics given a focus on a long-term time horizon for fulfilling the plans' obligations. All assets are managed by external investment managers with an intent to either match or outperform their benchmark. The plans use different asset managers in the U.S., U.K. and Canada and each plan's respective asset allocation could be impacted by a change in asset managers.

Our investment strategies for our defined benefit pension plans also consider the funded status for each plan. For defined benefit pension plans that are highly funded, assets are invested primarily in fixed income holdings that have a similar duration to the associated liabilities. For plans with lower funding levels, the fixed income component is managed in a similar manner to the highly funded plans. In addition to this liability-matching fixed income allocation, these plans also contain exposure to return generating assets including: equities, real estate, debt and other investments held with the goal of producing higher returns, which may also have a higher risk profile. These investments are diversified by investing globally with limitations placed on issuer concentration.

Both our Canadian and U.K. plans hedge a portion of the foreign exchange exposure between plan assets that are not denominated in the local plan currency and the local currency as the Canadian and U.K. pension liabilities will be settled in CAD and GBP, respectively.

Target Allocations

The following compares target asset allocation percentages with actual asset allocations on a weighted-average asset basis as of December 31, 2024.

	Target allocations	Actual allocations
Equities	6.1%	6.4%
Fixed income	75.4%	72.7%
Real estate	4.1%	4.1%
Annuities and longevity swap	13.7%	13.7%
Other	0.7%	3.1%

Significant Concentration Risks

We periodically evaluate our defined benefit pension plan assets for concentration risks. As of December 31, 2024, we did not have any individual underlying asset position that composed a significant concentration of each plan's overall assets. However, we currently have significant plan assets invested in U.K., U.S. and Canadian government fixed income holdings. A provisional credit rating downgrade for any of these governments could negatively impact the asset values.

Further, as our benefit plans maintain exposure to non-government investments, a significant system-wide increase in credit spreads would also negatively impact the plan asset values. In general, equity and fixed income risks have been mitigated by company-specific concentration limits and by utilizing multiple equity managers. We do have significant amounts of assets invested with individual fixed income and hedge fund managers, therefore, the plans use outside investment consultants to aid in the oversight of these managers and fund performance.

Valuation Techniques

We use a variety of industry accepted valuation techniques to value our plan assets. The techniques vary depending upon instrument type. Whenever possible, we prioritize the use of observable market data in our valuation processes. We use market, income and cost approaches to value our plan assets as of period end. See Note 1, "Basis of Presentation and Summary of Significant Accounting Policies" for additional information on our fair value methodologies and accounting policies. We have not changed our fair value techniques used to value plan assets this year.

Major Categories of Plan Assets

As of December 31, 2024, our major categories of plan assets included the following:

- Cash and short-term instruments—Includes cash, trades awaiting settlement, bank deposits, short-term bills and short-term notes. Our "trades awaiting settlement" category includes payables and receivables associated with asset purchases and sales that are awaiting final cash settlement as of year end due to the use of trade date accounting for our pension plans assets. These payables normally settle within a few business days of the purchase or sale of the respective asset. We include these items in Level 1 of this hierarchy, as the values are derived from quoted prices in active markets. Short-term instruments are included in Level 2 of the fair value hierarchy as these are highly liquid instruments that are valued using observable inputs, but their asset values are not publicly quoted.
- Debt securities—Includes various government and corporate fixed income securities, interest and inflation-linked assets such as bonds and swaps, collateralized securities and other debt securities. The majority of the plans' fixed income assets trade on "over the counter" exchanges, which provides observable inputs that are the primary data used to determine each individual investment's fair value. We also use independent pricing vendors, as well as matrix pricing techniques. Matrix pricing uses observable data from other similar investments as the primary input to determine the individual security's fair value. Government and corporate fixed income securities are generally classified as Level 2 in the fair value hierarchy as they are valued using observable inputs. Assets included in our collateralized securities include mortgage backed securities and collateralized mortgage obligations, which are considered Level 3 due to the use of the significant unobservable inputs in deriving these assets' fair values.
- Annuities and longevity swap—Includes assets to mitigate risks of certain plans including buy-in annuities and longevity swap insurance contracts. Non-participating annuity buy-in insurance policies are purchased to mitigate volatility in cash flows associated with a portion of covered plan members. The fair value of non-participating contracts fluctuate based on changes in the obligation associated with covered plan members. The longevity swap insurance contract alleviates risk from fluctuations in estimated life expectancy of covered participants. The fair value of the longevity swap insurance contract is calculated by taking the present value of the expected cash flows from the floating leg on a prevailing market best estimate of mortality, including market views of fees, less the present value of the fixed leg payments that the plan is required to make under the contract including the contractual fees. The prevailing market best estimate of mortality is determined based on the effect of actual plan mortality experience of covered participants, a revised view on future improvements in mortality rates and a view on how risk fees have changed for this type of contract since inception. These values are considered Level 3 due to the use of the significant unobservable inputs used in deriving the asset's fair value.
- Other—Includes repurchase agreements, recoverable taxes for taxes paid and awaiting reclaim due to the tax exempt nature of the pension plan and private equity. Repurchase agreements are agreements where our plan has created an asset exposure using borrowed assets, creating a repurchase agreement liability, to facilitate the trade. The assets associated with the repurchase agreement are included in the other category in the fair value hierarchy, and the corresponding repurchase agreement liability is classified as Level 1 in the hierarchy, as the liability is valued using quoted prices in active markets. When determining the presentation of our target and asset allocations for repurchase agreements, we are viewing the asset type, as opposed to the investment vehicle, and accordingly include the associated assets within fixed income, specifically interest and inflation linked assets. We include recoverable tax items in Level 1 of this hierarchy, as these are cash receivables and the values are derived from quoted prices in active markets. Private equity is included in Level 3 as the values are based upon the use of unobservable inputs.
- NAV per share practical expedient—Includes our debt funds, equity funds, hedge funds, real estate fund holdings and private equity funds. The market values for these funds are based on the net asset values multiplied by the number of shares owned.

Fair Value Hierarchy

The following presents our fair value hierarchy for our defined benefit pension plan assets excluding investments using the NAV per share practical expedient (in millions):

		Fair value measurements as of December 31, 2024		
	Total as of December 31, 2024	**Quoted prices in active markets (Level 1)**	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
Cash and cash equivalents				
Cash	$ 42.6	$ 42.6	$ —	$ —
Bank deposits, short-term bills and notes	40.5	—	40.5	—
Debt				
Government debt securities	290.6	—	290.6	—
Interest and inflation linked assets	415.0	—	402.7	12.3
Annuities and longevity swap				
Buy-in annuities and longevity swap	373.6	—	—	373.6
Other				
Repurchase agreements	(244.2)	(244.2)	—	—
Recoverable taxes	0.1	0.1	—	—
Private equity	5.7	—	—	5.7
Total fair value of investments excluding NAV per share practical expedient	$ 923.9	$ (201.5)	$ 733.8	$ 391.6

The following presents our total fair value of plan assets including the NAV per share practical expedient for our defined benefit pension plan assets:

	Total as of December 31, 2024
	(In millions)
Fair value of investments excluding NAV per share practical expedient	$ 923.9
Fair value of investments using NAV per share practical expedient	
Debt funds	1,266.2
Equity funds	175.7
Real estate funds	82.3
Private equity funds	28.8
Hedge funds	250.5
Total fair value of plan assets	$ 2,727.4

The following presents our fair value hierarchy for our defined benefit pension plan assets excluding investments using the NAV per share practical expedient (in millions):

	Total as of December 31, 2023	Fair value measurements as of December 31, 2023 Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Cash and cash equivalents				
Cash	$ 39.5	$ 39.5	$ —	$ —
Bank deposits, short-term bills and notes	26.4	—	26.4	—
Debt				
Government debt securities	452.3	—	452.3	—
Corporate debt securities	119.3	—	119.3	—
Interest and inflation linked assets	629.9	—	616.0	13.9
Collateralized debt securities	0.3	—	—	0.3
Annuities and longevity swap				
Buy-in annuities and longevity swap	449.8	—	—	449.8
Other				
Repurchase agreements	(285.8)	(285.8)	—	—
Recoverable taxes	0.2	0.2	—	—
Private equity	10.6	—	—	10.6
Total fair value of investments excluding NAV per share practical expedient	$ 1,442.5	$ (246.1)	$ 1,214.0	$ 474.6

The following presents our fair value hierarchy including the NAV per share practical expedient for our defined benefit pension plan assets:

	Total as of December 31, 2023
	(In millions)
Fair value of investments excluding NAV per share practical expedient	$ 1,442.5
Fair value of investments using NAV per share practical expedient	
Debt funds	1,263.9
Equity funds	260.7
Real estate funds	126.3
Private equity funds	37.8
Hedge funds	265.7
Total fair value of plan assets	$ 3,396.9

Fair Value: Level Three Rollforward

The following presents our Level 3 Rollforward for our defined pension plan assets excluding investments using the NAV per share practical expedient.

	Amount
	(In millions)
Balance as of December 31, 2022	$ 487.0
Total gain or loss (realized/unrealized)	
Realized gain (loss)	—
Unrealized gain (loss) included in AOCI	(34.2)
Purchases, issuances, settlements	(2.7)
Foreign exchange translation (loss) gain	24.5
Balance as of December 31, 2023	$ 474.6
Total gain or loss (realized/unrealized)	
Realized gain (loss)	1.2
Unrealized gain (loss) included in AOCI	(70.8)
Purchases, issuances, settlements	(5.4)
Foreign exchange translation (loss) gain	(8.0)
Balance as of December 31, 2024	$ 391.6

Expected Cash Flows

Defined benefit pension plan contributions in future years will vary based on a number of factors, including actual plan asset returns and interest rates. We fund pension plans to meet the requirements set forth in applicable employee benefits laws. We took and continue to take steps to reduce our exposure to our pension obligations. Such steps include the closure of the U.K. and U.S. pension plans to future earnings of service credit, benefit modifications in certain Canada plans and the entering into of buy-in and buy-out contracts for certain plans. We may also voluntarily increase funding levels to meet financial goals. Our U.K. pension plan is subject to a statutory valuation for funding purposes every three years. The most recent valuation as of June 30, 2022, indicated that the plan does not have a funding deficit relative to the plan's statutory funding objective, and therefore, no MCBC contributions are currently required.

For the year ended December 31, 2025, we expect to make contributions to our defined benefit pension plans of approximately $4 million and benefit payments under our OPEB plans of approximately $38 million based on foreign exchange rates as of December 31, 2024. Additionally, we anticipate utilizing approximately $9 million of surplus from certain Canadian defined benefit pension plans to fund employer contributions to certain Canadian defined contribution plans. Plan funding strategies are influenced by employee benefits, tax laws and plan governance documents.

Expected future benefit payments for defined benefit pension and OPEB plans for the next ten years, based on foreign exchange rates as of December 31, 2024, are as follows:

Expected benefit payments	Pension	OPEB
	(In millions)	
2025	$ 206.9	$ 37.6
2026	194.6	37.4
2027	194.8	37.3
2028	196.0	37.2
2029	197.6	36.8
2030-2034	1,008.2	178.5

Defined Contribution Plans

We offer defined contribution plans for the majority of our U.S., Canadian and U.K. employees. The investment strategy for defined contribution plans are determined by each individual participant from the options we have made available as the plan sponsor. U.S. non-union employees are eligible to participate in qualified defined contribution plans which provide for employer contributions ranging from 5% to 11% of eligible compensation (certain employees were also eligible for additional employer contributions). In addition, U.S. union employees are eligible to participate in a qualified defined contribution plan which provides for employer contributions based on factors associated with various collective bargaining agreements. The employer contributions to the U.K. plans can range up to 10% of employee compensation and in Canada plans range from 4% to 10%. Both employee and employer contributions are made in cash in accordance with participant investment elections.

We recognized costs associated with defined contribution plans of $89.6 million, $76.8 million and $73.0 million for the years ended December 31, 2024, 2023 and 2022, respectively.

In addition, we have other deferred compensation and nonqualified defined contribution plans. We have voluntarily funded these liabilities through rabbi trusts. These assets are invested in publicly traded mutual funds whose performance is expected to closely match changes in the plan liabilities. As of December 31, 2024 and December 31, 2023, the plan liabilities were equal to the plan assets and were included in other liabilities and other assets on our consolidated balance sheets, respectively.

12. Income Tax

Our income (loss) before income taxes on which the provision for income taxes was computed was as follows:

	For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022
		(In millions)	
Domestic	$ 1,398.3	$ 1,486.0	$ 228.4
Foreign	104.7	(233.5)	(290.9)
Total	$ 1,503.0	$ 1,252.5	$ (62.5)

The components of the provision for income taxes were as follows:

	For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022
		(In millions)	
Current			
Federal	$ 152.1	$ 200.7	$ 146.1
State	21.2	22.1	22.3
Foreign	54.5	37.3	(17.2)
Total current tax (benefit) expense	$ 227.8	$ 260.1	$ 151.2
Deferred			
Federal	$ 109.7	$ 75.0	$ 56.4
State	13.3	27.8	(26.2)
Foreign	(5.5)	(66.8)	(57.4)
Total deferred tax (benefit) expense	$ 117.5	$ 36.0	$ (27.2)
Total income tax (benefit) expense	$ 345.3	$ 296.1	$ 124.0

A reconciliation from the U.S. statutory federal income tax rate to the effective income tax rate was as follows:

	For the years ended					
	December 31, 2024		December 31, 2023		December 31, 2022	
	($ in millions)					
Statutory federal income tax rate	21.0 %	$ 315.7	21.0 %	$ 263.0	21.0 %	$ (13.1)
State income taxes, net of federal benefits	1.3 %	19.0	2.4 %	30.6	6.1 %	(3.8)
Effect of foreign tax rates	(1.2)%	(17.9)	(2.4)%	(30.5)	92.6 %	(57.9)
Effect of foreign tax law and rate changes	(0.1)%	(1.0)	0.9 %	11.5	(0.8)%	0.5
Effect of unrecognized tax benefits	0.7 %	11.3	0.8 %	9.5	(20.5)%	12.8
Change in valuation allowance	1.3 %	19.6	0.2 %	2.5	1.1 %	(0.7)
Acquisition related permanent items	(0.2)%	(3.2)	— %	—	— %	—
Goodwill impairment	— %	—	— %	—	(287.0)%	179.3
Other, net	0.2 %	1.8	0.7 %	9.5	(10.9)%	6.9
Effective tax rate / Tax (benefit) expense	23.0 %	$ 345.3	23.6 %	$ 296.1	(198.4)%	$ 124.0

The higher effective tax rate for the year ended December 31, 2024 when compared to the U.S federal statutory rate was primarily related to the impact of a valuation allowance that was recorded on deferred tax assets as a result of the sale of certain U.S. craft businesses in the third quarter of 2024. The sale resulted in the realization of a capital loss for U.S. federal tax purposes. We believe it is unlikely that the deferred tax asset generated by the capital loss will be recognized, and as a result, a $20.0 million valuation allowance was recorded. The effective tax rate was further impacted by the net effect of acquisition-related permanent items, including: (i) the non-taxable gain of $77.9 million recognized upon the consolidation of ZOA in the fourth quarter of 2024, and (ii) the $45.8 million of non-deductible interest expense recorded in the third quarter of 2024 to increase the mandatorily redeemable NCI liability of CBPL to the final redemption value.

The higher effective tax rate for the year ended December 31, 2023 when compared to the U.S. federal statutory rate was not significant and was due to the impacts of state income taxes, foreign tax rates and the impact of a foreign statutory tax rate change enacted in the fourth quarter of 2023.

The lower effective tax rate for the year ended December 31, 2022 when compared to the U.S. federal statutory rate was primarily due to the impact of the $845.0 million partial goodwill impairment, recorded within our Americas segment in the fourth quarter of 2022, which related to goodwill not deductible for tax purposes.

Recently, intergovernmental entities such as the Organization for Economic Development ("OECD") and European Union ("EU") have proposed changes to the existing tax laws of member countries, including model rules introduced by the OECD for a new 15% global minimum tax. In December 2022, the EU member states agreed to incorporate the 15% global minimum tax into their respective domestic laws effective for fiscal years beginning on or after December 31, 2023. In addition, several non-EU countries, including Canada and the U.K., have proposed and/or adopted legislation consistent with the OECD global minimum tax framework. The global minimum tax, which is now effective in countries with enacted legislation, did not materially impact our financial or cash tax position in the twelve months ended December 31, 2024. We continue to evaluate the impact on future periods as previously-enacting countries issue related guidance and additional countries consider adoption of the global minimum tax rules.

Our foreign businesses operate in jurisdictions with statutory income tax rates that differ from the U.S. federal statutory rate. Specifically, the statutory income tax rates in the countries in Europe in which we operate range from 9% to 25.8%, and Canada has a combined federal and provincial statutory income tax rate of approximately 26%.

	As of	
	December 31, 2024	December 31, 2023
	(In millions)	
Deferred tax assets		
Compensation-related obligations	$ 47.1	$ 43.2
Pension and postretirement benefits	14.2	23.7
Tax credit carryforwards	37.8	36.0
Tax loss carryforwards	305.3	312.8
Accrued liabilities and other	216.4	202.5
Valuation allowance	(79.9)	(61.9)
Deferred tax assets	$ 540.9	$ 556.3
Deferred tax liabilities		
Fixed assets	348.6	354.9
Partnerships and investments	44.9	38.7
Intangible assets	2,738.3	2,679.9
Derivative instruments	42.3	12.2
Accrued liabilities and other	13.4	—
Deferred tax liabilities	$ 3,187.5	$ 3,085.7
Net deferred tax liabilities	$ 2,646.6	$ 2,529.4

Our deferred tax valuation allowances are primarily the result of uncertainties regarding the future realization of recorded tax benefits on tax loss carryforwards from operations in various jurisdictions. The measurement of deferred tax assets is reduced by a valuation allowance if, based upon available evidence, it is more likely than not that the deferred tax assets will not be realized. We have evaluated the realizability of our deferred tax assets in each jurisdiction by assessing the adequacy of expected taxable income, including the reversal of existing temporary differences, historical and projected operating results and the availability of prudent and feasible tax planning strategies. Based on this analysis, we have determined that the valuation allowances recorded in each period presented are appropriate. The higher valuation allowance for the year ended December 31, 2024 related to the realization of a capital loss for U.S. federal tax purposes following the sale of certain of our U.S. craft businesses. We believe it is unlikely that the capital loss will be recognized, and as a result, a $20.0 million valuation allowance against the related deferred tax asset was recorded in the third quarter of 2024.

As of December 31, 2024, we have deferred tax assets for U.S. tax loss and credit carryforwards that expire between 2025 and 2044 of $90.6 million and U.S. tax losses that may be carried forward indefinitely of $14.0 million. We have foreign tax loss and credit carryforwards that expire between 2025 and 2044 of $189.5 million and foreign tax losses that may be carried forward indefinitely of $40.2 million.

The following table presents our net deferred tax liabilities as of December 31, 2024 and December 31, 2023.

	As of	
	December 31, 2024	December 31, 2023
	(In millions)	
Domestic deferred tax liabilities	$ 2,184.0	$ 2,029.7
Foreign deferred tax assets	38.6	123.7
Foreign deferred tax liabilities	501.2	623.4
Net deferred tax liabilities	$ 2,646.6	$ 2,529.4

The total foreign deferred tax assets above are presented within other assets on the consolidated balance sheets and domestic and foreign deferred tax liabilities above are presented within deferred tax liabilities on the consolidated balance sheets. The deferred tax liability amounts as of December 31, 2024 and December 31, 2023 excluded $48.2 million and $44.1 million, respectively, of unrecognized tax benefits that have been recorded as a reduction of deferred tax assets, which was presented within deferred tax liabilities due to jurisdictional netting on the consolidated balance sheets.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits, excluding interest and penalties, was as follows.

	For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022
	(In millions)		
Balance at beginning of year	$ 48.9	$ 39.3	$ 28.0
Additions for tax positions related to the current year	23.7	12.9	15.9
Additions for tax positions of prior years	0.8	0.8	1.9
Reductions for tax positions related to the current year	(10.7)	(2.0)	—
Reductions for tax positions of prior years	(0.9)	(1.7)	—
Settlements	(0.9)	—	(3.7)
Release due to statute expirations	(1.7)	(0.7)	(1.3)
Foreign currency adjustment	(0.7)	0.3	(1.5)
Balance at end of year	$ 58.5	$ 48.9	$ 39.3

Our remaining unrecognized tax benefits as of December 31, 2024, related to tax years that were open to examination. As of December 31, 2024 and December 31, 2023, we had remaining unrecognized tax benefits recorded within other liabilities in our consolidated balance sheets of $11.6 million and $5.0 million, respectively. The remaining balance of our unrecognized tax benefits was recorded within deferred tax liabilities in our consolidated balance sheets. Annual tax provisions included amounts considered sufficient to pay assessments that may result from examination of prior year tax returns; however, the amount ultimately paid upon resolution of issues may differ materially from the amount accrued. We recognized immaterial interest and penalties related to unrecognized tax benefits as part of income taxes on our consolidated statements of operations for the years ended December 31, 2024, 2023 and 2022. If we were to prevail on all uncertain tax positions, the reversal of this accrual, inclusive of interest and penalties, would result in a benefit of $49.1 million. As of December 31, 2024, we do not anticipate material changes to our remaining unrecognized tax benefit position within the next 12 months.

We file income tax returns in most of the federal, state and provincial jurisdictions in the U.S., Canada and various countries in Europe. Tax years through 2013 are closed in the U.S. In Canada, tax years through 2019 are closed or have been settled through examination except for issues relating to intercompany cross-border transactions, which are separately closed or have been settled through examination for tax years through 2016. Tax years through 2014 are closed for most European jurisdictions in which we operate, with statutes of limitations varying from 3 to 7 years for most jurisdictions.

When cash is available after satisfying working capital needs and all other business obligations, we may distribute current earnings and the associated cash from a foreign subsidiary to its U.S. parent, and record the tax impact associated with the distribution. However, to the extent current earnings of our foreign operations exist and are not otherwise distributed or planned to be distributed, such earnings accumulate. These accumulated earnings are not considered permanently reinvested in our foreign operations. The taxes associated with any future repatriation of undistributed earnings are anticipated to be insignificant.

13. Commitments and Contingencies

Letters of Credit

As of December 31, 2024, we had $45 million outstanding in letters of credit with financial institutions. These letters primarily expire throughout 2025 and $12 million of the letters contain a feature that automatically renews the letter for an additional year if no cancellation notice is submitted. These letters of credit are being maintained as security for deferred compensation payments, reimbursements to insurance companies, reimbursements to the trustee for pension payments, deductibles or retention payments made on our behalf, various payments due to governmental agencies, operations of underground storage tanks and other general business purposes and are not included on our consolidated balance sheets.

Guarantees and Indemnities

We guarantee indebtedness and other obligations to banks and other third parties for some of our equity method investments and consolidated subsidiaries. As of December 31, 2024 and December 31, 2023, the consolidated balance sheets include liabilities related to these guarantees of $34.2 million and $36.9 million, respectively. See Note 3, "Investments" for further detail.

Kaiser

In 2006, we sold our entire equity interest in our Brazilian unit, Cervejarias Kaiser Brasil S.A. ("Kaiser") to FEMSA Cerveza S.A. de C.V. ("FEMSA"). The terms of the sale agreement require us to indemnify FEMSA for certain exposures related to tax, civil and labor contingencies arising prior to FEMSA's purchase of Kaiser and certain purchased tax credits. Our exposure related to the tax, civil and labor indemnity claims is capped at $68 million, with the indemnity limited to settlement amounts in excess of amounts disclosed for existing contingencies at the date of sale and reduced by any subsequent settlements including offsetting impacts of any favorable amounts. Related to the purchased tax credits, we settled a portion of our tax credit indemnity obligation during 2010. The maximum potential claims amount for the remainder of the purchased tax credits was $12.2 million as of December 31, 2024.

