

**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, 2025

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 | TAPA | 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 equity 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 \$8.0 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, 2026.

Class A Common Stock—2,563,034 shares
Class B Common Stock—175,592,622 shares

Exchangeable shares:

As of February 11, 2026, 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—7,093,946 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 2026 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, 2025, 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 |
| DSU | Deferred stock unit |
| EBITDA | Earnings before interest, tax, depreciation and amortization |
| EPS | Earnings per share |
| EROA | Expected rate of 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 |
| OBBBA | One, Big, Beautiful Bill Act |
| OCI | Other comprehensive income (loss) |
| OPEB | Other postretirement benefit |
| PSU | Performance share unit |
| RON | Romanian Leu |
| RSD | Serbian Dinar |
| RSU | Restricted stock unit |
| RTD | Ready-to-drink alcoholic beverage |
| 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 |
| VIE | Variable interest entity |

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 and impacts of macroeconomic forces, beverage industry trends, cost inflation and tariffs, consumer preferences and limited disposable income, overall volume and market share trends, our competitive position, execution of our strategic priorities, anticipated results, pricing trends, cost reduction strategies, including the Americas Restructuring Plan announced in October of 2025 and the expected charges and benefits of the restructuring, shipment levels and profitability, the sufficiency of capital resources, expectations for funding future capital expenditures and operations, debt service capabilities, timing and amounts of debt and leverage levels, Preserving the Planet and related environmental initiatives, effective tax rate 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," "confidence," "views," "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](#) in 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.

- 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;
- restructuring activities;
- competition in our markets;
- our ability to successfully and timely premiumize our portfolio and innovate beyond beer;
- changes in the social acceptability, perceptions and the political view of the beverage categories in which we operate, including alcohol;
- 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;
- our reliance on brand image, reputation, product quality and protection of intellectual property;

- climate change, sustainability, human rights, human capital and regulations;
- cybersecurity incidents impacting our information systems and violations of data privacy laws and regulations;
- the integration and use of artificial intelligence and similar technology;
- our reliance on third-party service providers and internal and outsourced systems for our information technology and certain other administrative functions;
- labor strikes, work stoppages or other employee-related issues;
- our dependence on key personnel, including managing our Chief Executive Officer transition;
- 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;
- potential adverse impacts of climate change and other weather events;
- inadequate supply or availability of quality water;
- investment performance of pension plan holdings and other factors impacting related pension plan costs and contributions;
- complications with the implementation of our enterprise resource planning system;
- 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 environmental, trade or other regulations or failure to comply with existing licensing, trade and other regulations;
- changes in tax laws, regulations or tax rates;
- 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;
- shareholder activism efforts or unsolicited offers from a third-party;

- the interests of the controlling stockholders may differ from those of other stockholders; and
- 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.

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 *Madri Excepcional*, *Staropramen*, *Blue Moon Belgian White* and *Leinenkugel's Summer Shandy*, to our 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 and non-alcoholic beverages. We also have partner brands, such as *Simply Spiked*, *ZOA Energy*, *Fever-Tree*, 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 with Molson Coors Brewing Company maintaining a 42% share in the joint venture. 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 brewing 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 among the top five global brewers 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. Globally, our products also compete with other alcohol beverage categories, including wine, spirits as well as wine-based and spirits-based RTDs. Our products' competitive position is affected by consumer preferences between and among these other categories. Shifts between these beverage categories have 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. Further, consumers are expanding into spirits, particularly to spirits-based RTDs.

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. Since 2019, we have made progress on our transformation journey to become a total beverage company, but given the fast-paced and evolving industry, we are focused on transforming even faster.

Under the leadership of our new Chief Executive Officer ("CEO"), effective October 1, 2025, we are continuing our journey to become a total beverage company and putting ourselves on a path to sustainable growth. We announced an Americas Restructuring Plan aimed at putting the right level of resources closer to our consumers and customers as we pursue a return to growth, both concentrating on all segments of our beer portfolio and expanding into adjacent categories, such as premium mixers, non-alcohol beverages and energy drinks. We aim to champion beer at every turn while building a portfolio that reflects evolving preferences. Our investments in technology, capabilities, partnerships and innovation are designed to support profitable growth and diversification, positioning our company for success today and in the future.

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, 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 have authorizations from Red Tree Beverages, LLC that grant us the right to produce, market, advertise, promote, sell and distribute products bearing the *Simply Spiked* trademark in the U.S. and Canada, as well as the *Topo Chico Hard Seltzer* trademark in the U.S. In addition, we have agreements to brew, package and ship products for The Yuengling Company ("TYC") in the U.S. and we have a license agreement to import, produce, market, advertise, promote, sell and distribute Fever-Tree products in the U.S.

EMEA&APAC Segment

Our EMEA&APAC segment consists of the production, marketing and sales of our owned brands, partner brands 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 ten primary breweries, three 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 2025.

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 also have certain activity that is not allocated to our segments, which is reflected in "Unallocated". Specifically, Unallocated primarily includes certain financing-related activities such as interest expense and interest income, as well as foreign exchange gains and losses on intercompany balances. 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. Meanwhile, all other components remain in Unallocated.

Business Seasonality

Total industry volume is sensitive to factors such as weather, holidays 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 is seasonal with approximately 40% of financial volume occurring during the months of May through August in both the Americas and EMEA&APAC segments.

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 taxes on alcohol products 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 that regulate the production, marketing, distribution and selling of beer and other alcoholic beverages. 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 2025, our U.S. excise taxes totaled 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 2025, our Canadian excise taxes totaled approximately \$56 per hectoliter sold on a reported basis.

In our EMEA&APAC segment, most countries 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 2025, the excise taxes for our EMEA&APAC segment were approximately \$45 per hectoliter on a reported basis.

Products and Operations

Our Products

We craft and distribute high-quality, innovative beer and other 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 premium mixers and energy drinks. We categorize our brands globally for consistency of reporting based on the following price segments: Above Premium, Premium and Value. 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*, *Fever-Tree**, *Heineken**, *Hidra**, *Leinenkugel's* brands, *Madri Excepcional*, *Miller Genuine Draft*, *Molson Ultra*, *Peroni Nastro Azzurro**, *Pilsner Urquell**, *Redd's* brands*, *Rekorderlig**, *Sharp's*, *Simply Spiked**, *Staropramen*, *Stella Artois**, *Topo Chico Hard Seltzer**, *Vizzy Hard Seltzer*, *ZOA Energy**

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

Value - *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, 2025, 2024 or 2023.

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, 2025. 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 to eligible convenience, grocery and big-box grocery stores in addition to the previously allowed outlets. 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. To facilitate this, 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 20% of our EMEA&APAC segment net sales in 2025 represented factored brands.

In addition, we have an agreement with Heineken whereby they sell, market and distribute *Coors*, *Carling*, *Madri 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. On-premise volume as a percentage of total volume was approximately 16% in the U.S. and Canada and approximately 60% in the U.K., the largest region in our EMEA&APAC segment.

Brewing Raw Materials

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

Hops

Hops used in our brewing process are purchased under various contracts from suppliers in the U.S. and Europe. In Europe, hops are primarily sourced from Germany, the U.K., Czech Republic and Slovenia. The contracts with our suppliers vary in length based on market conditions but are typically multi-year agreements.

Barley

In the Americas segment, we malt this barley for a majority of our production requirements at our Golden, Colorado facility. Barley is purchased primarily under annual contracts with independent farmers located predominately in the western U.S. and Canadian Prairies. To meet full requirements, we also source malted barley from other commercial providers, with committed supply through 2026. In EMEA&APAC, our malted barley requirements are sourced from third-party suppliers who are primarily based in Europe. We have multiple agreements with various suppliers that cover nearly all of our malted barley needs, with terms through 2030.

Water

We both own and lease water rights as well as purchase water through local municipalities and communities to sustain our brewing operations in the U.S. and Canada. 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.

Other

In the Americas, other brewing adjuncts and other malt and cereal grains are purchased primarily from suppliers in the U.S. and Canada. In EMEA&APAC, adjuncts are purchased under crop-year contracts typically commencing in October each year from local producers.

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 significant 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 our 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 and ends in addition to what is supplied from RMMC.

In the Americas segment, a portion of our 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 segment, we manage packaging needs through diversified contracts, which have provided a reliable supply of aluminum cans, glass bottles, and kegs. Our keg supply arrangements allow us to respond to changing demand which provides supply security without locking us into long-term commitments.

Many of our 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 established goals and supporting initiatives 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 and Environment, Health and Safety works closely with the executive leadership team on strategy development, initiative implementation and progress for our environmental sustainability focus areas.

Our Chief People and Culture Officers 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 for each of our respective business segments. The Compensation and Human Resource 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 our success is intrinsically linked to the wellbeing of our employees and the communities we serve. Our goal is to build and sustain a skilled and highly engaged workforce that unites around our shared values, improves our workplace and reflects the marketplaces and consumers who enjoy our products.

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, 2025, we employed approximately 16,200 employees within our business globally with approximately 9,900 employees within our Americas segment and approximately 6,300 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, 2025, approximately 27% and 25% 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 the first choice for our employees, we deploy programs, policies and initiatives to foster a supportive work environment that enables business success and empowers our team members to thrive, both professionally and personally. Our 2025 initiatives and progress included:

- **Business Resource Groups** - In both the 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 fuel our business strategy by enhancing our culture, supporting our talent attraction and professional development strategies and providing unique perspectives to drive consumer-based insights while supporting the communities where we live and work.
- **Employee Wellness** - Our holistic wellness initiatives include fitness challenges, employee assistance programs and nutrition guidance. We offer flexible work arrangements and encourage work-life harmony to support overall employee wellbeing. We implemented comprehensive programs that include on-site health and fitness centers, mental health resources, financial planning workshops and more to ensure our employees have the support they need to lead balanced, fulfilling lives.
- **Financial Wellbeing** - 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. We also provide a variety of financial wellbeing resources to support employees along their financial journey. This can range from retirement planning, saving for large purchases or simply gaining insights for better budgeting.
- **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 readily-available resources, including standards, safety moments and systems and tools.
- **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 2025, we continued to invest in leadership development programs, which are based on the principles of authenticity and developing self-aware leaders who create conditions for their teams to thrive. 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 generally 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** – Through the end of 2025, we continued to work towards our goal to reduce Scope 1 and Scope 2 GHG emissions by 50% against our baseline set in 2016. By the end of 2030, our goal is to reduce Scope 1 and Scope 2 GHG emissions against our 2016 baseline by 65% along with a 40% reduction in Scope 3 emissions. By at least 2050, we plan to achieve net zero emissions (Scope 1, 2 and 3). We continue to implement energy and water efficiency improvements across our facilities, including the completion of a multi-year renovation project of our Golden, Colorado brewery, and renewables contracts or power purchase agreements for our Fort Worth, Texas brewery, southeast Wisconsin facilities and our U.K. operations.
- **Watershed Stewardship** – In recognition of our important role in our local watersheds, through the end of 2025, we continued to work towards our goal to improve our water-to-product ratio by 22% of our breweries producing more than 150,000 hectoliters annually against our baseline set in 2016. 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. Through the end of 2025, we continued to work on ensuring PET bottles of our Central and Eastern European operations within the EU contained at least 25% of recycled content. We are on pace to ensuring the PET bottles of our Central and Eastern European operations within the EU contain at least 30% recycled content by the end of 2030.
- **Agricultural Practices** – We work closely with our barley farmers in the U.S. and Canada to test and learn the different growing practices across multiple regions and collect a broad range of data including water consumption. Through the end of 2025, we continued to work towards producing the annual barley crop with 10% less water per ton yielded against our 2016 baseline.

See the annual Our Imprint Report for additional information, including progress against these goals and objectives. 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 2045 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, 2026:

| Name | Age | Position |
|---------------------|-----|--|
| Rahul Goyal | 49 | President and Chief Executive Officer |
| Tracey I. Joubert | 59 | Chief Financial Officer |
| Natalie Maciolek | 47 | Chief Legal, Communications and Government Affairs Officer |
| Darrin Vohs | 60 | Chief Information Officer |
| Philip M. Whitehead | 48 | President and Chief Executive Officer, 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

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, the markets in which we operate, particularly the more mature markets, like the U.S., Canada and the U.K., 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, new and innovative products, consumer choices and market competition.

Our *Coors Light* and *Miller Lite* brands in the Americas represented approximately 55% of segment net sales in 2025 while, *Carling*, *Staropramen*, *Coors*, *Madri Excepcional*, *Ožujsko*, and *Bergenbier* brands in EMEA&APAC represented approximately 45% of segment net sales in 2025, with several of our other brands representing a significant share of their respective markets. 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 also experiencing a shift in consumer drinking preferences and behaviors due to, among others, downturns in economic conditions or perceived value, changing demographics and taste preferences, such as the expansion in above premium products, specifically flavored malt beverages, RTDs, 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), 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 restructuring activities may not be successful and the estimated costs associated with such activities may be more than expected, and our restructuring activities may adversely impact employee hiring and retention. On October 20, 2025, we announced a corporate restructuring plan, the Americas Restructuring Plan, designed to create a leaner, more agile Americas organization while advancing our ability to reinvest in our business and position us for future growth. The restructuring involved the elimination of salaried positions across our Americas segment during the fourth quarter of 2025. The implementation of this plan may be disruptive to our operations, result in higher than anticipated restructuring charges, including severance and related costs, and otherwise adversely affect our results of operations and financial condition, and may not generate the expected savings or other benefits intended by management. Additional risks associated with the continuing impact of the restructuring activities include employee attrition, the ability to hire new employees in the future, diversion of management attention, and adverse effects on employee morale. In addition, our ability to complete this plan and achieve the anticipated benefits from it within the expected time frame, or at all, is subject to management's estimates and assumptions and may vary materially from our expectations, including as a result of factors that are beyond our control. If we do not realize the expected benefits of this plan on a timely basis, or at all, our business, results of operations and financial condition could be adversely affected. Furthermore, following completion of this plan, our business may not be more efficient or effective than prior to the implementation of such plan.

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 continue 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, as well as increasing retail consolidation within the on-premise channel in certain markets in our EMEA&APAC segment, 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 78% of our total 2025 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.

Our success as an enterprise depends on our ability to successfully premiumize our portfolio on a timely basis and innovate beyond beer. Any inability to deliver new products could have a material adverse effect on our business and financial results. Our future growth will depend, in part, on our ability to continue to premiumize our portfolio and timely innovate and develop new products beyond traditional beer. 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, each of the launch and ongoing success of new products is 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.

As we premiumize and expand our portfolio to address emerging consumer needs, our existing brands could be adversely affected if we do not sufficiently allocate resources to support them. A material adverse impact on our brands' sales could affect how distributors and consumers prioritize our products and could create broader challenges for our route to market and ability to reach consumers. Furthermore, new beer or beyond beer premium products may require unique or higher quality ingredients, which, coupled with a highly competitive marketplace, could negatively impact the profitability and financial return of such new products.

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 labeling 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. If these perspectives gain traction and are reflected in regulations, requirements or restrictions in jurisdictions where we operate or plan to operate, they could have a material adverse effect on our business and financial results. For example, in February 2021, the EU published its Europe Beating Cancer Plan, which contemplates 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 Canada, proposed bills would require alcohol manufacturers to include alcohol health warning labels on alcoholic products that address alcohol-related health risks, including cancer, define a standard alcoholic drink, provide information on the number of standard drinks per package and recommend consumption limits. Ireland has also enacted legislation requiring new health warning labels on alcohol beverage products.

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 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.

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. 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. 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. Our business has been, and may continue to be, impacted by supply chain constraints and disruptions, caused in part, by wars and conflicts, such as 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 potentially lead to lost revenue, failure to meet customer demand, strained relationships with customers including wholesalers, and diminished brand loyalty. Further escalation of geopolitical tensions, including increased trade barriers or restrictions on global trade driven in part by increased tariffs, 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, our Americas segment is exposed to variability in the market price of a regional premium differential (referred to as "Midwest Premium" in the U.S.) charged by industry participants to deliver aluminum from the smelter to the manufacturing facility. This premium differential also fluctuates in relation to several conditions, including based on the supply of and demand for aluminum in a particular region, associated transportation costs and warehouse financing transactions, which limit the amount of physical aluminum available to consumers and increases the price differential as a result. Due to the opaque pricing of Midwest Premium and the limited liquidity of the market, hedging Midwest Premium can be costly. During times of greater volatility in the Midwest Premium, the variability in our cost of goods sold can also increase. For example, in 2025, the Midwest Premium increased, which resulted in an approximate \$35 million unfavorable impact on our results for the year ended December 31, 2025. In addition to impacting the price we pay for the raw materials we purchase, changing premium differentials impact our end consumers as we may pass on the increased cost to those consumers in order to maintain our profit margins. To the extent any of the foregoing factors, including fluctuations in Midwest Premium, affect the availability or prices of ingredients or packaging, or our hedging arrangements do not effectively or completely hedge changes in commodity price risks, and we are not able to pass these increased costs along to customers, our business and financial results could be further materially adversely impacted.

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), governmental regulations (including tariffs that can cause the Midwest Premium to fluctuate and including extended producer responsibility requirements which lead to producers paying the full value chain recycling of packaging materials sold), 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, 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.

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 or suppliers 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 or regulatory enforcement 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. Additionally, 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 be impacted, 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, personal activities by certain members of the Molson or Coors families that harm their public image or reputation could also have an adverse effect on our brands or our reputation. We also engage with celebrities, influencers and other famous sponsors, and personal activities by these or any other 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 impacted by our ability to navigate marketing campaigns and trends that may intersect, even inadvertently, with 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.

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 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, regulators, or other stakeholders. Some stakeholders may advocate for greater transparency and more aggressive ESG-related commitments across areas such as human capital, labor practices, supply chain oversight, and diversity. Others, including advocacy organizations and litigation-focused groups, may criticize ESG-related initiatives and challenge companies, through lawsuits, regulatory investigations, and public campaigns, for implementing ESG strategies they deem inconsistent with fiduciary duties or legal obligations.

If our practices do not meet evolving investor, industry, stakeholder or regulatory expectations and standards, related to, among other things, climate change, carbon emissions, packaging, 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 have a material adverse effect on our business and financial results.

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 or 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 or shipments, or 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. We continue to experience an increase in the number of attempted cyberattacks due, in part, to the increasing reliance of our employees, vendors and contractors on distributed, hybrid, and mobile access to work and access our technology infrastructure 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 by third parties (including threat actors) may increase 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 liability clauses in any of our contracts would be enforceable or adequate to protect us from liabilities or damages as a result of a cybersecurity incident (including incidents affecting our third-party vendors). 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 or regulations, including but not limited to, the EU'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 and data security. 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 directly. 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 disclosure-related cybersecurity rules, is increasingly challenging, and may present material obligations and risks to our business, including significantly expanded compliance burdens, costs and enforcement risks. For example, emerging regulations, such as the EU's Network and Information Security (NIS2), may lead to significant financial penalties, potential executive-level legal liability, mandated urgent corrective actions, operational disruptions, and/or increased cyber-incident impact if our governance, monitoring, or incident-reporting controls are insufficient.

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, including leveraging artificial intelligence in our marketing efforts, after review by legal and information security and in alignment with internal oversight and policies and procedures. Our vendors and third-party partners may also incorporate artificial intelligence tools into their offerings with or without disclosing this use to us in a timely or complete manner. 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 or other internal controls. 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.

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.

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, 2025, approximately 27% and 25% 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, at the end of March 2022 through mid-June 2022, the unionized employees in our Montréal/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.

Our success depends largely on key personnel, and the loss of such personnel or failure to appropriately manage our CEO transition could harm our business and our ability to execute our strategy and labor shortages, employee turnover and wage increases could also significantly impact our operations. Our success depends largely on the continued services of key personnel and their ability to execute our corporate strategy. Further, in September 2025, we announced the appointment of Rahul Goyal as our President and CEO, following the announcement of Gavin D.K. Hattersley's retirement from our Company. Our future performance will depend, in part, on the successful transition of Mr. Goyal as our new CEO as well as his ability to lead our Company. If we do not successfully manage our CEO transition, it could be viewed negatively by our customers, employees or investors and could have an adverse impact on our business. Further, 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, in part, 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.

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, and 10th Street in Milwaukee, Wisconsin in late 2024 and early 2025. 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.

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. As legislation across Europe is changing rapidly at both the EU and national level, a full assessment of the potential impact of future climate change legislation, regulations or industry standards, as well as any international treaties and accords, would be uncertain, given the wide scope of potential regulatory change in the countries in which we operate. Such an assessment could also result in additional administrative and cost burdens.

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, have, or may in the future experience extended droughts, which can impact the quality and quantity of agricultural ingredients such as barley and hops. One of our facilities in the U.K. has had water use restrictions imposed on its operations due to increased domestic demand on the underlying groundwater aquifer. 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.

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.

Complications in the design or implementation of our expanded and optimized enterprise resource planning ("ERP") system could adversely affect our business and operations. We rely heavily on information systems and technology to manage operations and report results. Beginning in the third quarter of 2025, we initiated a multi-year implementation of a global ERP system intended to replace legacy operating and financial systems with a single global system. This system is being designed to maintain accurate financial records, underpin operational capabilities and provide timely information to senior management. The implementation requires significant personnel and financial resources and may involve delays, cost overruns or other challenges. Disruptions or failures during design or implementation could impair critical processes, including forecasting, manufacturing, procurement, vendor payments, customer ordering and fulfillment, revenue recognition, receivables collection, contractual compliance, and internal controls and financial reporting. If we are unable to execute the implementation as planned, our financial position, operating results and cash flow could be negatively impacted. Furthermore, if the ERP system does not function as intended, the effectiveness of our internal control over financial reporting could be compromised.

Further, as we implement our new ERP system, our exposure to system attacks may be elevated because we will be operating current and new processes in parallel and must simultaneously protect both the new system and legacy systems. Additionally, our implementation of the ERP system involves greater utilization of third-party cloud computing services in connection with our business operations. Problems faced by us or our third-party cloud computing providers, including technological or business-related disruptions, as well as cybersecurity threats, could adversely impact our business, results of operations and financial condition for future periods.