Our estimates for a recorded liability consider a number of scenarios for the ultimate resolution of these issues, the probabilities of which are influenced not only by legal developments in Brazil but also by management's intentions with regard to various alternatives that could present themselves leading to the ultimate resolution of these issues. The liabilities are impacted by changes in estimates regarding amounts that could be paid, the timing of such payments, adjustments to the probabilities assigned to various scenarios and foreign currency exchange rates. Our indemnity may cover certain fees and expenses that Kaiser incurs to manage any cases finally determined to be unsuccessful through the administrative and judicial systems. Based on our assessment of the probability of these indemnities, we have recorded an immaterial amount as of December 31, 2024.

Future settlement procedures and related negotiation activities associated with these contingencies are largely outside of our control. Due to the uncertainty involved with the ultimate outcome and timing of these contingencies, significant adjustments to the carrying values of the indemnity obligations have been recorded to date and additional future adjustments may be required. These liabilities are denominated in Brazilian Reais and are therefore, subject to foreign exchange gains or losses. As a result, these foreign exchange gains and losses are recorded within other non-operating income (expense), net.

Purchase Obligations

We have various long-term supply contracts and distribution agreements with unaffiliated third parties and our joint venture partners to purchase materials used in production and packaging and to provide distribution services. Certain supply contracts provide that we purchase certain minimum levels of materials throughout the terms of the contracts. Additionally, we have various long-term non-cancelable commitments for advertising, sponsorships and promotions, including marketing at sports arenas, stadiums and other venues and events.

The future aggregate minimum required commitments under these purchase obligations are shown in the table below based on foreign exchange rates as of December 31, 2024. The amounts in the table do not represent all anticipated payments under long-term contracts. Rather, they represent unconditional, non-cancelable purchase commitments under contracts with remaining terms greater than one year.

Year	Supply and Distribution	Advertising and Promotions
	(In millions)	
2025	$ 132.6	$ 200.5
2026	192.8	163.4
2027	87.9	109.4
2028	94.5	88.1
2029	89.7	100.1
Thereafter	265.3	72.5
Total	$ 862.8	$ 734.0

Total purchases under our long-term unconditional, non-cancellable supply and distribution contracts were approximately $0.4 billion, during each of the years ended December 31, 2024, 2023 and 2022.

Litigation, Other Disputes and Environmental

Related to litigation, other disputes and environmental issues, we had an aggregate accrued contingent liability of $71.1 million and $70.2 million as of December 31, 2024 and December 31, 2023, respectively. While we cannot predict the eventual aggregate cost for litigation, other disputes and environmental matters in which we are currently involved, we believe adequate reserves have been provided for losses that are probable and estimable. Additionally, as noted below, there are certain loss contingencies that we deem reasonably possible for which a range of loss is not estimable at this time; for all other matters, we believe that any reasonably possible losses in excess of the amounts accrued are immaterial to our consolidated financial statements.

We are involved in other disputes and legal actions arising in the ordinary course of our business. While it is not feasible to predict or determine the outcome of these proceedings, in our opinion, based on a review with legal counsel, other than as noted, none of these disputes or legal actions are expected to have a material impact on our business, consolidated financial position, results of operations or cash flows. However, litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may harm our business.

On February 12, 2018, Stone Brewing Company filed a trademark infringement lawsuit in federal court in the Southern District of California against Molson Coors Beverage Company USA LLC ("MCBC USA"), a wholly owned subsidiary of our Company, alleging that the *Keystone* brand had “rebranded” itself as “Stone” and was marketing itself in a manner confusingly similar to Stone Brewing Company's registered Stone trademark. Stone Brewing Company sought treble damages and disgorgement of MCBC USA's profit from *Keystone* sales. MCBC USA subsequently filed an answer and counterclaims against Stone Brewing Company. On May 31, 2018, Stone Brewing Company filed a motion to dismiss MCBC USA's counterclaims and for a preliminary injunction seeking to bar MCBC USA from continuing to use “STONE” on *Keystone Light* cans and related marketing materials. In March 2019, the court denied Stone Brewing Company’s motion for preliminary injunction and its motion to dismiss MCBC USA's counterclaims. The jury trial began on March 7, 2022. The jury returned a verdict in which it concluded that trademark infringement had occurred and awarded Stone Brewing Company $56.0 million in damages. The jury also found that no "willful" trademark infringement had occurred. The trial court subsequently denied Stone Brewing Company’s motion for permanent injunction, motion for disgorgement of profits and motion for treble damages. Judgment was entered on September 8, 2022. Both parties filed post-trial motions, including MCBC USA’s renewed motion for judgment as a matter of law or, in the alternative, a new trial and/or remittitur and Stone Brewing Company’s motion for partial new trial of equitable issues. The court denied both parties' post-trial motions on September 25, 2023. On October 24, 2023, MCBC USA filed a notice of appeal in the 9th Circuit Court of Appeals, oral argument was heard in November 2024, and on December 30, 2024, the 9th Circuit affirmed the judgment. As of December 31, 2024 and December 31, 2023, the Company had a recorded accrued liability of $60.6 million within accounts payable and other current liabilities and $58.5 million within other liabilities, respectively, on our consolidated balance sheets reflecting the best estimate of probable loss in this case based on the judgment plus associated post-judgment interest. On January 29, 2025, the Company paid $60.6 million in final resolution of this matter.

Regulatory Contingencies

The Province of Ontario and Molson Canada 2005, a wholly owned indirect subsidiary of our Company, Labatt Brewing Company Limited, Sleeman Breweries Ltd. (collectively, the "Representative Owners") and BRI, operating under the name The Beer Store ("TBS") are parties to a Master Framework Agreement ("MFA") that dictates the terms of the beer distribution and retail systems in the Province of Ontario. In December 2023, the Province of Ontario notified the Representative Owners and TBS that it would not be renewing the MFA after the initial term expires on December 31, 2025. An Early Implementation Agreement ("EIA") was entered into on May 23, 2024, between the Province of Ontario, the Representative Owners and TBS concerning the intended features of the future marketplace for beer distribution and retail systems in the Province of Ontario. The EIA was effective July 18, 2024, with provisions continuing until December 31, 2030, except certain provisions which end December 31, 2025. TBS shall remain the primary distributor of beer to all retailers from the commencement date of the EIA to the end of the agreement, December 31, 2030. In summary, the EIA removed grocery store pack size restrictions on beer, wine, cider and ready-to-drink alcoholic beverages as of July 18, 2024, in addition to allowing for the expansion of licensed sale of beer, wine and ready-to-drink alcoholic beverages to all convenience stores which began on September 5, 2024 and all eligible grocery and big-box grocery stores which began on October 31, 2024.

The Province of Ontario will provide financial support to TBS and the representative owners of up to CAD 225 million through reimbursement of costs incurred in connection with the early implementation and to TBS in connection with the operation of the agreed upon retail footprint through December 31, 2025. The EIA requires TBS to maintain at least 386 retail locations in Ontario to support recycling, cash and carry and to preserve employment through June 30, 2025. Subsequently, TBS has the right to close retail locations to reduce the number of retail locations to a minimum of 300 by December 31, 2025. From January 1, 2026, onward, TBS will have full discretion to maintain an adequate number of retail locations determined by TBS in its sole and absolute discretion. Due to the anticipated increased competition from grocery stores and convenience stores, TBS anticipates closing stores during the year ended December 31, 2025, in line with the allowable reduction under the EIA with future closures dependent on the evolution of the expanded retail marketplace. We continue to evaluate the impacts of the EIA and the expected future marketplace for beer distribution and retail systems in the Province of Ontario on our results of operations.

Environmental

When we determine it is probable that a liability for environmental matters or other legal actions exists and the amount of the loss is reasonably estimable, an estimate of the future costs is recorded as a liability in the financial statements. Costs that extend the life, increase the capacity or improve the safety or efficiency of our assets or are incurred to mitigate or prevent future environmental contamination may be capitalized. Other environmental costs are expensed when incurred. Total environmental expenditures recognized for the years ended December 31, 2024, 2023 and 2022 were immaterial to our consolidated statements of operations.

Americas

Our Canada brewing operations are subject to provincial environmental regulations and local permit requirements. Our Longueuil, Chilliwack and Toronto breweries have water treatment facilities to pre-treat wastewater before it goes to the respective local governmental facility for final treatment. We have environmental programs in Canada including organization, monitoring and verification, regulatory compliance, reporting, education and training and corrective action.

In Canada, we sold a chemical specialties business in 1996. We are still responsible for certain aspects of environmental remediation, undertaken or planned, at those chemical specialties business locations. We have established provisions for the costs of these remediation programs.

In the U.S., we were previously notified that we are or may be a potentially responsible party ("PRP") under the Comprehensive Environmental Response, Compensation and Liability Act or similar state laws for the cleanup of sites where hazardous substances have allegedly been released into the environment. We cannot predict with certainty the total costs of cleanup, our share of the total cost, the extent to which contributions will be available from other parties, the amount of time necessary to complete the cleanups or insurance coverage.

Lowry

We are one of a number of entities named by the Environmental Protection Agency ("EPA") as a PRP at the Lowry Superfund site in Colorado. This landfill is owned by the City and County of Denver ("Denver") and is managed by Waste Management of Colorado, Inc. ("Waste Management"). In 1990, we recorded a pretax charge of $30 million, a portion of which was put into a trust in 1993 as part of a settlement with Denver and Waste Management regarding the then-outstanding litigation. Our settlement was based on an assumed remediation cost of $120 million (in 1992 adjusted dollars). We are obligated to pay a portion of future costs in excess of that amount.

Waste Management provides us with updated annual cost estimates through 2032. We review these cost estimates in the assessment of our accrual related to this issue. Our expected liability is based on our best estimates available.

Based on the assumptions utilized, the present value and gross amount of the costs as of December 31, 2024 are approximately $4 million and $6 million, respectively. Cost estimates were discounted using a 4.53% risk-free rate of return. We did not assume any future recoveries from insurance companies in the estimate of our liability and none are expected.

Considering the estimates extend through the year 2032 and the related uncertainties at the site, including what additional remedial actions may be required by the EPA, new technologies and what costs we are required to cover, the estimate of our liability may change as further facts develop. We cannot predict the amount of any such change, but additional accruals in the future are possible.

Other

In prior years, we were notified by the EPA and certain state environmental divisions that we are a PRP, along with other parties, at the East Rutherford and Berry's Creek sites in New Jersey and the Chamblee site in Georgia. Certain former non-beer business operations, which we discontinued use of and subsequently sold, were involved at these sites. Potential losses associated with these sites could increase as remediation planning progresses.

We are aware of groundwater contamination at some of our properties in Colorado resulting from historical, ongoing or nearby activities. There may also be other contamination of which we are currently unaware.

EMEA&APAC

We are subject to the requirements of governmental and local environmental and occupational health and safety laws and regulations within each of the countries in which we operate. Compliance with these laws and regulations did not materially affect our 2024 capital expenditures, results of operations or our financial or competitive position, and we do not currently anticipate that they will do so in 2025.

14. Stockholders' Equity

Changes to the number of shares of capital stock outstanding were as follows:

	Common stock outstanding		Exchangeable shares outstanding	
	Class A	Class B	Class A	Class B
	(Share amounts in millions)			
Balance as of December 31, 2021	2.6	200.6	2.7	11.1
Shares issued under equity compensation plans	—	0.3	—	—
Purchase of treasury shares	—	(1.0)	—	—
Shares exchanged for common stock	—	0.1	—	(0.1)
Balance as of December 31, 2022	2.6	200.0	2.7	11.0
Shares issued under equity compensation plans	—	0.4	—	—
Purchase of treasury shares	—	(3.4)	—	—
Shares exchanged for common stock	—	1.6	—	(1.6)
Balance as of December 31, 2023	2.6	198.6	2.7	9.4
Shares issued under equity compensation plans	—	0.8	—	—
Purchase of treasury shares	—	(10.9)	—	—
Shares exchanged for common stock	—	2.2	—	(2.2)
Balance as of December 31, 2024	2.6	190.7	2.7	7.2

Exchangeable Shares

The Class A exchangeable shares and Class B exchangeable shares were issued by Molson Coors Canada Inc., a wholly-owned subsidiary of our Company. The exchangeable shares are substantially the economic equivalent of the corresponding shares of Class A and Class B common stock that a Molson Inc. shareholder would have received in the merger of Adolph Coors Company with Molson Inc. in February 2005, if the holder had elected to receive shares of Molson Coors common stock. Exchangeable shareholders receive the CAD equivalent of dividends declared on Class A and B common stock on the date of declaration. Holders of exchangeable shares also receive, through a voting trust, the benefit of Molson Coors voting rights, entitling the holder to one vote on the same basis and in the same circumstances as one corresponding share of Molson Coors common stock.

Voting Rights

Each holder of record of Class A common stock, Class B common stock, Class A exchangeable shares and Class B exchangeable shares is entitled to one vote for each share held, without the ability to cumulate votes on the election of directors. Our Class B common stock has fewer voting rights than our Class A common stock and holders of our Class A common stock have the ability to effectively control or have a significant influence over company actions requiring stockholder approval. Specifically, holders of Class B common stock voting together as a single class have the right to elect three directors of the Molson Coors Board of Directors, as well as the right to vote on certain additional matters as outlined in the Restated Certificate of Incorporation (as amended, the "Certificate"), such as merger agreements that require approval under applicable law, sales of all or substantially all of our assets to unaffiliated third parties, proposals to dissolve MCBC, and certain amendments to the Certificate that require approval under applicable law, each as further described and limited by the Certificate. The Certificate also provides that holders of Class A common stock and Class B common stock shall vote together as a single class, on an advisory basis, on any proposal to approve the compensation of MCBC's named executive officers.

Conversion Rights

The Certificate provides for the right of holders of Class A common stock to convert their stock into Class B common stock on a one-for-one basis at any time. The exchangeable shares are exchangeable at any time, at the option of the holder on a one-for-one basis for corresponding shares of Molson Coors common stock. Therefore, a portion of our authorized and unissued Class A and Class B common shares are reserved to meet exchange requirements.

Share Repurchase Program

On September 29, 2023, our Board approved a new share repurchase program authorizing the repurchase of up to an aggregate of $2.0 billion of our Company's Class B common stock excluding brokerage commissions and excise taxes, with an expected program term of five years. This repurchase program replaces and supersedes any repurchase program previously approved by our Board, including the program approved during the first quarter of 2022. The number, price, structure and timing of the repurchases under the program, if any, will be at our sole discretion and future repurchases will be evaluated by us depending on market conditions, liquidity needs, restrictions under our debt arrangements and other factors. Share repurchases may be made in the open market, in structured transactions, or in privately negotiated transactions. The repurchase authorization does not oblige us to acquire any particular amount of our Company's Class B common stock. The Board may suspend, modify or terminate the repurchase program at any time without prior notice.

The following table presents the shares repurchased and aggregate cost, including brokerage commissions and excise taxes incurred, under the current and superseded share repurchase programs for the years ended December 31, 2024, 2023 and 2022.

	For the years ended		
	December 31, 2024	**December 31, 2023**	**December 31, 2022**
Shares repurchased	10,907,779	3,454,694	995,000
Aggregate cost (in millions)	$ 645.2	$ 212.7	$ 51.5

15. Accumulated Other Comprehensive Income (Loss)

	MCBC stockholders' equity				
	Foreign currency translation adjustments	Gain (loss) on derivative instruments	Pension and postretirement benefit adjustments	Equity method investments	Accumulated other comprehensive income (loss)
			(In millions)		
As of December 31, 2021	$ (558.7)	$ (131.0)	$ (275.1)	$ (41.2)	$ (1,006.0)
Foreign currency translation adjustments	(356.1)	—	1.2	—	(354.9)
Cumulative translation adjustment reclassified from other comprehensive income (loss)(1)	12.1	—	—	—	12.1
Gain (loss) recognized on net investment hedges	53.2	—	—	—	53.2
Unrealized gain (loss) recognized on derivative instruments	—	209.7	—	—	209.7
Derivative instrument activity reclassified from other comprehensive income (loss)	—	12.9	—	—	12.9
Net change in pension and other postretirement benefit assets and liabilities recognized in other comprehensive income (loss)	—	—	(78.2)	—	(78.2)
Pension and other postretirement activity reclassified from other comprehensive income (loss)	—	—	(2.1)	—	(2.1)
Ownership share of unconsolidated subsidiaries' other comprehensive income (loss)	—	—	—	18.7	18.7
Tax benefit (expense)	(25.7)	(59.4)	19.1	(4.9)	(70.9)
As of December 31, 2022	$ (875.2)	$ 32.2	$ (335.1)	$ (27.4)	$ (1,205.5)
Foreign currency translation adjustments	113.5	—	—	—	113.5
Cumulative translation adjustment reclassified from other comprehensive income (loss)(2)	(0.7)	—	—	—	(0.7)
Gain (loss) recognized on net investment hedges	(26.5)	—	—	—	(26.5)
Unrealized gain (loss) recognized on derivative instruments	—	(3.6)	—	—	(3.6)
Derivative instrument activity reclassified from other comprehensive income (loss)	—	1.3	—	—	1.3
Net change in pension and other postretirement benefit assets and liabilities recognized in other comprehensive income (loss)	—	—	(8.5)	—	(8.5)
Pension and other postretirement activity reclassified from other comprehensive income (loss)	—	—	(15.0)	—	(15.0)
Ownership share of unconsolidated subsidiaries' other comprehensive income (loss)	—	—	—	15.4	15.4
Tax benefit (expense)	10.9	0.7	5.9	(4.2)	13.3
As of December 31, 2023	$ (778.0)	$ 30.6	$ (352.7)	$ (16.2)	$ (1,116.3)
Foreign currency translation adjustments	(339.9)	—	—	—	(339.9)
Cumulative translation adjustment reclassified from noncontrolling interest to accumulated other comprehensive income (loss)(3)	(3.5)	—	—	—	(3.5)
Gain (loss) recognized on net investment hedges	54.6	—	—	—	54.6
Unrealized gain (loss) recognized on derivative instruments	—	70.6	—	—	70.6
Derivative instrument activity reclassified from other comprehensive income (loss)	—	(0.3)	—	—	(0.3)
Net change in pension and other postretirement benefit assets and liabilities recognized in other comprehensive income (loss)	—	—	(10.1)	—	(10.1)
Pension and other postretirement activity reclassified from other comprehensive income (loss)(4)	—	—	24.3	—	24.3
Ownership share of unconsolidated subsidiaries' other comprehensive income (loss)	—	—	—	(0.5)	(0.5)
Tax benefit (expense)	(20.2)	(17.3)	(3.9)	0.1	(41.3)
As of December 31, 2024	$ (1,087.0)	$ 83.6	$ (342.4)	$ (16.6)	$ (1,362.4)

(1) As a result of the completion of the sale of our non-operating India entity during the year ended December 31, 2022, the associated cumulative foreign currency translation adjustments were reclassified from AOCI and recognized within other operating income (expense), net.

(2) As a result of the sale of our interest in Truss, the associated cumulative foreign currency translation adjustment was reclassified from AOCI. The impact of the cumulative foreign currency translation adjustment was recorded in other operating income (expense), net, as a component of the loss on sale when the entity was disposed during the third quarter of 2023.

(3) Our partner in the CBPL U.K. partnership agreement exercised a put option in March 2024 which triggered the NCI to become mandatorily redeemable and required reclassification to accounts payable and other current liabilities in the consolidated balance sheets. The cumulative translation adjustment recorded on the mandatorily redeemable NCI was reclassified to AOCI. See further discussion of this transaction in Note 1."Basis of Presentation and Summary of Significant Accounting Policies."

(4) This is inclusive of a settlement loss of $34.0 million recorded as a result of the purchase of annuity contracts for two of our Canadian pension plans which transferred pension plan liabilities, along with the associated administration of benefits, to an insurance company using the plan's respective pension plan assets during the third quarter of 2024. See further discussion of this transaction in Note 11. "Employee Retirement Plans and Postretirement Benefits."

We have significant levels of net assets denominated in currencies other than USD due to our operations in foreign countries, and therefore we recognize OCI gains and/or losses when those items are translated to USD. The foreign currency translation adjustment losses during 2024 were primarily due to the weakening of the CAD and certain currencies of our Europe operations versus the USD. The foreign currency translation adjustment gains during 2023 were primarily due to the strengthening of the CAD, GBP, EUR and certain other currencies of our Europe operations versus the USD. The foreign currency translation adjustment losses during 2022 were primarily due to the weakening of the CAD, GBP, EUR and certain other currencies of our Europe operations versus the USD.

Reclassifications from AOCI

	For the years ended			
	December 31, 2024	December 31, 2023	December 31, 2022	
	Reclassifications from AOCI			Locations of Reclassifications
	(In millions)			
Gain/(loss) on cash flow hedges				
Forward starting interest rate swaps	$ (3.4)	$ (5.2)	$ (14.3)	Interest expense, net
Foreign currency forwards	4.4	4.9	1.8	Cost of goods sold
Foreign currency forwards	(0.7)	(1.0)	(0.4)	Other non-operating income (expense), net
Total income (loss) reclassified, before tax	0.3	(1.3)	(12.9)	
Income tax benefit (expense)	(0.1)	0.4	3.5	
Net income (loss) reclassified, net of tax	$ 0.2	$ (0.9)	$ (9.4)	
Amortization of defined benefit pension and other postretirement benefit plan items				
Prior service benefit (cost)	$ 0.4	$ 0.4	$ 0.4	Other pension and postretirement benefits (costs), net
Net actuarial gain (loss) and settlement	(24.7)	14.6	1.7	Other pension and postretirement benefits (costs), net
Total income (loss) reclassified, before tax	(24.3)	15.0	2.1	
Income tax benefit (expense)	6.7	(3.8)	(0.5)	
Net income (loss) reclassified, net of tax	$ (17.6)	$ 11.2	$ 1.6	
Other reclassifications from AOCI				
Cumulative translation adjustment resulting from sale of disposal groups	$ —	$ 0.7	$ (12.1)	Other operating income (expense), net
Net income (loss) reclassified, net of tax	$ —	$ 0.7	$ (12.1)	
Total income (loss) reclassified, net of tax	$ (17.4)	$ 11.0	$ (19.9)	

16. Share-Based Payments

We have one share-based compensation plan, the MCBC Incentive Compensation Plan (the "Incentive Compensation Plan"), as of December 31, 2024 and all outstanding awards fall under this plan.

Incentive Compensation Plan

We issue the following types of awards related to shares of Class B common stock to certain directors, officers and other eligible employees, pursuant to the Incentive Compensation Plan: RSUs, DSUs, PSUs and stock options.

RSU awards are issued based upon the market value equal to the price of our Class B common stock at the date of grant and generally vest over a period of three years. During the years ended December 31, 2024, 2023 and 2022, we granted 0.4 million, 0.5 million and 0.5 million RSUs, respectively, with a weighted-average market value of $61.89, $54.97 and $52.05 each, respectively. Prior to vesting, RSUs have no voting rights but participate in dividends.

DSU awards, under the Directors' Stock Plan pursuant to the Incentive Compensation Plan, are granted based on elections made by non-employee directors of MCBC that enable them to receive all or one-half of their annual cash retainer in the form of DSUs or stock. The DSU awards are issued at the market value equal to the price of our stock at the date of the grant. The DSUs are paid in shares of stock upon termination of service. Prior to vesting, DSUs have no voting rights but participate in dividends. During the years ended December 31, 2024, 2023 and 2022, we granted a small number of DSUs.

PSU awards are granted with a target value established at the date of grant and vest upon completion of a service requirement. The settlement amount of the PSUs is determined based on market and performance metrics, which include our total shareholder return performance relative to the stock market index defined by each award and specified internal performance metrics designed to drive greater shareholder return. PSU compensation expense is based on fair values assigned to the market and performance metrics upon grant. For the PSUs granted in 2022 and 2023, the market metric is based upon a Monte Carlo model, with the market metric remaining constant throughout the vesting period of three years while the performance metric is based upon the market value equal to the price of our stock at the date of grant, varying based on a multiplier tied to projected performance metric attainment. Beginning in 2024, we granted PSU awards that had a performance metric with a market metric modifier, for which a fair value was assigned for the award upon grant utilizing a Monte Carlo model and total expense is based on the projected performance metric attainment. During the years ended December 31, 2024, 2023 and 2022, we granted 0.2 million, 0.3 million and 0.3 million PSUs, respectively, each with a weighted-average fair value of $64.83, $62.31 and $62.98, respectively.

Stock options are granted with an exercise price equal to the market value of a share of Class B common stock on the date of grant. Stock options have a term of ten years and generally vest over three years. Beginning in 2024, the pool of recipients for stock options expanded to include additional employees. During the years ended December 31, 2024, 2023 and 2022, we granted 0.8 million, 0.2 million and 0.3 million options, respectively, each with a weighted-average fair value of $16.13, $13.38 and $12.16, respectively.

Beginning with awards granted in 2020, RSU and PSU awards entitle participants to receive dividends earned during the vesting period, subject to the performance, vesting and other conditions, including forfeiture, applicable to the respective awards.

The following table presents the pre-tax and after-tax share-based compensation expense.

	For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022
	(In millions)		
Pre-tax share-based compensation expense	$ 43.1	$ 44.9	$ 33.6
Tax benefit	(8.5)	(7.8)	(5.9)
After-tax share-based compensation expense	$ 34.6	$ 37.1	$ 27.7

As of December 31, 2024, there was $58.1 million of total unrecognized compensation cost from all share-based compensation arrangements granted under the Incentive Compensation Plan related to unvested awards. This total compensation expense is expected to be recognized over a weighted-average period of 1.8 years.

The following table presents the activity for RSUs, DSUs and PSUs. PSUs are presented at the target number of shares until vesting or cancellation occurs based on final performance attainment.

	RSUs and DSUs		PSUs	
	Units	Weighted-average grant date fair value per unit	Units	Weighted-average grant date fair value per unit
	(In millions, except per unit amounts)			
Non-vested as of December 31, 2023	1.3	$51.26	0.9	$56.75
Granted	0.4	$61.89	0.2	$64.83
Vested	(0.4)	$47.01	(0.5)	$48.56
Forfeited	(0.1)	$55.06	—	$61.90
Adjustment for performance results achieved	—	$—	0.2	$54.04
Non-vested as of December 31, 2024	1.2	$56.21	0.8	$63.34

The total intrinsic values of RSUs and DSUs vested during the years ended December 31, 2024, 2023 and 2022 were $26.2 million, $22.0 million and $17.2 million, respectively.

The following table presents the activity for stock options.

	Stock options			
	Awards	Weighted-average exercise price per unit	Weighted-average remaining contractual life (years)	Aggregate intrinsic value
	(In millions, except per share amounts and years)			
Outstanding as of December 31, 2023	1.5	$57.25	6.1	$ 11.7
Granted	0.8	$62.34		
Exercised	(0.2)	$52.14		
Forfeited	—	$59.49		
Outstanding as of December 31, 2024	2.1	$59.39	6.8	$ 6.1
Expected to vest as of December 31, 2024	0.9	$60.13	8.8	$ 0.9
Exercisable as of December 31, 2024	1.1	$58.64	5.0	$ 5.2

The total intrinsic values of exercises during the years ended December 31, 2024, 2023 and 2022 were $2.2 million, $2.2 million and $0.7 million, respectively. Total tax benefits realized, including excess tax benefits, from share-based awards vested or exercised during the years ended December 31, 2024, 2023 and 2022 was $11.3 million, $5.2 million and $2.9 million, respectively.

The shares of Class B common stock to be issued under our equity plans are made available from authorized and unissued MCBC Class B common stock. As of December 31, 2024, there were 2.9 million shares of MCBC Class B common stock available for issuance under the Incentive Compensation Plan.

The fair value of each stock option granted during the years ended December 31, 2024, 2023 and 2022 was determined on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022
Risk-free interest rate	4.09%	4.05%	1.88%
Dividend yield	2.82%	3.04%	2.86%
Volatility range	23.35% - 31.39%	22.62% - 32.04%	30.91% - 33.85%
Weighted-average volatility	28.92%	29.69%	31.65%
Expected term (years)	6.2	5.6	5.7
Weighted-average fair value	$16.13	$13.38	$12.16

The risk-free interest rates utilized for periods throughout the expected term of the stock options are based on a zero-coupon U.S. Department of Treasury security yield at the time of grant. Expected volatility is based on a combination of historical and implied volatility of our stock. The expected term of stock options is estimated based upon observations of historical employee option exercise patterns and trends of those employees granted options in the respective year.

The fair values of each PSU granted during the year ended December 31, 2024 and the fair value of the market metric for each PSU granted during the years ended December 31, 2023 and 2022 were determined on the date of grant using a Monte Carlo model to simulate total stockholder return for MCBC and peer companies with the following weighted-average assumptions.

	For the years ended		
	December 31, 2024	**December 31, 2023**	**December 31, 2022**
Risk-free interest rate	4.32%	4.42%	1.58%
Volatility range	15.88% - 66.30%	17.19% - 35.87%	22.65% - 45.30%
Weighted-average volatility	25.38%	32.58%	35.93%
Expected term (years)	2.8	2.8	2.8
Weighted-average fair market value	$64.83	$62.31	$62.98

The risk-free interest rates utilized for periods throughout the expected term of the PSUs are based on a zero-coupon U.S. Department of Treasury security yield at the time of grant. Expected volatility is based on historical volatility of our stock as well as the stock of our peer firms, as shown within the volatility range above, for a period from the grant date consistent with the expected term. The expected term of PSUs is calculated based on the grant date to the end of the performance period. No dividend yield is utilized in the model as participants are entitled to dividends earned during the vesting period of each respective award.

17. Other Operating Income (Expense), net

We have recorded incurred charges or realized benefits that we believe are significant to our current operating results warranting separate classification in other operating income (expense), net.

	For the years ended		
	December 31, 2024	**December 31, 2023**	**December 31, 2022**
		(In millions)	
Restructuring[1]			
Employee-related charges	$ (2.6)	$ (4.1)	$ (6.0)
Asset abandonment and other restructuring costs	(104.2)	—	(3.1)
Intangible and tangible asset impairments, excluding goodwill[2]	—	(160.8)	(36.3)
Gains (losses) on disposals and other[1][3]	41.4	2.2	6.8
Other operating income (expense), net	$ (65.4)	$ (162.7)	$ (38.6)

(1) During the year ended December 31, 2024, we made the decision to wind down or sell certain of our U.S. craft businesses and related facilities and recorded employee-related and asset abandonment charges, including accelerated depreciation in excess of normal depreciation of $93.6 million. In addition, we recognized a loss of $41.2 million related to the disposal of the sold businesses. We expect to continue to incur incremental restructuring charges during the first quarter of 2025 through completion of wind down and closure of certain remaining U.S. craft facilities. Remaining charges are estimated to total approximately $15 million to $20 million, consisting primarily of accelerated depreciation.

(2) During the year ended December 31, 2023, we recognized a partial impairment charge of $160.7 million to our indefinite-lived intangible asset related to the *Staropramen* family of brands within our EMEA&APAC segment. The indefinite-lived intangible asset was measured at fair value primarily using a market approach with Level 3 inputs.

During the year ended December 31, 2022, we identified a triggering event related to the former Truss joint venture asset group within our Americas segment and recognized an impairment loss of $28.6 million, of which $12.1 million was attributable to the noncontrolling interest. The asset group was measured at fair value primarily using a market approach with Level 3 inputs.

(3) During the year ended December 31, 2024, we further increased our investment in ZOA resulting in consolidation and recognized a gain of $77.9 million representing the difference between the fair value and the carrying value of our previously held equity interest on the acquisition date.

During the third quarter of 2023, we sold our 57.5% controlling interest in Truss in Canada to Tilray Brands and recognized a loss of $11.1 million upon deconsolidation of the business.

18. Segment Reporting

Our reporting segments are based on the key geographic regions in which we operate and include the Americas and EMEA&APAC segments. Our Americas segment operates in the U.S., Canada and various countries in Latin America and our EMEA&APAC segment operates in Bulgaria, Croatia, Czech Republic, Hungary, Montenegro, the Republic of Ireland, Romania, Serbia, the U.K., various other European countries and certain countries within the Middle East, Africa and Asia Pacific. We also have certain activity that is not allocated to our segments, which has been reflected as Unallocated below.

The Company's CODM who reviews our two reporting segments is the President and Chief Executive Officer. The primary measure of profitability is income (loss) before income taxes. The CODM assesses income (loss) before income taxes to compare current results to budgeted and prior year results at the segment level to assess segment performance. This metric is also used to evaluate the income (loss) generated from segment assets and deciding whether to reinvest in the segment, reallocate resources to another segment, or for other purposes such as dividends or share repurchases.

Reporting Segments

Americas

The Americas segment consists of our production, marketing and sales of our owned brands and partner brands in the U.S., Canada and various countries in Latin America. We have contract brewing agreements to brew, package, market, distribute and/or sell certain products in the Americas as well as joint venture arrangements in Canada to distribute and sell beer in Ontario and the western provinces of Canada.

EMEA&APAC

The EMEA&APAC segment consists of our production, marketing and sales of our owned brands and partner brands in the U.K., Central Europe and various other European countries, along with certain countries within the Middle East, Africa and Asia Pacific. The EMEA&APAC segment includes the sale of factored brands in the U.K. which occurs when we distribute beer, wine, spirits and other products owned and produced by other companies to the on-premise channel such as bars and restaurants.

Unallocated

We also have certain activity that is not allocated to our segments, which has been reflected as Unallocated below. Specifically, Unallocated primarily includes certain financing-related activities such as interest expense and interest income, foreign exchange gains and losses on intercompany balances as well as realized and unrealized changes in fair value on derivative instruments not designated in hedging relationships related to financing and other treasury-related activities. Unallocated activity also includes the unrealized changes in fair value on our commodity swaps not designated in hedging relationships recorded within cost of goods sold, which are later reclassified when realized to the segment in which the underlying exposure resides. Additionally, only the service cost component of net periodic pension and OPEB cost is reported within each operating segment and all other components remain in Unallocated.

Summarized Financial Information

No single customer accounted for more than 10% of our consolidated net sales for the years ended December 31, 2024, 2023 or 2022.

Consolidated net sales represent sales to third-party external customers less excise taxes. Inter-segment transactions impacting net sales and income (loss) before income taxes eliminate upon consolidation and are primarily related to the Americas segment royalties received from and sales to the EMEA&APAC segment.

The following tables present net sales and other activity by segment to arrive at income (loss) before income taxes as well as a reconciliation of amounts shown as income (loss) before income taxes to net income (loss) attributable to MCBC.

	Year ended December 31, 2024				
	Americas	EMEA&APAC	Unallocated	Inter-segment net sales eliminations	Consolidated
	(In millions)				
Net sales	$ 9,240.2	$ 2,411.1	$ —	$ (24.3)	$ 11,627.0
Cost of goods sold	(5,561.8)	(1,588.9)	32.8	24.3	(7,093.6)
Marketing and sales expenses	(1,103.8)	(252.7)	—	—	(1,356.5)
General and administrative expenses	(985.8)	(375.2)	—	—	(1,361.0)
Other operating income (expense), net	(71.3)	5.9	—	—	(65.4)
Equity income (loss)	2.7	—	—	—	2.7
Interest expense	(1.7)	(50.9)	(230.1)	—	(282.7)
Interest income	0.3	0.4	34.7	—	35.4
Other segment items[(1)]	4.5	(4.4)	(3.0)	—	(2.9)
Income (loss) before income taxes	$ 1,523.3	$ 145.3	$ (165.6)	$ —	$ 1,503.0
Income tax benefit (expense)					(345.3)
Net income (loss)					1,157.7
Net (income) loss attributable to noncontrolling interests					(35.3)
Net income (loss) attributable to MCBC					$ 1,122.4

	Year ended December 31, 2023				
	Americas	EMEA&APAC	Unallocated	Inter-segment net sales eliminations	Consolidated
	(In millions)				
Net sales	$ 9,425.2	$ 2,296.1	$ —	$ (19.2)	$ 11,702.1
Cost of goods sold	(5,684.0)	(1,575.0)	(93.5)	19.2	(7,333.3)
Marketing and sales expenses	(1,136.6)	(236.8)	—	—	(1,373.4)
General and administrative expenses	(1,049.7)	(356.8)	—	—	(1,406.5)
Other operating income (expense), net	1.9	(164.6)	—		(162.7)
Equity income (loss)	12.0	—	—	—	12.0
Interest expense	(1.4)	(4.6)	(228.0)	—	(234.0)
Interest income	0.7	0.7	24.0	—	25.4
Other segment items[(1)]	(1.4)	(0.1)	24.4	—	22.9
Income (loss) before income taxes	$ 1,566.7	$ (41.1)	$ (273.1)	$ —	$ 1,252.5
Income tax benefit (expense)					(296.1)
Net income (loss)					956.4
Net (income) loss attributable to noncontrolling interests					(7.5)
Net income (loss) attributable to MCBC					$ 948.9

	Year ended December 31, 2022				
	Americas	EMEA&APAC	Unallocated	Inter-segment net sales eliminations	Consolidated
	(In millions)				
Net sales	$ 8,711.5	$ 2,005.2	$ —	$ (15.7)	$ 10,701.0
Cost of goods sold	(5,445.2)	(1,386.4)	(229.9)	15.7	(7,045.8)
Marketing and sales expenses	(1,044.8)	(224.9)	—	—	(1,269.7)
General and administrative expenses	(1,034.3)	(314.8)	—	—	(1,349.1)
Goodwill impairment	(845.0)	—	—	—	(845.0)
Other operating income (expense), net	(26.5)	(12.1)	—	—	(38.6)
Equity income (loss)	4.7	—	—	—	4.7
Interest expense	(1.5)	(5.1)	(244.0)	—	(250.6)
Interest income	0.2	0.2	3.9	—	4.3
Other segment items[(1)]	(6.2)	(1.1)	33.6	—	26.3
Income (loss) before income taxes	$ 312.9	$ 61.0	$ (436.4)	$ —	$ (62.5)
Income tax benefit (expense)					(124.0)
Net income (loss)					(186.5)
Net (income) loss attributable to noncontrolling interests					11.2
Net income (loss) attributable to MCBC					$ (175.3)

(1) Other segment items include other pension and postretirement benefit (cost), net and other non-operating income (expense), net.

The following table presents total assets and select cash flow information by segment.

	Assets		Depreciation and amortization			Capital expenditures		
	As of December 31,		For the years ended December 31,			For the years ended December 31,		
	2024	2023	2024	2023	2022	2024	2023	2022
	(In millions)							
Americas	$ 22,706.8	$ 22,753.8	$ 592.9	$ 514.4	$ 526.9	$ 487.9	$ 525.8	$ 483.5
EMEA&APAC	3,357.5	3,621.3	166.5	168.4	157.9	186.2	145.7	177.9
Consolidated	$ 26,064.3	$ 26,375.1	$ 759.4	$ 682.8	$ 684.8	$ 674.1	$ 671.5	$ 661.4

The following table presents net sales by geography based on the location of the customer.

	For the years ended		
	December 31, 2024	December 31, 2023	December 31, 2022
	(In millions)		
Net sales to unaffiliated customers			
United States and its territories	$ 7,823.0	$ 8,059.6	$ 7,405.6
Canada	1,278.3	1,224.0	1,165.3
United Kingdom	1,372.7	1,313.7	1,166.3
Other countries[(1)]	1,153.0	1,104.8	963.8
Consolidated net sales	$ 11,627.0	$ 11,702.1	$ 10,701.0

(1) Reflects net sales within certain countries in Europe, Latin America, the Middle East, Africa and Asia. No individual country within the other countries line has total net sales exceeding 10% of total consolidated net sales.

The following table presents property, plant and equipment, net and operating ROU assets by geographic location. See Note 8, "Leases" for further information on our operating ROU assets and Note 5, "Property, Plant and Equipment" for further information on our property, plant and equipment, net.

	As of	
	December 31, 2024	December 31, 2023
	(In millions)	
Property, plant and equipment, net and operating ROU assets		
United States and its territories	$ 2,850.2	$ 2,720.2
Canada	874.9	1,002.9
United Kingdom	450.8	414.1
Other countries[(1)]	473.5	508.0
Consolidated property, plant and equipment, net and operating ROU assets	$ 4,649.4	$ 4,645.2

(1) Reflects property, plant and equipment, net and operating ROU assets within certain countries in Europe, Latin America, Africa and Asia. No individual country within the other countries line has total property, plant and equipment, net or operating ROU assets exceeding 10% of total consolidated property, plant and equipment, net or operating ROU assets, respectively.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures as such term is defined under Rule 13a-15(e) under the Exchange Act. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2024, to provide reasonable assurance that information required to be disclosed in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management necessarily applies its judgment in assessing the costs and benefits of such disclosure controls and procedures that, by their nature, can only provide reasonable assurance regarding management's control objectives. Also, we have investments in certain unconsolidated entities that we do not control or manage.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our Chief Executive Officer and our Chief Financial Officer, with assistance from other members of management, assessed the effectiveness of our internal control over financial reporting as of December 31, 2024, based on the framework and criteria established in *Internal Control—Integrated Framework* (2013 Framework), issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2024.

An independent registered public accounting firm, PricewaterhouseCoopers LLP, has audited the effectiveness of our internal control over financial reporting as of December 31, 2024, as stated in their report which appears in Part II—Item 8 Financial Statements and Supplementary Data.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the quarter ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Other than as set forth below, during the three months ended December 31, 2024, no directors or officers adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

On November 14, 2024, Gavin Hattersley, our President, Chief Executive Officer and Director, entered into a pre-arranged stock trading plan intended to qualify as a Rule 10b5-1 trading arrangement (the "Hattersley 10b5-1 Sales Plan"). The Hattersley 10b5-1 Sales Plan provides for the potential exercise of vested stock options and the associated sale of up to 155,789 shares of the Company's Class B common stock generated from the exercise of the aforementioned options between February 27, 2025 and February 27, 2026. Further, the Hattersley 10b5-1 Sales Plan was entered into during an open insider trading window and is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act.

ITEM 9C. DISCLOSURES REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Incorporated by reference to our definitive proxy statement for our 2025 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2024.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference to our definitive proxy statement for our 2025 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2024.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Incorporated by reference to our definitive proxy statement for our 2025 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2024.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Incorporated by reference to our definitive proxy statement for our 2025 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2024.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Incorporated by reference to our definitive proxy statement for our 2025 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2024.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements, Financial Statement Schedules and Exhibits

The following are filed or incorporated by reference as a part of this Annual Report on Form 10-K:

(1) Management's Report

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Operations for the years ended December 31, 2024, December 31, 2023 and December 31, 2022

Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2024, December 31, 2023 and December 31, 2022

Consolidated Balance Sheets as of December 31, 2024 and December 31, 2023

Consolidated Statements of Cash Flows for the years ended December 31, 2024, December 31, 2023 and December 31, 2022

Consolidated Statements of Stockholders' Equity and Noncontrolling Interests for the years ended December 31, 2024, December 31, 2023 and December 31, 2022

Notes to Consolidated Financial Statements

(2) Schedule II—Valuation and Qualifying Accounts for the years ended December 31, 2024, December 31, 2023 and December 31, 2022

(3) Exhibit list

Exhibit Number	Document Description	Incorporated by Reference			Filed/Furnished Herewith
		Form	Exhibit	Filing Date	
3.1	Restated Certificate of Incorporation of Molson Coors Beverage Company, as amended to date.	10-K	3.1	February 12, 2020	
3.2	Fifth Amended and Restated Bylaws of Molson Coors Beverage Company.	8-K	3.1	May 23, 2022	
4.1.1	Specimen Class A Common Stock Certificate	10-K	4.1.1	February 12, 2020	
4.1.2	Specimen Class B Common Stock Certificate	10-K	4.1.2	February 12, 2020	
4.2.1	Indenture, dated as of May 3, 2012, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	8-K	4.1	May 3, 2012	
4.2.2	First Supplemental Indenture, dated as of May 3, 2012, to the Indenture dated May 3, 2012, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	8-K	4.2	May 3, 2012	
4.2.3	Second Supplemental Indenture, dated as of June 15, 2012, to the Indenture dated May 3, 2012, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-Q	4.8	August 8, 2012	
4.2.4	Third Supplemental Indenture, dated as of May 13, 2016, to the Indenture dated May 3, 2012, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	8-K	4.3	June 28, 2016	
4.2.5	Fourth Supplemental Indenture, dated as of August 19, 2016, to the Indenture dated May 3, 2012, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-Q	4.9	November 1, 2016	

Exhibit Number	Document Description	Incorporated by Reference			Filed/Furnished Herewith
		Form	Exhibit	Filing Date	
4.2.6	Fifth Supplemental Indenture, dated as of September 30, 2016, to the Indenture dated May 3, 2012, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-Q	4.10	November 1, 2016	
4.2.7	Sixth Supplemental Indenture, dated as of October 11, 2016, to the Indenture dated May 3, 2012, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-K	4.2.7	February 14, 2017	
4.2.8	Seventh Supplemental Indenture, dated as of January 11, 2018, to the Indenture dated May 3, 2012, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-K	4.1.8	February 14, 2018	
4.2.9	Eighth Supplemental Indenture, dated as of August 31, 2020, to the Indenture dated May 3, 2012, by and among Molson Coors Beverage Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-Q	4.1	October 29, 2020	
4.2.10	Form of 5.000% Senior Notes due 2042.	8-K	4.2	May 3, 2012	
4.3	Registration Rights Agreement, dated as of February 9, 2005, by and among Adolph Coors Company, Pentland Securities (1981) Inc., 4280661 Canada Inc., Nooya Investments Ltd., Lincolnshire Holdings Limited, 4198832 Canada Inc., BAX Investments Limited, 6339522 Canada Inc., Barleycorn Investments Ltd., DJS Holdings Ltd., 6339549 Canada Inc., Hoopoe Holdings Ltd., 6339603 Canada Inc., and The Adolph Coors, Jr. Trust dated September 12, 1969.	8-K	99.2	February 15, 2005	
4.4.1	Indenture, dated as of July 7, 2016, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	8-K	4.1	July 7, 2016	
4.4.2	First Supplemental Indenture, dated as of July 7, 2016, to the Indenture dated July 7, 2016, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee and paying agent.	8-K	4.2	July 7, 2016	
4.4.3	Second Supplemental Indenture, dated as of July 7, 2016, to the Indenture dated July 7, 2016, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	8-K	4.3	July 7, 2016	
4.4.4	Third Supplemental Indenture, dated as of August 19, 2016, to the Indenture dated July 7, 2016, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-Q	4.14	November 1, 2016	
4.4.5	Fourth Supplemental Indenture, dated as of September 30, 2016, to the Indenture dated July 7, 2016, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-Q	4.15	November 1, 2016	
4.4.6	Fifth Supplemental Indenture, dated as of October 11, 2016, to the Indenture dated July 7, 2016, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-K	4.5.6	February 14, 2017	