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 business strategy, 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, capital expenditures, dividend payments, 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 evolving industry dynamics, changes in consumer taste preferences and behaviors, 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, all of which could have a material adverse effect on our financial position. Deterioration of our credit rating may also raise governance issues within our 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, during the third quarter of 2025, as we began updating our long-range plan based on current year results to date and industry conditions, we identified a triggering event that indicated it was more likely than not that the carrying value of the Americas reporting unit exceeded its fair value. An impairment test was completed as of August 31, 2025 and as a result, the carrying value of the Americas reporting unit was determined to be in excess of its fair value such that a partial goodwill impairment loss of \$3,645.7 million was recorded in our consolidated statements of operations during the third quarter of 2025. In addition, during the fourth quarter of 2022, we recorded a partial goodwill impairment charge of \$845.0 million as a result of our 2022 annual goodwill impairment testing of the Americas reporting unit in our consolidated statements of operations during the fourth quarter of 2022. As of the year ended December 31, 2025, the EMEA&APAC reporting unit was fully impaired while the Americas reporting unit had \$1.9 billion of goodwill remaining.

Further, during the third quarter of 2025, as we began updating our long-range plan based on our current year results to date, we identified a triggering event for the *Blue Run Spirits* asset group in the Americas segment. The results of our recoverability test indicated that the carrying value was in excess of its fair value and a full impairment of the definite-lived intangible brand of \$75.3 million was recorded in our consolidated statements of operations during the third quarter of 2025. In addition, during the third quarter of 2025, as we began updating our long-range plan based on current year results to date, we identified a triggering event for the *Staropramen* family of brands in the EMEA&APAC segment. The results of the recoverability test indicated that the carrying value was in excess of its fair value and a partial impairment loss of \$198.6 million was recorded in our consolidated statements of operations during the third quarter of 2025. In conjunction with the impairment review of the *Staropramen* family of brands, we also reassessed the brand's indefinite-life classification and determined that certain factors supported the reclassification to a definite-lived intangible asset, and therefore we assigned a useful life of 50 years. In addition, during the fourth quarter of 2023, a partial impairment charge of \$160.7 million was recorded as a result of our 2023 annual impairment testing of the *Staropramen* family of brands.

As a result of the partial impairment charge recorded during the third quarter of 2025, the Americas reporting unit is still considered to be 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 third quarter of 2025 as well as 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 current strategy, 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 and potential increases in costs under our self-insured health care plans, 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 the goals set by our current strategy, including the Americas

Restructuring Plan announced in October of 2025, 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 current strategy 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:

- macroeconomic and political instability in the countries in which they operate;
- 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, fire 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.

Our ability to secure the correct quantities of raw and packaging materials on a timely basis depends on our ability to forecast demand for our finished products. Significant variances between forecasted and actual sales could disrupt supplier operations, which in turn could result in certain product shortages and increase the risk of customers switching to competitor brands.

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 ventures, 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. We also have authorizations from Red Tree Beverages, LLC that grant us the right to produce, market, advertise, promote, sell and distribute products bearing the *Simply Spiked* trademark in the U.S. and Canada, as well as the *Topo Chico Hard Seltzer* trademark in the U.S. In addition, we have a license agreement to produce, market, distribute and sell Fever-Tree products 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 ventures and industry agreements which optimize parts of the supply chain. For example, we have entered into 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. Another 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. Additionally, in the U.K. we market, distribute and sell the products of other beverage companies through our factored channel whereby we provide a one-stop shop service to on-premise customers, combining spirits, soft drinks, wines and beer products. If these factored agreements are not renewed due to consolidations, market conditions or competitors securing the contracts, or we fail to deliver any sales commitments under such partnerships, this may have a material adverse effect on our financial and business operations.

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

Changes in 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 governing tariffs, licensing, trade and pricing practices, labeling, advertising, promotion and marketing practices, distributor relationships, environmental matters, packaging and ingredient regulations, unclaimed property and other matters. These laws and regulations are frequently revised or reinterpreted and are influenced by political developments and regulatory scrutiny any of which could have a material adverse effect on our business and financial results.

Intervention by local governments could accelerate transformational changes to market structures. For example, the beer markets in the U.S. and Canada have historically consisted of a limited number of significant market participants with government-regulated routes to market. In Canada, changes to provincial trade rules and regulations, distribution models and packaging requirements, such as the use of government-owned retail outlets and industry standard returnable bottles, may be disadvantageous to us and adversely impact our business and financial results. In the second half of 2024, the Province of Ontario expanded the licensed sale of beer, wine and RTDs 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. and adversely affect our financial results.

Furthermore, various jurisdictions have adopted, or may seek to adopt, additional product labeling or warning requirements, as well as restrictions on the availability of our beverages based on perceived adverse health consequences for certain of our beverages. Additional or more stringent requirements could limit sales of such affected beverages in those jurisdictions. In addition, we cannot predict whether our beverages will become subject to further labeling or warning rules and regulations which, if enacted, could increase our costs and/or adversely impact sales.

In addition, a number of governmental authorities, in the U.S. and internationally (including the U.K. and the EU), have enacted, are considering, or plan to introduce legislation targeting packaging materials. These initiatives include efforts to reduce plastic and other materials, eliminate single-use packaging, and expand funding for recycling infrastructure. The requirements of Extended Producer Responsibility ("EPR") and deposit return system ("DRS") legislation and regulations vary by jurisdiction, and such legislation, as well as voluntary initiatives aimed at reducing packaging waste, could reduce demand for our products, increase our compliance and other costs or otherwise adversely impact our business, financial condition and results of operations. Similarly, changes in environmental regulations, including regulations discouraging the use of certain materials or mandating alternatives, may increase compliance costs, materials costs, capital expenditures and investments, and other financial obligations for us and our business partners, which could negatively affect our profitability. We may be unable to implement price increases sufficient to offset these higher costs, and any such increases may result in lower sales volumes.

Changes to U.S. or foreign trade policies, including the imposition of new or increased tariffs, other trade restrictions or other government actions (including any government shutdown), as well as foreign currency fluctuations (including devaluations) and fear of exposure to or actual impacts of a widespread disease outbreak, may create or exacerbate such risks and uncertainty and adversely affect our business, financial condition, and results of operations.

Modifications of laws and policies governing international trade and investment, including tariffs, such as aluminum tariffs, and trade agreements such as the United States-Mexico-Canada Agreement and the European Union-United Kingdom Trade and Cooperating Agreement ("TCA"), could adversely affect our supply chain, business and results of operations. For example, the U.S. tariffs on aluminum imports imposed in June 2018 (and partially lifted in May 2019) created volatility in the price of aluminum in the U.S. and increased the price of aluminum used in some of our product packaging. Ongoing or additional U.S. tariffs, including on aluminum, retaliatory tariffs or related actions from trade partners, and related uncertainty may continue to increase the cost of certain of our imported materials and, adversely affect our profitability. The TCA, effective May 2021, also resulted in disruptions and transportation delays that affected our sourcing of raw materials and packaging for our products, as well as our ability to import and export products.

Further, throughout 2025, additional tariffs imposed by the current U.S. administration affected the cost of certain products manufactured out the United States, including certain of our products, and contributed to fluctuations in the price of aluminum and the Midwest Premium. The increase in Midwest Premium prices resulted in, an approximate \$35 million unfavorable impact on our results for the year ended December 31, 2025. Future actions by the U.S. or foreign governments, such as new or additional tariffs, changes to trade agreements or tax policies, expanded export controls, sanctions, investment restrictions, or other trade measures, remain uncertain at this time. These developments, along with potential shifts in raw material pricing, retaliatory government responses, or competitive advantages for companies not subject to the same trade restrictions, could have significant impacts on our business and financial results. Furthermore, we may be unable to increase prices for our products sufficiently to offset tariff-related impacts, including increases in the Midwest Premium, and any price increases we do implement could reduce consumer demand for our products, each of which could negatively impact our margins and sales. We cannot predict future trade policy actions, and any further changes could adversely impact our business, financial condition and results of operations.

Failure to comply with current or future environmental, health, or other applicable laws and regulations (or changes to those laws, regulations or interpretations) 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. In addition, the nature and complexity of our international business relationships and contractual agreements, may lead to differences between actual results and the assumptions used in recording expenses, and future adjustments may be required if those assumptions change.

Changes in tax laws, regulations or tax rates could cause volatility or have a material adverse effect on our business and financial results. 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 on our effective tax rate, future cash tax payments and our financial results in general. The increasingly complex tax environment as a result of tax policy changes can create higher compliance costs which could have an adverse effect on our financial performance.

On July 4, 2025, the OBBBA was enacted into law in the U.S. This law included various provisions which permanently extend certain expiring provisions from the Tax Cuts and Jobs Act of 2017. Changes in the OBBBA included the accelerated tax recovery for certain capital investments and research and development expenditures and changes to the business interest expense limitation. The OBBBA did not materially affect our effective tax rate but did result in the reduction of our cash paid for taxes in the second half of 2025.

In addition, intergovernmental organizations such as the Organization for Economic Co-operation and Development ("OECD") and 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. Meanwhile, in January 2026 the OECD announced a comprehensive package for a "side-by-side agreement" that could exempt many U.S.-domiciled multinational enterprises from certain provisions under the global minimum tax framework. Subsequently enacted tax regulations and proposed rules, including the release of additional related guidance, could adversely impact our financial results in fiscal year 2026 and possibly beyond.

Our business operations are also subject to numerous taxes not based on income, often referred to as indirect taxes, and most relevant to our business, excise taxes. 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 that levy taxes may require bonds to ensure compliance with applicable laws and regulations. Increases in excise taxes and bonds could have a material adverse effect on our profitability.

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. Additionally, prior decisions by tax authorities regarding treatments and positions of corporate income taxes could become 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.

Failure to comply with existing or future tax laws and regulations 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. The complexity of tax laws and regulations could necessitate future adjustments to tax expense 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 or the alcohol industry in general, including but not limited to 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 fiduciary responsibilities under ERISA, and other 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 alcohol 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 alcohol beverage products are required to be distributed through certain province's respective provincial liquor board. Additionally, in certain Canadian provinces, we rely on our joint venture arrangements in 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 ("TBS"), 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 the 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 in BRI and BDL to distribute our products via retail outlets that are mandated and regulated by provincial government regulators. Further, in the U.S. in October 2024, we took a majority ownership stake in ZOA Energy LLC ("ZOA"). Additionally, we have a license agreement to import, produce, market, advertise, promote, sell and distribute Fever-Tree products in the U.S. Moreover, we have authorizations from Red Tree Beverages, LLC that grant us the right to produce, market, advertise, promote, sell and distribute products bearing the *Simply Spiked* trademark in the U.S. and Canada, as well as the *Topo Chico Hard Seltzer* trademark in the U.S. 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. 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 Fevertree Drinks plc 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 often 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 operations 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 those distributors' 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, and distributors may not invest the time and other resources to effectively support these brands which could negatively impact our sales. Changes in distributors' strategies, including a reduction in the number of brands they carry or focus on other competitive brands, may adversely affect our growth, business, financial results and/or 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 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". 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 RTDs as of July 18, 2024, and allowed for the expansion of licensed sale of beer, wine and RTDs to all convenience stores which began on September 5, 2024 and all eligible grocery and big-box grocery stores as of October 31, 2024. Under the EIA, the Province of Ontario provided 225 million CAD to TBS to financially support the operation of the agreed upon retail footprint during the interim period between the commencement date of the EIA and December 31, 2025. The EIA required TBS to maintain at least 386 retail locations in Ontario to support recycling, cash and carry and to preserve employment through June 30, 2025 and to maintain a minimum of 300 stores from July 1, 2025 until December 31, 2025. From January 1, 2026 onward, TBS has 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 result of the Ontario Government's review of all taxes, markups and fees in support of the modern and expanded market remains pending. A new wholesale markup structure is expected to be announced in the first quarter of 2026 and go into effect on April 1, 2026. Other regulatory elements are under review and are subject to change, any of which could have an adverse impact or present new opportunities for our business.

As of January 1, 2026, all licensed grocery and big-box stores are required as a condition of license to accept and sort empty beverage alcohol containers for recycling. Convenience stores are exempt from any recycling requirement. Any licensed grocery store or big-box store that enters into an alternative arrangement with TBS for the recycling of empty containers can seek a regulatory exemption from the condition of license to accept and sort empty containers. As of January 1, 2026, a number of grocery and big-box chains and independent grocery stores have entered into alternative arrangements with TBS under which TBS will have responsibility for collecting the empty container returns on behalf of those grocery and big-box stores (who will not be obligated once exempted from the condition to accept empty containers). The expansion of the number of retail points of sale relative to the number of return locations could interrupt the flow of returnable-refillable bottles and may impact the quality of the returnable-refillable bottle. While the volume of beer sold in the industry standard returnable-refillable bottle has diminished due to consumer preference for one-way aluminum cans, a disruption to the return rate could result in inefficiencies in our operations.

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, intense pricing competition in certain of our European markets, combined with reduced consumer confidence and a decline in consumers' prioritization of the beer category, may adversely reduce 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. Some of the European markets in which we currently operate face significant public budget deficits, causing governments to introduce new tariffs and tax measures, including increases in value-added-tax and excise taxes or the elimination of certain personal income tax deductions. This, in turn, may generate directly or indirectly further uncertainty in those markets and reduce consumer spend, which could have a material adverse effect on our profitability in those countries.

Risks Related to Ownership of our Class B Common Stock

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.

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.

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 we will not be authorized to take action even if it is supported by a simple majority of the Board.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Our cybersecurity program is managed by a dedicated 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 mitigate 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, 2026, our principal properties by segment and function, all of which are owned by us unless otherwise noted, consisted of:

| Facility | Location | Character |
|--------------------------------------|---------------------------------------|---|
| <i>Administrative Offices</i> | | |
| | Bucharest, Romania ⁽¹⁾ | Global business services center |
| | Burton-on-Trent, U.K. | 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 |
| <i>Americas Segment</i> | | |
| Brewery/packaging plants | Albany, Georgia ⁽²⁾ | Brewing and packaging |
| | Chilliwack, British Columbia | Brewing and packaging |
| | Elkton, Virginia ⁽²⁾ | Brewing and packaging |
| | Fort Worth, Texas ⁽²⁾ | Brewing and packaging |
| | Golden, Colorado ⁽²⁾ | Brewing and packaging |
| | Longueuil, Québec | Brewing and packaging |
| | Milwaukee, Wisconsin | Brewing and packaging |
| | Toronto, Ontario | Brewing and packaging |
| | Trenton, Ohio ⁽²⁾ | Brewing and packaging |
| Beer distributorship | Denver, Colorado | Distribution |
| Container operations | Golden, Colorado ⁽³⁾ | Can and end manufacturing facilities |
| | Wheat Ridge, Colorado ⁽³⁾ | Bottling manufacturing facility |
| Malting operations | Golden, Colorado | Malting |
| <i>EMEA&APAC Segment</i> | | |
| Brewery/packaging plants | Apatin, Serbia ⁽⁴⁾ | Brewing and packaging |
| | Bócs, Hungary | Brewing and packaging |
| | Burton-on-Trent, U.K. ⁽⁴⁾ | Brewing and packaging |
| | Haskovo, Bulgaria | Brewing and packaging |
| | Niksic, Montenegro | Brewing and packaging |
| | Ostrava, Czech Republic | Brewing and packaging |
| | Ploiesti, Romania ⁽⁴⁾ | Brewing and packaging |
| | Prague, Czech Republic ⁽⁴⁾ | Brewing and packaging |
| | Tadcaster Brewery, Yorkshire, U.K. | Brewing and packaging |
| | Zagreb, Croatia ⁽⁴⁾ | 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) The Golden, Trenton, Elkton, Albany and Fort Worth breweries collectively accounted for approximately 79% of our Americas segment production for the year ended December 31, 2025.
- (3) The Wheat Ridge and Golden, Colorado facilities are leased from us by RMBC and RMMC, respectively.

- (4) The Burton-on-Trent, Prague, Ploiesti, Apatin and Zagreb breweries collectively accounted for approximately 75% of our EMEA&APAC segment production for the year ended December 31, 2025.

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, 2025, 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, 2026, was as follows:

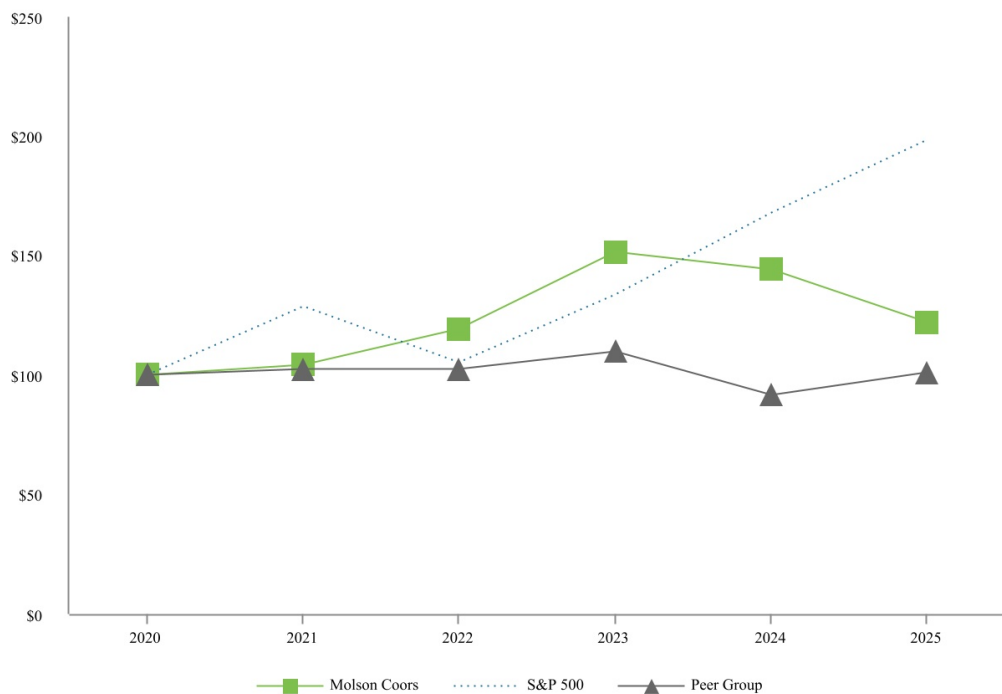
| Title of class | Number of record security holders |
|---|-----------------------------------|
| Class A common stock, \$0.01 par value | 23 |
| Class B common stock, \$0.01 par value | 2,767 |
| Class A exchangeable shares, no par value | 202 |
| Class B exchangeable shares, no par value | 2,113 |

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 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, 2020, 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



| | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 |
|--------------|-----------|-----------|-----------|-----------|-----------|-----------|
| Molson Coors | \$ 100.00 | \$ 104.07 | \$ 119.05 | \$ 151.48 | \$ 144.25 | \$ 122.07 |
| S&P 500 | \$ 100.00 | \$ 128.68 | \$ 105.35 | \$ 133.55 | \$ 167.88 | \$ 198.29 |
| Peer Group | \$ 100.00 | \$ 102.29 | \$ 102.59 | \$ 109.72 | \$ 91.55 | \$ 100.87 |

Dividends

We do not have any restrictions that prevent or limit our ability to declare or pay dividends. A quarterly dividend of \$0.47 per share was declared and paid to eligible shareholders of record on the respective record dates throughout 2025 for a total of \$1.88 per share or a CAD equivalent of CAD 2.62 per share. 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.

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, 2025:

| 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, 2025 through October 31, 2025 | — | \$ — | — | \$ 879,236,010 |
| November 1, 2025 through November 30, 2025 | 4,541,855 | \$ 46.24 | 4,541,855 | \$ 669,236,722 |
| December 1, 2025 through December 31, 2025 | 2,353,775 | \$ 46.73 | 2,353,775 | \$ 559,237,202 |
| Total | 6,895,630 | \$ 46.41 | 6,895,630 | \$ 559,237,202 |

- (1) On September 29, 2023, our Board approved a share repurchase program up to an aggregate of \$2.0 billion of our Class B common stock, excluding brokerage commissions and excise taxes, with an expected program term of five years. On February 9, 2026, our Board approved an increase to the existing Class B common stock repurchase program by \$2.0 billion, for an aggregate authorization of up to \$4.0 billion, and an extension of the duration of the Class B common stock repurchase program to December 31, 2031. Including this increase, approximately \$2.6 billion remains available for repurchase under the Class B common stock repurchase program as of December 31, 2025.

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 agreements 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 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 *Madri Excepcional*, *Staropramen*, *Blue Moon Belgian White* and *Leinenkugel's Summer Shandy*, to our 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 and non-alcoholic beverages. We also have partner brands, such as *Simply Spiked*, *ZOA Energy*, *Fever-Tree*, 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 2024 compared to 2023 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 2024 Form 10-K, filed with the SEC on February 18, 2025, which is available free of charge on the SEC's website at www.sec.gov and our corporate website at www.molsoncoors.com. 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.

Our Fiscal Year

Unless otherwise indicated, (a) all \$ amounts are in USD, (b) comparisons are to comparable prior periods and (c) 2025, 2024 and 2023 refers to the 12 months ended December 31, 2025, December 31, 2024 and December 31, 2023, respectively.

Global Market Conditions and Competitive Trends

Our industry is experiencing, and we expect will continue to experience, increased consumer and economic uncertainty due to volatility in the global macroeconomic environment including global trade policies and other geopolitical events with potential resulting impacts on economic growth, consumer confidence, inflation and currencies and their exchange rates. In addition, the associated impacts of the macroeconomic environment on the beer industry in the U.S. has resulted in heightened competitive activity and associated reduction in market share of our products in certain segments. The magnitude of the resulting impacts on our business are dependent on the evolution of the global macroeconomic environment and the competitive landscape, including whether market share losses are sustained. The economic and competitive pressures, including the impact of tariffs, on our Company and our consumers' consumption behavior and preferences have negatively impacted, and may continue to negatively impact, our results of operations during this volatile period. For example, tariff announcements in the U.S. in the second quarter of 2025 have indirectly caused the price of the premium on aluminum in the U.S., known as the Midwest Premium, to spike and remain elevated which resulted in an approximate \$35 million unfavorable impact on our results for the year ended December 31, 2025 and is expected to continue to adversely impact our results of operations. While our hedging program can help mitigate some of the volatility, the opaque pricing and limited liquidity of the Midwest Premium can make hedging this exposure costly. In addition to impacting the prices of raw materials, a constant or periodic change in the Midwest Premium may decrease our profit margins or we may pass on the increased costs to our consumers which could in turn result in the loss of sales if the end consumer is not willing to pay the increased price. We plan to continue to evaluate and implement strategies which are designed to help mitigate the impact on our business, consolidated results of operations and financial condition while continuing to support our long-term strategic growth and capital allocation priorities.