Exhibit Number	Document Description	Incorporated by Reference			Filed/Furnished Herewith
		Form	Exhibit	Filing Date	
4.4.7	Sixth Supplemental Indenture, dated as of January 11, 2018, to the Indenture dated July 7, 2016, by and among Molson Coors Brewing Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-K	4.8.7	February 14, 2018	
4.4.8	Seventh Supplemental Indenture, dated as of August 31, 2020, to the Indenture dated July 7, 2016, by and among Molson Coors Beverage Company, the guarantors named therein and Deutsche Bank Trust Company Americas, as trustee.	10-Q	4.3	October 29, 2020	
4.4.9	Form of 3.000% Senior Notes due 2026.	8-K	4.3	July 7, 2016	
4.4.10	Form of 4.200% Senior Notes due 2046.	8-K	4.3	July 7, 2016	
4.5.1	Indenture, dated as of July 7, 2016, by and among Molson Coors International LP, Molson Coors Brewing Company, as parent, the subsidiary guarantors named therein and Computershare Trust Company of Canada, as trustee.	8-K	4.9	July 7, 2016	
4.5.2	First Supplemental Indenture, dated as of July 7, 2016, to the Indenture dated July 7, 2016, by and among Molson Coors International LP, Molson Coors Brewing Company, as parent, the subsidiary guarantors named therein and Computershare Trust Company of Canada, as trustee.	8-K	4.10	July 7, 2016	
4.5.3	Second Supplemental Indenture, dated as of August 19, 2016, to the Indenture dated July 7, 2016, by and among Molson Coors International LP, the guarantors named therein and Computershare Trust Company of Canada, as trustee.	10-Q	4.7	November 1, 2016	
4.5.4	Third Supplemental Indenture, dated as of September 30, 2016, to the Indenture dated July 7, 2016, by and among Molson Coors International LP, the guarantors named therein and Computershare Trust Company of Canada, as trustee.	10-Q	4.8	November 1, 2016	
4.5.5	Fourth Supplemental Indenture, dated as of October 11, 2016, to the Indenture dated July 7, 2016, by and among Molson Coors International LP, the guarantors named therein and Computershare Trust Company of Canada, as trustee.	10-K	4.11.5	February 14, 2017	
4.5.6	Fifth Supplemental Indenture, dated as of January 11, 2018, to the Indenture dated July 7, 2016, by and among Molson Coors International LP, the guarantors named therein and Computershare Trust Company of Canada, as trustee.	10-K	4.14.6	February 14, 2018	
4.5.7	Sixth Supplemental Indenture, dated as of August 31, 2020, to the Indenture dated July 7, 2016, by and among Molson Coors International LP, the guarantors named therein and Computershare Trust Company of Canada, as trustee.	10-Q	4.4	October 29, 2020	
4.5.8	Form of 3.440% Senior Notes due 2026.	8-K	4.10	July 7, 2016	
4.6.1	Indenture, dated as of May 29, 2024, among Molson Coors Beverage Company, the guarantors party thereto and The Bank of New York Mellon Trust Company, as Trustee.	8-K	4.1	May 29, 2024	
4.6.2	First Supplemental Indenture, dated as of May 29, 2024, among Molson Coors Beverage Company, the guarantors party thereto and The Bank of New York Mellon Trust Company, as Trustee.	8-K	4.2	May 29, 2024	
4.6.3	Form of 3.800% Senior Notes due 2032	8-K	4.2	May 29, 2024	
4.7	Description of Registrant's Capital Stock				X

Exhibit Number	Document Description	Incorporated by Reference			Filed/Furnished Herewith
		Form	Exhibit	Filing Date	
4.8	Description of Registrant's 3.800% Senior Notes due 2032.				X
10.1 *	Amended and Restated Molson Coors Brewing Company Directors' Stock Plan effective May 31, 2012.	10-Q	10.7	August 8, 2012	
10.2.1 *	Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan.	8-K	10.1	May 28, 2021	
10.2.2 *	Form of Directors DSU Award Statement pursuant to the Amended and Restated Molson Coors Brewing Company Incentive Compensation Plan.	10-K	10.2.4	February 14, 2017	
10.2.3 *	Form of Stock Option pursuant to the Amended and Restated Molson Coors Brewing Company Incentive Compensation Plan.	10-K	10.7.8	February 12, 2015	
10.2.4 *	Form of Long-Term Incentive Performance Share Unit Award Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2020.	10-K	10.2.7	February 23, 2022	
10.2.5 *	Form of Long-Term Incentive Performance Share Unit Award Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan awards granted beginning in 2024.	10-Q	10.4	April 30, 2024	
10.2.6 *	Form of Long-Term Incentive Performance Share Unit Award Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan awards granted beginning in 2024 applicable to employees at Global Grading System 18 and higher (except for Gavin D.K. Hattersley).	10-Q	10.7	April 30, 2024	
10.2.7 *	Form of Long-Term Incentive Performance Share Unit Award Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan awards granted beginning in 2024 applicable to Gavin D.K. Hattersley.	10-Q	10.10	April 30, 2024	
10.2.8 *	Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2020.	10-Q	10.6	May 2, 2023	
10.2.9 *	Form of Director Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2020.	10-K	10.2.9	February 23, 2022	
10.2.10 *	Form of Nonqualified Stock Option pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2020.	10-K	10.2.10	February 23, 2022	
10.2.11 *	Form of Nonqualified Stock Option Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2024.	10-Q	10.2	April 30, 2024	
10.2.12 *	Form of Nonqualified Stock Option Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2024 applicable to employees at Global Grading System 18 and higher (except for Gavin D.K. Hattersley).	10-Q	10.5	April 30, 2024	

Exhibit Number	Document Description	Incorporated by Reference			Filed/Furnished Herewith
		Form	Exhibit	Filing Date	
10.2.13 *	Form of Nonqualified Stock Option Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2024 applicable to Gavin D.K. Hattersley.	10-Q	10.8	April 30, 2024	
10.2.14 *	Form of Cash-Settled Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2020.	10-K	10.2.11	February 23, 2022	
10.2.15 *	Form of Long-Term Incentive Performance Share Unit Award Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2022.	10-Q	10.1	May 3, 2022	
10.2.16 *	Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2022 applicable to Gavin D.K. Hattersley.	10-Q	10.2	May 3, 2022	
10.2.17 *	Form of Performance Share Unit Award Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan awards granted beginning in 2022 applicable to Gavin D.K. Hattersley.	10-Q	10.3	May 3, 2022	
10.2.18 *	Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2023.	10-Q	10.6	May 2, 2023	
10.2.19 *	Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2024.	10-Q	10.3	April 30, 2024	
10.2.20 *	Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2024 applicable to employees at Global Grading System 18 and higher (except for Gavin D.K. Hattersley).	10-Q	10.6	April 30, 2024	
10.2.21 *	Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2024 applicable to Gavin D.K. Hattersley.	10-Q	10.9	April 30, 2024	
10.3 *	Form of Executive Continuity and Protection Program Letter Agreement.	10-Q	10.7	May 11, 2005	
10.4 *	Molson Coors Deferred Compensation Plan, as amended and restated effective January 1, 2018.	8-K	10.1	May 25, 2018	
10.5 *	Molson Coors Brewing Company Amended and Restated Change in Control Protection Program dated as of July 18, 2019.	8-K	10.1	July 24, 2019	
10.6 *	Offer Letter, dated as of November 22, 2016, by and between Molson Coors Brewing Company and Tracey Joubert.	8-K	10.1	November 25, 2016	
10.7 *	Offer Letter, dated as of July 30, 2019, by and between Molson Coors Brewing Company and Gavin D.K. Hattersley.	8-K	10.1	July 31, 2019	
10.8 *	Offer Letter, dated February 23, 2023, by and between Molson Coors Beverage Company and Michelle St. Jacques.	8-K	10.1	February 28, 2023	

Exhibit Number	Document Description	Incorporated by Reference			Filed/Furnished Herewith
		Form	Exhibit	Filing Date	
10.9 *	Offer Letter, dated July 21, 2023, by and between Molson Coors Beverage Company and Natalie G. Maciolek.	10-Q	10.1	April 30, 2024	
10.10.1 *	Directors Service Agreement, dated January 1, 2022, by and between Zagrebačka Pivovara d.o.o. and Sergii Ieskov.	10-Q	10.2	May 2, 2023	
10.10.2 *	Mutual Agreement on Termination between Sergii Ieskov, Zagrebačka Pivovara d.o.o., and Molson Coors Beverage Company dated October 17, 2024	8-K	10.1	October 18, 2024	
10.11.1 **	Amended and Restated Credit Agreement, dated June 26, 2023, by and among Molson Coors Beverage Company, Molson Coors Brewing Company (UK) Limited, Molson Canada 2005, Molson Coors Canada Inc., Molson Coors International LP, the lenders party thereto, and Citibank, N.A., as administrative agent.	8-K	10.1	June 28, 2023	
10.11.2 **	Amended and Restated Subsidiary Guarantee Agreement, dated June 26, 2023, by and among Molson Coors Beverage Company, Molson Coors Brewing Company (UK) Limited, Molson Canada 2005, Molson Coors Canada Inc., Molson Coors International LP, each subsidiary listed on Schedule I thereto, and Citibank, N.A., as administrative agent.	8-K	10.2	June 28, 2023	
10.11.3	Amendment No. 1 and Extension Agreement, dated as of June 3, 2024, by and among Molson Coors Beverage Company, the Extending Lenders party thereto and Citibank, N.A., as Administrative Agent.	8-K	10.1	June 7, 2024	
10.12	Form of Commercial Paper Dealer Agreement	8-K	10.3	July 13, 2017	
10.13	Form of Amendment to Commercial Paper Dealer Agreement	10-K	10.12	February 21, 2023	
19	Insider Trading Policy				X
21	Subsidiaries of the Registrant.				X
22	Molson Coors Beverage Company List of Parent Issuer and Guarantor Subsidiaries.				X
23	Consent of Independent Registered Public Accounting Firm.				X
31.1	Section 302 Certification of Chief Executive Officer.				X
31.2	Section 302 Certification of Chief Financial Officer.				X
32	Written Statement of Chief Executive Officer and Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350).				XX
97 *	Global Incentive Compensation Clawback Policy	10-K	97	February 20, 2024	X
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				X
101.SCH ***	XBRL Taxonomy Extension Schema Document				X
101.CAL ***	XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF ***	XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB ***	XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE ***	XBRL Taxonomy Extension Presentation Linkbase Document				X
104	Cover page formatted as Inline XBRL and contained in Exhibit 101.				X

* Represents a management contract or compensatory plan or arrangement.

** Certain of the exhibits and schedules to this exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The Company agrees to furnish supplementally a copy of all omitted exhibits and schedules to the SEC upon its request.

*** Attached as Exhibit 101 to this report are the following documents formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) the Consolidated Statements of Comprehensive Income (Loss), (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows, (v) the Consolidated Statements of Stockholders' Equity and Noncontrolling Interests, (vi) the Notes to Consolidated Financial Statements, and (vii) document and entity information.

X Filed herewith

XX Furnished herewith

(b) Exhibits

The exhibits included in Item 15(a)(3) above are filed or incorporated by reference pursuant to the requirements of Item 601 of Regulation S-K.

(c) Other Financial Statement Schedules

SCHEDULE II
MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
(IN MILLIONS)

	Balance at beginning of year	Additions charged to costs and expenses	Deductions	Foreign exchange impact	Balance at end of year
Deferred tax valuation allowance					
Year ended:					
December 31, 2024	$ 61.9	$ 29.3	$ (9.6)	$ (1.7)	$ 79.9
December 31, 2023	$ 57.2	$ 13.2	$ (10.2)	$ 1.7	$ 61.9
December 31, 2022	$ 60.7	$ 20.6	$ (23.0)	$ (1.1)	$ 57.2

Additional amounts related to the deferred tax valuation allowance are primarily due to the valuation allowance that was recorded on deferred tax assets in the third quarter of 2024 related to the sale of certain of our U.S. craft businesses. The sale resulted in the realization of a capital loss for U.S. tax purposes. We believe it is more likely than not that the deferred tax asset generated by the capital loss will not be recognized, and as a result, a $20.0 million valuation allowance was recorded for the twelve months ended December 31, 2024. Deduction amounts are primarily due to the re-evaluation of deferred tax assets.

The impacts of changes in income tax rates on deferred tax valuation allowances are reported in the additions or deductions column accordingly.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MOLSON COORS BEVERAGE COMPANY

By /s/ GAVIN D.K. HATTERSLEY
Gavin D.K. Hattersley

President, Chief Executive Officer and Director
(Principal Executive Officer)

February 18, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

By	/s/ GAVIN D.K. HATTERSLEY Gavin D.K. Hattersley	President, Chief Executive Officer and Director (Principal Executive Officer)
By	/s/ TRACEY I. JOUBERT Tracey I. Joubert	Chief Financial Officer (Principal Financial Officer)
By	/s/ ROXANNE M. STELTER Roxanne M. Stelter	Vice President and Controller (Principal Accounting Officer)
By	/s/ GEOFFREY E. MOLSON Geoffrey E. Molson	Chairman
By	/s/ DAVID S. COORS David S. Coors	Vice Chairman
By	/s/ JULIA M. BROWN Julia M. Brown	Director
By	/s/ PETER H. COORS Peter H. Coors	Director
By	/s/ ROGER G. EATON Roger G. Eaton	Director
By	/s/ MARY LYNN FERGUSON-MCHUGH Mary Lynn Ferguson-McHugh	Director
By	/s/ CHARLES M. HERINGTON Charles M. Herington	Director
By	/s/ ANDREW T. MOLSON Andrew T. Molson	Director
By	/s/ NESSA O'SULLIVAN Nessa O'Sullivan	Director
By	/s/ H. SANFORD RILEY H. Sanford Riley	Director
By	/s/ JILL TIMM Jill Timm	Director
By	/s/ LEROY J. WILLIAMS, JR. Leroy J. Williams, Jr.	Director
By	/s/ JAMES A. WINNEFELD, JR. James A. Winnefeld, Jr.	Director

February 18, 2025

DESCRIPTION OF SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

DESCRIPTION OF CAPITAL STOCK

Molson Coors Beverage Company (“Molson Coors,” the “Company,” “we,” “our,” or “us”) has two classes of capital stock registered under Section 12 of the Securities Exchange Act of 1934, as amended: our Class A Common Stock, par value $0.01 per share (the “Class A Common Stock”), and our Class B Common Stock, par value $0.01 per share (the “Class B Common Stock”). The following description of our capital stock is intended as a summary only. This description is based upon, and is qualified by reference to, our Restated Certificate of Incorporation, as amended, which we refer to as our certificate of incorporation, our Fifth Amended and Restated Bylaws, which we refer to as our bylaws and applicable provisions of Delaware corporate law. This summary is not complete. You should read our certificate of incorporation and bylaws, each of which is filed as an exhibit to this Annual Report on Form 10-K, and incorporated by reference herein, for the provisions that are important to you.

Authorized and Outstanding Capital Stock

Our authorized capital stock consists of 1,025,000,002 shares, comprising five classes: (i) 500,000,000 shares of Class A Common Stock; (ii) 500,000,000 shares of Class B Common Stock; (iii) one share of Special Class A Voting Stock, par value $0.01 per share (the “Special Class A Voting Stock”); (iv) one share of Special Class B Voting Stock, par value $0.01 per share (the “Special Class A Voting Stock”), and (v) 25,000,000 shares of Preferred Stock, par value $0.01 per share (the “Preferred Stock”).

Class A Common Stock and Class B Common Stock

Dividends. Subject to the rights of the holders of any series of Preferred Stock, the holders of Class A Common Stock and the holders of Class B Common Stock are entitled to receive, from legally available funds, dividends when and as declared by our Board of Directors, except that so long as any shares of Class B Common Stock are outstanding, no dividend will be declared or paid on the Class A Common Stock or Class B Common Stock unless at the same time a dividend is declared or paid, on the Class B Common Stock or Class A Common Stock, as applicable, in an amount per share (or number per share, in the case of a dividend paid in the form of shares) equal to the amount per share (or number per share, in the case of a dividend paid in the form of shares) of the dividend declared or paid on the Class A Common Stock or Class B Common Stock, as applicable.

Voting Rights

Class A Holders. Except in limited circumstances, so long as any shares of Class A Common Stock or Special Class A Voting Stock are outstanding, the right to vote for all purposes is vested exclusively in the holders of Class A Common Stock and Special Class A Voting Stock (as instructed by the holders of the Class A Exchangeable Shares) (collectively, the “Class A Holders”) (see “-Exchangeable Shares” and “-Special Voting Stock” below), voting together as a single class. The holders of Class A Common Stock are entitled to one vote for each share of Class A Common Stock held, without the right to cumulate votes for the election of directors.

An affirmative vote is required of a majority of the votes entitled to be cast by the holders of the Class A Common Stock and Special Class A Voting Stock, voting together as a single class, prior to the taking of certain actions, including:

- the issuance of (i) any shares of Class A Common Stock (other than upon the conversion of Class B Common Stock under circumstances provided in our certificate of incorporation or the exchange or redemption of Class A Exchangeable Shares in accordance with the terms of those Class A Exchangeable Shares), or (ii) securities (other than Class B Common Stock) convertible into or exercisable for Class A Common Stock;

- the issuance of (i) shares of Class B Common Stock (other than upon the conversion of Class A Common Stock under circumstances provided in our certificate of incorporation or the exchange or redemption of our Class B Exchangeable Shares in accordance with the terms of those Class B Exchangeable Shares), or (ii) securities convertible into or exercisable for Class B Common Stock (other than Class A Common Stock) whether in a single transaction or in a series of related transactions, if the number of shares to be issued (including upon conversion or exchange) is, or will be upon issuance, equal to or greater than 20% of the number of shares of Class B Common Stock outstanding before the issuance of such Class B Common Stock (or securities convertible into or exercisable for shares of Class B Common Stock);

- the issuance of any shares of Preferred Stock having voting rights other than those expressly required by the Delaware General Corporation Law (“DGCL”);
- the sale, transfer or other disposition of any capital stock (or securities convertible into or exchangeable for capital stock) of our subsidiaries;
- the sale, transfer or other disposition of all or substantially all of the assets of our subsidiaries; and
- any decrease in the number of members of our Board of Directors to a number below 15.

Pentland Securities (1981) Inc. and the Adolph Coors, Jr. Trust, which together control more than 90% of the Class A Common Stock and Class A Exchangeable Shares, have voting trust agreements through which they have combined their voting power over the shares of Class A Common Stock and the Class A Exchangeable Shares that they own. However, in the event that these two stockholders do not agree to vote in favor of a matter submitted to a stockholder vote (other than the election of directors), the voting trustees will be required to vote all of the Class A Common Stock and Class A Exchangeable Shares deposited in the voting trusts against the matter. There is no other mechanism in the voting trust agreements to resolve a potential deadlock between these stockholders.

Class B Holders. The holders of the Class B Common Stock and the Special Class B Voting Stock (as instructed by the holders of the Class B Exchangeable Shares) (collectively, the “Class B Holders”) may vote with respect to the following: (i) any matter required by the DGCL, (ii) the election of up to three directors, and (iii) as provided in our certificate of incorporation, including on a non-binding advisory basis, together with the Class A Holdings, on the compensation of our named executive officers and as otherwise set forth below under “Class A Holders and Class B Holders.” In all other cases, the right to vote is vested exclusively with the Class A Holders. The holders of Class B Common Stock are entitled to one vote for each share of Class B Common Stock held with respect to each matter on which holders of the Class B Common Stock are entitled to vote, without the right to cumulate votes for the election of directors.

Class A Holders and Class B Holders. Under our certificate of incorporation, the Class A Holders and the Class B Holders have the right to vote, as separate classes and not jointly, on:

- any merger that requires stockholder approval under the DGCL;
- any sale of all or substantially all of our assets, other than to a related party;
- any proposal to dissolve our company or any proposal to revoke the dissolution of our company; or
- any amendment to the certificate of incorporation that requires stockholder approval under the certificate of incorporation or the DGCL and that would:
    - increase or decrease the aggregate number of the authorized shares of Class B Common Stock;
    - change the rights of any shares of Class B Common Stock;
    - change the shares of all or part of Class B Common Stock into a different number of shares of the same class;
    - increase the rights of any other class that is equal or superior to Class B Common Stock with respect to distribution or dissolution rights (a “co-equal class”);
    - create any new co-equal class;
    - other than pursuant to the certificate of incorporation, exchange or reclassify any shares of Class B Common Stock into shares of another class, or exchange, reclassify or create the right of exchange of any shares of another class into shares of Class B Common Stock; or
    - limit or deny existing preemptive rights of, or cancel or otherwise affect rights to distributions or dividends that have accumulated but have not yet been declared on, any shares of Class B Common Stock.

Liquidation Rights. If we liquidate, dissolve or wind up our affairs, the holders of Class A Common Stock, together with the holders of the Class B Common Stock (collectively, with the Class A Common Stock, the “Company Common Stock”), will be entitled to receive, after our creditors have been paid and the holders of any then outstanding series of preferred stock have received their liquidation preferences, all of our remaining assets in proportion to their shareholdings.

Conversion Rights

Conversion from Class A Common Stock to Class B Common Stock. Our certificate of incorporation provides for the right of holders of Class A Common Stock to convert their stock into Class B Common Stock on a one-for-one basis at any time.

"Coattail" Conversion Rights. Our certificate of incorporation also includes a "coattail" provision to provide protection to holders of our Class B Common Stock and the Class B Exchangeable Shares in the case of a proposed tender offer or takeover bid for our Class A Common Stock. A holder of our Class B Common Stock is entitled to receive a notice from us that the conversion right of holders of shares of our Class B Common Stock has come into effect. This notice must include a description of the conversion procedures including the election procedures described below, a copy of the exclusionary offer and any other materials received by us in respect of the offer.

Subject to conditions described below, if an "exclusionary offer" is made for shares of our Class A Common Stock, each outstanding share of our Class B Common Stock will be convertible into one share of our Class A Common Stock at the option of the holder during the period of time commencing on the eighth day after the date on which an exclusionary offer is made and ending on the last date upon which holders of shares of our Class A Common Stock may accept the exclusionary offer.

An "exclusionary offer" is an offer to purchase shares of our Class A Common Stock that both: (A) either (1) must, by reason of applicable securities laws or the requirements of a stock exchange on which shares of our Class A Common Stock are listed, be open to all or substantially all holders of our Class A Common Stock, or (2) would, if the offer were made in Canada or a province of Canada, be required to be made to all or substantially all holders of shares of our Class A Common Stock resident in Canada or a province of Canada by reason of applicable securities laws of Canada or a province of Canada, the requirements of a stock exchange on which shares of our Class A Common Stock are listed, or the requirements of the Canada Business Corporations Act; and (B) is not made concurrently with an offer to purchase shares of our Class B Common Stock that is identical to the offer to purchase shares of our Class A Common Stock in terms of price per share and percentage of outstanding shares to be purchased (exclusive of shares owned immediately prior to the offer by the offeror) and in all other respects (except with respect to the conditions that may be attached to the offer to purchase shares of our Class A Common Stock), and having no conditions other than the right not to purchase and pay for shares of our Class B Common Stock tendered if no shares of our Class A Common Stock are purchased in the offer for shares of our Class A Common Stock.

The Class B conversion right will not come into effect if one or more holders owning, in the aggregate, as of the offer date, over 50% of the outstanding shares of our Class A Common Stock and Class A Exchangeable Shares, in each case excluding shares owned by the offeror, provide us with adequate assurances that they are not making or acting with another to make the exclusionary offer and will not participate in the exclusionary offer.

Any of the holders of our Class B Common Stock can exercise this right by providing a signed written notice to the transfer agent and complying with certain other specified conditions. The holders of our Class B Common Stock must pay any governmental or other tax imposed on or in respect of the conversion into shares of our Class A Common Stock.

Other. Holders of Company Common Stock do not have pre-emptive rights to acquire any of our securities. The outstanding shares of Company Common Stock are fully paid and non-assessable. There are no redemption or sinking fund provisions applicable to the Company Common Stock.

Exchangeable Shares

The Class A Exchangeable Shares and Class B Exchangeable Shares (collectively, "Exchangeable Shares") were issued by Molson Coors Canada Inc. ("MCCI"), a majority-owned, indirect subsidiary of Molson Coors. The Exchangeable Shares are substantially the economic equivalent of the corresponding shares of Company Common Stock in which they may be exchanged.

Dividends. Holders of Exchangeable Shares are entitled to receive, subject to applicable law, dividends as follows:

- in the case of a cash dividend declared on a corresponding share of Company Common Stock, an amount in cash for each Exchangeable Share corresponding to the cash dividend declared on each corresponding share of Company Common Stock in U.S. dollars or in an equivalent amount in Canadian dollars;

- in the case of a stock dividend declared on a corresponding share of Company Common Stock to be paid in shares of Company Common Stock, a number of Exchangeable Shares of the relevant class for each Exchangeable Share that is equal to the number of shares of corresponding Company Common Stock to be paid on each corresponding share of Company Common Stock; or

- in the case of a dividend declared on a corresponding share of Company Common Stock in any other type of property, in the type and amount of property as is economically equivalent as determined by MCCI's board of directors to the type and amount of property to be paid on each corresponding share of Company Common Stock.

The declaration dates, record dates and payment dates for dividends on the Exchangeable Shares are the same as the relevant dates for the dividends on the shares of corresponding Company Common Stock.

Voting Rights. Holders of Exchangeable Shares receive, through a voting trust, the benefit of voting rights, entitling the holder to one vote on the same basis and in the same circumstances as one corresponding share of Company Common Stock. See "-Special Voting Stock-Voting Rights" below.

Other. The Exchangeable Shares are exchangeable at any time, at the option of the holder on a one-for-one basis for corresponding shares of Company Common Stock. Holders of Class A Exchangeable Shares are entitled to convert their Class A Exchangeable Shares into Class B Exchangeable Shares on a one-for-one basis at any time.

Special Voting Stock

We have outstanding one share of Special Class A Voting Stock and one share of Special Class B Voting Stock, through which the holders of Class A Exchangeable Shares and Class B Exchangeable Shares, respectively, may exercise their voting rights with respect to our Company Common Stock in which the corresponding Exchangeable Shares may be exchanged.

Dividends and Liquidation Rights. The trustee who holds the Special Class A Voting Stock and the trustee who holds the Special Class B Voting Stock are not entitled to receive any dividends or other distributions or to receive or participate in any distribution of assets upon our voluntary or involuntary liquidation, dissolution or winding up.

Voting Rights. The Special Class A Voting Stock and the Special Class B Voting Stock provide the mechanism for holders of the corresponding Exchangeable Shares to provide instructions to vote with the holders of our corresponding Company Common Stock. The Special Class A Voting Stock and Special Class B Voting Stock are subject to voting trust arrangements. The trustee who holds the Special Class A Voting Stock and the trustee who holds the Special Class B Voting Stock are each entitled to one vote for each corresponding outstanding Exchangeable Share, excluding shares held by Molson Coors or its subsidiaries, and generally vote together with the corresponding Company Common Stock on all matters on which the holders of the corresponding Company Common Stock are entitled to vote.

The trustee who holds the Special Class A Voting Stock and the trustee which holds the Special Class B Voting Stock are required to cast a number of votes equal to the number of then-outstanding corresponding Exchangeable Shares, but will only cast a number of votes equal to the number of corresponding Exchangeable Shares as to which it has received voting instructions from the owners of record of those Exchangeable Shares, other than Molson Coors or its subsidiaries, on the record date of the action, and will cast the votes in accordance with such instructions so received.

Other. The trustee who holds the Special Class A Voting Stock and the trustee who holds the Special Class B Voting Stock do not have pre-emptive rights to acquire any of our securities. The outstanding shares of Special Class A Voting Stock and Special Class B Voting Stock are fully paid and non-assessable.

Preferred Stock

Our certificate of incorporation authorizes our Board of Directors to issue up to 25,000,000 shares of Preferred Stock from time to time in one or more series, generally without any vote or action by the holders of our Company Common Stock, except that the issuance of any shares of Preferred Stock having any voting rights other than those expressly required by the DGCL will be subject to approval by a majority of the voting power of the holders of our Class A Common Stock and Special Class A Voting Stock, voting together as a single class. Subject to this right, our Board of Directors will be authorized to determine the number of shares and designation of any series of Preferred Stock and the dividend rate, dividend rights, liquidation preferences, conversion rights and terms, voting rights, redemption rights and terms and sinking fund terms of any series of Preferred Stock. Depending on the terms of any issued Preferred Stock, any or all series of issued Preferred Stock could have a preference over our Company Common Stock with respect to dividends and other distributions and upon liquidation or dissolution of Molson Coors. Subject to certain conditions as specified in our certificate of incorporation, our Board of Directors, without stockholder approval, can issue Preferred Stock with voting, conversion or other rights that could adversely affect the voting power and other rights of the holders of Company Common Stock. The issuance of Preferred Stock may decrease the market price of our Company Common Stock.

Anti-Takeover Effects of Certain Provisions of Our Certificate of Incorporation, Bylaws and Delaware Law

Provisions of our certificate of incorporation, our bylaws and Delaware law could have the effect of delaying or preventing a third party from acquiring us, even if the acquisition would benefit our stockholders. These provisions may delay, defer or prevent a tender offer or takeover attempt of our company that a stockholder might consider in the stockholder's best interest, including those attempts that might result in a premium over the market price for the shares held by our stockholders. These provisions are intended to enhance the likelihood of continuity and stability in the composition of our Board of Directors and in the policies formulated by our Board of Directors and to reduce our vulnerability to an unsolicited proposal for a takeover that does not contemplate the acquisition of all of our outstanding shares, or an unsolicited proposal for our restructuring or sale of all or part of our business.

Authorized but Unissued Shares of Common Stock and Preferred Stock

Subject to certain conditions, our authorized but unissued shares of Company Common Stock and Preferred Stock are available for our Board of Directors to issue without stockholder approval. As noted above, our Board of Directors, without stockholder approval, has the authority under our certificate of incorporation to issue preferred stock with rights superior to the rights of the holders of Company Common Stock, subject to certain conditions. As a result, preferred stock could be issued quickly, could adversely affect the rights of holders of Company Common Stock and could be issued with terms calculated to delay or prevent a change of control or make removal of management more difficult. We may use the additional authorized shares of Company Common Stock or Preferred Stock for a variety of corporate purposes, including future public offerings to raise additional capital, corporate acquisitions and employee benefit plans. The existence of our authorized but unissued shares of Company Common Stock and Preferred Stock could render more difficult or discourage an attempt to obtain control of our company by means of a proxy contest, tender offer, merger or other transaction.

Election, Nomination and Removal of Directors

Our Board of Directors has currently set the size of the board at 15 members. Twelve of the 15 directors may be elected by the Class A Holders, and three of the 15 directors may be elected by the Class B Holders. The Class A-C Nominating Subcommittee (consisting of two Coors family directors) may nominate five persons to stand for election to our Board of Directors by the Class A Holders, and the Class A-M Nominating Subcommittee (consisting of two Molson family directors) similarly may nominate five nominees to stand for election to our Board of Directors by the Class A Holders. The Nominating Committee (comprised of an independent director, the members of the Class A-C Nominating Subcommittee and the members of the Class A-M Nominating Subcommittee) may nominate two additional directors to stand for election to our Board of Directors by the Class A Holders, one of which is the Company's Chief Executive Officer and the second, if nominated by the Committee, another member of management of the Company. The full Board of Directors may nominate three directors to stand for election to our Board of Directors by the Class B Holders. Any director may be removed, with cause, by a majority vote of the Class A Holders and the Class B Holders, voting together as a single class. Any director may be removed, without cause, by a vote of the holders of a majority of the voting power of the class or classes that elected the director. Further, only our Board of Directors may change the size of our board, subject to certain conditions. Because this system of electing, appointing and removing directors generally makes it more difficult for stockholders to replace a majority of our Board of Directors, it may discourage a third party from initiating a tender offer or otherwise attempting to gain control of our company, and may maintain the incumbency of our Board of Directors.

Stockholder Advance Notice Procedure

Our bylaws establish an advance notice procedure for stockholders to make nominations of candidates for election as directors or to bring other business before an annual meeting of the stockholders. Only persons who are nominated by our Board of Directors, or a duly authorized board committee, or by a stockholder who has given timely written notice in proper form to the secretary of our company before the meeting at which directors are to be elected, will be eligible for election as directors. This notice is required to include specified information about the stockholder and each proposed director nominee and information regarding each proposed nominee that would be required to be included in a proxy statement filed under the Rules and Regulations of the Securities and Exchange Commission (the "SEC"). The stockholder notice procedure provides that the only business that may be conducted at an annual meeting is business that has been brought before the meeting by, or at the direction of, our Board of Directors or by a stockholder who has given timely written notice in proper form to our secretary. This notice is required to include, among other things, a brief description of the business desired to be brought before the meeting, the text of any proposal or business and specified information about the stockholder and the stockholder's ownership of our capital stock. These provisions may preclude stockholders from bringing matters before an annual meeting of stockholders or from making nominations for directors at an annual meeting of stockholders.

Amendment to our Certificate of Incorporation and Bylaws

Our certificate of incorporation may generally be amended by a majority of our Class A Holders and Class B Holders, voting as a single class, subject to certain exceptions as set forth in our certificate of incorporation which require the vote of a majority of our Class A Holders and Class B Holders, each voting as a separate class and not jointly. Our bylaws may generally be amended by our Board of Directors, subject to certain exceptions, or by a majority of our Class A Holders.

Delaware Anti-Takeover Statute

Our certificate of incorporation expressly provides that we will not be governed by Section 203 of the DGCL. Section 203 prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. A "business combination" includes mergers, asset sales and other transactions resulting in a financial benefit to the interested stockholder. Subject to specified exceptions, an "interested stockholder" is a person who, together with affiliates and associates, owns, or within three years did own, 15% or more of the corporation's voting stock.

Transfer Agent and Registrar

The transfer agent and registrar for our Class A Common Stock and Class B Common Stock is Computershare Trust Company, N.A. The transfer agent and registrar for our Class A Exchangeable Shares and Class B Exchangeable Shares is TSX Trust Company.

Listing

Our Class A Common Stock and Class B Common Stock are listed on the New York Stock Exchange under the symbols "TAP A" and "TAP," respectively. Our Class A Exchangeable Shares and Class B Exchangeable Shares are listed on the Toronto Stock Exchange under the symbols "TPX.A" and "TPX.B," respectively.

DESCRIPTION OF SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

DESCRIPTION OF 3.800% SENIOR NOTES DUE 2032

This section describes the specific financial and legal terms of the notes (as defined below), which are registered under Section 12 of the Exchange Act (as defined below). References to "we," "us" or the "Company" in this description are references to Molson Coors Beverage Company and not any of its subsidiaries. The following is a summary of the material terms of the notes and does not purport to be complete. Reference is made to the indenture (defined below) for the full text of the terms of the notes, a copy of which is filed as an exhibit to this Annual Report on Form 10-K, and incorporated by reference herein. The terms of the notes include those stated in the indenture and those made a part of the indenture by reference to the Trust Indenture Act of 1939, as amended.

General

The notes were issued under an indenture, dated as of May 29, 2024, among the Company, the Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee as supplemented by a supplemental indenture, dated as of May 29, 2024, between us, the Guarantors and the trustee and paying agent (as supplemented, the "indenture"), in an aggregate principal amount of €800.0 million. The notes will mature on June 15, 2032. The notes were issued only in fully registered form without coupons in minimum denominations of €100,000 and integral multiples of €1,000 above that amount. No service charge will be made for any transfer or exchange of the notes, but we may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection with a transfer or exchange. The notes are not entitled to any sinking fund.

Interest accrues on the notes at the rate of 3.800% per annum from the issue date of the notes, or from the most recent date to which interest has been paid or provided for, and is payable in cash annually in arrears on June 15 of each year, beginning on June 15, 2024 to the persons in whose names the notes are registered in the security register at the close of business on the June 5 preceding the relevant interest payment date, except that interest payable at maturity shall be paid to the same persons to whom principal of such notes is payable. Interest on the notes is computed on the basis of the actual number of days in the period for which interest is being calculated and the actual number of days from and including the last date on which interest was paid on the notes (or May 29, 2024 if no interest has been paid on the notes, to but excluding the next scheduled interest payment date. This payment convention is referred to as ACTUAL/ACTUAL (ICMA) as defined in the rulebook of the International Capital Markets Association. Principal and interest is payable, and the notes are transferable or exchangeable, at the office or offices or agency maintained by us for this purpose.

If any interest payment date is not a Business Day, we will pay interest on the next day that is a Business Day as if payment were made on the date such payment was due, and no interest will accrue on the amounts so payable for such delay. A Business Day is a day other than a Saturday, Sunday or other day on which commercial banks in New York City or London are authorized or required by law to close, or on which the Trans-European Automated Real-time Gross Settlement Express Transfer system (the TARGET System or any successor or replacement for that system), or any successor thereto, is closed.

We appointed The Bank of New York Mellon, London Branch at its corporate trust office as a paying agent for the notes. We will cause each transfer agent to act as a co-registrar and will cause to be kept at the office of the registrar a register in which, subject to such reasonable regulations as we may prescribe, we will provide for the registration of the notes and registration of transfers of the notes. We may vary or terminate the appointment of any paying agent or transfer agent, or appoint additional or other such agents or approve any change in the office through which any such agent acts. We will provide you with notice of any resignation, termination or appointment of the trustee or any paying agent or transfer agent, and of any change in the office through which any such agent will act.

The notes are unsecured and unsubordinated obligations of the Company and rank pari passu with its other unsecured and unsubordinated debt, including the Existing Notes (defined below) and U.S. borrowings under our credit facilities.

We may issue additional securities under the indenture from time to time in one or more other series, which may have terms and conditions that differ from those set forth herein. We initially issued the notes in the aggregate principal amount of €800.0 million. In addition, we may, without the consent of the holders of the notes, issue additional notes having the same terms and conditions in all respects as the notes, except for the applicable issue date and the issue price. Any such additional notes having such similar terms, together with the notes, will be treated as a single series of securities under the indenture, *provided* that if any such additional notes are not fungible with the existing notes for United States federal income tax purposes, such additional notes will have separate ISIN, CUSIP and Common Code numbers, as applicable.

The notes and other securities of other series under the indenture will vote together as a single class in many circumstances. To the extent that any securities are issued under the indenture and denominated in a currency other than U.S. dollars, the principal amount of the notes and such other securities for purposes of any act, consent or waiver under the indenture shall be determined as the dollar equivalent thereof, converted based on the spot rate (as determined by us in our discretion) at 11:00 a.m. Eastern time on the Business Day before the record date for such act, waiver or consent (or, if there is no such record date, the date when such act, consent or waiver is taken).

Guarantees

The notes and obligation under the indenture are jointly and severally guaranteed on a full and unconditional senior unsecured basis initially by Molson Coors International LP, Molson Canada 2005, Coors Brewing Company, CBC Holdco LLC, CBC Holdco 2 LLC, Newco3, Inc., Molson Coors Holdco, Inc., CBC Holdco 3, Inc., Molson Coors USA LLC, Molson Coors Beverage Company USA LLC, and Coors Distributing Company. The Guarantors fully and unconditionally guarantee the payment of all of the principal of, and any premium and interest, if any, on, the notes when due, whether at maturity or otherwise. Each guarantee is limited as necessary to prevent such guarantee from being rendered voidable under applicable law relating to fraudulent conveyance or fraudulent transfer or similar laws affecting the rights of creditors generally. Each of these entities also guarantees our obligations under our credit facilities and our Existing Notes.

Each Guarantor that makes a payment under its guarantee will be entitled to a contribution from each other Guarantor in an amount equal to such other Guarantor's pro rata portion of such payment based on the respective net assets of all the Guarantors at the time of such payment determined in accordance with GAAP. If a guarantee were to be rendered voidable, it could be subordinated by a court to all other indebtedness (including guarantees and other contingent liabilities) of the applicable Guarantor and, depending on the amount of such indebtedness, a Guarantor's liability on its guarantee could be reduced to zero.

In addition, the Company will cause each of its domestic Subsidiaries that guarantees Senior Debt of the Company under (i) the Company's then-existing primary credit facility, (ii) the 1.250% notes due 2024, the 3.44% notes due 2026, the 3.0% notes due 2026, the 5.0% notes due 2042, or the 4.2% notes due July 2046, or (iii) any senior unsecured notes issued by the Company in future capital markets transactions ("Additional Debt"), after the first original issue date of the notes to, within 30 days of any of the events listed in clauses (i), (ii), and (iii) immediately above, to execute and deliver to the trustee a supplemental indenture pursuant to which such Subsidiary will guarantee payment of the notes on the same terms and conditions as the original guarantees from the initial Guarantors.

A Guarantor will be automatically released and relieved from all its obligations under its guarantee in the following circumstances:

(a) upon the sale or other disposition (including by way of consolidation or merger), in one transaction or a series of related transactions, of at least a majority of the total voting power of the capital stock or other interests of such Guarantor (other than to the Company or any of its Subsidiaries), as permitted under the indenture;

(b) upon the sale or disposition of all or substantially all the assets of such Guarantor (other than to the Company or any of its Subsidiaries), as permitted under the indenture; or

(c) if at any time when no event of default has occurred and is continuing with respect to the notes, such Guarantor no longer guarantees (or which guarantee is being simultaneously released or will be immediately released after the release of the Guarantor) the Debt of the Company under (i) the Company's then-existing primary credit facility, (ii) the Existing Notes or (iii) any Additional Debt.

"Senior Debt" means, with respect to any Person, Debt of such Person, whether outstanding on the date of the indenture or thereafter incurred unless, in the instrument creating or evidencing the same or pursuant to which the same is outstanding, it is *provided* that such obligations are subordinate in right of payment to the notes; *provided*, however, that Senior Debt shall not include (1) any Debt of such Person owing to any affiliate of the Company; or (2) any Debt of such Person (and any accrued and unpaid interest in respect thereof) which is subordinate or junior in any respect to any other Debt of such Person.

Optional Redemption

We may, at our option, at any time and from time to time redeem all or any portion of the notes at any time prior to March 15, 2032 (the "Par Call Date") at a redemption price equal to the greater of:

- 100% of the principal amount of the notes being redeemed; and
- the sum of the present values of the redemption price of the notes on the Par Call Date and the remaining scheduled payments of interest on the notes being redeemed as if the notes were redeemed on the Par Call Date (exclusive of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) computed using a discount rate equal to the applicable Bund Rate plus 20 basis points,

in each case, plus accrued and unpaid interest on the principal amount of such notes being redeemed to, but excluding, the redemption date.

The notes will be redeemable, in whole or in part, at our option at any time from time to time on or after the Par Call Date, at a redemption price equal to 100% of the principal amount of the notes being redeemed, plus accrued and unpaid interest to, but excluding, the date of redemption.

If money sufficient to pay the redemption price of all of the notes (or portions thereof) to be redeemed on the redemption date is deposited with the trustee or paying agent on or before the redemption date and certain other conditions are satisfied, then on and after such redemption date, interest will cease to accrue on the notes (or such portion thereof) called for redemption.

"Bund Rate" means, with respect to any redemption date, the rate per annum equal to the equivalent yield to maturity as of such redemption date of the Comparable German Bund Issue, assuming a price for the Comparable German Bund Issue (expressed as a percentage of its principal amount) equal to the Comparable German Bund Price for such redemption date.

"Comparable German Bund Issue" means the German Bundesanleihe security selected by any Reference German Bund Dealer as having a fixed maturity most nearly equal to the period from such redemption date to the Par Call Date, and that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of euro-denominated corporate debt securities in a principal amount approximately equal to the then outstanding principal amount of the notes and of a maturity most nearly equal to the Par Call Date; provided, however, that, if the period from such redemption date to the Par Call Date is less than one year, a fixed maturity of one year shall be used.

"Comparable German Bund Price" means, with respect to any redemption date, the average of all Reference German Bund Dealer Quotations for such date (which, in any event, must include at least two such quotations), after excluding the highest and lowest such Reference German Bund Dealer Quotations, or if we obtain fewer than four such Reference German Bund Dealer Quotations, the average of all such quotations.

"Reference German Bund Dealer" means any dealer of German Bundesanleihe securities that we select. "Reference German Bund Dealer Quotations" means, with respect to each Reference German Bund Dealer and any redemption date, the average as determined by the Company of the bid and offered prices for the Comparable German Bund Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Company by such Reference German Bund Dealer at 3:30 p.m., Frankfurt, Germany time, on the third Business Day preceding such redemption date.

Neither the Trustee nor the Paying Agent shall be responsible for calculating the redemption price.

If we elect to redeem less than all of the notes, and such notes are at the time represented by a global note, then the particular notes to be redeemed will be selected in compliance with the requirements of the principal securities exchange, if any, on which the notes are listed and in compliance with the requirements of Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear"), or Clearstream Banking, *société anonyme* ("Clearstream"), as applicable, or if the notes are not so listed or such exchange prescribes no method of selection and the notes are not held through Euroclear or Clearstream, as applicable, or Euroclear or Clearstream, as applicable, prescribes no method of selection, the paying agent will select the notes to be redeemed by lot. If we elect to redeem less than all of the notes, and any of such notes are not represented by a global note, then the paying agent will select the particular notes to be redeemed in accordance with its customary practices and procedures (and the depositary will select by lot the particular interests in any global note to be redeemed).

We may at any time, and from time to time, purchase the notes at any price or prices in the open market, through negotiated transactions, by tender offer or otherwise.

Once notice of redemption is mailed (or otherwise transmitted in accordance with the depositary) for the notes, the notes called for redemption will become due and payable on the redemption date at the applicable redemption price.

Notice of any redemption will be mailed or electronically delivered (in accordance with the depositary's procedures) at least 10 days but not more than 60 days before the redemption date to each holder of notes to be redeemed and may, at our discretion, be subject to one or more conditions precedent including any related change of control or other corporate transactions.

Notice of any redemption of notes in connection with a corporate transaction (including any equity offering, an incurrence of indebtedness or a change of control) may, at the Company's discretion, be given prior to the completion thereof and any such redemption or notice may, at the Company's discretion, be subject to one or more conditions precedent, including, but not limited to, completion of the related transaction. If such redemption or purchase is so subject to satisfaction of one or more conditions precedent, such notice shall describe each such condition and such notice may be rescinded in the event that any or all such conditions shall not have been satisfied by the redemption date. In addition, the Company may provide in such notice that payment of the redemption price and performance of the Company's obligations with respect to such redemption may be performed by another Person. Any such redemption may be partial as a result of only some of the conditions being satisfied.

If such redemption or notice is subject to satisfaction of one or more conditions precedent, such notice shall state that, in the Company's discretion, the redemption date may be delayed until such time (including more than 60 days after the date the notice of redemption was mailed or delivered, including by electronic transmission) as any or all such conditions shall be satisfied (or waived by the Company in its sole discretion), or such redemption may not occur and such notice may be rescinded in the event that any or all such conditions shall not have been satisfied (or waived by the Company in its sole discretion) by the redemption date, or by the redemption date so delayed.