Chief Executive Officer Succession

On April 12, 2025, Gavin D.K. Hattersley, the then President and CEO of our Company and a then member of the Board, informed our Company and the Board that he intended to retire from our Company and as a member of the Board, in each case, by December 31, 2025.

On September 19, 2025, the Board appointed Rahul Goyal as our Company's President and CEO and member of the Board effective, in each case, as of October 1, 2025, following the retirement of Gavin D.K. Hattersley from those same positions immediately prior to such appointments. Gavin D.K. Hattersley remained employed by our Company in an advisory role to assist in the transition until December 31, 2025.

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 (costs), net in our consolidated statements of operations during the third quarter of 2024. 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

During March 2024, our partner in Cobra Beer Partnership, Ltd. ("CBPL") exercised a put option under our partnership agreement which required us to acquire the remaining 49.9% ownership interest. We adjusted the 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 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 October 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 during the third quarter of 2024. 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.

Items Affecting the Americas Segment Results of Operations

Americas Restructuring Plan

On October 20, 2025, we announced an Americas Restructuring Plan designed to create a leaner, more agile Americas segment while advancing our ability to reinvest in the business and position our Company for future growth. The plan resulted in charges of \$28.7 million, primarily related to severance payments and post-employment benefits, recorded to other operating income (expense), net in our consolidated statements of operations during the year ended December 31, 2025. The remaining charges, predominantly employee-related charges, for the Americas Restructuring Plan are expected to be recorded during the year ended December 31, 2026 and total restructuring charges are expected to be at the low end of the previously communicated range of \$35 million to \$50 million at approximately \$35 million.

Goodwill Impairment

During the third quarter of 2025, we recorded a partial goodwill impairment charge of \$3,645.7 million to goodwill impairment in our consolidated statement of operations related to our Americas reporting unit. See [Part II—Item 8 Financial Statements and Supplementary Data, Note 6, "Goodwill and Intangible Assets"](#) for further information.

Intangible Asset Impairment

During the third quarter of 2025, we recorded a full impairment charge of \$75.3 million related to our *Blue Run Spirits* definite-lived intangible asset within other operating income (expense), net in our consolidated statements of operations. See [Part II—Item 8 Financial Statements and Supplementary Data, Note 6, "Goodwill and Intangible Assets"](#) for further information.

Fevertree Transactions

During the first quarter of 2025, we obtained exclusive rights via a license agreement to import, produce, market, advertise, promote, sell and distribute Fever-Tree products in the U.S. In connection with this agreement, we acquired the shares of the Fevertree USA, Inc. entity, with the immaterial acquisition accounted for as a business combination and consideration allocated primarily to working capital balances. The acquisition is aligned with our strategy to expand beyond the beer aisle.

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. We recorded accelerated depreciation in excess of normal depreciation of \$17.9 million and \$93.6 million during the year ended December 31, 2025 and December 31, 2024, respectively. In addition, during the year ended December 31, 2024, we recognized a loss of \$41.2 million related to the disposal of the sold businesses. Restructuring charges related to these actions are complete. See [Part II—Item 8 Financial Statements and Supplementary Data, Note 17, "Other Operating Income \(Expense\), net"](#) for further information.

Items Affecting the EMEA&APAC Segment Results of Operations

Intangible Asset Impairment

During the third quarter of 2025, we recorded a partial impairment charge of \$198.6 million related to the *Staropramen* family of brands indefinite-lived intangible asset within other operating income (expense), net in our consolidated statements of operations. See [Part II—Item 8 Financial Statements and Supplementary Data, Note 17, "Other Operating Income \(Expense\), net"](#) for further information.

Consolidated Results of Operations

The following table highlights summarized components of our consolidated statements of operations for the years ended December 31, 2025, December 31, 2024 and December 31, 2023. 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, 2025 and December 31, 2024.

| | For the years ended | | | | |
|--|--|----------|-------------------|----------|-------------------|
| | December 31, 2025 | % Change | December 31, 2024 | % Change | December 31, 2023 |
| | (In millions, except percentages and per share data) | | | | |
| Net sales | \$ 11,140.8 | (4.2)% | \$ 11,627.0 | (0.6)% | \$ 11,702.1 |
| Cost of goods sold | (6,866.2) | (3.2)% | (7,093.6) | (3.3)% | (7,333.3) |
| Gross profit | 4,274.6 | (5.7)% | 4,533.4 | 3.8 % | 4,368.8 |
| Marketing, general and administrative expenses | (2,643.9) | (2.7)% | (2,717.5) | (2.2)% | (2,779.9) |
| Goodwill impairment | (3,645.7) | N/M | — | N/M | — |
| Other operating income (expense), net | (335.3) | 412.7 % | (65.4) | (59.8)% | (162.7) |
| Equity income (loss) | 13.4 | 396.3 % | 2.7 | (77.5)% | 12.0 |
| Operating income (loss) | (2,336.9) | N/M | 1,753.2 | 21.9 % | 1,438.2 |
| Total non-operating income (expense), net | (181.1) | (27.6)% | (250.2) | 34.7 % | (185.7) |
| Income (loss) before income taxes | (2,518.0) | N/M | 1,503.0 | 20.0 % | 1,252.5 |
| Income tax benefit (expense) | 337.8 | N/M | (345.3) | 16.6 % | (296.1) |
| Net income (loss) | (2,180.2) | N/M | 1,157.7 | 21.0 % | 956.4 |
| Net (income) loss attributable to noncontrolling interests | 40.6 | N/M | (35.3) | 370.7 % | (7.5) |
| Net income (loss) attributable to MCBC | \$ (2,139.6) | N/M | \$ 1,122.4 | 18.3 % | \$ 948.9 |
| Net income (loss) attributable to MCBC per diluted share | \$ (10.75) | N/M | \$ 5.35 | 22.4 % | \$ 4.37 |
| Financial volume in hectoliters | 72.810 | (8.6)% | 79.618 | (5.0)% | 83.772 |

N/M = Not meaningful

Foreign currency impacts on results

For the year ended December 31, 2025, foreign currency movements had the following impacts on our USD consolidated results of operations:

- *Net sales* - Favorable impact of \$77.6 million (favorable impact for EMEA&APAC of \$99.0 million, partially offset by the unfavorable impact for Americas of \$21.4 million).
- *Cost of goods sold* - Unfavorable impact of \$50.1 million (unfavorable impact for EMEA&APAC of \$63.6 million, partially offset by the favorable impact for Americas of \$13.5 million).
- *MG&A* - Unfavorable impact of \$15.3 million (unfavorable impact for EMEA&APAC of \$22.5 million, partially offset by the favorable impact for Americas of \$7.2 million).
- *Other operating income (expense), net* - Unfavorable impact of \$15.6 million (unfavorable impact for EMEA&APAC and Americas of \$15.5 million and \$0.1 million, respectively).
- *Income (loss) before income taxes* - Unfavorable impact of \$2.5 million (unfavorable impact for Unallocated of \$3.8 million, partially offset by the favorable impact for EMEA&APAC of \$1.3 million).

The impacts of foreign currency movements on our consolidated USD results described above for the year ended December 31, 2025, were primarily due to the weakening of the USD compared to the GBP, EUR and CZK, partially offset by the strengthening of the USD compared to the CAD.

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 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 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 represents the distribution of beer, wine, spirits and other products owned and produced by other companies to the on-premise channel, which is a common arrangement in the U.K.

Net sales

We utilize net sales 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 net sales 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 price and sales mix and other impacts on our net sales.

The following table highlights the drivers of the change in net sales for the year ended December 31, 2025, compared to December 31, 2024, (in percentages):

| | Financial Volume | Price and Sales Mix | Currency | Total |
|------------------------|------------------|---------------------|----------|--------|
| Consolidated net sales | (8.6)% | 3.8 % | 0.6 % | (4.2)% |

Net sales decreased 4.2% for the year ended December 31, 2025, compared to prior year, driven by lower financial volume, partially offset by favorable price and sales mix and favorable foreign currency impacts.

Financial volume decreased 8.6% for the year ended December 31, 2025, compared to prior year, primarily due to lower shipments in both the Americas and EMEA&APAC segments as described in further detail in the "Segment Results of Operations" section below.

Price and sales mix favorably impacted net sales by 3.8% for the year ended December 31, 2025, primarily due to favorable sales mix and increased net pricing in both segments. Americas favorable sales mix was primarily driven by lower contract brewing volume and positive brand mix. Net sales per hectoliter increased 4.8%.

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 mix and other cost impacts on our cost of goods sold.

Cost of goods sold decreased 3.2% for the year ended December 31, 2025, compared to prior year, primarily due to lower financial volume, partially offset by higher cost of goods sold per hectoliter and the unfavorable foreign currency impact of \$50.1 million. Cost of goods sold per hectoliter increased 5.8% for the year ended December 31, 2025, compared to prior year, primarily due to unfavorable mix driven by lower contract brewing volume in the Americas segment and premiumization, volume deleverage, cost inflation related to materials and manufacturing expenses including an approximate \$35 million unfavorable impact to cost of goods sold attributable to Midwest Premium pricing as well as unfavorable foreign currency impact, partially offset by 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 2.7% for the year ended December 31, 2025, compared to prior year, primarily due to lower short-term incentive compensation expense of approximately \$70 million and lower marketing investment, partially offset by approximately \$30 million of integration and transition fees from the Fevertree USA, Inc. acquisition which will be recoverable through net sales over the next 3 years which started in the second quarter of 2025 and costs incurred related to our global modernization ERP system implementation project.

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

Goodwill impairment

During the third quarter of 2025, we identified a triggering event that indicated it was more likely than not that the carrying value of the Americas reporting unit exceeded its fair value resulting in a \$3,645.7 million partial goodwill impairment charge. See [Part II—Item 8 Financial Statements and Supplementary Data, Note 6, "Goodwill and Intangible Assets"](#) for further information regarding the recorded impairment.

Other operating income (expense), net

Other operating expense, net declined \$269.9 million for the year ended December 31, 2025, compared to prior year, primarily due to intangible asset impairments of \$273.9 million, the cycling of a \$77.9 million gain recognized upon the consolidation of ZOA in the fourth quarter of 2024 and restructuring charges of \$28.7 million related to our Americas Restructuring Plan, partially offset by the cycling of a prior year loss on the decision to wind down or sell certain of our U.S. craft businesses.

A discussion of currency impacts on other operating income (expense), net is included in the "Foreign currency impacts on results" section above.

Total non-operating income (expense), net

Total non-operating expense, net improved 27.6% for the year ended December 31, 2025, compared to prior year, primarily due to the cycling of a prior year \$45.8 million adjustment recorded to interest expense to increase our mandatorily redeemable NCI liability to the final redemption value related to the CBPL buyout, the cycling of a prior year settlement loss of \$34.0 million recorded as a result of Canadian pension plan annuity purchases and a favorable \$31.7 million unrealized fair value adjustment of the investment in Fevertree Drinks plc in the current year, partially offset by lower interest income, lower pension and OPEB non-service benefit and higher interest expense as a result of the issuance of EUR 800 million 3.8% senior notes in the second quarter of 2024.

Income tax benefit (expense)

| | For the years ended | | |
|--------------------|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| Effective tax rate | 13 % | 23 % | 24 % |

Our effective tax rate decreased for the year ended December 31, 2025, compared to the prior year, primarily due to the impact of the \$3,645.7 million partial goodwill impairment, a portion of which was not deductible for tax purposes. The decrease was also driven by the cycling of a \$45.8 million increase in the mandatorily redeemable noncontrolling interest liability of CBPL to its final redemption value, which was recorded to interest expense in the third quarter of 2024 and was nondeductible for tax purposes. These decreases were offset in part by the cycling a \$77.9 million nontaxable gain recognized upon the consolidation of ZOA in the fourth quarter of 2024.

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.

On July 4, 2025, the OBBBA was enacted into law in the U.S. The OBBBA includes various provisions which permanently extend certain expiring provisions from the Tax Cuts and Jobs Act of 2017, many of which have different effective dates. Changes in the OBBBA include the accelerated tax recovery for certain capital investments and research and development expenditures, and changes to the business interest expense limitation. Additionally, the OBBBA includes changes to the taxation of foreign income for U.S.-domiciled businesses. While the OBBBA did not materially affect our effective tax rate for the year ended December 31, 2025, it reduced our cash tax payments by approximately \$80 million. We are continuing to assess the potential impact of OBBBA changes that become effective after 2025 on our consolidated financial statements.

For a comprehensive view of the income taxes we pay globally, our total tax contribution (inclusive of both income and non-income taxes), and our approach to being a responsible corporate tax citizen in all jurisdictions in which we operate, refer to Our Imprint Report available at www.molsoncoors.com/goals-and-reporting. Our total tax contribution may be affected by, among other factors, changes to existing tax laws or the enactment of new tax policies, regulations, guidance, or laws, as well as the final resolution of tax audits and any related litigation. 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.

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 loss attributable to noncontrolling interests of \$40.6 million declined \$75.9 million for the year ended December 31, 2025, from income of \$35.3 million in the prior year. The current year loss was primarily related to the allocation of the Americas reporting unit goodwill impairment and the *Blue Run Spirits* intangible asset impairment, partially offset by redemption value adjustments. The prior year income was driven by an increase in one of the noncontrolling interests to its redemption value.

Segment Results of Operations

Americas Segment

| | December 31, 2025 | | For the years ended | | December 31, 2023 | |
|---|-----------------------------------|----------|---------------------|----------|-------------------|--|
| | | % Change | December 31, 2024 | % Change | | |
| | (In millions, except percentages) | | | | | |
| Net sales ⁽¹⁾ | \$ 8,712.8 | (5.7)% | \$ 9,240.2 | (2.0)% | \$ 9,425.2 | |
| Income (loss) before income taxes | \$ (2,343.6) | N/M | \$ 1,523.3 | (2.8)% | \$ 1,566.7 | |
| Financial volume in hectoliters ⁽¹⁾⁽²⁾ | 53.507 | (9.2)% | 58.905 | (5.7)% | 62.491 | |

N/M = Not meaningful

- (1) Includes gross inter-segment sales and volume which are eliminated in the consolidated totals.
- (2) Excludes royalty volume of 2.852 million hectoliters, 2.550 million hectoliters and 2.683 million hectoliters for the years ended December 31, 2025, 2024 and 2023, respectively.

Net sales

The following table highlights the drivers of the change in net sales for the year ended December 31, 2025, compared to December 31, 2024, (in percentages):

| | Financial Volume | Price and Sales Mix | Currency | Total |
|--------------------|------------------|---------------------|----------|--------|
| Americas net sales | (9.2)% | 3.7 % | (0.2)% | (5.7)% |

Net sales decreased 5.7% for the year ended December 31, 2025, compared to prior year, driven by lower financial volume and unfavorable foreign currency impacts, partially offset by favorable price and sales mix.

Financial volumes decreased 9.2% for the year ended December 31, 2025, compared to prior year, primarily due to lower U.S. volume impacted by the macroeconomic environment resulting in industry softness as well as lower share performance and an approximate 3% impact from lower contract brewing volume resulting from the exit of contract brewing arrangements in the U.S. and Canada.

Price and sales mix favorably impacted net sales by 3.7%, for the year ended December 31, 2025, primarily due to favorable sales mix as a result of lower contract brewing volume and positive brand mix as well as increased net pricing. Net sales per hectoliter increased 3.8%.

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

Income (loss) before income taxes

Loss before income taxes of \$2,343.6 million decreased \$3,866.9 million for the year ended December 31, 2025, compared to income before income taxes in the prior year, primarily due to a \$3,645.7 million partial goodwill impairment charge, lower financial volume, cost inflation related to materials and manufacturing expenses including an approximate \$35 million unfavorable impact attributable to Midwest Premium pricing, higher other operating expense, net and costs incurred related to our global modernization ERP system implementation project, partially offset by favorable mix, increased net pricing, cost savings initiatives, lower MG&A expenses driven by lower short-term incentive compensation expense of approximately \$50 million and lower marketing investment as well as favorable unrealized fair value adjustment of the investment in Fevertree Drinks plc.

Higher other operating expense, net, was primarily due to the cycling of a \$77.9 million gain recognized upon the consolidation of ZOA in the fourth quarter of 2024, a \$75.3 million full impairment charge to our definite-lived intangible asset related to the *Blue Run Spirits* asset group and restructuring charges of \$28.7 million related to our Americas Restructuring Plan, partially offset by cycling the wind down and sale of certain of our U.S. craft businesses and related restructuring costs.

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

| | December 31, 2025 | | For the years ended | | December 31, 2023 | |
|---|-----------------------------------|----------|---------------------|----------|-------------------|--|
| | | % Change | December 31, 2024 | % Change | | |
| | (In millions, except percentages) | | | | | |
| Net sales ⁽¹⁾ | \$ 2,455.7 | 1.8 % | \$ 2,411.1 | 5.0 % | \$ 2,296.1 | |
| Income (loss) before income taxes | \$ (13.1) | N/M | \$ 145.3 | N/M | \$ (41.1) | |
| Financial volume in hectoliters ⁽¹⁾⁽²⁾ | 19.310 | (6.8)% | 20.722 | (2.6)% | 21.286 | |

N/M = Not meaningful

- (1) Includes gross inter-segment sales and volumes which are eliminated in the consolidated totals.
- (2) Excludes royalty volume of 1.224 million hectoliters, 1.185 million hectoliters and 0.935 million hectoliters for the years ended December 31, 2025, 2024 and 2023, respectively.

Net sales

The following table highlights the drivers of the change in net sales for the year ended December 31, 2025, compared to December 31, 2024 (in percentages):

| | Financial Volume | Price and Sales Mix | Currency | Total |
|---------------------|------------------|---------------------|----------|-------|
| EMEA&APAC net sales | (6.8)% | 4.5 % | 4.1 % | 1.8 % |

Net sales increased 1.8% for the year ended December 31, 2025, compared to prior year, driven by price and sales mix and favorable foreign currency impacts, partially offset by lower financial volume.

Financial volume decreased 6.8% for the year ended December 31, 2025, compared to prior year, primarily due to lower volume across all regions driven by soft market demand and a heightened competitive landscape.

Price and sales mix favorably impacted net sales by 4.5% for the year ended December 31, 2025, primarily due to premiumization, geographic mix and higher factored brand volume, as well as increased net pricing. Net sales per hectoliter increased 9.3%.

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

Income (loss) before income taxes

Loss before income taxes of \$13.1 million declined \$158.4 million for the year ended December 31, 2025, compared to income before income taxes in the prior year, primarily due to the partial impairment charge of \$198.6 million to the indefinite-lived intangible asset related to the *Staropramen* family of brands, lower financial volume and higher U.K. waste management fees as a result of the implementation of the Extended Producer Responsibility regulations, partially offset by lower MG&A expenses driven by lower incentive compensation expense of approximately \$20 million and targeted cost reductions, the cycling of a prior year \$45.8 million adjustment recorded to interest expense to increase our mandatorily redeemable NCI liability to the final redemption value related to the CBPL buyout and increased net pricing.

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, as well as foreign exchange gains and losses on intercompany balances. 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 exposure resides. Additionally, only the service cost component of net periodic pension and OPEB cost is reported within each operating segment. Meanwhile, all other components remain in Unallocated.

| | For the years ended | | | | |
|---|-----------------------------------|----------|-------------------|----------|-------------------|
| | December 31, 2025 | % Change | December 31, 2024 | % Change | December 31, 2023 |
| | (In millions, except percentages) | | | | |
| Cost of goods sold | \$ 48.4 | 47.6 % | \$ 32.8 | N/M | \$ (93.5) |
| Gross profit (loss) | 48.4 | 47.6 % | 32.8 | N/M | (93.5) |
| Operating income (loss) | 48.4 | 47.6 % | 32.8 | N/M | (93.5) |
| Total non-operating income (expense), net | (209.7) | 5.7 % | (198.4) | 10.5 % | (179.6) |
| Income (loss) before income taxes | \$ (161.3) | (2.6)% | \$ (165.6) | (39.4)% | \$ (273.1) |

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, 2025, 2024 and 2023. 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 5.7% for the year ended December 31, 2025, compared to prior year, primarily due to lower pension and OPEB non-service benefit, lower interest income, higher interest expense as a result of the issuance of EUR 800 million 3.8% senior notes in the second quarter of 2024 as well as unfavorable foreign currency transactional impacts, partially offset by the cycling of a prior year settlement loss of \$34.0 million recorded as a result of Canadian pension plan annuity purchases.

See [Part II - Item 8 Financial Statements and Supplementary Data, Note 11, "Employee Retirement Plans and Postretirement Benefits"](#) for further discussion of our pension and OPEB 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 net income (loss) or operating cash flows and our ability to obtain additional liquidity. We 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 have upcoming debt maturities in 2026, as illustrated in the debt maturity schedule in the cash and cash equivalents section below. We are currently evaluating various alternatives with respect to these maturities, including the potential refinancing of all or a portion of the outstanding debt which may involve utilizing our amended and restated \$2.0 billion multi-currency revolving credit facility. We have not made a decision at this time, and the timing, structure and terms of any such transactions will depend on capital market conditions and other factors. There can be no assurance that such transactions, including a potential refinancing, will be pursued or completed on terms acceptable to the Company. 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, 2025, approximately 57% of our cash and cash equivalents were located outside the U.S., largely denominated in foreign currencies. Fluctuations in foreign currency exchange rates could 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 repatriating cash held outside the U.S. on a timely basis 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 and 4.2% senior notes due 2046. 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 was 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, 2025, the senior notes and related guarantees ranked 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, 2025.

The following summarized financial information relates to the Obligor Group as of December 31, 2025, 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, 2025 | |
|--|-------------------------------------|-----------|
| | (In millions) | |
| Net sales, out of which: | \$ | 8,472.4 |
| Intercompany sales to non-guarantor subsidiaries | \$ | 146.7 |
| Gross profit, out of which: | \$ | 3,289.5 |
| Intercompany net costs from non-guarantor subsidiaries | \$ | (343.3) |
| Net interest expense, out of which: | \$ | (225.9) |
| Intercompany net interest expense from non-guarantor subsidiaries | \$ | (1.4) |
| Loss before income taxes | \$ | (2,267.2) |
| Net loss | \$ | (1,926.2) |
| | | |
| | As of December 31, 2025 | |
| | (In millions) | |
| Total current assets, out of which: | \$ | 1,861.3 |
| Intercompany receivables from non-guarantor subsidiaries | \$ | 223.8 |
| Total noncurrent assets, out of which: | \$ | 20,360.8 |
| Noncurrent intercompany notes receivable from non-guarantor subsidiaries | \$ | 3,460.6 |
| Total current liabilities, out of which: | \$ | 5,015.0 |
| Current portion of long-term debt and short-term borrowings | \$ | 2,372.1 |
| Intercompany payables due to non-guarantor subsidiaries | \$ | 797.5 |
| Total noncurrent liabilities, out of which: | \$ | 6,339.3 |
| Long-term debt | \$ | 3,834.3 |
| Noncurrent intercompany notes payable due to non-guarantor subsidiaries | \$ | 29.4 |

Cash Flows and Use of Cash

Our business historically generates positive operating cash flows each year and our debt is 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 \$1,784.4 million for the year ended December 31, 2025, decreased \$125.9 million from \$1,910.3 million for the year ended December 31, 2024, primarily due to lower net income adjusted for non-cash items, a \$60.6 million payment as final resolution of the Keystone litigation case and higher interest paid, partially offset by lower payments for prior year annual incentive compensation and lower income taxes paid including the approximate \$80 million impact from the passage of the OBBBA in the U.S. and the favorable timing of working capital.