Payment of Additional Amounts

We will, subject to the exceptions and limitations set forth below, pay such additional amounts as will result in the receipt by a holder of such amounts, after deduction for any present or future tax, assessment or other governmental charge of the United States or a political subdivision or taxing authority of or in the United States (a "Relevant Jurisdiction"), imposed by withholding with respect to the payment, as would have been received had no such withholding or deduction been required; provided, however, that the foregoing obligation to pay additional amounts shall not apply:

(1) to any tax, assessment or other governmental charge of the United States imposed on a holder of a note that is a "United States person" (as defined below);

(2) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the holder (or the beneficial owner for whose benefit such holder holds such note), or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:

  (a) being or having been present or engaged in a trade or business in the Relevant Jurisdiction or having had a permanent establishment in the Relevant Jurisdiction;

  (b) having a current or former relationship with the Relevant Jurisdiction, including a relationship as a citizen or resident of the Relevant Jurisdiction;

  (c) being or having been a personal holding company, a passive foreign investment company or a controlled foreign corporation for United States federal income tax purposes or a corporation that has accumulated earnings to avoid United States federal income tax;

  (d) being or having been a "10-percent shareholder" of us as defined in section 871(h)(3) of the United States Internal Revenue Code or any successor provision (the "Code");

  (e) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into the ordinary course of its trade or business, as described in section 881(c)(3)(A) of the Code; or

(3) to any holder that is not the sole beneficial owner of the notes, or a portion of the notes, or that is a fiduciary, partnership or limited liability company, but only to the extent that a beneficial owner with respect to the holder, a beneficiary or settlor with respect to the fiduciary, or a partner or member of the partnership or limited liability company would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner, partner, or member received directly its beneficial or distributive share of the payment;

(4) to any tax, assessment or other governmental charge that is imposed or otherwise withheld solely by reason of a failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the Relevant Jurisdiction of the holder or beneficial owner of the notes, if compliance is required by statute, by regulation of the Relevant Jurisdiction or any taxing authority therein or by an applicable income tax treaty to which the Relevant Jurisdiction is a party as a precondition to exemption from such tax, assessment or other governmental charge;

(5) to any tax, assessment or other governmental charge that is imposed otherwise than by withholding or deduction from the payment;

(6) to any tax, assessment or other governmental charge that is imposed or withheld solely by reason of a change in law, regulation, or administrative or judicial interpretation that becomes effective after the payment becomes due or is duly provided for, whichever occurs later;

(7) to any estate, inheritance, gift, sales, excise, transfer, wealth, capital gains or personal property tax or similar tax, assessment or other governmental charge;

(8) to any tax, assessment or other governmental charge any paying agent (which term may include us) must withhold from any payment of principal of or interest on any note, if such payment can be made without such withholding by any other paying agent;

(9) to any tax, assessment or governmental charge that would not have been so imposed or withheld but for the presentation by the holder of a note for payment on a date more than 30 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever occurs later;

(10) any withholding or deduction pursuant to an agreement described in Section 1471(b) of the Code or otherwise imposed pursuant to Sections 1471 through 1474 of the Code (or any regulations, agreements thereunder or official interpretations thereof) or any intergovernmental agreement between the United States and another jurisdiction facilitating the implementation thereof (or any law implementing such an intergovernmental agreement);

(11) to any tax, assessment or governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any note as a result of the presentation of any note for payment by or on behalf of a beneficial owner who would have been able to avoid the withholding or deduction by presenting the relevant global note to another paying agent in a Member State of the EU; or

(12) in the case of any combination of the above items.

The notes are subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to the notes. Except as specifically provided under this heading "- Payment of Additional Amounts," we will not be required to make any payment for any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.

As used under this heading "- Payment of Additional Amounts" and under the heading "- Redemption for Tax Reasons," the term "United States" means the United States of America (including the states and the District of Columbia) and its territories, possessions and other areas subject to its jurisdiction, "United States person" means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.

Redemption for Tax Reasons

If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the Relevant Jurisdiction, or any change in, or amendments to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after May 22, 2024 (or, in the case of a successor to the Company, the date of succession), we become or, based upon a written opinion of independent counsel of recognized standing selected by us, there is a substantial probability that we will become, obligated to pay additional amounts as described herein under the heading "- Payment of Additional Amounts" with respect to the notes, then we may at our option redeem, in whole, but not in part, the notes on not less than 30 nor more than 60 days prior notice, at a redemption price equal to 100% of their principal amount, together with interest accrued but unpaid on those notes to the date fixed for redemption, provided such obligation cannot be avoided by our taking reasonable measures available to us.

Repurchase Upon Change of Control Triggering Event

If a Change of Control Triggering Event (as defined below) occurs with respect to the notes, unless we have exercised our right to redeem such notes upon the occurrence of specified events involving taxation as described above under "- Redemption for Tax Reasons," or we have unconditionally exercised our right to redeem such notes as described herein, each holder of such notes will have the right to require us to repurchase all or any part (equal to €100,000 or an integral multiple of €1,000 in excess thereof) of their notes pursuant to the offer described below (the "Change of Control Offer") on the terms set forth in the indenture. In the Change of Control Offer, we will offer payment in cash equal to 101% of the aggregate principal amount of the notes repurchased, plus accrued and unpaid interest, if any, on the notes repurchased to, but excluding, the date of purchase (the "Change of Control Payment").

Within 30 days following any Change of Control Triggering Event with respect to the notes, or, at our option, prior to the date of consummation of any Change of Control, but after public announcement of the pending Change of Control, we will mail a notice to holders of the notes, with a copy to the trustee and the paying agent, describing the transaction or transactions that constitute the Change of Control and offering to repurchase such notes on the date specified in the notice, which date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed (the "Change of Control Payment Date"), pursuant to the procedures required by the indenture and described in such notice. The repurchase obligation with respect to any notice mailed prior to the consummation of the Change of Control, shall be conditioned on the Change of Control Triggering Event occurring on or prior to the payment date specified in the notice.

To the extent that the provisions of any securities laws or regulations conflict with the Change of Control provisions of the indenture, we will comply with the applicable securities laws and regulations and will not be deemed to have breached our obligations under the Change of Control provisions of the indenture by virtue of such conflicts.

On the Change of Control Payment Date, we will, to the extent lawful:

- accept for payment all notes or portions of notes properly tendered pursuant to the Change of Control Offer;
- deposit with the paying agent an amount equal to the Change of Control Payment in respect of all notes or portions of notes properly tendered and not validly withdrawn; and
- deliver or cause to be delivered to the trustee the notes properly accepted together with an officer's certificate stating the aggregate principal amount of notes being repurchased.

The paying agent will promptly mail to each holder of notes properly tendered and not validly withdrawn the purchase price for such notes, and the trustee will promptly authenticate and mail (or cause to be transferred by book-entry) to each holder a new note equal in principal amount to any unpurchased portion of any notes surrendered; *provided* that each new note will be in a principal amount of €100,000 or an integral multiple of €1,000 in excess thereof.

We will not be required to make an offer to repurchase the notes upon a Change of Control Triggering Event if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for an offer made by us and such third party purchases all notes properly tendered and not withdrawn under its offer.

For purposes of the foregoing discussion of a repurchase at the option of holders, the following definitions are applicable:

"Below Investment Grade Rating Event" means the notes are rated below an Investment Grade Rating by each of the Rating Agencies on any date from the earlier of (1) the occurrence of a Change of Control or (2) public notice of our intention to effect a Change of Control, in each case until the end of the 60-day period following the earlier of (1) the occurrence of a Change of Control or (2) public notice of our intention to effect a Change of Control; *provided, however*, that if during such 60-day period one or more Rating Agencies has publicly announced that it is considering a possible downgrade of the notes, then such 60-day period shall be extended for such time as the rating of the notes by any such Rating Agency remains under publicly announced consideration for possible downgrade. Notwithstanding the foregoing, a Below Investment Grade Rating Event otherwise arising by virtue of a particular reduction in rating will not be deemed to have occurred in respect of a particular Change of Control (and thus will not be deemed a Below Investment Grade Rating Event for purposes of the definition of Change of Control Triggering Event) if the Rating Agencies making the reduction in rating to which this definition would otherwise apply do not announce or publicly confirm or inform us in writing at our request that the reduction was the result, in whole or in part, of any event or circumstance comprised of or arising as a result of, or in respect of, the applicable Change of Control (whether or not the applicable Change of Control has occurred at the time of the Below Investment Grade Rating Event). The Trustee shall have no obligation to monitor the ratings of the notes.

"beneficial owner" will be determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act"), as in effect on the date of the indenture.

"beneficially own" and "beneficially owned" have meanings correlative to that of beneficial owner.

"Change of Control" means the occurrence of any of the following: (1) any "person" or "group" (other than the "permitted parties") is or becomes (by way of merger or consolidation or otherwise) the "beneficial owner," directly or indirectly, of shares of our Voting Stock representing 50% or more of the total voting power of all outstanding classes of our Voting Stock or has the power, directly or indirectly, to elect a majority of the members of our board of directors; (2) 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 and assets of us and our Subsidiaries, taken as a whole, to any "person" (as that term is used in Section 13(d)(3) of the Exchange Act) other than to (i) us or one of our Subsidiaries, or (ii) one or more permitted parties; or (3) the holders of our capital stock approve any plan or proposal for the liquidation or dissolution of the Company (whether or not otherwise in compliance with the indenture). Notwithstanding the foregoing, (a) a transaction will not be deemed to involve a Change of Control if (i) the Company becomes a direct or indirect wholly owned subsidiary of a holding company and (ii)(A) the direct or indirect holders of the Voting Stock of such holding company immediately following that transaction are substantially the same as the holders of the Company's voting stock immediately prior to that transaction or (B) immediately following that transaction no person (other than a holding company satisfying the requirements of this sentence) is the beneficial owner, directly or indirectly, of more than 50% of the voting stock of such holding company, and (b) the right to acquire Voting Stock (so long as such person does not have the right to direct the voting of the Voting Stock subject to such right) or any consent or veto power in connection with the acquisition or disposition of Voting Stock or under any contract will not cause a party to be a "beneficial owner."

"Change of Control Triggering Event" means the occurrence of both a Change of Control and a Below Investment Grade Rating Event.

"Control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a Person, whether through the ability to exercise voting power, by contract or otherwise. "Controlling" and "Controlled" have meanings correlative thereto.

"Investment Grade Rating" means a rating equal to or higher than Baa3 (or the equivalent) by Moody's and BBB− (or the equivalent) by S&P.

"Moody's" means Moody's Investors Service, Inc., and its successors.

"person" or "group" have the meanings given to them for purposes of Sections 13(d) and 14(d) of the Exchange Act as in effect on the issue date of the notes (but excluding any employee benefit plan of such person or its subsidiaries, and any person or entity acting in its capacity as trustee, agent or other fiduciary or administrator of any such plan, and any permitted party shall be excluded when determining the members of such "group"), and the term "group" includes any group acting for the purpose of acquiring, holding or disposing of securities within the meaning of Rule 13d-5(b)(1) under the Exchange Act as in effect on the issue date of the notes.

"permitted party" means (a) (i) the Adolph Coors, Jr. Trust, (ii) any trustee of such Trust acting in its capacity as such, (iii) any Person that is a beneficiary of such trust on the date hereof, (iv) any other trust or similar arrangement for the benefit of such beneficiaries, (v) the successors of any such Persons, (vi) any Persons Controlled by such Persons, (vii) Peter H. Coors and Marilyn E. Coors, their estates, their lineal descendants and any other trust or similar arrangement for the benefit of such Persons and (viii) any Person who any of the foregoing have voting control over the Voting Stock of the Company held by such Person; and (b) (i) Pentland Securities (1981) Inc., a Canadian corporation, (ii) Lincolnshire Holdings Inc., (iii) Nooya Investments Inc., (iv) Eric Molson and Stephen Molson, their spouses, their estates, their lineal descendants and any trusts or similar arrangements for the benefit of such Persons (including, as to any common stock of the Company held by it for the benefit of such Persons, the trust established under the Voting and Exchange Trust Agreement (as defined in the Combination Agreement dated as of July 21, 2004 between the Company and Molson) and any Person that is a beneficiary of such trusts or similar arrangements on the date hereof, (v) the successors of any such Persons, (vi) any Persons Controlled by such Persons, and (vii) any Person who any of the foregoing have voting control over the Voting Stock of the Company held by such Person.

"Rating Agencies" means (1) each of Moody's and S&P; and (2) if either of Moody's or S&P ceases to rate the notes or fails to make a rating of the notes publicly available for reasons outside of our control, a "nationally recognized statistical rating organization" within the meaning of Section 3(a)(62) of the Exchange Act, selected by us (as certified by a resolution of our board of directors) as a replacement agency for Moody's or S&P, or both, as the case may be.

"S&P" means Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., and its successors.

The term "all or substantially all" as used in the definition of Change of Control will likely be interpreted under applicable state law and will be dependent upon particular facts and circumstances. There may be a degree of uncertainty in interpreting this phrase. As a result, we cannot assure you how a court would interpret this phrase under applicable law if you elect to exercise your rights following the occurrence of a transaction which you believe constitutes a transfer of "all or substantially all" of our assets.

In calculating the amount of Voting Stock owned by a person or group the Voting Stock "beneficially owned" by any permitted party shall not be included.

Certain Restrictions

The following restrictions apply to the notes:

Restrictions on Secured Debt

If the Company or any Restricted Subsidiary shall incur, issue, assume or enter into a guarantee of any Debt secured by a mortgage, pledge or lien ("Mortgage," *provided*, *however*, that in no event shall an operating lease be deemed to constitute a Mortgage) on any Principal Property of the Company or any Subsidiary, or on any Capital Stock of any Restricted Subsidiary, the Company will, or will cause such Subsidiary or Restricted Subsidiary to, secure the notes equally and ratably with (or, prior to) such secured Debt, for so long as such Debt is so secured, unless the aggregate amount of all such secured Debt (for the avoidance of doubt, to the extent such debt is secured by a Mortgage on any Principal Property), when taken together with all

Attributable Debt with respect to sale and leaseback transactions involving Principal Properties of the Company or any Subsidiary (with the exception of such transactions which are excluded as described in the next paragraph and in the second paragraph in "- Restrictions on Sales and Leasebacks" below), would not, at the time of such incurrence or guarantee, exceed the greater of (i) $800 million or (ii) 15% of Consolidated Net Tangible Assets, as determined based on the most recent available consolidated balance sheet of the Company.

The above restriction will not apply to Debt secured by:

(1) Mortgages existing on any property prior to the acquisition thereof by the Company or a Restricted Subsidiary or existing on any property of any corporation or other entity that becomes a Subsidiary after the date of the indenture prior to the time such corporation becomes a Subsidiary or securing indebtedness that is used to pay the cost of acquisition of such property or to reimburse the Company or a Restricted Subsidiary for that cost; *provided, however*, that such Mortgage shall not apply to any other property of the Company or a Restricted Subsidiary other than improvements and accessions to the property to which it originally applies and as otherwise permitted;

(2) Mortgages to secure the cost of development or construction of such property, or improvements of such property; *provided, however*, that such Mortgages shall not apply to any other property of the Company or any Restricted Subsidiary unless otherwise permitted;

(3) Mortgages in favor of a governmental entity or in favor of the holders of securities issued by any such entity, pursuant to any contract or statute (including Mortgages to secure debt of the pollution control or industrial revenue bond type) or to secure any indebtedness incurred for the purpose of financing all or any part of the purchase price or the cost of construction of the property subject to such Mortgages;

(4) Mortgages securing indebtedness owing to the Company or a Guarantor;

(5) Mortgages existing on the first date the notes are originally issued;

(6) Mortgages required in connection with governmental programs which provide financial or tax benefits, as long as substantially all of the obligations secured are in lieu of or reduce an obligation that would have been secured by a lien permitted under the indenture;

(7) extensions, renewals or replacements of the Mortgages referred to in this paragraph (other than Mortgages described in clauses (2) and (4) above) so long as the principal amount of the secured Debt is not increased (except by an amount not to exceed the fees and expenses, including any premium and defeasance costs incurred with such extension, renewal or replacement) and the extension, renewal or replacement is limited to all or part of the same property secured (and for the avoidance of doubt could have been secured) by the Mortgage so extended, renewed or replaced; or

(8) Mortgages in connection with sale and leaseback transactions described in the second paragraph in "- Restrictions on Sales and Leasebacks" below.

For the avoidance of doubt, the accrual of interest, accretion or amortization of original issue discount or accreted value, the accretion of dividends, and the payment of interest on Debt in the form of additional Debt will not be deemed to be an incurrence, issuance, assumption or guarantee of Debt.

Restrictions on Sales and Leasebacks

Neither the Company nor any Restricted Subsidiary may enter into any sale and leaseback transaction involving any Principal Property, unless the aggregate amount of all Attributable Debt with respect to such transactions, when taken together with all secured Debt permitted under the first paragraph in "- Restrictions on Secured Debt" above (and not excluded in the second paragraph thereof) would not, at the time such transaction is entered into, exceed the greater of (i) $800 million or (ii) 15% of Consolidated Net Tangible Assets, as determined based on the most recent available consolidated balance sheet of the Company.

The above restriction will not apply to, and there will be excluded from Attributable Debt in any computation under this restriction, any sale and leaseback transaction if:

(1) the transaction is between or among two or more of the Company and the Guarantors;

(2) the lease is for a period, including renewal rights, of not in excess of three years;

(3) the transaction is with a governmental authority that provides financial or tax benefits;

(4) the net proceeds of the sale are at least equal to the fair market value of the property and, within 180 days of the transfer, the Company or the Guarantors repay Funded Debt owed by them or make expenditures for the expansion, construction or acquisition of a Principal Property at least equal to the net proceeds of the sale; or

(5) such sale and leaseback transaction is entered into within 180 days after the acquisition or construction, in whole but not in part, of such Principal Property.

SEC Reports

The indenture provides that any documents or reports that we are required to file with the Securities and Exchange Commission (the "SEC") pursuant to Section 13 or 15(d) of the Exchange Act must be filed by us with the trustee (with a copy to the paying agent) within 15 days after the same are required to be filed with the SEC (giving effect to any grace period provided by Rule 12b- 25 under the Exchange Act). Documents filed by us with the SEC via the EDGAR system (or any successor thereto) will be deemed to be filed with the trustee and copied to the paying agent as of the time such documents are filed via EDGAR.

Certain Definitions

"Attributable Debt" means, as to any particular lease under which any Person is at the time liable and at any date as of which the amount of such liability is to be determined, the total net amount of rent required to be paid by such Person under such lease during the remaining primary term thereof, discounted from the respective due dates thereof to such date at the actual percentage rate inherent in such arrangements as determined in good faith by the Company. The net amount of rent required to be paid under any such lease for any such period shall be the aggregate amount payable by the lessee with respect to such period after excluding amounts required to be paid on account of maintenance and repairs, insurance, taxes, assessments and similar charges. In the case of any lease which is terminable by the lessee upon the payment of a penalty, such net amount shall also include the amount of such penalty, but no rent shall be considered as required to be paid under such lease subsequent to the first date upon which it may be terminated.

"Business Day" means, when used with respect to any Place of Payment or any other particular location referred to in the indenture or in the notes, shall mean each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in that Place of Payment are authorized or obligated by law or executive order to close.

"Capital Stock" of any Person means any and all shares, interests, rights to purchase, warrants, options, participations, units or other equivalents of or interests in (however designated) equity of such Person, including any preferred stock, but excluding any debt securities convertible into such equity.

"Consolidated Net Tangible Assets" means the consolidated total assets of the Company, including its consolidated subsidiaries, after deducting current liabilities (except for those which are Funded Debt or the current maturities of Funded Debt) and goodwill, trade names, trademarks, patents, unamortized debt discount and expense and other intangible assets. Deferred income taxes, deferred investment tax credit or other similar items, as calculated in accordance with GAAP, will not be considered as a liability or as a deduction from or adjustment to total assets. Consolidated Net Tangible Assets, for the avoidance of doubt, may, at the Company's option, be calculated on a pro forma basis to give effect to any assets acquired or to be acquired on or before the date of calculation.

"Debt" means with respect to any Person:

(1) indebtedness for money borrowed of such Person, whether outstanding on the date of the indenture or thereafter incurred; and

(2) indebtedness evidenced by notes, debentures, bonds or other similar instruments for the payment of which such Person is responsible or liable.

The amount of indebtedness of any Person at any date shall be the outstanding balance at such date of all unconditional obligations as described above and the amount of any contingent obligation at such date that would be classified as indebtedness in accordance with GAAP; *provided, however*, that (i) in the case of indebtedness sold at a discount, the amount of such indebtedness at any time will be the accreted value thereof at such time and (ii) otherwise the amount of such indebtedness will be the principal amount of such indebtedness.

"Existing Notes" means the following securities: (i) 1.250% notes due 2024 issued by the Company, (ii) the 3.44% notes due 2026 issued by the Company, (iii) the 3.0% notes due 2026 issued by the Company, (iv) the 5.0% notes due 2042 issued by the Company, and (v) the 4.2% notes due 2046 issued by the Company.

"Funded Debt" of any Person means (a) all Debt of such Person having a maturity of more than 12 months from the date as of which the determination is made or having a maturity of 12 months or less but by its terms being renewable or extendable beyond 12 months from such date at the option of such Person, or (b) rental obligations of such Person payable more than 12 months from such date under leases which are capitalized in accordance with GAAP (such rental obligations to be included as Funded Debt at the amount so capitalized).

"GAAP" means generally accepted accounting principles in the United States which are in effect on the issue date of the notes. At any time after the issue date of the notes, the Company may elect to apply International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") accounting principles in lieu of GAAP and, upon any such election, references herein to GAAP shall thereafter be construed to mean IFRS on the date of such election; *provided* that any such election, once made, shall be irrevocable; *provided, further*, that any calculation or determination in the indenture that requires the application of GAAP for periods that include fiscal quarters ended prior to the Company's election to apply IFRS shall remain as previously calculated or determined in accordance with GAAP.

"Guarantors" means (a) Molson Coors International LP, Molson Canada 2005, Coors Brewing Company, CBC Holdco LLC, CBC Holdco 2 LLC, Newco3, Inc., Molson Coors Holdco, Inc., CBC Holdco 3, Inc., Molson Coors USA LLC, Molson Coors Beverage Company USA LLC, and Coors Distributing Company, and (b) each of the Company's future Subsidiaries that guarantees the notes as required by the provisions described under "- Guarantees" above, until in each case, such entity is released as a Guarantor pursuant to the terms of the indenture.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof or any other entity.

"Place of Payment" means, when used with respect to the notes of any series, the place or places where the principal of and premium, if any, and interest on the notes of that series are payable as specified pursuant to the indenture.

"Principal Property" means any brewery, manufacturing, processing or packaging plant or warehouse owned at the date of the indenture or thereafter acquired by the Company or any Restricted Subsidiary which is located within the United States of America or Canada, other than any property which in the opinion of the Board of Directors of the Company is not of material importance to the total business conducted by the Company and the Restricted Subsidiaries as an entirety.

"Restricted Subsidiary" means a Subsidiary of the Company (a) substantially all the property of which is located, or substantially all the business of which is carried on, within the United States or Canada, and (b) which owns a Principal Property.

"Significant Subsidiary" means any Subsidiary (i) the consolidated revenue of which represents 10% or more of the consolidated revenue of the Company, or (ii) the consolidated gross assets of which represent 10% or more of the consolidated gross assets of the Company, in each case as reflected in the most recent annual audited financial statements of the Company; provided that in the case of a Subsidiary acquired by the Company during or after the financial year shown in the most recent annual audited financial statements of the Company, such calculation shall be made on the basis of the contribution of the Subsidiary considered on a pro-forma basis as if it had been acquired at the beginning of the relevant period, with the pro-forma calculation (including any adjustments) being made by the Company acting in good faith.

"Subsidiary" means, with respect to any Person, any other Person more than 50% of the outstanding Voting Stock of which at the time of determination is owned, directly or indirectly, by such first Person and/or one or more other Subsidiaries of such first Person.

"Voting Stock" of any entity means the class or classes of Capital Stock then outstanding and normally entitled (without regard to the occurrence of any contingency) to vote generally on matters to be decided by the stockholders (or other owners) of such entity (including the election of directors), which, for the avoidance of doubt, in the case of the Company as of the date hereof consists of the Class A common stock and the Special Class A voting stock, taken together.