Cash Flows from Investing Activities

Net cash used in investing activities of \$822.1 million for the year ended December 31, 2025, increased \$174.1 million from \$648.0 million for the year ended December 31, 2024. The increase in cash used in investing activities was primarily due to our investment in Fevertree Drinks plc of \$88.1 million, higher capital expenditures as a result of the timing of capital projects and the acquisition of Fevertree USA, Inc., partially offset by cycling the net proceeds from the sale of the U.S. craft businesses in the prior year.

Cash Flows from Financing Activities

Net cash used in financing activities of \$1,056.8 million for the year ended December 31, 2025, decreased \$81.6 million from \$1,138.4 million for the year ended December 31, 2024. The decrease in cash used in financing activities was primarily due to the prior year payment to acquire the noncontrolling interest in CBPL.

Capital Resources, including Material Cash Requirements

Cash and Cash Equivalents

As of December 31, 2025, we had total cash and cash equivalents of \$896.5 million, compared to \$969.3 million as of December 31, 2024. The decrease in cash and cash equivalents from December 31, 2024, was primarily due to capital expenditures, Class B common stock share repurchases, dividends paid, as well as our investment in Fevertree Drinks plc and the acquisition of Fevertree USA, Inc., partially offset by net cash provided by operating activities. See [Part II—Item 8 Financial Statements and Supplementary Data, Consolidated Statements of Cash Flows](#) for additional detail.

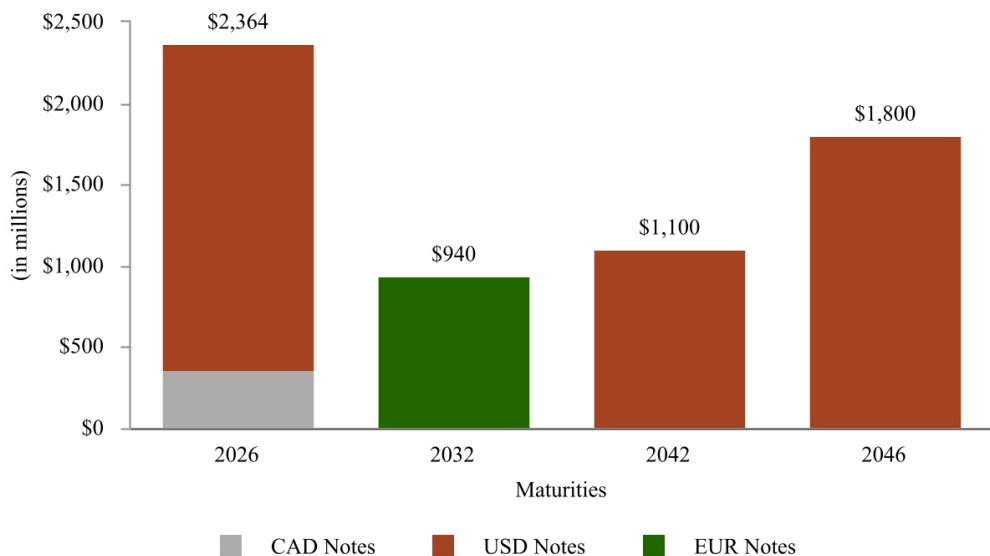
The majority of our cash and cash equivalents are invested in a variety of highly liquid investments with original maturities of 90 days or less. These investments are viewed by management as low-risk investments on which there are little to no restrictions regarding our ability to access the underlying 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

Debt Maturity Profile



Long-term debt (including current portion)



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 26, 2025, we amended our existing \$2.0 billion multi-currency revolving credit facility to extend the maturity date from June 26, 2029 to June 26, 2030. As of December 31, 2025, 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, 2025, 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, 2025, and December 31, 2024. As of December 31, 2025 and December 31, 2024, 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, 2025, 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. 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, 2025, based on foreign exchange rates as of December 31, 2025, was as follows.

| | Payments due by period | | | | |
|---|------------------------|-------------------|-------------------|-------------------|---------------------|
| | Total | 2026 | 2027-2028 | 2029-2030 | 2031 and thereafter |
| | (In millions) | | | | |
| Debt obligations excluding finance leases | \$ 6,269.5 | \$ 2,424.7 | \$ 1.0 | \$ 2.2 | \$ 3,841.6 |
| Interest payments on debt obligations | 2,818.8 | 239.3 | 332.9 | 332.9 | 1,913.7 |
| Finance leases | 82.3 | 12.2 | 21.9 | 17.3 | 30.9 |
| Retirement plan expenditures ⁽¹⁾ | 380.2 | 42.0 | 77.6 | 76.9 | 183.7 |
| Operating leases | 257.6 | 68.3 | 77.9 | 41.4 | 70.0 |
| Other long-term obligations ⁽²⁾ | 1,869.9 | 458.1 | 654.5 | 538.5 | 218.8 |
| Total obligations | \$ 11,678.3 | \$ 3,244.6 | \$ 1,165.8 | \$ 1,009.2 | \$ 6,258.7 |

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 2035. The net underfunded liability as of December 31, 2025, of our defined benefit pension plans (excluding our overfunded plans) and OPEB plans was \$34.1 million and \$435.1 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 royalty payments, information technology services, derivative payments, pre-commencement leases and other commitments.

Other Commercial Commitments

Based on foreign exchange rates as of December 31, 2025, future commercial commitments were as follows:

| | Amount of commitment expiration per period | | | | |
|---------------------------|--|---------------------|-----------|-----------|---------------------|
| | Total amounts committed | 2026 ⁽¹⁾ | 2027-2028 | 2029-2030 | 2031 and thereafter |
| | (In millions) | | | | |
| Standby letters of credit | \$ 45.2 | \$ 43.4 | \$ 1.6 | \$ — | \$ 0.2 |

- (1) Includes \$10.7 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 \$667.4 million and paid \$716.6 million for capital improvement projects worldwide for the year ended December 31, 2025, excluding capital spending by equity method joint ventures, representing a decrease of \$53.4 million from the \$720.8 million of capital expenditures incurred in the year ended December 31, 2024. We continue to prioritize our planned capital expenditures with a focus on optimizing returns on invested capital.

Contingencies

We are party to various legal proceedings arising in the ordinary course of business, environmental matters, 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, 2025, 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 are 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 our 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

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, 2025, on a weighted-average basis, the discount rates used were 5.31% for our defined benefit pension plans and 4.95% for our OPEB plans. The change from the weighted-average discount rates of 5.41% for our defined benefit pension plans and 5.15% for our OPEB plans as of December 31, 2024, was primarily due to a decrease in corporate bond yields using December 31, 2025 market data for our U.S. plans.

A 50 basis point change in our discount rate assumptions would have had the following effects on the benefit obligation balances as of December 31, 2025, for our pension and OPEB plans:

| | Decrease in discount rate | Increase in discount rate |
|--|------------------------------|------------------------------|
| | (In millions) | |
| Increase (decrease) impact to benefit obligation as of December 31, 2025 | | |
| Pension obligation | \$ 116.3 | \$ (106.7) |
| OPEB obligation | 17.2 | (16.0) |
| Total impact to the benefit obligation | <u>\$ 133.5</u> | <u>\$ (122.7)</u> |

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 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 6.05% for our defined benefit pension plan assets for cost recognition in 2026. This was an increase from the weighted-average rate of 5.70% we assumed for 2025, primarily due to updated investment guidelines and target asset allocations. 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 2025 would have had the following effects on 2025 net periodic pension and postretirement benefit costs.

| | Decrease in EROA | Increase in EROA |
|---|------------------|------------------|
| | (In millions) | |
| Favorable (unfavorable) impact to the 2025 net periodic pension and postretirement benefit cost | \$ (11.7) | \$ 11.7 |

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 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, 2025, the health care trend rates used were ranging ratably from 7.50% in 2026 to 3.57% in 2040, which was an increase from our assumed health care trend rates ranging ratably from 7.00% in 2025 to 3.57% in 2040 as of December 31, 2024. 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, 2025.

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, 2025, the carrying values of goodwill and intangible assets were approximately \$1.9 billion and \$12.0 billion, respectively, with the goodwill balance entirely attributable to the Americas reporting unit.

We have the option of using a quantitative or qualitative approach for our annual impairment testing of goodwill and indefinite-lived intangible assets. When utilizing a quantitative impairment testing approach, 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 significant assumptions for growth rates for sales and associated costs of goods sold, which are based on various long-range financial and operational plans of each reporting unit or each indefinite-lived intangible asset, along with terminal growth rates. 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 prioritizing our investments to strengthen our core and value beer portfolios and to transform our above premium beer and beyond beer portfolios 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 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.

Goodwill

During the third quarter of 2025, as we began updating our long-range planning based on current year results to date and industry conditions, we identified a triggering event that indicated it was more likely than not that the carrying value of the Americas reporting unit exceeded its fair value. An impairment test was completed as of August 31, 2025, using a combination of a discounted cash flow analysis and market approach and it was concluded that the carrying value of the Americas reporting unit was in excess of its fair value such that a partial goodwill impairment loss of \$3,645.7 million was recorded in the consolidated statements of operations. Due to the partial impairment charge, the Americas reporting unit is still considered to be at a heightened risk of future impairment. The triggering event was due to lower current year and future forecasted results which were driven by declines in the beer industry, market share losses and higher than expected costs in the U.S. combined with a higher discount rate and lower market multiples.

We utilized independent valuation specialists and industry accepted valuation models in calculating the fair value of the Americas reporting unit as of August 31, 2025. The key assumptions used to derive the estimated fair value of the Americas reporting unit, which included the internal cash flow projections based on our updated long-range plans and the discount rate, represented Level 3 measurements. Our discounted cash flow projections included assumptions for growth rates for sales and associated costs of goods sold, which were based on various long-range financial and operational plans, along with terminal growth rates. Additionally, the discount rate used in our analysis was based on the weighted-average cost of capital, driven by the prevailing interest rates and financing abilities as well as the identified risks and opportunities of the reporting unit. The increase in the discount rate compared to the prior year annual test was partially due to the additional risk premium assessed on the reporting unit based on the current industry environment.

Current projections used for the Americas reporting unit testing reflected our focus on building a portfolio of strong and scalable brands in both beer and beyond beer, which entails prioritizing our investments to strengthen our core and value beer portfolios and to transform our above premium beer and beyond beer portfolios. While progress has been made, continued focus is required to deliver on our objectives. Therefore, the growth targets included in management's forecasted future cash flows were 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, market multiples and discount rates that could negatively impact future analyses, including the impacts of cost inflation and tariffs, increases to interest rates and other external industry factors impacting our business.

Due to the proximity of the goodwill impairment test completed during the third quarter of 2025 to our annual testing date of October 1, 2025, we completed our required annual goodwill impairment testing using a qualitative approach and concluded that the fair value of the Americas reporting unit was more likely than not in excess of its carrying value and, therefore, no additional goodwill impairment charge was recorded. However, due to the partial impairment charge recognized in the third quarter of 2025, and the fact that the Americas reporting unit's fair value exceeds its carrying value by less than 15%, the Americas reporting unit continues to be at a heightened risk of future impairment.

Indefinite-Lived Intangible Assets

During the third quarter of 2025, as we began updating our long-range planning based on current year results to date and the current challenging industry environment in the relevant markets, we identified a triggering event for the *Staropramen* family of brands in the EMEA&APAC segment. The triggering event was driven by softer than expected current year and future forecasted results in certain of the key markets where the *Staropramen* family of brands is sold. We completed an impairment test using a discounted cash flow approach as of August 31, 2025 and concluded that the carrying value of the *Staropramen* family of brands was in excess of its fair value such that a partial impairment loss of \$198.6 million was recorded within other operating income (expense), net in the consolidated statements of operations. After the impairment charge, the carrying value of the *Staropramen* family of brands was \$257.1 million. The decline in the fair value of the *Staropramen* family of brands during the current year was impacted by reductions in management forecasts due to lower than expected brand results in 2025 driven by soft market demand and a heightened competitive landscape across key markets, resulting in a more modest growth trajectory than in previous assumptions. In conjunction with the impairment review of the *Staropramen* family of brands, we also reassessed the brand's indefinite-life classification and determined that the impaired brand has characteristics that have evolved and which now indicate a definite-life is more appropriate, including prolonged weakness in consumer demand driven by increased economic and competitive pressures. These factors have resulted in continued declines in performance and these pressures are expected to continue into the future. Therefore, we reclassified the *Staropramen* family of brands to a definite-lived intangible asset with a useful life of 50 years effective August 31, 2025.

We utilized Level 3 fair value measurements in our impairment analysis of the *Staropramen* family of brands indefinite-lived intangible asset. We utilized independent valuation specialists in calculating the fair value of the *Staropramen* family of brands using the excess earnings approach. The future cash flows used in the analyses were based on internal cash flow projections related to our long-range plans and included significant assumptions for growth rates for sales and associated costs of goods sold. The discount rate utilized for the *Staropramen* family of brands was a key assumption and was based on the weighted-average cost of capital, driven by the prevailing interest rates and financing abilities of the geographies in which the family of brands are sold as well as the identified risks and opportunities of the brands for each geography.

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. and the *Carling* brands in the U.K. are sufficiently in excess of their respective carrying values as of the October 1, 2025 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 analyses 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 analyses are based on internal cash flow projections utilizing our long range plans and include significant assumptions by management. As of the October 1, 2025 annual testing date, 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.

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. During the third quarter of 2025, as we began updating our long-range planning based on current year results to date, we identified a triggering event for the *Blue Run Spirits* asset group in the Americas segment, due to softer current year and future forecasted results primarily driven by a challenging macroeconomic environment for full strength spirits, resulting in lower sales. The asset group did not pass the recoverability test and the carrying value was determined to exceed its fair value resulting in the full impairment of the definite-lived intangible brand of \$75.3 million as of August 31, 2025, which was recorded within other operating income (expense), net in the consolidated statement of operations. The asset group was measured at fair value primarily using a discounted cash flow approach and utilized Level 3 fair value measurements.

Additionally, during 2024, due to a reduction in forecasted cash flows associated with one of our asset groups, we identified a triggering event 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 2025 or 2024 related to our definite-lived intangible assets or other long-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 prices.

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. 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, 2025 and 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 | |
|---|-------------------------|-------------------------|------------------------------|-------------------------|--------------------------|-------------------------|
| | As of December 31, 2025 | As of December 31, 2024 | As of December 31, 2025 | As of December 31, 2024 | As of December 31, 2025 | As of December 31, 2024 |
| <i>(In millions)</i> | | | | | | |
| USD denominated fixed rate notes | \$ 4,900.0 | \$ 4,900.0 | \$ (4,539.0) | \$ (4,484.4) | \$ (328.7) | \$ (355.3) |
| Foreign currency denominated fixed rate notes | \$ 1,304.0 | \$ 1,175.9 | \$ (1,340.9) | \$ (1,212.8) | \$ (59.4) | \$ (63.3) |
| Forward starting interest rate swaps | \$ 1,000.0 | \$ 1,000.0 | \$ 83.7 | \$ 96.3 | \$ (81.4) | \$ (75.1) |

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 33%, of our net sales were denominated in functional currencies other than the USD for the year ended December 31, 2025. 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, 2025, net sales denominated in GBP and CAD approximated \$1.5 billion and \$1.2 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 currency and other foreign currency exchange exposure.

The following table includes details of our foreign currency denominated fixed rate debt. The table also presents details of our foreign currency forwards, which are 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 our foreign currency denominated fixed rate debt and our foreign currency forwards. Notional amounts and fair values are presented in USD based on the applicable exchange rate as of December 31, 2025 and December 31, 2024. As of December 31, 2025, approximately 80% of our outstanding foreign currency forwards mature in 2026 and 20% mature in 2027.

| | Notional amounts | | Fair Value Asset/(Liability) | | Effect of Adverse Change | |
|--|-------------------------|-------------------------|------------------------------|-------------------------|--------------------------|-------------------------|
| | As of December 31, 2025 | As of December 31, 2024 | As of December 31, 2025 | As of December 31, 2024 | As of December 31, 2025 | As of December 31, 2024 |
| <i>(In millions)</i> | | | | | | |
| Foreign currency denominated fixed rate debt | \$ 1,304.0 | \$ 1,175.9 | \$ (1,340.9) | \$ (1,212.8) | \$ (140.9) | \$ (113.6) |
| Foreign currency forwards | \$ 104.9 | \$ 196.2 | \$ 0.4 | \$ 10.6 | \$ (11.4) | \$ (20.1) |

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, 2025 and December 31, 2024. As of December 31, 2025, approximately 81% of commodity swaps mature in 2026, 18% mature in 2027 and 1% mature in 2028.

| | Notional amounts | | Fair Value Asset/(Liability) | | Effect of Adverse Change | |
|----------------------|-------------------------|-------------------------|------------------------------|-------------------------|--------------------------|-------------------------|
| | As of December 31, 2025 | As of December 31, 2024 | As of December 31, 2025 | As of December 31, 2024 | As of December 31, 2025 | As of December 31, 2024 |
| <i>(In millions)</i> | | | | | | |
| Swaps | \$ 442.1 | \$ 376.4 | \$ 52.1 | \$ 3.7 | \$ (46.9) | \$ (36.3) |

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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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, 2025, 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, 2025, 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/ RAHUL GOYAL

Rahul Goyal
President & Chief Executive Officer
Molson Coors Beverage Company
February 18, 2026

/s/ TRACEY I. JOUBERT

Tracey I. Joubert
Chief Financial Officer
Molson Coors Beverage Company
February 18, 2026

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, 2025 and 2024, 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, 2025, including the related notes and schedule of valuation and qualifying accounts for each of the three years in the period ended December 31, 2025 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, 2025, 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, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025 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, 2025, 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 matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate 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 matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Interim Goodwill Impairment Assessment - Americas Reporting Unit

As described in Notes 1 and 6 to the consolidated financial statements, the Company's goodwill balance as of December 31, 2025 was \$1,944.7 million and is related solely to the Americas reporting unit. Management evaluates the carrying value of goodwill at the reporting unit level for impairment at least annually or when an interim triggering event occurs that may indicate potential impairment. The Company's annual 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. During the third quarter of 2025, management identified a triggering event that indicated it was more likely than not that the carrying value of the Americas reporting unit exceeded its fair 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, management would recognize an impairment loss in an amount equal to the excess up to the total amount of goodwill allocated to that reporting unit. An impairment test was completed as of August 31, 2025, using a combination of a discounted cash flow analysis and market approach and management concluded that the carrying value of the Americas reporting unit was in excess of its fair value such that a partial goodwill impairment loss of \$3,645.7 million was recorded. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. As disclosed by management, discounted cash flow projections include assumptions for growth rates for sales and associated costs of goods sold, along with terminal growth rates. Additionally, the discount rate used in the analysis was based on the weighted-average cost of capital. The fair value determinations are also sensitive to changes in market multiples.

The principal considerations for our determination that performing procedures relating to the interim 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, market multiples, terminal growth rate, 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 the significant assumptions used by management related to the weighted-average cost of capital, market multiples, terminal growth rate, 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 the 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 discounted cash flow analysis and market approach and (ii) the reasonableness of the weighted-average cost of capital, market multiples, and terminal growth rate assumptions.

Interim Intangible Impairment Assessment - Staropramen family of brands (EMEA&APAC)

As described in Notes 1 and 6 to the consolidated financial statements, management evaluates the carrying value of indefinite-lived intangible assets for impairment at least annually or when an interim triggering event occurs that may indicate potential impairment. The Company's annual test is performed as of the first day of the fiscal fourth quarter. The evaluation involves comparing the indefinite-lived intangible asset's fair value to its carrying value. During the third quarter of 2025, management identified a triggering event for the Staropramen family of brands in the EMEA&APAC segment. 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, management would recognize an impairment loss in an amount equal to the excess up to the total balance of the respective indefinite-lived intangible asset. Management completed an impairment test using a discounted cash flow approach (excess earnings approach) as of August 31, 2025, and concluded that the carrying value of the Staropramen family of brands was in excess of its fair value such that a partial impairment loss of \$198.6 million was recorded. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. As disclosed by management, the Company's discounted cash flow projections include assumptions for growth rates for sales and associated costs of goods sold, along with terminal growth rates. Additionally, the discount rate utilized for the Staropramen family of brands was a key assumption and was based on the weighted-average cost of capital. In conjunction with the impairment review of the Staropramen family of brands, management also reassessed the brand's indefinite-life classification and determined that the impaired brand has characteristics that have evolved and which now indicate a definite-life. The Company's definite lived intangible asset brands balance was \$3,228.6 million as of December 31, 2025, a portion of which related to the Staropramen family of brands in the EMEA&APAC segment.

The principal considerations for our determination that performing procedures relating to the interim intangible impairment assessment for the Staropramen family of brands in EMEA&APAC is a critical audit matter are (i) the significant judgment by management when developing the fair value estimate of the intangible asset for the Staropramen family of brands; (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 indefinite-lived intangible impairment assessment, including controls over the valuation of the Staropramen family of brands. These procedures also included, among others (i) testing management's process for developing the fair value estimate of the intangible asset for the Staropramen family of brands; (ii) evaluating the appropriateness of the excess earnings approach used by management; (iii) testing the completeness and accuracy of underlying data used in the excess earnings approach; and (iv) evaluating the reasonableness of the 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 assumptions used by management were reasonable considering (i) the current and past performance of the Staropramen family of brands; (ii) the consistency with external market and industry data; and (iii) whether the 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 excess earnings approach and (ii) the reasonableness of the weighted-average cost of capital assumption.

/s/ PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
February 18, 2026

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, 2025 | December 31, 2024 | December 31, 2023 |
| Sales | \$ 13,040.3 | \$ 13,734.3 | \$ 13,884.6 |
| Excise taxes | (1,899.5) | (2,107.3) | (2,182.5) |
| Net sales | 11,140.8 | 11,627.0 | 11,702.1 |
| Cost of goods sold | (6,866.2) | (7,093.6) | (7,333.3) |
| Gross profit | 4,274.6 | 4,533.4 | 4,368.8 |
| Marketing, general and administrative expenses | (2,643.9) | (2,717.5) | (2,779.9) |
| Goodwill impairment | (3,645.7) | — | — |
| Other operating income (expense), net | (335.3) | (65.4) | (162.7) |
| Equity income (loss) | 13.4 | 2.7 | 12.0 |
| Operating income (loss) | (2,336.9) | 1,753.2 | 1,438.2 |
| Interest expense | (247.9) | (282.7) | (234.0) |
| Interest income | 20.6 | 35.4 | 25.4 |
| Other pension and postretirement benefit (cost), net | 14.4 | (5.0) | 10.2 |
| Other non-operating income (expense), net | 31.8 | 2.1 | 12.7 |
| Total non-operating income (expense), net | (181.1) | (250.2) | (185.7) |
| Income (loss) before income taxes | (2,518.0) | 1,503.0 | 1,252.5 |
| Income tax benefit (expense) | 337.8 | (345.3) | (296.1) |
| Net income (loss) | (2,180.2) | 1,157.7 | 956.4 |
| Net (income) loss attributable to noncontrolling interests | 40.6 | (35.3) | (7.5) |
| Net income (loss) attributable to Molson Coors Beverage Company | \$ (2,139.6) | \$ 1,122.4 | \$ 948.9 |
| Net income (loss) attributable to Molson Coors Beverage Company per share | | | |
| Basic | \$ (10.75) | \$ 5.38 | \$ 4.39 |
| Diluted | \$ (10.75) | \$ 5.35 | \$ 4.37 |
| Weighted-average shares outstanding | | | |
| Basic | 199.1 | 208.8 | 216.0 |
| Dilutive effect of share-based awards | — | 1.1 | 1.3 |
| Diluted | 199.1 | 209.9 | 217.3 |

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, 2025 | December 31, 2024 | December 31, 2023 |
| Net income (loss) including noncontrolling interests | \$ (2,180.2) | \$ 1,157.7 | \$ 956.4 |
| Other comprehensive income (loss), net of tax | | | |
| Foreign currency translation adjustments | 290.4 | (306.1) | 98.7 |
| Cumulative translation adjustment reclassified from other comprehensive income (loss) | — | — | (0.6) |
| Unrealized gain (loss) recognized on derivative instruments | (14.6) | 53.2 | (2.5) |
| Derivative instrument activity reclassified from other comprehensive income (loss) | (0.8) | (0.2) | 0.9 |
| Net change in pension and other postretirement benefit assets and liabilities recognized in other comprehensive income (loss) | 21.1 | (7.3) | (6.4) |
| Pension and other postretirement activity reclassified from other comprehensive income (loss) | (5.5) | 17.6 | (11.2) |
| Ownership share of unconsolidated subsidiaries' other comprehensive income (loss) | 1.2 | (0.4) | 11.2 |
| Total other comprehensive income (loss), net of tax | 291.8 | (243.2) | 90.1 |
| Comprehensive income (loss) | (1,888.4) | 914.5 | 1,046.5 |
| Comprehensive (income) loss attributable to noncontrolling interests | 39.6 | (34.7) | (8.4) |
| Comprehensive income (loss) attributable to Molson Coors Beverage Company | \$ (1,848.8) | \$ 879.8 | \$ 1,038.1 |

See notes to consolidated financial statements.

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

| | As of | |
|--|--------------------|--------------------|
| | December 31, 2025 | December 31, 2024 |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$ 896.5 | \$ 969.3 |
| Trade receivables, net | 703.0 | 693.1 |
| Other receivables, net | 187.3 | 149.8 |
| Inventories, net | 715.9 | 727.8 |
| Other current assets, net | 432.8 | 308.4 |
| Total current assets | 2,935.5 | 2,848.4 |
| Property, plant and equipment, net | 4,768.7 | 4,460.4 |
| Goodwill | 1,944.7 | 5,582.3 |
| Other intangibles, net | 11,991.1 | 12,195.2 |
| Other assets | 1,098.4 | 978.0 |
| Total assets | <u>\$ 22,738.4</u> | <u>\$ 26,064.3</u> |
| Liabilities and equity | | |
| Current liabilities | | |
| Accounts payable and other current liabilities | \$ 2,876.7 | \$ 3,013.0 |
| Current portion of long-term debt and short-term borrowings | 2,434.1 | 32.2 |
| Total current liabilities | 5,310.8 | 3,045.2 |
| Long-term debt | 3,865.4 | 6,113.9 |
| Pension and postretirement benefits | 427.1 | 416.7 |
| Deferred tax liabilities | 2,284.7 | 2,733.4 |
| Other liabilities | 307.7 | 302.4 |
| Total liabilities | 12,195.7 | 12,611.6 |
| Commitments and contingencies (Note 13) | | |
| Redeemable noncontrolling interest | 115.6 | 168.5 |
| 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: 216.1 shares and 215.5 shares, respectively) | 2.2 | 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: 7.1 shares and 7.2 shares, respectively) | 266.9 | 271.1 |
| Paid-in capital | 7,247.2 | 7,223.6 |
| Retained earnings | 5,723.7 | 8,238.0 |
| Accumulated other comprehensive income (loss) | (1,071.6) | (1,362.4) |
| Class B common stock held in treasury at cost (37.7 shares and 24.8 shares, respectively) | (2,038.9) | (1,380.8) |
| Total Molson Coors Beverage Company stockholders' equity | 10,230.3 | 13,092.4 |
| Noncontrolling interests | 196.8 | 191.8 |
| Total equity | 10,427.1 | 13,284.2 |
| Total liabilities and equity | <u>\$ 22,738.4</u> | <u>\$ 26,064.3</u> |

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, 2025 | December 31, 2024 | December 31, 2023 |
| Cash flows from operating activities | | | |
| Net income (loss) including noncontrolling interests | \$ (2,180.2) | \$ 1,157.7 | \$ 956.4 |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities | | | |
| Depreciation and amortization | 711.3 | 759.4 | 682.8 |
| Amortization of cloud computing arrangements | 14.4 | 11.3 | 7.9 |
| Amortization of debt issuance costs and discounts | 5.1 | 5.3 | 5.7 |
| Interest expense related to mandatorily redeemable noncontrolling interest | — | 46.5 | — |
| Share-based compensation | 35.0 | 43.1 | 44.9 |
| Goodwill impairment | 3,645.7 | — | — |
| (Gain) loss on sale or impairment of property, plant, equipment and other assets, net | 262.6 | 51.8 | 181.9 |
| Unrealized (gain) loss on foreign currency fluctuations and derivative instruments, net | (81.7) | (28.7) | 88.3 |
| Equity (income) loss | (13.4) | (2.7) | (12.0) |
| Income tax (benefit) expense | (337.8) | 345.3 | 296.1 |
| Income tax (paid) received | (131.4) | (227.1) | (244.8) |
| Interest expense, excluding amortization of debt issuance costs and discounts and mandatorily redeemable noncontrolling interest | 242.8 | 230.9 | 228.3 |
| Interest paid | (240.7) | (216.0) | (229.0) |
| Other non-cash items, net | (0.6) | (77.1) | — |
| Change in current assets and liabilities (net of impact of business combinations) and other | | | |
| Receivables | 48.3 | 39.6 | (0.7) |
| Inventories | 65.2 | 55.1 | 21.7 |
| Payables and other current liabilities | (285.4) | (234.4) | 50.2 |
| Other assets and other liabilities | 25.2 | (49.7) | 1.3 |
| Net cash provided by (used in) operating activities | <u>1,784.4</u> | <u>1,910.3</u> | <u>2,079.0</u> |
| Cash flows from investing activities | | | |
| Additions to property, plant and equipment | (716.6) | (674.1) | (671.5) |
| Proceeds from sales of property, plant, equipment and other assets | 15.8 | 24.5 | 10.9 |
| Acquisition of business, net of cash acquired | (22.3) | (8.6) | (63.7) |
| Other, net | (99.0) | 10.2 | (117.4) |
| Net cash provided by (used in) investing activities | <u>(822.1)</u> | <u>(648.0)</u> | <u>(841.7)</u> |
| Cash flows from financing activities | | | |
| Dividends paid | (376.3) | (369.2) | (354.7) |
| Payments for purchases of treasury stock | (647.9) | (643.4) | (205.8) |
| Payments on debt and borrowings | (12.8) | (883.8) | (404.8) |
| Proceeds on debt and borrowings | — | 863.7 | 7.0 |
| Other, net | (19.8) | (105.7) | (23.1) |
| Net cash provided by (used in) financing activities | <u>(1,056.8)</u> | <u>(1,138.4)</u> | <u>(981.4)</u> |
| Effect of foreign exchange rate changes on cash and cash equivalents | <u>21.7</u> | <u>(23.5)</u> | <u>13.0</u> |
| Net increase (decrease) in cash and cash equivalents | (72.8) | 100.4 | 268.9 |
| Balance at beginning of year | 969.3 | 868.9 | 600.0 |
| Balance at end of year | <u>\$ 896.5</u> | <u>\$ 969.3</u> | <u>\$ 868.9</u> |

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 | | Exchangeable shares issued | | Paid-in-capital | Retained earnings | Accumulated other comprehensive income (loss) | Common Stock held in treasury | Non controlling interests ⁽¹⁾ |
| | | Class A | Class B | Class A | Class B | | | | | |
| 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) | — | — | — | — |
| 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) | — | — | — |

Molson Coors Beverage Company Stockholders' Equity

| | Total | Common stock issued | | Exchangeable shares issued | | Paid-in-capital | Retained earnings | Accumulated other comprehensive income (loss) | Common Stock held in treasury Class B | Non controlling interests ⁽¹⁾ |
|--|-------------|---------------------|---------|----------------------------|----------|-----------------|-------------------|---|---------------------------------------|--|
| | | Class A | Class B | Class A | Class B | | | | | |
| 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 |
| Exchange of shares | — | — | — | — | (4.2) | 4.2 | — | — | — | — |
| Shares issued under equity compensation plan | (15.1) | — | 0.1 | — | — | (15.2) | — | — | — | — |
| Amortization of share-based compensation | 35.0 | — | — | — | — | 35.0 | — | — | — | — |
| Purchase of noncontrolling interest | (0.2) | — | — | — | — | — | — | — | — | (0.2) |
| Net income (loss) including noncontrolling interests | (2,125.0) | — | — | — | — | — | (2,139.6) | — | — | 14.6 |
| Other comprehensive income (loss), net of tax | 291.4 | — | — | — | — | — | — | 290.8 | — | 0.6 |
| Redeemable noncontrolling interest redemption value adjustment | (0.4) | — | — | — | — | (0.4) | — | — | — | — |
| Share repurchase program | (658.1) | — | — | — | — | — | — | — | (658.1) | — |
| Distributions and dividends to noncontrolling interests | (10.0) | — | — | — | — | — | — | — | — | (10.0) |
| Dividends declared | (374.7) | — | — | — | — | — | (374.7) | — | — | — |
| Balance as of December 31, 2025 | \$ 10,427.1 | \$ — | \$ 2.2 | \$ 100.8 | \$ 266.9 | \$ 7,247.2 | \$ 5,723.7 | \$ (1,071.6) | \$ (2,038.9) | \$ 196.8 |

⁽¹⁾ All activity included in the noncontrolling interests column of the consolidated statements of stockholders' equity and noncontrolling interests excludes activity from 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. 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. 2025, 2024 and 2023 refers to the twelve months ended December 31, 2025, December 31, 2024 and December 31, 2023, 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.

Chief Executive Officer Succession

On April 12, 2025, Gavin D.K. Hattersley, the then President and CEO of our Company and a then member of the Board, informed our Company and the Board that he intended to retire from our Company and as a member of the Board, in each case, by December 31, 2025.

On September 19, 2025, the Board appointed Rahul Goyal as our Company's President and CEO and member of the Board effective, in each case, as of October 1, 2025, following the transition of Gavin D.K. Hattersley from those same positions immediately prior to such appointments. Gavin D.K. Hattersley remained employed by our Company in an advisory role to assist in the transition until his retirement on December 31, 2025.

Americas Restructuring Plan

On October 20, 2025, we announced an Americas Restructuring Plan designed to create a leaner, more agile Americas segment while advancing our ability to reinvest in the business and position our Company for future growth. The plan resulted in charges of \$28.7 million, primarily related to severance payments and post-employment benefits, recorded to other operating income (expense), net in our consolidated statements of operations during the year ended December 31, 2025. The remaining charges, predominantly employee-related charges, for the Americas Restructuring Plan are expected to be recorded during the year ended December 31, 2026 and total restructuring charges are expected to be at the low end of the previously communicated range of \$35 million to \$50 million at approximately \$35 million.

Acquisitions and Buyouts

Fevertree USA, Inc.

During the first quarter of 2025, we obtained exclusive rights via a license agreement to import, produce, market, advertise, promote, sell and distribute Fever-Tree products in the U.S. In connection with this agreement, we acquired the shares of the Fevertree USA, Inc. entity, with the immaterial acquisition accounted for as a business combination and consideration allocated primarily to working capital balances. The acquisition is aligned with our strategy to expand beyond the beer aisle.

ZOA Energy LLC

On October 31, 2024, 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. As a result, we recorded the transaction as a business combination, with ZOA included in our consolidated financial statements from the date of acquisition within the Americas 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 was partially deductible for tax purposes by the partnership members. Our share of the tax deductible goodwill was \$47.2 million. The goodwill was attributable to anticipated synergies from further leveraging of our 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 was 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 their prevailing 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.

Cobra U.K.

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.

Blue Run

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 \$157.7 million and \$145.1 million confirmed as valid and outstanding as of December 31, 2025 and December 31, 2024, 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 years ended December 31, 2024 and December 31, 2025 were 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 |
| Invoices confirmed during the year | | 628.6 |
| Confirmed invoices paid during the year | | (623.6) |
| Effect of foreign exchange rate changes | | 7.6 |
| Confirmed obligations outstanding as of December 31, 2025 | \$ | 157.7 |

Government Assistance

We receive government assistance in the form of tax credits and grants, including non-income 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, other 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 or a retailer 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, 2025, 2024 and 2023, 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, 2025, 2024 and 2023, 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, 2025 and December 31, 2024. 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 for each of the years ended December 31, 2025, 2024 and 2023.

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 certain 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.

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 disposals; 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, 2025, 2024 and 2023, were 3.9 million, 1.2 million and 0.6 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 20, 2025, our Company's Board declared a dividend of \$0.47 per share, paid on December 19, 2025, to shareholders of Class A and Class B common stock of record on December 5, 2025. Shareholders of exchangeable shares received the CAD equivalent of dividends declared on Class A and Class B common stock, equal to CAD 0.66 per share. During the year ended December 31, 2025, dividends declared to eligible shareholders totaled \$1.88 per share, with the CAD equivalent equal to CAD 2.62 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.

Non-Cash Activity

Our 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 non-cash investing activities related to capital expenditures incurred but not yet paid of \$242.3 million, \$297.8 million and \$254.9 million during the years ended December 31, 2025, 2024 and 2023, respectively.

Our non-cash financing activities include 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 were no other significant non-cash investing or financing activities for the years ended December 31, 2025, 2024 and 2023.

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 \$10.0 million and \$8.9 million as of December 31, 2025, and December 31, 2024, 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 utilized 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 \$14.4 million, \$11.3 million and \$7.9 million for the years ended December 31, 2025, December 31, 2024 and December 31, 2023, 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, 2025 | December 31, 2024 |
| | (In millions) | |
| Cloud computing implementation costs | \$ 88.6 | \$ 71.9 |
| Less: accumulated amortization | (46.4) | (32.0) |
| Cloud computing implementation costs, net | \$ 42.2 | \$ 39.9 |

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 2025 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 impairment charges, if any, and 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, including 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, 2025.

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 rates, 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. 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 14 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.

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 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 the redemption value, as appropriate, are recognized through net income (loss) attributable to noncontrolling interests on the consolidated statements of operations. For common NCI shares redeemable at fair value, adjustments to the redemption value are recognized within equity.

During the year ended December 31, 2025, we recorded attributable net losses of \$115.9 million and adjustments to the redemption value of \$61.1 million. The adjustments to the redemption value were recorded as increases to redeemable noncontrolling interests on the consolidated balance sheets and \$60.7 million was recorded to net (income) loss attributable to noncontrolling interests on the consolidated statements of operations and \$0.4 million was recorded within paid in capital. During the year ended December 31, 2024, we recognized \$130.9 million of redeemable noncontrolling interest at fair value related to our acquisition of our majority interest in ZOA. There was no material activity to redeemable noncontrolling interests for the year ended December 31, 2023.

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

On February 18, 2026, our Board declared a quarterly dividend of \$0.48 per share, to be paid on March 20, 2026, to shareholders of Class A and Class B common stock of record on March 6, 2026. Shareholders of exchangeable shares will receive the CAD equivalent of dividends earned on Class A and Class B common stock.

On February 18, 2026, our Company announced a three-year cost savings program targeting up to \$450 million with savings beginning in 2026. The cost savings program, inclusive of the Americas Restructuring Plan announced in the fourth quarter of 2025, is intended to mitigate inflation impacts and enable continued investments at levels necessary to fuel our business. The savings will be driven by many areas of the business and will impact both the Americas and EMEA&APAC segments.

2. New Accounting Pronouncements

New Accounting Pronouncements Recently Adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* 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, and require more disaggregated income tax information, particularly at an individual jurisdiction level (country, state or local territory). 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 (net of refunds) disclosure require reporting of net income taxes paid disaggregated by federal (national), state and foreign. We adopted this guidance starting in this annual report and opted to apply the guidance retrospectively. Refer to [Note 12, "Income Tax"](#) for the new disclosures.

New Accounting Pronouncements Not Yet Adopted

In September 2025, the FASB issued ASU 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, aimed at modernizing the guidance for internal-use software to reflect the different methods of software development. This guidance removes reference to “development stages” and introduces a “probable-to-complete” recognition threshold to determine when to begin capitalizing software costs. This guidance will be effective for us starting with our quarterly report ending March 31, 2028, with prospective, retrospective, or modified transition methods allowed and early adoption permitted. We are currently evaluating the impact of this ASU, including our timing and method of adoption. We expect the guidance to potentially impact the timing of when we begin to capitalize software costs.

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 included in our results of operations. 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 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.

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 material effect on our consolidated financial statements.

3. Investments

Our investments include consolidated VIE investments, equity method investments and an ASC 321 investment.

Consolidated VIE Investments

We have consolidated all entities identified as VIEs for which we concluded that we are the primary beneficiary. 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 as of December 31, 2025, were Rocky Mountain Metal Container ("RMMC") and Rocky Mountain Bottle Company ("RMBC"). We have not provided any financial support to any of our VIEs during the year ended December 31, 2025, that we were not previously contractually obligated to provide.

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 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."](#)

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, 2025 | | December 31, 2024 | |
| | Total Assets | Total Liabilities | Total Assets | Total Liabilities |
| | (In millions) | | | |
| RMMC/RMBC | \$ 232.0 | \$ 18.6 | \$ 230.3 | \$ 29.8 |

As of December 31, 2025, for RMMC/RMBC, \$53.9 million and \$103.8 million were recorded in inventories, net and property, plant and equipment, net, respectively, on the consolidated balance sheets. 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.

Equity Method Investments

As of December 31, 2025, our equity method investments included our ownership interests in Brewers Retail Inc. ("BRI") and Brewers Distributor Ltd. ("BDL"), as well as other immaterial investments. The total balance of our equity method investments was \$135.7 million and \$108.9 million as of December 31, 2025 and December 31, 2024, respectively. Our equity method investments are all within the Americas segment and are included in other assets on the consolidated balance sheets.

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 recorded the transaction as a business combination, removing our previously held equity method investment. ZOA is now included in our consolidated financial statements from the date of acquisition within the Americas reporting segment.

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 \$11.2 million and \$30.1 million recorded as of December 31, 2025 and December 31, 2024, 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.

BRI

BRI is a beer distribution and retail network for the Ontario region of Canada, with the 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.

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. As of December 31, 2025, we held and continue to hold a 37.8% 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 the 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.

Other Equity Method Investments

We have certain other immaterial equity method investments that we enter into from time to time that align with our organizational strategies and growth initiatives. These investments were 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, 2025 or December 31, 2024, for any of these companies.

Affiliate Transactions

We consider each of our equity method investments to be affiliates. 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. The affiliate accounts payable and affiliate accounts receivable related to trade receivables and payables for sales to external customers and costs incurred were 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).

Amounts due from and due to affiliates as of December 31, 2025 and December 31, 2024, respectively, were as follows:

| | Amounts due from affiliates | | Amounts due to affiliates | |
|-------|-----------------------------|-------------------|---------------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2025 | December 31, 2024 |
| | (In millions) | | | |
| BRI | \$ 6.4 | \$ 4.5 | \$ — | \$ — |
| BDL | 2.0 | 1.9 | — | — |
| Other | 8.5 | 7.4 | 6.4 | 6.3 |
| Total | <u>\$ 16.9</u> | <u>\$ 13.8</u> | <u>\$ 6.4</u> | <u>\$ 6.3</u> |

ASC 321 Investment

During the first quarter of 2025, Molson Coors Beverage Company made an investment of \$88.1 million in Fevertree Drinks plc, a listed entity on the London Stock Exchange (LSE:FEVR). We hold a minority interest in the entity and account for the investment under ASC 321 which requires investments to be measured at fair value with subsequent changes in fair value recognized in net income. As of December 31, 2025, the investment was recorded at a fair value of \$119.8 million calculated based on a quoted market price on the London Stock Exchange (Level 1 inputs) in other assets on our consolidated balance sheets. Changes in fair value are recorded in other non-operating income (expense), net on our consolidated statements of operations, and as a result, during the year ended December 31, 2025, we recorded unrealized income of \$31.7 million.