Merger, Consolidation or Sale of Assets

The indenture provides that (i) the Company shall not merge or sell, convey, transfer or lease, in one transaction or a series of transactions, directly or indirectly, all or substantially all of its assets, and (ii) a Guarantor shall not merge or sell, convey, transfer or lease, in one transaction or a series of transactions, all or substantially all of its assets, in each case to any Person unless (i) the successor is organized under the laws of the United States, Canada, Switzerland, the United Kingdom, any member of the European Union or the predecessor's jurisdiction of organization, or any state, province or division thereof, or the District of Columbia, (ii) such successor assumes the obligations of the Company or such Guarantor with respect to the notes or the related guarantee, as applicable, under the indenture (it being understood that any obligation to pay Additional Amounts shall be determined mutatis mutandis, by treating any jurisdiction under the laws of which such successor is organized or resident for tax purposes and any political subdivision or taxing authority as therein having the power to tax, as a Relevant

Jurisdiction), and (iii) after giving effect to such transaction, no default or event of default under the indenture will have occurred and be continuing.

Defeasance and Discharge

The indenture provides that the Company may elect either (i) to defease and be discharged from any and all obligations with respect to the notes (except as otherwise provided in the indenture) ("defeasance") or (ii) to be released, and to have the Guarantors released, from any and all obligations with respect to certain covenants that are described in the indenture ("covenant defeasance"), upon the irrevocable deposit with the paying agent, in trust for such purpose, of money and/or government obligations that through the payment of principal and interest in accordance with their terms will provide money in an amount sufficient, in the opinion of a certified public accounting firm of national reputation, without reinvestment, to pay the principal of, premium, if any, and interest on the notes to maturity or redemption, as the case may be (*provided* that any excess moneys or government obligations and any moneys or government obligations remaining unclaimed after two years from the maturity date or redemption date, as applicable, with respect to such notes will be repaid). As a condition to defeasance or covenant defeasance, the Company must deliver to the trustee (with a copy to the paying agent) an opinion of counsel to the effect that the beneficial owners of the notes will not recognize income, gain or loss for United States federal income tax purposes as a result of such defeasance or covenant defeasance and will be subject to United States federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such defeasance or covenant defeasance had not occurred. Such opinion of counsel, in the case of defeasance under clause (i) above, must refer to and be based upon a ruling of the Internal Revenue Service or a change in applicable United States federal income tax law occurring after the date of the indenture. The Company may exercise its defeasance option with respect to the notes notwithstanding the prior exercise of the covenant defeasance option with respect thereto. If the Company exercises the defeasance option with respect to the notes, payment of the notes may not thereafter be accelerated because of an event of default.

If the Company exercises the covenant defeasance option with respect to the notes, payment of the notes may not thereafter be accelerated by reference to any covenant from which the Company and the Guarantors were released as described under clause (ii) of the immediately preceding paragraph. However, if acceleration were to occur for other reasons, the realizable value at the acceleration date of the money and government obligations in the defeasance trust could be less than the principal and interest then due on the notes, in that the required deposit in the defeasance trust is based upon scheduled cash flows rather than market value, which will vary depending upon interest rates and other factors.

As used in this section, "government obligations" means euro-denominated securities that are direct obligations (or certificates representing an ownership interest in such obligations) of a member state of the European Union as of the date of the indenture (including any agency or instrumentality thereof) for the payment of which the full faith and credit of such government is pledged; *provided* that such member state has a long-term government debt rating of "A1" or higher by Moody's or "A+" or higher by S&P or the equivalent rating category of another internationally recognized rating agency.

Events of Default

Each of the following constitutes an event of default under the indenture with respect to the notes:

(1) default in the payment of any installment of interest on the notes issued under the indenture for 30 days after becoming due;

(2) default in the payment of principal (or premium, if any) on the notes issued under the indenture when due;

(3) default in the performance of any other covenant with respect to the notes continuing for 90 days after notice as provided below;

(4) if payment of any Debt of the Company, the Guarantors or any of the Company's Significant Subsidiaries in a principal amount exceeding the greater of (i) $250 million or (ii) 5% of Consolidated Net Tangible Assets is accelerated as a result of the failure of the Company, any Guarantor or any of the Company's Significant Subsidiaries to perform any covenant or agreement applicable to such Debt which acceleration is not rescinded or annulled within 60 days after written notice thereof; and

(5) certain events of bankruptcy, insolvency or reorganization with respect to the Company.

If an event of default described in clause (1) through (4) above shall occur and be continuing with respect to the outstanding notes, then either the trustee or the holders of at least 25% in principal amount of the notes may declare the principal and premium, if any, of the notes and the accrued interest thereon, if any, to be due and payable.

If an event of default described in clause (5) above shall occur and be continuing, then the principal and premium, if any, of the notes and the accrued interest thereon, if any, shall be due and payable without any declaration or other act on the part of the trustee or any holders of the notes.

The indenture provides that the trustee shall, within 90 days after the occurrence of a default known to the trustee, give the holders of the notes notice of all uncured defaults known to it (the term "default" to mean the events specified above without grace periods); *provided* that, except in the case of default in the payment of principal of or interest on the notes, the trustee shall be protected in withholding such notice if it in good faith determines the withholding of such notice is in the interest of the holders of the notes and so advises the Company in writing. At any time after such declaration of acceleration has been made, the holders of a majority in principal amount of the notes, by written notice to the Company and the trustee, may, in certain circumstances, rescind and annul such declaration with respect to the notes, *provided* that such rescission would not conflict with any judgment or decree, and if all existing events of default have been cured or waived except non-payment of the principal amount or premium, if any, or interest on the notes that has become due solely because of acceleration. A default will be deemed to be known to the Trustee only in the case it has received written notice of such default.

We will furnish to the trustee (with a copy to the paying agent) within 120 days after the end of the Company's fiscal year a statement by certain officers to the effect that, to the best of their knowledge, no default has occurred under the indenture or, if there has been a default, specifying each such default. The holders of a majority of the outstanding principal amount of the notes affected will have the right, subject to certain limitations, to direct the time, method and place of conducting any proceeding for any remedy available to the trustee or exercising any trust or power conferred on the trustee with respect to the notes, and to waive certain defaults with respect thereto. The indenture provides that in case an event of default shall occur and be continuing, the trustee shall exercise such of its rights and powers under the indenture, and use the same degree of care and skill in its exercise, as a prudent man would exercise or use under the circumstances in the conduct of his own affairs. Subject to such provisions, the trustee will be under no obligation to exercise any of its rights or powers under the indenture at the request of any of the holders of the notes unless they first shall have offered to the trustee reasonable security or indemnity against the costs, expenses and liabilities which might be incurred by it in compliance with such request.

Before any holder of notes may institute action for any remedy, except payment on such holder's notes when due, the holders of not less than 25% in principal amount of the outstanding notes must request the trustee to take action and certain other conditions must be met. Holders must also offer and give the trustee security or indemnity reasonably satisfactory to it against liabilities incurred by the trustee for taking such action.

If the euro is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the notes will be made in U.S. dollars until the euro is again available to us or so used. The amount payable on any date in euros will be converted into U.S. dollars on the basis of the most recently available market exchange rate for euro. Any payment in respect of the notes so made in U.S. dollars will not constitute an event of default. Neither the trustee nor the paying agent shall be responsible for obtaining any exchange rates or otherwise converting currency.

Modification of the Indenture and Waiver

The indenture provides that the Company, the Guarantors (except that with respect to clause (1) below with respect to the addition of guarantors, the signatures of the other Guarantors shall not be required) and the trustee may enter into supplemental indentures without the consent of the holders of the notes of any series to:

(1) add guarantors with respect to the notes, including any Guarantors, or to secure the notes;

(2) add covenants for the protection of the holders of the notes;

(3) add any additional events of default;

(4) cure any ambiguity, omission, mistake, defect or inconsistency in the indenture;

(5) add to or change or eliminate any provision of the indenture as shall be necessary or desirable in accordance with any amendments to the Trust Indenture Act;

(6) supplement any of the provisions of the indenture to such extent as shall be necessary to permit or facilitate the defeasance and discharge of the notes so long as any such action shall not adversely affect the interests of any holder of the notes or any other series of debt securities issued thereunder;

(7) prohibit the authentication and delivery of additional series of notes;

(8) provide for uncertificated notes in addition to or in place of certificated notes subject to applicable laws;

(9) establish the form or terms of other debt securities issued under the indenture and coupons of any series of such other debt securities pursuant to the indenture and to change the procedures for transferring and exchanging such other debt securities so long as such change does not adversely affect the holders of any outstanding debt securities, including the notes (except as required by applicable securities laws);

(10) make any change to the indenture that does not adversely affect the rights under the indenture of any holder of any series of debt securities, including the notes;

(11) secure any series of debt securities, including the notes;

(12) evidence the acceptance of appointment by a successor trustee and to add to or arrange any provisions of the indenture necessary for or to facilitate the administration of the trusts created under the indenture by more than one trustee;

(13) comply with the merger and consolidation provisions pursuant to the indenture;

(14) in the case of subordinated debt securities, to make any change to the provisions of the indenture or any supplemental indenture relating to subordination that would limit or terminate the benefits available to any holder of Senior Debt under such provisions (but only if each such holder of Senior Debt under such provisions consents to such change);

(15) evidence the release of any Guarantor pursuant to the terms of the indenture;

(16) add to, change, or eliminate any of the provisions of the indenture with respect to one or more series of debt securities, so long as any such addition, change or elimination not otherwise permitted under the indenture shall: (i) neither apply to any debt security of any series including the notes, created prior to the execution of such supplemental indenture and entitled to the benefit of such provision nor modify the rights of the holders of any such debt security with respect to the benefit of such provision; or (ii) become effective only when there is no such prior security outstanding; or

(17) conform the indenture and/or the notes to this “Description of the Notes.”

The indenture also contains provisions permitting the Company, the Guarantors and the trustee, with the consent of the holders of not less than a majority in aggregate principal amount of each series of notes affected to add any provisions to, or change in any manner or eliminate any of the provisions of, the indenture or modify in any manner the rights of the holders of such series of notes so affected. However, the Company may not, without the consent of each holder of notes of each series so affected:

(1) extend the final maturity of such series of notes;

(2) reduce the principal amount (or premium, if any) of such series of notes;

(3) reduce the rate or extend the time of payment of interest on such series of notes;

(4) reduce any amount payable on redemption of such series of notes or change the time (other than with respect to timing of notices of redemption) at which such series of notes may be redeemed in accordance with the indenture;

(5) impair the right of any holder of such series of notes to institute suit for the payment of such series of notes;

(6) reduce the percentage in principal amount of such series of notes the consent of the holders of which is required for any such modification;

(7) make such series of notes payable in currency other than that stated in such series of notes;

(8) make any changes in the ranking or priority of such series of notes that would adversely affect the holders of such series of notes;

(9) make any change to the guarantees made by any Guarantors that would adversely affect the rights of holders of such series of notes; or

(10) amend the above items or applicable sections of the indenture providing certain rights to the majority of holders of such series of notes.

The holders of at least a majority in principal amount of each series affected thereby then outstanding, may waive compliance by the Company and the Guarantors with certain restrictive provisions of the indenture applicable to such series. The holders of not less than a majority in principal amount of each series affected thereby then outstanding may waive any past default under the indenture applicable to such series, except a default (a) in the payment of principal of (and premium, if any) or any interest on such series, (b) in respect of a covenant, or provision of the indenture which cannot be modified or amended without the consent of the holder of each note of such series outstanding affected, or (c) arising from the failure to redeem or purchase notes of such series when required pursuant to the terms of the indenture.

Sinking Fund

There is no sinking fund for the notes.

Governing Law

The indenture and the notes are governed by and construed in accordance with the laws of the State of New York.

Concerning the Trustee, Paying Agent, Registrar and Transfer Agent

The Bank of New York Mellon Trust Company, N.A. is the trustee, registrar, and transfer agent and The Bank of New York Mellon, London Branch is paying agent under the indenture. The Issuer may change the paying agent, the registrar or the transfer agent without prior notice to the holders, and the Company or any of its Subsidiaries may act as the paying agent, the registrar or the transfer agent.

Except during the continuance of an event of default, the trustee need perform only those duties that are specifically set forth in the indenture and no others, and no implied covenants or obligations will be read into the indenture against the trustee. In case an event of default has occurred and is continuing, the trustee shall exercise those rights and powers vested in it by the indenture, and use the same degree of care and skill in their exercise, as a prudent man would exercise or use under the circumstances in the conduct of his own affairs. No provision of the indenture requires the trustee to expend or risk its own funds or otherwise incur any financial liability in the performance of its duties thereunder, or in the exercise of its rights or powers, unless it receives indemnity satisfactory to it against any loss, liability or expense.

Listing

The notes are listed and admitted to trading on the New York Stock Exchange under the symbol "TAP 32". We have no obligation to maintain such listing and we may delist the notes at any time.

Payments in Euro

Holders are required to pay for the notes in euro, and all payments of interest and principal, including payments made upon any redemption of the notes, are payable in euro. If, on or after May 22, 2024, the euro is unavailable to the Company due to the imposition of exchange controls or other circumstances beyond our control or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the notes will be made in U.S. dollars until the euro is again available to us or so used. In such circumstances, the amount payable on any date in euro will be converted into U.S. dollars on the basis of the most recently available market exchange rate for euro. Any payment in respect of the notes so made in U.S. dollars will not constitute an event of default under the notes or the indenture governing the notes. Neither the trustee nor the paying agent shall have any responsibility for any calculation or conversion in connection with the forgoing or in connection with Judgment Currency.

Judgment Currency

The indenture provides that the Company agrees, to the fullest extent that it may effectively do so under applicable law, that (a) if for the purpose of obtaining judgment in any court with respect to the notes it is necessary to convert the sum due in respect of the principal, premium, if any, or interest, if any, payable with respect to such notes into a currency in which a judgment can be rendered (the "Judgment Currency"), the rate of exchange from the currency in which payments under such notes is payable (the "Required Currency") into the Judgment Currency will be the highest bid quotation (assuming European style quotation - i.e., Required Currency per Judgment Currency) received by the Company from three recognized foreign exchange dealers in the City of New York for the purchase of the aggregate amount of the judgment (as denominated in the Judgment Currency) on the Business Day preceding the date on which a final unappealable judgment is rendered, for settlement on such payment date, and at which the applicable dealer timely commits to execute a contract, and (b) the Company's obligations under the indenture to make payments in the Required Currency (i) will not be discharged or satisfied by any tender, or by any recovery pursuant to any judgment (whether or not entered in accordance with the preceding clause (a)), in any currency other than the Required Currency, except to the extent that such tender or recovery will result in the actual receipt by the judgment creditor of the full amount of the Required Currency expressed to be payable in respect of such payments, (ii) will be enforceable as an alternative or additional cause of action for the purpose of recovering in the Required Currency the amount, if any, by which such actual receipt will fall short of the full amount of the Required Currency so expressed to be payable, and (iii) will not be affected by judgment being obtained for any other sum due under the indenture.

Book-Entry, Clearance and Settlement

The notes were issued in the form of one or more fully registered global notes (each a “global note”) which were deposited with, or on behalf of, a common depositary (the “Depositary”) for the accounts of Euroclear and Clearstream, as applicable, or any successor thereto, and registered in the name of the Depositary’s nominee.

Investors who hold beneficial interests in a global note may hold such interests directly through Euroclear and Clearstream if they are participants in these systems, or indirectly through organizations that are participants in Euroclear or Clearstream. Euroclear and Clearstream hold interests in the global notes on behalf of their participants through customers’ securities accounts in their respective names on the books of their respective depositaries.

We will not issue notes in certificated form except in certain circumstances. Instead, Euroclear and/or Clearstream will credit on its book-entry registration and transfer systems a participant’s account with the interest beneficially owned by such a participant. The laws of some jurisdictions, including certain states of the United States, may require that certain purchasers of securities take physical delivery of such securities in definitive form. The foregoing limitations may impair the ability to own, transfer or pledge book-entry interests. In addition, while the notes are in global form, owners of interests in a global note will not have the notes registered in their names, will not receive physical delivery of the notes in certificated form and will not be considered the registered owners or “holders” of notes under the indenture for any purpose. Beneficial interests in the global notes will be issued in minimum denominations of €100,000 and integral multiples of €1,000 in excess thereof. Book-entry interests will be limited to persons that have accounts with Euroclear and/or Clearstream or persons that may hold interests through such participants. Book-entry interests will be shown on, and transfers thereof will be effected only through, records maintained in book-entry form by Euroclear and/or Clearstream and their participants.

So long as the notes are held in global form, the Depositary will be considered the holder of the global notes for all purposes under the indenture. As such, participants must rely on the procedures of Euroclear and/or Clearstream and indirect participants must rely on the procedures of Euroclear and/or Clearstream and the participants through which they own book-entry interests in order to exercise any rights of holders under the indenture.

Neither the Company, nor the trustee under the indenture, nor any of the Company’s or the trustee’s respective agents will have any responsibility or be liable for any aspect of the records relating to the book-entry interests.

Euroclear and Clearstream have advised us that Euroclear and Clearstream hold securities for participating organizations. They also facilitate the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in the accounts of such participants. Euroclear and Clearstream provide various services to their participants, including the safekeeping, administration, clearance, settlement, lending and borrowing of internationally traded securities. Euroclear and Clearstream interface with domestic securities markets. Euroclear and Clearstream participants are financial institutions such as underwriters, securities brokers and dealers, banks, trust companies and certain other organizations. Indirect access to Euroclear or Clearstream is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Euroclear or Clearstream participant, either directly or indirectly.

If Euroclear or Clearstream, as applicable, notifies us that it is unwilling or unable to continue as a clearing system in connection with the global notes or, Euroclear or Clearstream, as applicable, ceases to be a clearing system, and in each case a successor clearing system is not appointed by us after receiving such notice or on becoming aware that Euroclear and Clearstream are no longer so registered, we will issue or cause to be issued individual certificates in registered form on registration of transfer of, or in exchange for, book-entry interests in the notes represented by such global notes upon delivery of such global notes for cancellation.

Title to book-entry interests in the notes will pass by book-entry registration of the transfer within the records of Clearstream or Euroclear, as the case may be, in accordance with their respective procedures. Book-entry interests in the notes may be transferred within Clearstream and within Euroclear and between Clearstream and Euroclear in accordance with procedures established for these purposes by Clearstream and Euroclear.

Title: GLOBAL INSIDER TRADING POLICY
Effective Date: 21 November 2024
Policy Owner/Contact: Molson Coors' Chief Legal Officer
Policy Approver: Molson Coors' Chief Legal Officer

PURPOSE

This Global Insider Trading Policy (the "Policy") provides guidelines with respect to transactions in the securities of Molson Coors Beverage Company ("Molson Coors") and the handling of confidential and material non-public information about Molson Coors and the companies with which Molson Coors does business. The objective of this Policy is to promote compliance with federal, state and foreign securities laws that prohibit certain persons who are aware of material non-public information about a company from: (i) trading in securities of that company; or (ii) providing material non-public information to other persons who may trade on the basis of that information.

SCOPE

This Policy applies to all members of the Molson Coors' Board of Directors ("Board Members") and all officers and other employees of Molson Coors and its subsidiaries. This Policy also applies to immediate family members (defined below), other members of a person's household and entities controlled by a person covered by this Policy, as well as any person doing business on behalf of Molson Coors or representing Molson Coors, such as agents, contract employees, temporary employees, consultants, and contractors. This Policy does not, however, apply to personal securities transactions of such persons where the purchase or sale decision is made by a third party not controlled by, influenced by or related to you or such persons. It is also the policy of Molson Coors that Molson Coors will not engage in transactions in Molson Coors securities while aware of material non-public information relating to Molson Coors or Molson Coors securities.

POLICY

What types of transactions are covered by this Policy?

This Policy applies to all transactions in Molson Coors' securities, including, but not limited to, Class A Common Stock, Class B Common Stock, Class A exchangeable shares, Class B exchangeable shares, restricted share units, and stock options. It also applies to any other equity or debt securities Molson Coors may issue, including preferred stock, warrants, convertible notes, notes and derivative securities that are not issued by Molson Coors, such as exchange-traded options.

This Policy also applies to transactions in the securities of other companies about whom you may receive material non-public information in the course of your employment or service with Molson Coors, including a customer or supplier of Molson Coors or a company that is involved in a potential transaction or business relationship with Molson Coors. Trading in such companies may only be possible after the material non-public information becomes public or is no longer material.

No circumvention of this Policy is permitted. Do not try to accomplish indirectly what is prohibited by this Policy. By way of example, you may not have a friend set up a brokerage account under your friend's name, but funded by your funds, in order to trade on your behalf.

Can I trade if I possess material non-public information?

No, except for the limited exceptions set forth in this Policy, such as trades pursuant to pre-existing Rule 10b5-1 trading ("10b5-1 Plan"). Generally, however, there are no exceptions to this provision – not even for transactions that are very small, seemingly insignificant, or due to the existence of a personal financial emergency.

You may not trade in Molson Coors' securities at any time if you are aware of any material non-public information relating to Molson Coors (definitions of "material" and "non-public" are included below). This prohibition also applies to any material non-public information you become aware of in the course of your employment or service with Molson Coors relating to any other company, including Molson Coors' suppliers, customers and joint venture partners (e.g., contract negotiations, transaction discussions, sales figures).

You may not disclose material non-public information to persons within Molson Coors whose jobs do not require them to have that information, or to persons outside of Molson Coors, including, but not limited to, family, friends, business associates, investors and expert consulting firms, unless any such disclosure is made in accordance with Molson Coors' policies regarding the protection or authorized external disclosure of information pertaining to Molson Coors. This disclosure may be viewed as "tipping," which could result in liability under the federal securities laws for both the person who provides the information, and the person who receives the information. Simply suggesting or recommending to a friend or relative that he or she trade securities while you hold the material non-public information is illegal, even when you do not tell them why you are making the suggestion or recommendation.

What is material information?

Information is *"material"* if a reasonable investor would consider it important in a decision to buy, sell or hold securities. Any information, positive or negative, that could reasonably be expected to affect the price of securities is likely to be considered material. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances. It is not possible to define all categories of material information, and you should be aware that enforcement authorities, courts, the public and the media almost always use hindsight when assessing what is considered material.

Examples of information that may be considered material include, but are not limited to:

- Financial results or projections, including, but not limited to, future earnings, earnings guidance or anticipated cost savings.
- Changes to previously announced earnings guidance, or the decision to suspend earnings guidance.
- A pending or proposed significant merger, acquisition, tender offer or joint venture.
- A significant pending or proposed sale, disposition, exchange or acquisition of significant assets.
- Major product announcements.
- A stock split or reverse stock split.
- A dividend declaration or change in dividend policy.
- An offering of additional securities, or the creation of a significant debt obligation out of the ordinary course.
- The establishment of a repurchase program for Molson Coors' securities.
- A significant restructuring.
- Changes in senior management.
- A change in auditors or notification that the auditor's reports may no longer be relied upon.
- Changes in Molson Coors' credit ratings, whether positive or negative.
- Gain or loss of a significant customer, supplier, or strategic partner.
- Impending bankruptcy or the existence of severe liquidity concerns.
- An extraordinary item for accounting purposes.
- Significant changes in sales, orders or expenses.
- A significant interruption of production.
- A significant expansion or contraction of production facilities.
- A significant product recall.
- A significant related party transaction.
- Threat of litigation or regulatory action that may result in significant costs.
- Developments in significant litigation or regulatory actions.
- A significant cybersecurity breach or incident, such as a data breach or any other significant disruption in Molson Coors' operations.
- A significant impairment of, or write-down in, assets.
- The imposition of an event-specific restriction on trading in Molson Coors' securities or the securities of another company or the extension or termination of such restriction.

What is non-public information?

"*Non-public*" information is generally not known or available to the public. To be "public", information must have been widely disseminated in a manner designed to reach investors generally, and the investors must be given sufficient time to absorb the information. Molson Coors generally considers information to be public after one full trading day has elapsed following Molson Coors' release of such information to the general public.

What is the definition of trading?

Trading includes the purchase and sale of securities, the exercise of stock options, and the sale of stock acquired upon the exercise of options, as well as all derivative transactions, such as put options, call options and short or forward sales. *Please note that if a Molson Coors Retirement Plan or similar plan ("Plan") contains Molson Coors' securities, rebalancing your Plan or other trades in Molson Coors' securities within the Plan constitutes "trading" for the purposes of this Policy.*

Are there any types of transactions that are exempt from the restrictions?

Molson Coors considers the following types of transactions to be exempt from the restrictions in this Policy:

- Acceptance of stock options, restricted stock units or similar awards issued under a Molson Coors incentive compensation plan, or the cancellation or forfeiture of such awards pursuant to the plan;
- Vesting of stock options, restricted stock or restricted stock units pursuant to a plan and any related stock withholding, but not any subsequent sale of such stock; and
- Exercise of stock options for cash or through the delivery of already owned shares, but not any broker-assisted cashless exercise or any sale of stock acquired in the option exercise.

Note: 10b5-1 plans are explained later in this Policy.

What is "short selling" and "hedging"? Are either of these permitted?

No, short selling and hedging (including put and call option transactions) are not permitted. Generally, short sales are transactions where a person benefits from an anticipated decline in the price of the securities. This is typically done by borrowing securities from a broker (i.e., securities you do not own), immediately selling at market value and then repurchasing at a lower price. In addition, Section 16 ("Section 16") of the Securities Exchange Act of 1934, as amended ("Exchange Act"), prohibits (i) Board Members and (ii) officers who are subject to Section 16 ("Section 16 Officers") from engaging in short sales.

Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including, but not limited to, through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit an individual to continue to own Molson Coors' securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership.

A put is an option or right to sell a specific stock at a specific price before a set date, and a call is an option or right to buy a specific stock at a specific price before a set date. Generally, call options are purchased when an individual believes that the price of a stock will rise, whereas put options are purchased when a person believes that the price of a stock will fall. Transactions in put options, call options or other Molson Coors' derivative securities, on an exchange or in any other organized market, are violations of this Policy.

What is "pledging"? Is it permitted?

Pledged securities are securities held in a margin account or otherwise pledged as collateral for a loan. You may not purchase Molson Coors' securities on margin, borrow against any account in which Molson Coors' securities are held, or pledge Molson Coors' securities as collateral for a loan, *except* as provided below. Securities held in a margin account or pledged as collateral for a loan may be sold without your consent by the broker if you fail to meet a margin call or by the lender in a foreclosure if you default on a loan. The margin or foreclosure sale may occur when you are aware of material non-public information or otherwise are not permitted to trade in Molson Coors' securities.

You may only pledge Molson Coors' securities as collateral for a loan (not including margin debt) if you have received the approval of: (1) the Molson Coors' Chief Financial Officer; and (2) the Molson Coors' Chief Legal and Government Affairs Officer ("CLO") or any members of the CLO's staff designated by CLO ("Legal Designee"); *provided further* that proposed pledges by insiders (defined as (i) a Board Member, (ii) a Section 16 Officer, or (iii) any executive that is a direct report to the Molson Coors' Chief Executive Officer ("CEO")) must also be disclosed to the Molson Coors' Audit Committee for approval as part of its risk oversight function prior to any such pledging. Approval of such pledges may be granted only after considering the appropriate facts and circumstances, including the following factors:

- The number of the pledged shares (including shares previously pledged) in relation to total number of shares outstanding and in relation to average daily trading volumes;
- The total loan value versus the value of the pledged securities;
- Loan amount in relation to the average trading volume;
- Loan amount versus market capitalization;
- Percentage (%) of pledged shares versus public float;
- Triggering events for any margin call;
- Whether pledged shares are collateral for other loans;
- Whether other collateral can be used to satisfy events of default;
- Potential impacts to Molson Coors or its stock price in the event of a forced sale;
- Factors that mitigate the likelihood of a forced sale, such as the availability and commitment of alternative collateral, or other considerations unique to the pledging party;
- Circumstances giving rise to the proposed pledge, including historical nature of prior pledges;
- Potential conflicts of interest;
- Whether the pledge undermines equity incentive compensation by potentially shielding the proposed pledgor from the effects of poor Molson Coors' performance;
- Timing and insider trading considerations;
- Ability of the covered party to make the pledging decision and/or whether the covered party has disclaimed beneficial ownership of the underlying pledged shares;
- Other protections or commitments made by the pledgor to Molson Coors;
- The aggregate amount of pledged shares outstanding at any given time by the pledgor and any other insiders and employees; and
- Any other factors deemed relevant by the approving body.

In reviewing and granting any approval, the approving body may seek advice from Molson Coors' professional advisors.

Why do we have trading windows?

Molson Coors has established quarterly trading windows to help document our diligent efforts to avoid improper transactions. The purpose of the quarterly trading windows is to help prevent potential insider trading by individuals with access to the information contained in Molson Coors' quarterly earnings announcements. Please be aware that even during an open window, any person with material non-public information must not engage in any trades. Additionally, as discussed further below, certain individuals must pre-clear all trades, even during an open window. The open window is not a "safe harbor," and you should always use good judgment.

What are our trading windows?

No-Trade Window

Each of the four quarterly "no-trade windows" begins on or about the 15th day of the last month of the quarter. If the 15th day of the month falls on a weekend, then the quarterly no-trade window begins upon the close of the New York Stock Exchange ("NYSE") on the prior business day. For example, if the 15th of the month falls on a Sunday, then the quarterly no-trade window commences upon close of the NYSE on Friday the 13th.

Each of the four quarterly no-trade windows terminates one full trading day after the public release of earnings for that quarter. For example, if Molson Coors issues its quarterly earnings press release at 6:30 a.m. eastern on a Tuesday, and the NYSE is open for trading on Tuesday, the no-trade window terminates when the NYSE opens on Wednesday.

During the no-trade windows, the following parties (collectively, "Covered Persons") may not trade in Molson Coors' securities:

- Board Members;
- Section 16 Officers;
- All direct executive reports to the CEO ("Direct CEO Reports"), and their direct executive reports;
- Vice Presidents in finance, legal, corporate communications, sales, marketing, emerging growth, global strategy and investor relations departments and the Corporate Secretary's office;
- All employees in corporate accounting and financial planning and analysis or who otherwise participate in monthly financial forecast review meetings;
- Paralegals and Administrative Assistants to
  - Board Members and Section 16 Officers;
  - Direct CEO Reports; and
  - Vice Presidents in finance, legal, corporate communications, sales, marketing, global innovation, global strategy and investor relations departments and the corporate secretary's office.
- Individual employees designated from time to time by the CLO or Legal Designee;
- Employees who are the beneficial owners, directly or indirectly, of more than ten percent of the outstanding shares of Molson Coors, which may include persons who serve as trustees of family trusts;
- Members of the Coors and Molson families employed by Molson Coors or its affiliates or subsidiaries; and
- Immediate family members and members of households for the above groups.

At any time, the CLO or Legal Designee may implement a "special no-trade window" due to the pendency of certain events or transactions. During a special no-trade window, individuals who may be in possession of or have access to the information giving rise to the special no-trade window being imposed will be prohibited from trading in Molson Coors' securities.

Open Window

Times outside of the no-trade window are sometimes referred to as the "open window." On occasion, due to developments, the CLO or Legal Designee may inform certain people that they are prohibited from trading even during an open window. In such an event, the affected persons may not trade in Molson Coors' securities and may not disclose to others that they are prohibited from trading. Additionally, the CLO or Legal Designee may also close an open window if he or she reasonably determines such action is in the best interests of Molson Coors and its employees.

Pre-clearance Requirements

All Board Members, Section 16 Officers, Direct CEO Reports, immediate family members of such individuals, and entities controlled by such persons also must pre-clear all trades, transfers, pledges or gifts of Molson Coors' securities with the CLO or Legal Designee. To request pre-clearance/approval, you must email the CLO or Legal Designee details of the proposed transaction at least 48 hours prior to the proposed transaction. This requirement applies even when you otherwise comply with all other provisions of this Policy and are in an open window. The CLO or Legal Designee are under no obligation to approve a transaction submitted for pre-clearance.

Unless revoked, approval to complete a transaction will normally remain valid for 48 hours, unless a shorter time period is granted by the CLO or Legal Designee. If the transaction does not occur during such 48-hour or shorter time period, a new pre-clearance/approval must be requested.

If you are not granted clearance to trade securities, you are not allowed to disclose to others that you were prohibited from trading.

Can I enter into predetermined plans (e.g., 10b5-1 plans) for trading securities?

Molson Coors strongly encourages Board Members, officers and other employees to enter into 10b5-1 Plans to execute trades of Molson Coors' securities. Rule 10b5-1 promulgated under the Exchange Act provides an affirmative defense from insider trading liability and permits trading by a stockholder during times when trading may otherwise be prohibited (e.g., during a no-trade window). In order to be eligible to rely on this defense, a 10b5-1 Plan must meet the requirements of Rule 10b5-1. If the 10b5-1 Plan meets the requirements, Molson Coors' securities may be purchased or sold without regard to certain insider trading restrictions. Entry into, modification, and the early termination of any 10b5-1 Plan and/or any of its terms must be pre-approved by the CLO or Legal Designee.

Further, the CLO maintains guidelines that outline the requirements for Molson Coors' 10b5-1 Plans, including the pre-approval process and timing. Any individual interested in entering into a 10b5-1 Plan should contact the CLO or Legal Designee.

<u>What are the penalties for insider trading?</u>

You may be subject to severe civil and criminal penalties for insider trading. You can be fined millions of dollars and sentenced to significant jail time (e.g., up to 20 years) for insider trading.

You can also be liable for improper transactions by a "tippee." The Securities and Exchange Commission has imposed large fines even in situations where the person disclosing the information did not trade or did not profit. Regulators have also prosecuted insider trading violations where an employee or insider has traded in the stock of another related company based on material non-public information learned in connection with their employment or role as an insider.

In addition to individual penalties and sanctions, Molson Coors may be required to pay civil or criminal penalties.

You are responsible for understanding and following this Policy. Failure to comply with this Policy may result in disciplinary action, up to and including termination of employment.

<u>Am I subject to the Policy after I leave Molson Coors?</u>

You will continue to be subject to this Policy, including pre-clearance requirements and trading windows, until Molson Coors' first earnings release following the cessation of your employment or service with Molson Coors, irrespective of any severance benefits, or for such other longer period as determined by the CLO or Legal Designee. Any former CEO of Molson Coors will be subject to the Policy until the second earnings release following the cessation of employment with Molson Coors, irrespective of any severance benefits, or for such other longer period as determined by the CLO or Legal Designee. Even after such dates, you may not trade in Molson Coors' securities if you are in possession of material non-public information.

<u>Who do I ask if I have any questions regarding this Policy?</u>

Any questions regarding any provision of the Insider Trading Policy should be directed to the CLO or Legal Designee.

DEFINITIONS

For purposes of this Policy, the term "immediate family member" includes any family member who resides with you, including a child, a child away at college, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and shall include adoptive relationships and any family members who do not live in your household but whose transactions in Molson Coors securities are directed by you or are subject to your influence or control, such as parents or children who consult with you before they trade in Molson Coors securities.

REFERENCE INFORMATION

Global Disclosure Policy

Code of Business Conduct

AVAILABLE POLICY TRANSLATIONS

☐ Bulgarian	☐ Croatian	☐ Czech	☑ English
☑ French	☐ Italian	☐ Hungarian	☐ Montenegrin
☐ Romanian	☐ Russian	☐ Serbian	☐ Spanish

MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES

SUBSIDIARIES OF THE REGISTRANT

The following table lists our significant subsidiaries and the respective jurisdictions of their organization or incorporation as of December 31, 2024. All subsidiaries listed below are included in our consolidated financial statements.

Name	State/province/country of organization or incorporation
3230600 Nova Scotia Company	Nova Scotia
CBC Holdco 2 LLC	Colorado
CBC Holdco 3, Inc.	Colorado
CBC Holdco LLC	Colorado
Coors Brewing Company d/b/a Molson Coors International	Colorado
Coors Distributing Company LLC	Delaware
Coors International Holdco 2, ULC	Nova Scotia
Golden Acquisition	United Kingdom
Molson Canada 2005	Ontario
Molson Coors (Barbados) SRL	Barbados
Molson Coors (UK) Holdings LLP	United Kingdom
Molson Coors Beverage Company USA LLC	Delaware
Molson Coors Brewing Company (UK) Limited	United Kingdom
Molson Coors Callco ULC	Nova Scotia
Molson Coors Canada Holdco, ULC	Nova Scotia
Molson Coors Canada Inc.	Canada
Molson Coors Europe Holdings B.V.	Netherlands
Molson Coors Holdco Inc.	Delaware
Molson Coors Holdings Limited	United Kingdom
Molson Coors International General, ULC	Nova Scotia
Molson Coors International LP	Delaware
Molson Coors Netherlands B.V.	Netherlands
Molson Coors USA LLC	Delaware
Molson ULC	British Columbia
Newco3, Inc.	Colorado
Pivovary Staropramen s.r.o.	Czech Republic
Zagrebačka pivovara d.o.o.	Croatia

MOLSON COORS BEVERAGE COMPANY AND SUBSIDIARIES

LIST OF PARENT ISSUER AND GUARANTOR SUBSIDIARIES

The following companies of the Obligor Group (as defined in Molson Coors Beverage Company's Annual Report on Form 10-K for the year ended December 31, 2024) were, as of December 31, 2024, the issuer or guarantors, as applicable, of Molson Coors Beverage Company's 3.0% senior notes due 2026, 3.8% senior notes due 2032, 5.0% senior notes due 2042 and 4.2% senior notes due 2046:

Company	**Jurisdiction of Incorporation or Organization**	**Parent Issuer / Guarantor**
Molson Coors Beverage Company	Delaware	Parent Issuer
CBC Holdco LLC	Colorado	Guarantor Subsidiary
CBC Holdco 2 LLC	Colorado	Guarantor Subsidiary
CBC Holdco 3, Inc.	Colorado	Guarantor Subsidiary
Coors Brewing Company	Colorado	Guarantor Subsidiary
Molson Coors Beverage Company USA LLC	Delaware	Guarantor Subsidiary
Molson Coors USA LLC	Delaware	Guarantor Subsidiary
Coors Distributing Company LLC	Delaware	Guarantor Subsidiary
Molson Canada 2005	Ontario	Guarantor Subsidiary
Molson Coors Holdco, Inc.	Delaware	Guarantor Subsidiary
Molson Coors International LP	Delaware	Guarantor Subsidiary
Newco3, Inc.	Colorado	Guarantor Subsidiary

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-124140, 333-166521, 333-183243, and 333-258263), Form S-3 (Nos. 333-120776 and 333-277183) of Molson Coors Beverage Company of our report dated February 18, 2025 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Milwaukee, Wisconsin
February 18, 2025

SECTION 302 CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Gavin D.K. Hattersley, certify that:

1. I have reviewed this annual report on Form 10-K of Molson Coors Beverage Company;

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.

/s/ GAVIN D.K. HATTERSLEY

Gavin D.K. Hattersley
President and Chief Executive Officer
(Principal Executive Officer)

February 18, 2025

Exhibit 31.2

SECTION 302 CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Tracey I. Joubert, certify that:

1. I have reviewed this annual report on Form 10-K of Molson Coors Beverage Company;

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.

/s/ TRACEY I. JOUBERT

Tracey I. Joubert
Chief Financial Officer
(Principal Financial Officer)
February 18, 2025

Exhibit 32

WRITTEN STATEMENT OF CHIEF EXECUTIVE OFFICER

AND CHIEF FINANCIAL OFFICER

FURNISHED PURSUANT TO SECTION 906

OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350)

AND FOR THE PURPOSE OF COMPLYING WITH RULE 13a-14(b)

OF THE SECURITIES EXCHANGE ACT OF 1934.

The undersigned, the Chief Executive Officer and the Chief Financial Officer of Molson Coors Beverage Company (the "Company") respectively, each hereby certifies that to his or her knowledge on the date hereof:

(a) the Annual Report on Form 10-K of the Company for the year ended December 31, 2024 filed on the date hereof with the Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ GAVIN D.K. HATTERSLEY

Gavin D.K. Hattersley
President and Chief Executive Officer
(Principal Executive Officer)
February 18, 2025

/s/ TRACEY I. JOUBERT

Tracey I. Joubert
Chief Financial Officer
(Principal Financial Officer)
February 18, 2025

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Title: Global Incentive Compensation Clawback Policy

Effective Date: 2 October 2023

Policy Owner/Contact: Molson Coors' VP, Total Rewards

Policy Approver: Molson Coors' Chief Legal & Government Affairs Officer

PURPOSE

The Compensation and Human Resources Committee ("Committee") of the Board of Directors ("Board") of Molson Coors Beverage Company ("Company") has adopted this Global Incentive Compensation Clawback Policy ("Policy") to provide for the recovery of Erroneously Awarded Compensation that was Received by Executive Officers in the event of an Accounting Restatement. This Policy is intended to comply with, and to be administered and interpreted consistent with, Section 10D of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Rule 10D-1 promulgated under the Exchange Act, and Listing Standard 303A.14 adopted by the New York Stock Exchange (the "Listing Standards"). Capitalized terms used but not otherwise defined in this Policy have the meanings set forth in the "Definitions" section below.

Questions regarding this Policy should be directed to the Vice President, Total Rewards.

SCOPE

For purposes of this Policy, an "Executive Officer" shall mean any current or former executive officer as determined by the Board in accordance with Rule 10D-1 and the Listing Standards. Executive Officers include any "Section 16 officer" of the Company within the meaning of Rule 16a-1(f) under the Exchange Act, as determined by the Board. Executive Officers include, at a minimum, executive officers identified pursuant to Item 401(b) of Regulation S-K.

POLICY

Unless a Clawback Exception applies, it is Company's policy that it will recover reasonably promptly from each Executive Officer the Erroneously Awarded Compensation that was Received by such Executive Officer in the event that the Company is required to prepare an Accounting Restatement.

Permitted Exceptions

The Company is required to recover all Erroneously Awarded Compensation that was Received by an Executive Officer in the event of an Accounting Restatement unless (i) any of the following conditions are met, and (ii) the Committee has made a determination that recovery would be impracticable (under such circumstances, a "Clawback Exception" applies):

- the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered (and the Company has already made a reasonable attempt to recover such erroneously awarded Erroneously Awarded Compensation from such Executive Officer, has documented such reasonable attempt(s) to recover, and has provided such documentation to the New York Stock Exchange ("NYSE"));
- recovery would violate home country law that was adopted prior to November 28, 2022 (and the Company has already obtained an opinion of home country counsel, acceptable to the NYSE, that recovery would result in such a violation, and has provided such opinion to the NYSE); or
- recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code and regulations thereunder.

Insurance and Indemnification Prohibition

The Company shall not be permitted to insure or indemnify any Executive Officer against the loss of any Erroneously Awarded Compensation.

Administration and Interpretation

The Committee will administer this Policy in accordance with the rules and regulations promulgated by the U.S. Securities and Exchange Commission (the "SEC"), the Listing Standards adopted by the NYSE (or any other national securities exchange on which the Company's securities are listed), and any applicable SEC or NYSE guidance or interpretations issued from time to time regarding such Erroneously Awarded Compensation recovery requirements. Further, the Committee will have full and exclusive authority and discretion to supplement, amend, repeal, interpret, terminate, construe, modify, replace and/or enforce (in whole or in part) this Policy, including the authority to correct any defect, supply any omission or reconcile any ambiguity, inconsistency or conflict in this Policy. Any determinations made by the Committee shall be final and binding on all affected individuals and need not be uniform with respective to each Executive Officer covered by this Policy. The Committee will review this Policy from time to time and will have full and exclusive authority to take any action it deems appropriate.

The Committee will have the authority to offset any compensation or benefit amounts that become due to the applicable Executive Officers to the extent permissible under Section 409A of the Internal Revenue Code of 1986, as amended, and as it deems necessary or desirable to recover any Erroneously Awarded Compensation.

Other Recoupment Rights

The Committee intends that this Policy will be applied to the fullest extent of the law. The Committee may require that any employment agreement, equity award agreement or any similar agreement entered into on or after the Effective Date will, as a condition to the grant of any benefit thereunder, require an Executive Officer to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company under applicable law or pursuant to the terms of any other recoupment policy that may be in effect from time to time, including in any employment agreement, plan or equity award agreement or similar agreement and any other legal remedies available to the Company pursuant to any policy adopted by the Company with respect to an Executive Officer or any other employee. Nothing contained in this Policy and no recovery hereunder shall limit any claims, damages, or other legal remedies the Company have against an individual arising out of, or resulting from, any actions or omissions by such individual.

Disclosure

This Policy, and any recovery of Erroneously Awarded Compensation by the Company pursuant to this Policy that is required to be disclosed in the Company's filings with the SEC, will be disclosed in accordance with the requirements of federal securities laws.

Effective Date

This Policy is effective as of October 2, 2023.

Successors

This Policy shall be binding and enforceable against all Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.

DEFINITIONS

"**Accounting Restatement**" is defined as an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

"**Erroneously Awarded Compensation**" is defined as the amount of Incentive-Based Compensation that was Received during the applicable Recovery Period that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received during such Recovery Period had it been determined based on the relevant restated amounts, and computed without regard to any taxes paid.

- Incentive-Based Compensation that was Received by an Executive Officer will only qualify as Erroneously Awarded Compensation if: (i) it is Received after the Effective Date; (ii) it is Received after such Executive Officer begins service as an Executive Officer; (iii) such Executive Officer served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation; (iv) it is Received while the Company has a class of securities listed on a national securities exchange or a national securities association; and (v) it is Received during the applicable Recovery Period.

- For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of erroneously awarded Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount of such Incentive-Based Compensation that is deemed to be Erroneously Awarded Compensation will be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received, and the Company will maintain and provide to the NYSE documentation of the determination of such reasonable estimate.

"**Financial Reporting Measure**" is defined as a measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the financial statements or including in a filing with the SEC.

"**Incentive-Based Compensation**" is defined as any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. For purposes of clarity, Incentive-Based Compensation includes compensation that is in any plan, other than tax-qualified retirement plans, including long term disability, life insurance, and supplemental executive retirement plans, and any other compensation that is based on such Incentive-Based Compensation, such as earnings accrued on notional amounts of Incentive-Based Compensation contributed to such plans.

Incentive-Based Compensation is deemed "**Received**" in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

The applicable "**Recovery Period**" is defined as the three completed fiscal years immediately preceding the Restatement Date and, if applicable, any transition period resulting from a change in the Company's fiscal year within or immediately following those three completed fiscal years (provided, however, that if a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year comprises a period of nine to 12 months, such period would be deemed to be a completed fiscal year).

The "**Restatement Date**" as of which the Company is required to prepare an Accounting Restatement is the earlier to occur of: (i) the date that the Board, applicable Board committee, or officers authorized to take action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare the Accounting Restatement or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare the Accounting Restatement.

REFERENCE INFORMATION

Code of Business Conduct

AVAILABLE POLICY TRANSLATIONS

☐ Bulgarian	☐ Croatian	☐ Czech	☑ English
☑ French	☐ Italian	☐ Hungarian	☐ Montenegrin
☐ Romanian	☐ Russian	☐ Serbian	☐ Spanish