4. Inventories

| | As of | |
|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 |
| | (In millions) | |
| Finished goods | \$ 267.0 | \$ 245.8 |
| Work in process | 82.8 | 83.8 |
| Raw materials | 234.6 | 261.2 |
| Packaging materials | 131.5 | 137.0 |
| Inventories, net | <u>\$ 715.9</u> | <u>\$ 727.8</u> |

5. Property, Plant and Equipment

| | As of | |
|--|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 |
| | (In millions) | |
| Land and improvements | \$ 386.0 | \$ 362.9 |
| Buildings and improvements | 1,602.5 | 1,450.2 |
| Production and office equipment | 6,044.8 | 5,479.8 |
| Software | 564.1 | 537.9 |
| Construction in progress | 699.9 | 612.1 |
| Other | 451.1 | 409.5 |
| Total property, plant and equipment cost | 9,748.4 | 8,852.4 |
| Less: accumulated depreciation | (4,979.7) | (4,392.0) |
| Property, plant and equipment, net | \$ 4,768.7 | \$ 4,460.4 |

Depreciation expense was \$505.2 million, \$553.0 million and \$475.5 million for the years ended December 31, 2025, December 31, 2024 and December 31, 2023, respectively. Depreciation expense for the years ended December 31, 2025 and December 31, 2024, included \$23.1 million and \$93.6 million, respectively, of accelerated depreciation in excess of normal depreciation recognized in other operating income (expense), net in the consolidated statements of operations, which was primarily related to the wind down or sale of certain of our U.S. craft businesses and related facilities.

6. Goodwill and Intangible Assets

Goodwill

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, 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 |
| Impairment | (3,645.7) | — | (3,645.7) |
| Foreign currency translation, net | 8.1 | — | 8.1 |
| Balance as of December 31, 2025 | \$ 1,944.7 | \$ — | \$ 1,944.7 |

- (1) The accumulated impairment loss for the Americas segment was \$5,159.0 million and \$1,513.3 million as of December 31, 2025 and December 31, 2024, respectively. 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 acquisition of the controlling interest in ZOA during the year ended December 31, 2024. The goodwill for the ZOA acquisition was partially deductible for tax purposes. The increase in our ZOA investment is further discussed in [Note 3, "Investments"](#) and [Note 1, "Basis of Presentation and Summary of Significant Accounting Policies."](#)
- (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.

Goodwill Impairment Analyses

During the third quarter of 2025, as we began updating our long-range planning based on current year results to date and industry conditions, we identified a triggering event that indicated it was more likely than not that the carrying value of the Americas reporting unit exceeded its fair value. The triggering event was due to lower 2025 and future forecasted results which were driven by declines in the beer industry, market share losses and higher than expected costs in the U.S. combined with a higher discount rate and lower market multiples. An impairment test was completed as of August 31, 2025, using a combination of a discounted cash flow analysis and market approach and it was concluded that the carrying value of the Americas reporting unit was in excess of its fair value such that a partial goodwill impairment loss of \$3,645.7 million was recorded in the consolidated statements of operations.

We utilized independent valuation specialists and industry accepted valuation models in calculating the fair value of the Americas reporting unit as of August 31, 2025. The key assumptions used to derive the estimated fair value of the Americas reporting unit, which included the internal cash flow projections based on our updated long-range plans and the discount rate, represented Level 3 measurements. Our discounted cash flow projections included assumptions for growth rates for sales and associated costs of goods sold, which were based on various long-range financial and operational plans along with terminal growth rates. Additionally, the discount rate used in our analysis was based on the weighted-average cost of capital, driven by the prevailing interest rates and financing abilities as well as the identified risks and opportunities of the reporting unit. The increase in the discount rate compared to the prior year annual test was partially due to the additional risk premium assessed on the reporting unit based on the current industry environment.

Due to the proximity of the goodwill impairment test completed during the third quarter of 2025 to our annual testing date of October 1, 2025, we completed our required annual goodwill impairment testing using a qualitative approach and concluded that the fair value of the Americas reporting unit was more likely than not in excess of its carrying value. Therefore, no additional goodwill impairment charge was recorded.

Due to the partial impairment charge recognized in the third quarter of 2025 and the fact that the Americas reporting unit's fair value exceeds its carrying value by less than 15%, the Americas reporting unit is still considered to be at a heightened risk of future impairment. We are focused on building a portfolio of strong and scalable brands in both beer and beyond beer, which entails prioritizing our investments to strengthen our core and value beer portfolios and to transform our above premium beer and beyond beer portfolios. While progress has been made, continued focus is required to deliver on our objectives. Therefore, 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, market multiples and discount rates that could negatively impact future analyses, including the impacts of cost inflation and tariffs, increases to interest rates and other external industry factors impacting our business.

As of the October 1, 2024 testing date, the fair value of the Americas reporting unit was in excess of its carrying value amount and, therefore, no goodwill impairment charge was recorded.

Intangible Assets, Other than Goodwill

The following table presents details of our intangible assets, other than goodwill, as of December 31, 2025:

| | Useful life (Years) | Gross | Accumulated amortization (In millions) | Net |
|--|------------------------|--------------------|--|--------------------|
| Intangible assets subject to amortization | | | | |
| Brands | 10 - 50 | \$ 5,186.3 | \$ (1,957.7) | \$ 3,228.6 |
| License agreements and distribution rights | 10 - 20 | 204.3 | (131.1) | 73.2 |
| Other | 5 - 40 | 85.1 | (30.5) | 54.6 |
| Intangible assets not subject to amortization | | | | |
| Brands | Indefinite | 7,590.0 | — | 7,590.0 |
| Distribution networks | Indefinite | 737.1 | — | 737.1 |
| Other | Indefinite | 307.6 | — | 307.6 |
| Total | | \$ 14,110.4 | \$ (2,119.3) | \$ 11,991.1 |

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

| | Useful life (Years) | Gross | Accumulated amortization (In millions) | Net |
|--|------------------------|--------------------|--|--------------------|
| 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 increase in the gross carrying amount of intangible assets from December 31, 2024 to December 31, 2025, was primarily driven by favorable foreign currency impacts, as a significant amount of intangible assets, other than goodwill, are denominated in foreign currencies, partially offset by impairment charges of \$273.9 million recorded during the third quarter of 2025.

Based on foreign exchange rates as of December 31, 2025, the estimated future amortization expense of intangible assets for the next five years is as follows:

| Year | Amount (In millions) |
|------|-------------------------|
| 2026 | \$ 190.9 |
| 2027 | \$ 131.9 |
| 2028 | \$ 130.4 |
| 2029 | \$ 130.2 |
| 2030 | \$ 130.2 |

Amortization expense of intangible assets was \$206.1 million, \$206.4 million and \$207.3 million for the years ended December 31, 2025, December 31, 2024 and December 31, 2023, respectively. This expense was primarily presented within MG&A in our consolidated statements of operations.

Indefinite-Lived Intangible Assets Impairment Analyses

During the third quarter of 2025, as we began updating our long-range planning based on current year results to date and the current challenging industry environment in the relevant markets, we identified a triggering event for the *Staropramen* family of brands in the EMEA&APAC segment. The triggering event was driven by softer than expected current year and future forecasted results in certain of the key markets where the *Staropramen* family of brands is sold. We completed an impairment test using a discounted cash flow approach as of August 31, 2025 and concluded that the carrying value of the *Staropramen* family of brands was in excess of its fair value such that a partial impairment loss of \$198.6 million was recorded within other operating income (expense), net in the consolidated statements of operations. After the impairment charge, the carrying value of the *Staropramen* family of brands was \$257.1 million. The decline in the fair value of the *Staropramen* family of brands was impacted by reductions in management forecasts due to lower than expected brand results in 2025 driven by soft market demand and a heightened competitive landscape across key markets, resulting in a more modest growth trajectory than in previous assumptions.

In conjunction with the impairment review of the *Staropramen* family of brands, we also reassessed the brand's indefinite-life classification and determined that the impaired brand has characteristics that have evolved and which now indicate a definite-life is more appropriate, including prolonged weakness in consumer demand driven by increased economic and competitive pressures. These factors have resulted in continued declines in performance and these pressures are expected to continue into the future. Therefore, we reclassified the *Staropramen* family of brands to a definite-lived intangible asset with a useful life of 50-years effective August 31, 2025. As of December 31, 2025, the net carrying value of the *Staropramen* family of brands was \$259.4 million.

We utilized Level 3 fair value measurements in our impairment analysis of the *Staropramen* family of brands indefinite-lived intangible asset, with the excess earnings approach utilized for the *Staropramen* family of brands. We utilized independent valuation specialists in calculating the fair value of the *Staropramen* family of brands. The projections used in the analyses included assumptions for growth rates for sales and associated costs of goods sold, which were based on various long-range financial and operational plans. The discount rate utilized for the *Staropramen* family of brands was a key assumption and was based on the weighted-average cost of capital, driven by the prevailing interest rates and financing abilities of the geographies in which the family of brands are sold as well as the identified risks and opportunities of the brands for each geography.

As of the October 1, 2025 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. and the *Carling* brands in the U.K. 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.

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 were 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.

Key Valuation 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 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.

Definite-Lived Intangible Assets and Other Long-Lived Assets

During the third quarter of 2025, as we began updating our long-range planning based on current year results to date, we identified a triggering event for the *Blue Run Spirits* asset group in the Americas segment, due to softer current year and future forecasted results, primarily driven by a challenging macroeconomic environment for full strength spirits, resulting in lower sales. The asset group did not pass the recoverability test and the carrying value was determined to exceed its fair value resulting in the full impairment of the definite-lived intangible brand of \$75.3 million as of August 31, 2025, which was recorded within other operating income (expense), net in the consolidated statements of operations. The asset group was measured at fair value primarily using a discounted cash flow approach.

We continuously monitor the performance of our definite-lived assets for potential triggering events suggesting an impairment review should be performed. No other material triggering events were identified in the year ended December 31, 2025 related to definite-lived intangible assets or other long-lived assets.

During the fourth quarter of 2024, due to a reduction in forecasted cash flows associated with one of our asset groups, we identified a triggering event 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.

7. Accounts Payable and Other Current Liabilities

| | As of | |
|---|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 |
| | (In millions) | |
| Accounts payable and accrued trade payables | \$ 1,822.8 | \$ 1,875.0 |
| Accrued rebates and discounts | 164.0 | 157.1 |
| Accrued compensation | 176.1 | 241.3 |
| Accrued excise and other non-income related taxes | 235.4 | 242.5 |
| Accrued interest | 97.6 | 94.8 |
| Returnable container deposit liabilities | 125.3 | 108.4 |
| Operating lease liabilities | 52.8 | 46.7 |
| Other ⁽¹⁾ | 202.7 | 247.2 |
| Accounts payable and other current liabilities | \$ 2,876.7 | \$ 3,013.0 |

(1) Includes current liabilities related to derivatives, income taxes, pension 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, 2025, December 31, 2024 and December 31, 2023, lease expense (including immaterial short-term and variable lease costs) was as follows:

| | For the years ended | | |
|-------------------------|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| | (In millions) | | |
| Operating lease expense | \$ 91.4 | \$ 86.9 | \$ 81.3 |
| Finance lease expense | 14.1 | 10.3 | 9.5 |
| Total lease expense | \$ 105.5 | \$ 97.2 | \$ 90.8 |

Supplemental cash flow information related to leases for the years ended December 31, 2025, December 31, 2024 and December 31, 2023, was as follows:

| | For the years ended | | |
|--|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| | (In millions) | | |
| Cash paid for amounts included in the measurements of lease liabilities | | | |
| Operating cash flows for operating leases | \$ 65.9 | \$ 51.6 | \$ 58.7 |
| Operating cash flows for finance leases | \$ 4.1 | \$ 3.8 | \$ 3.3 |
| Financing cash flows for finance leases | \$ 11.2 | \$ 6.7 | \$ 5.1 |
| Supplemental non-cash information on right-of-use assets obtained in exchange for new lease liabilities | | | |
| Operating leases | \$ 39.6 | \$ 49.0 | \$ 115.7 |
| Finance leases | \$ 11.2 | \$ 26.3 | \$ 1.7 |

Supplemental balance sheet information related to leases as of December 31, 2025 and December 31, 2024 was as follows:

| Balance Sheet Classification | As of | |
|---|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 |
| | (In millions) | |
| Operating Leases | | |
| Operating lease right-of-use assets | \$ 194.0 | \$ 189.0 |
| Current operating lease liabilities | \$ 52.8 | \$ 46.7 |
| Non-current operating lease liabilities | 160.1 | 161.5 |
| Total operating lease liabilities | \$ 212.9 | \$ 208.2 |
| Finance Leases | | |
| Finance lease right-of-use assets | \$ 60.6 | \$ 58.4 |
| Current finance lease liabilities | \$ 10.7 | \$ 9.9 |
| Non-current finance lease liabilities | 54.0 | 56.9 |
| Total finance lease liabilities | \$ 64.7 | \$ 66.8 |

The weighted-average remaining lease term and discount rate as of December 31, 2025 were as follows:

| | Weighted-Average Remaining Lease Term (Years) | Weighted-Average Discount Rate |
|------------------|--|--------------------------------|
| Operating leases | 6.5 | 5.2% |
| Finance leases | 7.6 | 7.3% |

Based on foreign exchange rates as of December 31, 2025, maturities of lease liabilities were as follows:

| | Operating Leases | | Finance Leases | |
|------------------------------------|------------------|--------|----------------|--------|
| | (In millions) | | | |
| 2026 | \$ | 68.3 | \$ | 12.2 |
| 2027 | | 46.1 | | 11.2 |
| 2028 | | 31.8 | | 10.7 |
| 2029 | | 23.2 | | 10.0 |
| 2030 | | 18.2 | | 7.3 |
| Thereafter | | 70.0 | | 30.9 |
| Total lease payments | \$ | 257.6 | \$ | 82.3 |
| Less: interest | | (44.7) | | (17.6) |
| Present value of lease liabilities | \$ | 212.9 | \$ | 64.7 |

9. Debt

Debt Obligations

| | As of | | | |
|---|-------------------|-------------------|----|---------|
| | December 31, 2025 | December 31, 2024 | | |
| | (In millions) | | | |
| Long-term debt | | | | |
| CAD 500 million 3.44% senior notes due July 2026 ⁽¹⁾ | \$ | 364.3 | \$ | 347.6 |
| \$2.0 billion 3.0% senior notes due July 2026 ⁽¹⁾ | | 2,000.0 | | 2,000.0 |
| EUR 800 million 3.8% senior notes due June 2032 ⁽²⁾ | | 939.7 | | 828.3 |
| \$1.1 billion 5.0% senior notes due May 2042 ⁽³⁾ | | 1,100.0 | | 1,100.0 |
| \$1.8 billion 4.2% senior notes due July 2046 ⁽¹⁾ | | 1,800.0 | | 1,800.0 |
| Finance leases | | 64.7 | | 66.8 |
| Other | | 26.1 | | 21.7 |
| Less: unamortized debt discounts and debt issuance costs | | (34.7) | | (38.2) |
| Total long-term debt (including current portion) | | 6,260.1 | | 6,126.2 |
| Less: current portion of long-term debt | | (2,394.7) | | (12.3) |
| Total long-term debt | \$ | 3,865.4 | \$ | 6,113.9 |
| Short-term borrowings ⁽⁴⁾ | | 39.4 | | 19.9 |
| Current portion of long-term debt | | 2,394.7 | | 12.3 |
| Current portion of long-term debt and short-term borrowings | \$ | 2,434.1 | \$ | 32.2 |

- (1) We issued senior notes in 2016 in order to partially fund the financing of the MillerCoors acquisition.
- (2) On May 29, 2024, we issued EUR 800 million 3.8% senior notes with a maturity of June 15, 2032 ("EUR 2032 Senior Notes"). The issuance resulted in proceeds of EUR 793.4 million, which were net of discounts and fees. 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.
- (3) On May 3, 2012, we issued senior notes of \$1,100.0 million due May 2042. The issuance resulted in proceeds of \$1,086.5 million, which were net of discounts and fees.
- (4) Our short-term borrowings include bank overdrafts, borrowings on our overdraft facilities and other items.

As of December 31, 2025, we had \$32.3 million in bank overdrafts and \$62.0 million in bank cash related to our cross-border, cross-currency cash pool for a net positive position of \$29.7 million. 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.

In addition, we have CAD, GBP and USD overdraft facilities under which we had no outstanding borrowings as of December 31, 2025 or December 31, 2024.

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 using observable market interest and foreign exchange rates. As of December 31, 2025 and December 31, 2024, the fair value of our outstanding long-term debt (including the current portion of long-term debt) was approximately \$5.9 billion and \$5.7 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 26, 2025, we amended our existing \$2.0 billion multi-currency revolving credit facility to extend the maturity date from June 26, 2029 to June 26, 2030. 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 make other borrowings at any time at variable interest rates. The \$150 million sub-facility available for the issuance of letters of credit remained unchanged. We use this facility from time to time 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, 2025 and December 31, 2024.

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 multi-currency 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, 2025 and December 31, 2024, 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, 2025, rank pari-passu.

As of December 31, 2025, 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, 2025, were as follows:

| Year | Amount (In millions) |
|--------------|-------------------------|
| 2026 | \$ 2,424.7 |
| 2027 | 0.5 |
| 2028 | 0.5 |
| 2029 | 1.7 |
| 2030 | 0.5 |
| Thereafter | 3,841.6 |
| Total | \$ 6,269.5 |

The future maturities of finance leases are disclosed in [Note 8, "Leases."](#)

We have upcoming debt maturities in 2026, as illustrated in the table above. We are currently evaluating various alternatives with respect to these maturities, including the potential refinancing of all or a portion of the outstanding debt, which may involve utilizing our amended and restated \$2.0 billion multi-currency revolving credit facility, cash and cash equivalents and/or cash flows from operations. We have not made a decision at this time, and the timing, structure and terms of any such transactions will depend on capital market conditions and other factors.

Interest

| | For the years ended | | |
|----------------------|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| | (In millions) | | |
| Interest incurred | \$ 256.3 | \$ 295.1 | \$ 243.4 |
| Interest capitalized | (8.4) | (12.4) | (9.4) |
| Interest expensed | \$ 247.9 | \$ 282.7 | \$ 234.0 |

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 exchange rates, commodity prices 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 market-based 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, 2025, 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.

Additionally, on May 29, 2024, we de-designated the principal of the EUR 800 million 1.25% senior notes and as a result, 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.

See [Note 9, "Debt"](#) for further discussion of the EUR 800 million 3.8% senior notes.

Forward Starting Interest Rate Swaps

During 2018, we entered into forward starting interest rate swaps totaling a notional amount of \$1.0 billion with a termination date of July 2026. The swaps have effective dates mirroring the term of the July 2026 forecasted debt issuance. 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 forward starting interest rate swap 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.

During 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 terminated on September 2025 consistent with the terms of the 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 loss on the swaps was fully reclassified from AOCI to interest expense as of September 2025.

Foreign Currency Forwards

We have foreign exchange forward contracts in place to manage our exposure to foreign currency fluctuations. We hedge foreign currency exposures related to certain royalty agreements, exposures 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 currency exchange 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, 2025 and December 31, 2024. 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, 2025 and December 31, 2024 were valued using significant other observable inputs, also known as Level 2 inputs.

| | As of | |
|--------------------------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 |
| | (In millions) | |
| Forward starting interest rate swaps | \$ 83.7 | \$ 96.3 |
| Foreign currency forwards | 0.4 | 10.6 |
| Commodity swaps and options | 52.1 | 3.7 |
| Total | <u>\$ 136.2</u> | <u>\$ 110.6</u> |

As of December 31, 2025 and December 31, 2024, we had no significant transfers between Level 1 and Level 2. New derivative contracts transacted during 2025 were all included in Level 2.

Results of Period Derivative Activity

The tables below include the results of our derivative activity on our consolidated balance sheets as of December 31, 2025 and December 31, 2024, and our consolidated statements of operations for the years ended December 31, 2025, December 31, 2024 and December 31, 2023.

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

| | December 31, 2025 | | | | |
|--|-------------------|--------------------------|-----------------|--|------------------|
| | Notional amount | 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 current assets | \$ 83.7 | Accounts payable and other current liabilities | \$ — |
| Foreign currency forwards | \$ 104.9 | Other current assets | 0.9 | Accounts payable and other current liabilities | (0.3) |
| | | Other non-current assets | — | Other liabilities | (0.2) |
| Total derivatives designated as hedging instruments | | | <u>\$ 84.6</u> | | <u>\$ (0.5)</u> |
| Derivatives not designated as hedging instruments | | | | | |
| Commodity swaps ⁽¹⁾ | \$ 442.1 | Other current assets | \$ 55.9 | Accounts payable and other current liabilities | \$ (6.0) |
| | | Other non-current assets | 3.2 | Other liabilities | (1.0) |
| Commodity options ⁽¹⁾ | \$ 21.0 | Other current assets | 0.1 | Accounts payable and other current liabilities | (0.1) |
| Total derivatives not designated as hedging instruments | | | <u>\$ 59.2</u> | | <u>\$ (7.1)</u> |
| | | | | | |
| | December 31, 2024 | | | | |
| | Notional amount | 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 | \$ 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 | | | <u>\$ 106.9</u> | | <u>\$ —</u> |
| 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 | | | <u>\$ 16.9</u> | | <u>\$ (13.2)</u> |

(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, 2025 | | | |
| Forward starting interest rate swaps | \$ (12.6) | Interest income (expense), net | \$ (2.4) |
| Foreign currency forwards | (6.9) | Cost of goods sold | 4.2 |
| | | Other non-operating income (expense), net | (0.7) |
| Total | \$ (19.5) | | \$ 1.1 |
| 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) |

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 AOCI ⁽¹⁾ |
|---|---|
| For the year ended December 31, 2025 | |
| EUR 800 million 3.8% senior notes due 2032 | \$ (110.8) |
| 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) |

(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, 2025, December 31, 2024 and December 31, 2023, 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, 2025, we expect pretax net gains of approximately \$1 million recorded in AOCI will be reclassified into earnings within the next 12 months. Our foreign currency forwards, which are designated in cash flow hedge relationships, are typically hedged over a maximum length of approximately 3 years. We use forward starting interest rate swaps to hedge our forecasted debt issuances and the maximum length of time is based on our forecasted debt issuances.

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, 2025 | | |
| Commodity swaps | Cost of goods sold | \$ 97.5 |
| 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 forward | Other non-operating income (expense), net | 2.7 |
| Total | | \$ (59.0) |

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, \$3.7 million and \$4.1 million for the years ended December 31, 2025, 2024 and 2023, 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 \$31.2 million, \$31.1 million and \$31.2 million for the years ended December 31, 2025, 2024 and 2023, respectively. There were no subsidies received for the years ended December 31, 2025, 2024 and 2023.

Net Periodic Pension and OPEB (Benefit) Cost

| | For the years ended | | | | | | | | |
|---|---------------------|----------|--------------|-------------------|----------|--------------|-------------------|----------|--------------|
| | December 31, 2025 | | | December 31, 2024 | | | December 31, 2023 | | |
| | Pension | OPEB | Consolidated | Pension | OPEB | Consolidated | Pension | OPEB | Consolidated |
| | (In millions) | | | | | | | | |
| Service cost | | | | | | | | | |
| Service cost | \$ 0.1 | \$ 2.5 | \$ 2.6 | \$ 0.1 | \$ 3.6 | \$ 3.7 | \$ 0.9 | \$ 3.3 | \$ 4.2 |
| Other pension and postretirement (benefit) cost, net | | | | | | | | | |
| Interest cost | 124.0 | 21.0 | 145.0 | 129.7 | 20.8 | 150.5 | 140.4 | 22.5 | 162.9 |
| Expected return on plan assets, net of expenses | (151.8) | — | (151.8) | (169.8) | — | (169.8) | (157.8) | — | (157.8) |
| Amortization of prior service (benefit) cost | 0.4 | (2.6) | (2.2) | 0.3 | (0.7) | (0.4) | 0.3 | (0.7) | (0.4) |
| Amortization of net actuarial (gain) loss | 21.7 | (27.0) | (5.3) | 18.1 | (27.4) | (9.3) | 17.1 | (31.7) | (14.6) |
| Curtailment, settlement or special termination benefit (gain) loss ⁽¹⁾ | (0.2) | 0.1 | (0.1) | 34.0 | — | 34.0 | — | — | — |
| Expected participant contributions | — | — | — | — | — | — | (0.3) | — | (0.3) |
| Total other pension and postretirement (benefit) cost, net | \$ (5.9) | \$ (8.5) | \$ (14.4) | \$ 12.3 | \$ (7.3) | \$ 5.0 | \$ (0.3) | \$ (9.9) | \$ (10.2) |
| Net periodic pension and OPEB (benefit) cost | \$ (5.8) | \$ (6.0) | \$ (11.8) | \$ 12.4 | \$ (3.7) | \$ 8.7 | \$ 0.6 | \$ (6.6) | \$ (6.0) |

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

Obligations and Changes in Funded Status

| | For the year ended December 31, 2025 | | | For the year ended December 31, 2024 | | |
|--|--------------------------------------|------------|------------|--------------------------------------|------------|------------|
| | Pension | OPEB | Total | Pension | OPEB | Total |
| | (In millions) | | | | | |
| Change in benefit obligation | | | | | | |
| Prior year benefit obligation | \$ 2,360.5 | \$ 423.0 | \$ 2,783.5 | \$ 3,018.1 | \$ 470.6 | \$ 3,488.7 |
| Service cost, net of expected employee contributions | 0.1 | 2.5 | 2.6 | 0.1 | 3.6 | 3.7 |
| Interest cost | 124.0 | 21.0 | 145.0 | 129.7 | 20.8 | 150.5 |
| Actuarial (gain) loss | (18.6) | 21.3 | 2.7 | (182.5) | (18.0) | (200.5) |
| Plan amendments | — | — | — | — | (10.1) | (10.1) |
| Benefits paid | (186.8) | (36.9) | (223.7) | (215.8) | (36.9) | (252.7) |
| Curtailement, settlement and special termination | (0.6) | 0.4 | (0.2) | (344.0) | — | (344.0) |
| Foreign currency exchange rate change | 105.3 | 3.8 | 109.1 | (45.1) | (7.0) | (52.1) |
| Benefit obligation at end of year | \$ 2,383.9 | \$ 435.1 | \$ 2,819.0 | \$ 2,360.5 | \$ 423.0 | \$ 2,783.5 |
| Change in plan assets | | | | | | |
| Prior year fair value of assets | \$ 2,727.4 | \$ — | \$ 2,727.4 | \$ 3,396.9 | \$ — | \$ 3,396.9 |
| Actual return on plan assets | 183.9 | — | 183.9 | (54.4) | — | (54.4) |
| Employer contributions | (7.3) | 36.9 | 29.6 | (4.8) | 36.9 | 32.1 |
| Curtailement, settlement and special termination | (0.6) | — | (0.6) | (344.0) | — | (344.0) |
| Benefits and plan expenses paid | (186.8) | (36.9) | (223.7) | (215.8) | (36.9) | (252.7) |
| Foreign currency exchange rate change | 117.9 | — | 117.9 | (50.5) | — | (50.5) |
| Fair value of plan assets at end of year | \$ 2,834.5 | \$ — | \$ 2,834.5 | \$ 2,727.4 | \$ — | \$ 2,727.4 |
| Funded status | \$ 450.6 | \$ (435.1) | \$ 15.5 | \$ 366.9 | \$ (423.0) | \$ (56.1) |
| Amounts recognized in the Consolidated Balance Sheets | | | | | | |
| Other non-current assets | \$ 484.7 | \$ — | \$ 484.7 | \$ 401.8 | \$ — | \$ 401.8 |
| Accounts payable and other current liabilities | (3.5) | (38.6) | (42.1) | (3.7) | (37.5) | (41.2) |
| Pension and postretirement benefits | (30.6) | (396.5) | (427.1) | (31.2) | (385.5) | (416.7) |
| Net amounts recognized | \$ 450.6 | \$ (435.1) | \$ 15.5 | \$ 366.9 | \$ (423.0) | \$ (56.1) |

The accumulated benefit obligation for our defined benefit pension plans was approximately \$2.4 billion as of December 31, 2025 and December 31, 2024.

As of December 31, 2025 and December 31, 2024, 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, 2025 | December 31, 2024 |
| | (In millions) | |
| Accumulated benefit obligation | \$ 34.1 | \$ 34.9 |
| Projected benefit obligation | \$ 34.1 | \$ 34.9 |
| 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)

Pretax amounts recognized in AOCI not yet recognized as components of net periodic pension and OPEB cost were as follows:

| | As of December 31, 2025 | | | As of December 31, 2024 | | |
|----------------------------------|-------------------------|------------|----------|-------------------------|------------|----------|
| | Pension | OPEB | Total | Pension | OPEB | Total |
| | (In millions) | | | | | |
| Net actuarial (gain) loss | \$ 700.1 | \$ (215.3) | \$ 484.8 | \$ 771.9 | \$ (263.5) | \$ 508.4 |
| Net prior service (benefit) cost | 8.7 | (8.5) | 0.2 | 9.1 | (11.1) | (2.0) |
| Total not yet recognized | \$ 708.8 | \$ (223.8) | \$ 485.0 | \$ 781.0 | \$ (274.6) | \$ 506.4 |

Assumptions

Annually, periodic pension and OPEB cost is actuarially calculated 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 assumptions used in determining the periodic pension and OPEB cost for the years ended December 31, 2025, 2024 and 2023 were as follows:

| | For the years ended | | | | | |
|--------------------------------|---------------------|---|-------------------|---|-------------------|---|
| | December 31, 2025 | | December 31, 2024 | | December 31, 2023 | |
| | Pension | OPEB | Pension | OPEB | Pension | OPEB |
| Discount rate | 5.41% | 5.15% | 4.74% | 4.64% | 5.01% | 4.90% |
| Rate of compensation increase | 2.00% | N/A | 2.00% | N/A | 2.00% | N/A |
| Expected return on plan assets | 5.70% | N/A | 5.47% | N/A | 4.91% | 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 | N/A | Ranging ratably from 6.50% in 2023 to 3.57% in 2040 |

Annually, benefit obligations are actuarially calculated 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 assumptions used in determining the projected benefit obligation for defined pension plans and the accumulated postretirement benefit obligation for OPEB plans, as of December 31, 2025 and December 31, 2024, were as follows:

| | As of December 31, 2025 | | As of December 31, 2024 | |
|-------------------------------|-------------------------|---|-------------------------|---|
| | Pension | OPEB | Pension | OPEB |
| Discount rate | 5.31% | 4.95% | 5.41% | 5.15% |
| Rate of compensation increase | 2.00% | N/A | 2.00% | N/A |
| Health care cost trend rate | N/A | Ranging ratably from 7.50% in 2026 to 3.57% in 2040 | N/A | Ranging ratably from 7.00% in 2025 to 3.57% in 2040 |

The decrease in the weighted average discount rate used for our defined benefit pension and postretirement plans from December 31, 2024 to December 31, 2025, was primarily due to a decrease in corporate bond yields using December 31, 2025 market data for our U.S. 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. We 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, 2025.

| | Target allocations | Actual allocations |
|------------------------------|---------------------------|---------------------------|
| Equities | 9.1% | 13.4% |
| Fixed income | 68.9% | 66.6% |
| Real estate | 4.5% | 3.4% |
| Annuities and longevity swap | 14.1% | 14.1% |
| Other | 3.4% | 2.5% |

Significant Concentration Risks

We periodically evaluate our defined benefit pension plan assets for concentration risks. As of December 31, 2025, 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, 2025, our major categories of plan assets included the following:

- Cash and short-term instruments—Includes cash, bank deposits, short-term bills and short-term notes. 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 fixed income securities and interest and inflation-linked assets such as bonds and swaps. 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 fixed income securities are generally classified as Level 2 in the fair value hierarchy as they are valued using observable inputs.
- 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.
- Investments utilizing 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, 2025 | | | |
|--|---|--|--|--|
| | Total as of December 31, 2025 | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Cash and cash equivalents | | | | |
| Cash | \$ 32.5 | \$ 32.5 | \$ — | \$ — |
| Bank deposits, short-term bills and notes | 38.1 | — | 38.1 | — |
| Debt | | | | |
| Government debt securities | 297.9 | — | 297.9 | — |
| Interest and inflation linked assets | 442.2 | — | 432.3 | 9.9 |
| Annuities and longevity swap | | | | |
| Buy-in annuities and longevity swap | 399.9 | — | — | 399.9 |
| Other | | | | |
| Repurchase agreements | (441.5) | (441.5) | — | — |
| Recoverable taxes | 0.6 | 0.6 | — | — |
| Private equity | 6.3 | — | — | 6.3 |
| Total fair value of investments excluding NAV per share practical expedient | \$ 776.0 | \$ (408.4) | \$ 768.3 | \$ 416.1 |

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, 2025 (In millions) |
|---|---|
| Fair value of investments excluding NAV per share practical expedient | \$ 776.0 |
| Fair value of investments using NAV per share practical expedient | |
| Debt funds | 1,297.3 |
| Equity funds | 377.4 |
| Real estate funds | 82.8 |
| Private equity funds | 14.5 |
| Hedge funds | 286.5 |
| Total fair value of plan assets | \$ 2,834.5 |

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 |

Fair Value: Level Three Rollforward

The following presents our rollforward of our level 3 defined pension plan assets excluding investments using the NAV per share practical expedient.

| | Amount | |
|--|----------------------|--------|
| | (In millions) | |
| 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 |
| Total gain or loss (realized/unrealized) | | |
| Realized gain (loss) | | — |
| Unrealized gain (loss) included in AOCI | | (4.8) |
| Purchases, issuances, settlements | | — |
| Foreign exchange translation (loss) gain | | 29.3 |
| Balance as of December 31, 2025 | \$ | 416.1 |

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, 2025, 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, 2026, 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, 2025. Additionally, we anticipate utilizing approximately \$10 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, 2025, are as follows:

| Expected benefit payments | Pension | | OPEB | |
|----------------------------------|----------------------|---------|-------------|-------|
| | (In millions) | | | |
| 2026 | \$ | 209.5 | \$ | 38.5 |
| 2027 | | 198.1 | | 38.9 |
| 2028 | | 197.7 | | 38.7 |
| 2029 | | 199.3 | | 38.4 |
| 2030 | | 200.3 | | 38.5 |
| 2031-2035 | | 1,018.5 | | 183.7 |

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 \$82.6 million, \$89.6 million and \$76.8 million for the years ended December 31, 2025, 2024 and 2023, 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, 2025 and December 31, 2024, 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, 2025 | December 31, 2024 | December 31, 2023 |
| | (In millions) | | |
| Domestic | \$ (2,398.6) | \$ 1,398.3 | \$ 1,486.0 |
| Foreign | (119.4) | 104.7 | (233.5) |
| Total | <u>\$ (2,518.0)</u> | <u>\$ 1,503.0</u> | <u>\$ 1,252.5</u> |

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

| | For the years ended | | |
|--------------------------------------|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| | (In millions) | | |
| Current | | | |
| Federal | \$ 46.0 | \$ 152.1 | \$ 200.7 |
| State and local | 13.7 | 21.2 | 22.1 |
| Foreign | 45.4 | 54.5 | 37.3 |
| Total current tax (benefit) expense | <u>\$ 105.1</u> | <u>\$ 227.8</u> | <u>\$ 260.1</u> |
| Deferred | | | |
| Federal | \$ (323.2) | \$ 109.7 | \$ 75.0 |
| State and local | (87.0) | 13.3 | 27.8 |
| Foreign | (32.7) | (5.5) | (66.8) |
| Total deferred tax (benefit) expense | <u>\$ (442.9)</u> | <u>\$ 117.5</u> | <u>\$ 36.0</u> |
| Total income tax (benefit) expense | <u>\$ (337.8)</u> | <u>\$ 345.3</u> | <u>\$ 296.1</u> |

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, 2025 | | December 31, 2024 | | December 31, 2023 | |
| | (\$ in millions) | | | | | |
| U.S. federal statutory tax rate | 21.0 % | \$ (528.8) | 21.0 % | \$ 315.7 | 21.0 % | \$ 263.0 |
| U.S. state and local taxes, net of federal benefits ⁽¹⁾ | 2.4 % | (59.0) | 1.7 % | 25.3 | 3.0 % | 38.1 |
| Foreign tax effects | | | | | | |
| Canada | | | | | | |
| Canada tax rate differential | 0.4 % | (9.7) | (0.5)% | (8.1) | (1.2)% | (14.7) |
| Canada other | (0.7)% | 17.7 | (0.4)% | (6.6) | (0.5)% | (6.0) |
| United Kingdom | (0.4)% | 10.5 | 1.3 % | 18.9 | 0.1 % | 1.7 |
| Czech Republic | — % | (0.2) | — % | 0.4 | 1.2 % | 14.9 |
| Other foreign jurisdictions | — % | (0.4) | 0.8 % | 11.5 | 0.6 % | 7.2 |
| Effect of changes in tax laws or rates enacted in current period | — % | — | — % | — | — % | — |
| Effect of cross border tax laws | (0.3)% | 6.3 | — % | (0.7) | (0.1)% | (1.3) |
| Tax credits | 0.7 % | (18.1) | (1.3)% | (20.1) | (1.0)% | (12.9) |
| Changes in valuation allowance | (0.2)% | 4.8 | 1.2 % | 18.5 | 0.1 % | 0.7 |
| Nontaxable or nondeductible items | | | | | | |
| Goodwill impairment | (9.2)% | 231.3 | — % | — | — % | — |
| Other | (0.3)% | 6.3 | (0.5)% | (7.6) | 0.5 % | 6.1 |
| Changes in unrecognized tax benefits | — % | 1.1 | (0.1)% | (1.7) | (0.1)% | (1.1) |
| Other adjustments, net | — % | 0.4 | (0.2)% | (0.2) | — % | 0.4 |
| Effective tax rate / tax (benefit) expense | 13.4 % | \$ (337.8) | 23.0 % | \$ 345.3 | 23.6 % | \$ 296.1 |

- (1) State income taxes from business operations in New Jersey, Colorado, Illinois, California, Virginia, Massachusetts, Florida, Georgia, Minnesota and Maryland made up the majority (greater than 50 percent) of the tax effect in this category for the year ended December 31, 2025. State income taxes from business operations in Pennsylvania, Illinois, Michigan, Texas, Colorado, New York, New Jersey, Minnesota and Tennessee made up the majority (greater than 50 percent) of the tax effect in this category for the year ended December 31, 2024. State income taxes from business operations in Virginia, Pennsylvania, Illinois, Tennessee and California made up the majority (greater than 50 percent) of the tax effect in this category for the year ended December 31, 2023.

The lower effective tax rate for the year ended December 31, 2025, compared to the U.S. federal statutory rate was primarily due to the impact of the \$3,645.7 million partial goodwill impairment recognized in the third quarter of 2025, a portion of which was not deductible for U.S. federal and state and Canadian tax purposes.

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 income taxes paid (net of refunds) are as follows:

| | For the years ended | | |
|----------------------------------|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| | (In millions) | | |
| United States, federal | \$ 63.0 | \$ 163.5 | \$ 183.4 |
| United States, state and local | 22.4 | 20.3 | 22.3 |
| Canada | 9.3 | * | * |
| Croatia | 12.0 | * | * |
| Other foreign | 24.7 | 43.3 | 39.1 |
| Total net cash income taxes paid | <u>\$ 131.4</u> | <u>\$ 227.1</u> | <u>\$ 244.8</u> |

*Represents income taxes paid to jurisdictions that do not meet the disaggregation threshold for that year.

The lower income taxes paid for the year ended December 31, 2025, compared to the prior year, is primarily due to the enactment of the OBBBA in the third quarter of 2025, which accelerated tax recovery for certain capital investments and research and development expenditures. While the OBBBA did not materially affect our effective tax rate for the year ended December 31, 2025, it reduced our U.S. federal cash tax payments by approximately \$80 million.

Our foreign businesses operate in jurisdictions with statutory income tax rates that differ from the U.S. federal statutory rate. The statutory income tax rates in the countries in Europe in which we operate range from 9% to 25.8%. In addition, Canada has a federal and provincial statutory income tax rate of approximately 15% and 11%, respectively.

| | As of | |
|-------------------------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 |
| | (In millions) | |
| Deferred tax assets | | |
| Compensation-related obligations | \$ 43.5 | \$ 47.1 |
| Pension and postretirement benefits | (3.7) | 14.2 |
| Tax credit carryforwards | 51.8 | 37.8 |
| Tax loss carryforwards | 314.7 | 305.3 |
| Accrued liabilities and other | 156.8 | 216.4 |
| Valuation allowance | (105.4) | (79.9) |
| Deferred tax assets | <u>\$ 457.7</u> | <u>\$ 540.9</u> |
| Deferred tax liabilities | | |
| Fixed assets | 346.9 | 348.6 |
| Partnerships and investments | 50.5 | 44.9 |
| Intangible assets | 2,232.3 | 2,738.3 |
| Derivative instruments | 12.6 | 42.3 |
| Accrued liabilities and other | 26.2 | 13.4 |
| Deferred tax liabilities | <u>\$ 2,668.5</u> | <u>\$ 3,187.5</u> |
| Net deferred tax liabilities | <u>\$ 2,210.8</u> | <u>\$ 2,646.6</u> |

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, 2025, related to lower 2025 and future forecasted results, which resulted in a higher reserve for certain deferred tax assets that are now more likely than not to expire before they can be utilized.

As of December 31, 2025, we have deferred tax assets for U.S. tax loss and credit carryforwards that expire between 2026 and 2045 of \$108.3 million and U.S. tax losses that may be carried forward indefinitely of \$17.4 million. We have foreign tax loss and credit carryforwards that expire between 2026 and 2045 of \$189.0 million and foreign tax losses that may be carried forward indefinitely of \$41.9 million.

The following table presents our net deferred tax liabilities as of December 31, 2025 and December 31, 2024.

| | As of | |
|-----------------------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 |
| | (In millions) | |
| Domestic deferred tax liabilities | \$ 1,728.7 | \$ 2,184.0 |
| Foreign deferred tax assets | 19.9 | 38.6 |
| Foreign deferred tax liabilities | 502.0 | 501.2 |
| Net deferred tax liabilities | \$ 2,210.8 | \$ 2,646.6 |

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, 2025 and December 31, 2024, excluded \$54.0 million and \$48.2 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, 2025 | December 31, 2024 | December 31, 2023 |
| | (In millions) | | |
| Balance at beginning of year | \$ 58.5 | \$ 48.9 | \$ 39.3 |
| Additions for current year tax positions | 8.4 | 23.7 | 12.9 |
| Additions for prior year tax positions | 1.4 | 0.8 | 0.8 |
| Reductions for current year tax positions | (2.1) | (10.7) | (2.0) |
| Reductions for prior year tax positions | — | (0.9) | (1.7) |
| Settlements | — | (0.9) | — |
| Release due to statute expirations | (0.8) | (1.7) | (0.7) |
| Foreign currency adjustment | 0.4 | (0.7) | 0.3 |
| Balance at end of year | \$ 65.8 | \$ 58.5 | \$ 48.9 |

Our remaining unrecognized tax benefits as of December 31, 2025, related to tax years that were open to examination. As of December 31, 2025 and December 31, 2024, we had remaining unrecognized tax benefits recorded within other liabilities in our consolidated balance sheets of \$14.6 million and \$11.6 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, 2025, 2024 and 2023. 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 \$55.6 million.

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 2020 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 2017. 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, 2025, we had \$45.2 million outstanding in letters of credit with financial institutions. These letters primarily expire throughout 2026 and \$10.7 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, 2025 and December 31, 2024, the consolidated balance sheets included liabilities related to these guarantees of \$15.8 million and \$34.2 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 and the maximum potential claims amount for the remainder of the purchased tax credits was not material as of December 31, 2025.

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, 2025.

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, 2025. 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) | |
| 2026 | \$ 217.2 | \$ 180.5 |
| 2027 | 114.7 | 150.6 |
| 2028 | 119.7 | 114.9 |
| 2029 | 113.9 | 104.0 |
| 2030 | 113.6 | 58.2 |
| Thereafter | 195.5 | 18.4 |
| Total | \$ 874.6 | \$ 626.6 |

Total purchases under our long-term unconditional, non-cancellable supply and distribution contracts were approximately \$0.6 billion, \$0.4 billion and \$0.4 billion during the years ended December 31, 2025, 2024 and 2023, respectively.

Litigation, Other Disputes and Environmental

Related to litigation, other disputes and environmental issues, we had an aggregate accrued contingent liability of \$41.6 million and \$71.1 million as of December 31, 2025 and December 31, 2024, respectively. While we cannot predict the eventual aggregate cost for litigation, other disputes and environmental matters in which we are currently involved, based on review with legal counsel, we believe adequate reserves have been provided for losses that are probable and estimable.

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. A jury trial began on March 7, 2022. The jury concluded that trademark infringement had occurred and awarded Stone Brewing Company \$56.0 million in damages. On October 24, 2023, MCBC USA filed a notice of appeal in the 9th Circuit Court of Appeals and on December 30, 2024, the 9th Circuit affirmed the judgment. As of December 31, 2024, our Company had recorded an accrued liability of \$60.6 million within accounts payable and other current liabilities on our consolidated balance sheets and on January 29, 2025, our Company paid \$60.6 million as 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 its initial expiration date of 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 ended 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 RTDs as of July 18, 2024, in addition to allowing for the expansion of licensed sale of beer, wine and RTDs 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.

Under the EIA, the Province of Ontario provided CAD 225 million to TBS to financially support the operation of the agreed upon retail footprint during the interim period between the commencement date of the EIA and December 31, 2025. The EIA required TBS to maintain at least 386 retail locations in Ontario to support recycling, cash and carry and to preserve employment through June 30, 2025 and to maintain a minimum of 300 stores from July 1, 2025 until December 31, 2025. From January 1, 2026 onward, TBS has the sole and absolute discretion to maintain or close any retail location. Due to the increased competition from grocery stores and convenience stores, TBS closed stores during the year ended December 31, 2025 and anticipates closing additional stores in the year ending December 31, 2026.

We continue to evaluate the impact of the new 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, 2025, 2024 and 2023 were immaterial to our consolidated statements of operations.

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 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 the best estimates available.

Based on the assumptions utilized, the present value and gross amount of the costs as of December 31, 2025 are approximately \$5 million and \$6 million, respectively. Cost estimates were discounted using a 3.94% 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 certain sites in New Jersey, Georgia, and California. 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.

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 |
| | (Shares in millions) | | | |
| 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 |
| Shares issued under equity compensation plans | — | 0.5 | — | — |
| Purchase of treasury shares | — | (12.9) | — | — |
| Shares exchanged for common stock | — | 0.1 | — | (0.1) |
| Balance as of December 31, 2025 | 2.6 | 178.4 | 2.7 | 7.1 |

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 share repurchase program authorizing the repurchase of up to an aggregate of \$2.0 billion of our 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 agreements and other factors. Share repurchases may be made on the open market, in structured transactions, or in privately negotiated transactions. The repurchase authorization does not obligate us to acquire any particular amount of our 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, 2025, 2024 and 2023.

| | For the years ended | | |
|------------------------------|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| Shares repurchased | 12,906,851 | 10,907,779 | 3,454,694 |
| Aggregate cost (in millions) | \$ 658.1 | \$ 645.2 | \$ 212.7 |

On February 9, 2026, our Board approved an increase to the existing Class B common stock repurchase program by \$2.0 billion, for an aggregate authorization of up to \$4.0 billion, and an extension of the duration of the Class B common stock repurchase program to December 31, 2031. Including this increase, approximately \$2.6 billion remains available for repurchase under the Class B common stock repurchase program as of December 31, 2025.

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, 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) ⁽¹⁾ | (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) ⁽²⁾ | (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) ⁽³⁾ | — | — | 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 | <u>\$ (1,087.0)</u> | <u>\$ 83.6</u> | <u>\$ (342.4)</u> | <u>\$ (16.6)</u> | <u>\$ (1,362.4)</u> |
| Foreign currency translation adjustments | 369.3 | — | — | — | 369.3 |
| Gain (loss) recognized on net investment hedges | (110.8) | — | — | — | (110.8) |
| Unrealized gain (loss) recognized on derivative instruments | — | (19.5) | — | — | (19.5) |
| Derivative instrument activity reclassified from other comprehensive income (loss) | — | (1.1) | — | — | (1.1) |
| Net change in pension and other postretirement benefit assets and liabilities recognized in other comprehensive income (loss) | — | — | 29.0 | — | 29.0 |
| Pension and other postretirement activity reclassified from other comprehensive income (loss) | — | — | (7.6) | — | (7.6) |
| Ownership share of unconsolidated subsidiaries' other comprehensive income (loss) | — | — | — | 1.6 | 1.6 |
| Tax benefit (expense) | 30.9 | 5.2 | (5.8) | (0.4) | 29.9 |
| As of December 31, 2025 | <u>\$ (797.6)</u> | <u>\$ 68.2</u> | <u>\$ (326.8)</u> | <u>\$ (15.4)</u> | <u>\$ (1,071.6)</u> |

- (1) 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.
- (2) 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."](#)
- (3) 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.

We have significant levels of net assets denominated in currencies other than the USD due to our operations in foreign countries, and therefore, we recognize OCI gains and/or losses when those items are translated, at the spot rate, to USD. The foreign currency translation adjustment gains during 2025 were primarily due to the strengthening of the CAD and certain other currencies of our Europe operations versus the 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.

Reclassifications from AOCI

| | For the years ended | | | Locations of Reclassifications |
|---|-----------------------------|-------------------|-------------------|--|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 | |
| | Reclassifications from AOCI | | | |
| | (In millions) | | | |
| Gain/(loss) on cash flow hedges | | | | |
| Forward starting interest rate swaps | \$ (2.4) | \$ (3.4) | \$ (5.2) | Interest expense, net |
| Foreign currency forwards | 4.2 | 4.4 | 4.9 | Cost of goods sold |
| Foreign currency forwards | (0.7) | (0.7) | (1.0) | Other non-operating income (expense), net |
| Total income (loss) reclassified, before tax | \$ 1.1 | \$ 0.3 | \$ (1.3) | |
| Income tax benefit (expense) | (0.3) | (0.1) | 0.4 | |
| Net income (loss) reclassified, net of tax | \$ 0.8 | \$ 0.2 | \$ (0.9) | |
| Amortization of defined benefit pension and other postretirement benefit plan items | | | | |
| Prior service benefit (cost) | \$ 2.2 | \$ 0.4 | \$ 0.4 | Other pension and postretirement benefits (costs), net |
| Net actuarial gain (loss) and settlement | 5.4 | (24.7) | 14.6 | Other pension and postretirement benefits (costs), net |
| Total income (loss) reclassified, before tax | \$ 7.6 | \$ (24.3) | \$ 15.0 | |
| Income tax benefit (expense) | (2.1) | 6.7 | (3.8) | |
| Net income (loss) reclassified, net of tax | \$ 5.5 | \$ (17.6) | \$ 11.2 | |
| Other reclassifications from AOCI | | | | |
| Cumulative translation adjustment resulting from sale of disposal groups | \$ — | \$ — | \$ 0.7 | Other operating income (expense), net |
| Net income (loss) reclassified, net of tax | \$ — | \$ — | \$ 0.7 | |
| Total income (loss) reclassified, net of tax | \$ 6.3 | \$ (17.4) | \$ 11.0 | |

16. Share-Based Payments

We have one share-based compensation plan, the MCBC Incentive Compensation Plan (the "Incentive Compensation Plan"), as of December 31, 2025 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, 2025, 2024 and 2023, we granted 0.5 million, 0.4 million and 0.5 million RSUs, respectively, each with a weighted-average market value of \$58.00, \$61.89 and \$54.97, 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, 2025, 2024 and 2023, 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 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, 2025, 2024 and 2023, we granted 0.3 million, 0.2 million and 0.3 million PSUs, respectively, each with a weighted-average fair value of \$62.96, \$64.83 and \$62.31, 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, 2025, 2024 and 2023, we granted 0.9 million, 0.8 million and 0.2 million options, respectively, each with a weighted-average fair value of \$15.15, \$16.13 and \$13.38, respectively.

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 pretax and after tax share-based compensation expense.

| | For the years ended | | |
|--|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| | (In millions) | | |
| Pretax share-based compensation expense | \$ 35.0 | \$ 43.1 | \$ 44.9 |
| Tax benefit | (5.2) | (8.5) | (7.8) |
| After tax share-based compensation expense | \$ 29.8 | \$ 34.6 | \$ 37.1 |

As of December 31, 2025, there was \$39.3 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, 2024 | 1.2 | \$56.21 | 0.8 | \$63.34 |
| Granted | 0.5 | \$58.00 | 0.3 | \$62.96 |
| Vested | (0.4) | \$53.09 | (0.4) | \$64.52 |
| Forfeited | (0.1) | \$57.78 | (0.1) | \$63.23 |
| Adjustment for performance results achieved | — | \$— | 0.1 | \$66.58 |
| Non-vested as of December 31, 2025 | 1.2 | \$58.00 | 0.7 | \$63.32 |

The total intrinsic values of RSUs and DSUs vested during the years ended December 31, 2025, 2024 and 2023 were \$24.9 million, \$26.2 million and \$22.0 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, 2024 | 2.1 | \$59.39 | 6.8 | \$ 6.1 |
| Granted | 0.9 | \$59.30 | | |
| Exercised | — | \$52.39 | | |
| Forfeited | (0.2) | \$59.48 | | |
| Expired | (0.1) | \$75.97 | | |
| Outstanding as of December 31, 2025 | 2.7 | \$59.07 | 6.5 | \$ 0.3 |
| Expected to vest as of December 31, 2025 | 1.4 | \$60.41 | 8.6 | \$ — |
| Exercisable as of December 31, 2025 | 1.2 | \$57.39 | 3.8 | \$ 0.3 |

The total intrinsic values of exercises during the years ended December 31, 2025, 2024 and 2023 were \$0.2 million, \$2.2 million and \$2.2 million, respectively. Total tax benefits realized, including excess tax benefits, from share-based awards vested or exercised during the years ended December 31, 2025, 2024 and 2023 was \$10.6 million, \$11.3 million and \$5.2 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, 2025, there were 6.4 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, 2025, 2024 and 2023 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, 2025 | December 31, 2024 | December 31, 2023 |
| Risk-free interest rate | 3.95% | 4.09% | 4.05% |
| Dividend yield | 3.06% | 2.82% | 3.04% |
| Volatility range | 26.78% - 31.43% | 23.35% - 31.39% | 22.62% - 32.04% |
| Weighted-average volatility | 29.80% | 28.92% | 29.69% |
| Expected term (years) | 6.2 | 6.2 | 5.6 |
| Weighted-average fair value | \$15.15 | \$16.13 | \$13.38 |

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 years ended December 31, 2025 and December 31, 2024 and the fair value of the market metric for each PSU granted during the year ended December 31, 2023, 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, 2025 | December 31, 2024 | December 31, 2023 |
| Risk-free interest rate | 3.93% | 4.32% | 4.42% |
| Volatility range | 15.73% - 93.26% | 15.88% - 66.30% | 17.19% - 35.87% |
| Weighted-average volatility | 25.26% | 25.38% | 32.58% |
| Expected term (years) | 2.8 | 2.8 | 2.8 |
| Weighted-average fair market value | \$62.96 | \$64.83 | \$62.31 |

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. Beginning with the PSU awards granted in 2024, the peer group has been expanded to all companies in the S&P 500. 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 within our consolidated statements of operations.

| | For the years ended | | |
|--|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| | (In millions) | | |
| Restructuring ⁽¹⁾ | | | |
| Employee-related charges | \$ (39.0) | \$ (2.6) | \$ (4.1) |
| Asset abandonment and other restructuring costs | (25.3) | (104.2) | — |
| Intangible and tangible asset impairments, excluding goodwill ⁽²⁾ | (273.9) | — | (160.8) |
| Gains (losses) on disposals and other ⁽¹⁾⁽³⁾ | 2.9 | 41.4 | 2.2 |
| Other operating income (expense), net | <u>\$ (335.3)</u> | <u>\$ (65.4)</u> | <u>\$ (162.7)</u> |

- (1) On October 20, 2025, we announced an Americas Restructuring Plan designed to create a leaner, more agile Americas segment while advancing our ability to reinvest in the business and position us for future growth. The plan resulted in charges of \$28.7 million, primarily related to severance payments and post-employment benefits, recorded to other operating income (expense), net in our consolidated statements of operations during the year ended December 31, 2025.

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. We recorded accelerated depreciation in excess of normal depreciation of \$17.9 million and \$93.6 million during the years ended December 31, 2025 and December 31, 2024, respectively. In addition, during the year ended December 31, 2024, we recognized a loss of \$41.2 million related to the disposal of the sold businesses. Restructuring charges related to these actions are complete.

- (2) During the years ended December 31, 2025 and December 31, 2023, we recognized partial impairment charges of \$198.6 million and \$160.7 million, respectively, related to the *Staropramen* family of brands indefinite-lived intangible asset in our EMEA&APAC segment. Also, during the year ended December 31, 2025, we recognized a full impairment charge of \$75.3 million related to the *Blue Run Spirits* definite-lived intangible asset in our Americas segment. See [Note 6, "Goodwill and Intangible Assets"](#) for further discussion related to the intangible asset impairments that occurred during the year ended December 31, 2025.

- (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 year ended December 31, 2023, we sold our 57.5% controlling interest in Truss in Canada to Tilray Brands and recognized a loss of \$11.1 million upon the deconsolidation of the business.

The below table presents a rollforward of the Americas Restructuring Plan accrued restructuring balance related to employee-related charges.

| | (In millions) |
|---|----------------------|
| Balance as of December 31, 2024 | \$ — |
| Charges incurred and changes in estimates | 28.5 |
| Payments made | (0.2) |
| Balance as of December 31, 2025 | \$ 28.3 |

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 regions.

Our Company's Chief Operating Decision Maker ("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

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

EMEA&APAC

Our EMEA&APAC segment consists of the production, marketing and sales of our owned brands, partner brands and licensed brands in the U.K., Central Europe and various other European countries, along with certain countries within the Middle East, Africa and Asia Pacific regions. 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, as well as foreign exchange gains and losses on intercompany balances. 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. Meanwhile, 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, 2025, 2024 or 2023.

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, 2025 | | | | |
|--|------------------------------|------------|-------------|--------------------------------------|--------------|
| | Americas | EMEA&APAC | Unallocated | Inter-segment net sales eliminations | Consolidated |
| | (In millions) | | | | |
| Net sales | \$ 8,712.8 | \$ 2,455.7 | \$ — | \$ (27.7) | \$ 11,140.8 |
| Cost of goods sold | (5,285.8) | (1,656.5) | 48.4 | 27.7 | (6,866.2) |
| Marketing and sales expenses | (1,082.5) | (248.0) | — | — | (1,330.5) |
| General and administrative expenses | (959.2) | (354.2) | — | — | (1,313.4) |
| Goodwill impairment | (3,645.7) | — | — | — | (3,645.7) |
| Other operating income (expense), net | (125.0) | (210.3) | — | — | (335.3) |
| Equity income (loss) | 13.4 | — | — | — | 13.4 |
| Interest expense | (2.4) | (4.3) | (241.2) | — | (247.9) |
| Interest income | — | 0.3 | 20.3 | — | 20.6 |
| Other segment items ⁽¹⁾ | 30.8 | 4.2 | 11.2 | — | 46.2 |
| Income (loss) before income taxes | \$ (2,343.6) | \$ (13.1) | \$ (161.3) | \$ — | \$ (2,518.0) |
| Income tax benefit (expense) | | | | | 337.8 |
| Net income (loss) | | | | | (2,180.2) |
| Net (income) loss attributable to noncontrolling interests | | | | | 40.6 |
| Net income (loss) attributable to MCBC | | | | | \$ (2,139.6) |

| | 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 |

(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 by segment as of December 31, 2025 and December 31, 2024:

| | As of | |
|--------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 |
| | (In millions) | |
| Americas | \$ 19,237.9 | \$ 22,706.8 |
| EMEA&APAC | 3,500.5 | 3,357.5 |
| Consolidated | \$ 22,738.4 | \$ 26,064.3 |

The following table presents total property, plant and equipment depreciation and intangible asset amortization as well as total capital expenditures by segment for the years ended December 31, 2025, 2024 and 2023:

| | For the years ended | | |
|--------------------------------------|---------------------|-------------------|-------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| Depreciation and amortization | | | |
| Americas | \$ 525.6 | \$ 592.9 | \$ 514.4 |
| EMEA&APAC | 185.7 | 166.5 | 168.4 |
| Consolidated | \$ 711.3 | \$ 759.4 | \$ 682.8 |
| Capital expenditures | | | |
| Americas | \$ 521.7 | \$ 487.9 | \$ 525.8 |
| EMEA&APAC | 194.9 | 186.2 | 145.7 |
| Consolidated | \$ 716.6 | \$ 674.1 | \$ 671.5 |

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

| | For the years ended | | |
|--|---------------------|--------------------|--------------------|
| | December 31, 2025 | December 31, 2024 | December 31, 2023 |
| (In millions) | | | |
| Net sales to unaffiliated customers | | | |
| United States and its territories | \$ 7,346.4 | \$ 7,823.0 | \$ 8,059.6 |
| Canada | 1,243.7 | 1,278.3 | 1,224.0 |
| United Kingdom | 1,438.5 | 1,372.7 | 1,313.7 |
| Other countries ⁽¹⁾ | 1,112.2 | 1,153.0 | 1,104.8 |
| Consolidated net sales | <u>\$ 11,140.8</u> | <u>\$ 11,627.0</u> | <u>\$ 11,702.1</u> |

- (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, 2025 | December 31, 2024 |
| (In millions) | | |
| Property, plant and equipment, net and operating ROU assets | | |
| United States and its territories | \$ 3,049.5 | 2,850.2 |
| Canada | 866.1 | 874.9 |
| United Kingdom | 507.2 | 450.8 |
| Other countries ⁽¹⁾ | 539.9 | 473.5 |
| Consolidated property, plant and equipment, net and operating ROU assets | <u>\$ 4,962.7</u> | <u>\$ 4,649.4</u> |

- (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, 2025, 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, 2025, 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, 2025.

An independent registered public accounting firm, PricewaterhouseCoopers LLP, has audited the effectiveness of our internal control over financial reporting as of December 31, 2025, 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, 2025, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Starting with the third quarter of 2025, our Company is in the process of a multi-year ERP system implementation. As the ERP system implementation progresses, our Company may change our processes and procedures which, in turn, could result in changes to our internal control over financial reporting. As such changes occur, our Company will evaluate quarterly whether such changes materially affect our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

During the three months ended December 31, 2025, 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.

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 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2025.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference to our definitive proxy statement for our 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2025.

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

Incorporated by reference to our definitive proxy statement for our 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2025.

Equity Compensation Plan Information

The following table summarizes information about the Incentive Compensation Plan as of December 31, 2025. All outstanding awards shown in the table below relate to our Class B common stock.

| Plan category | Number of securities to be issued upon exercise of outstanding options, warrants and rights (Column A) | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A) |
|---|--|---|---|
| Equity compensation plans approved by security holders ⁽¹⁾ | 4,657,835 | \$59.07 | 6,398,824 |
| Equity compensation plans not approved by security holders | — | \$0.00 | — |
| Total | 4,657,835 | \$59.07 | 6,398,824 |

- (1) Under the Incentive Compensation Plan, we may issue RSUs, DSUs, PSUs and stock options. On May 14, 2025, the Incentive Compensation Plan was amended and restated, increasing the number of shares of our Company's Class B common stock that may be issued under the Plan by 5,000,000 shares. The number of securities to be issued upon exercise of outstanding awards includes 1,239,066 RSUs and DSUs, 749,325 PSUs (assuming the target award is met) and 2,669,444 options outstanding as of December 31, 2025. See [Part II—Item 8 Financial Statements and Supplementary Data, Note 16, "Share-Based Payments"](#) for further discussion. Outstanding RSUs, DSUs and PSUs do not have exercise prices and therefore have been disregarded for purposes of calculating the weighted-average exercise price.

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

Incorporated by reference to our definitive proxy statement for our 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2025.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Incorporated by reference to our definitive proxy statement for our 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 31, 2025.

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, 2025, December 31, 2024 and December 31, 2023
 - Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2025, December 31, 2024 and December 31, 2023
 - Consolidated Balance Sheets as of December 31, 2025 and December 31, 2024
 - Consolidated Statements of Cash Flows for the years ended December 31, 2025, December 31, 2024 and December 31, 2023
 - Consolidated Statements of Stockholders' Equity and Noncontrolling Interests for the years ended December 31, 2025, December 31, 2024 and December 31, 2023
 - Notes to Consolidated Financial Statements
- (2) Schedule II—Valuation and Qualifying Accounts for the years ended December 31, 2025, December 31, 2024 and December 31, 2023

(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 | |
| 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 | |

| Exhibit Number | Document Description | Incorporated by Reference | | | Filed/Furnished Herewith |
|----------------|---|---------------------------|---------|-------------------|--------------------------|
| | | Form | Exhibit | Filing Date | |
| 4.3 | Registration Rights Agreement, dated as of February 9, 2005, by and among Adolph Coors Company, Pentland Securities (1981) Inc., 4280661 Canada Inc., Noova 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 | |
| 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 | |

| Exhibit Number | Document Description | Incorporated by Reference | | | Filed/Furnished Herewith |
|----------------|--|---------------------------|---------|-------------------|--------------------------|
| | | Form | Exhibit | Filing Date | |
| 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 |
| 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* | Molson Coors Beverage Company Incentive Compensation Plan, as amended and restated | 8-K | 10.1 | May 16, 2025 | |
| 10.2.3* | 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 | |
| 10.2.4* | 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 | |
| 10.2.5* | 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 | |

| Exhibit Number | Document Description | Incorporated by Reference | | | Filed/Furnished Herewith |
|----------------|---|---------------------------|---------|-------------------|--------------------------|
| | | Form | Exhibit | Filing Date | |
| 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. | 10-Q | 10.4 | 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 employees at Global Grading System 18 and higher (except for Gavin D.K. Hattersley). | 10-Q | 10.7 | April 30, 2024 | |
| 10.2.8* | 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 | |
| 10.2.9* | 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 2025. | 10-Q | 10.3 | May 8, 2025 | |
| 10.2.10* | 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 2025 applicable to employees at Global Grading System 18 and higher (except for Gavin D.K. Hattersley). | 10-Q | 10.6 | May 8, 2025 | |
| 10.2.11* | 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 2025 applicable to Gavin D.K. Hattersley. | 10-Q | 10.9 | May 8, 2025 | |
| 10.2.12* | 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 | |
| 10.2.13* | 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 | |
| 10.2.14* | 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 | |
| 10.2.15* | 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 | |
| 10.2.16* | 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 | |
| 10.2.17* | 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 | |
| 10.2.18* | Form of Nonqualified Stock Option Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2025. | 10-Q | 10.1 | May 8, 2025 | |

| Exhibit Number | Document Description | Incorporated by Reference | | | Filed/Furnished Herewith |
|----------------|--|---------------------------|---------|-------------------|--------------------------|
| | | Form | Exhibit | Filing Date | |
| 10.2.19* | Form of Nonqualified Stock Option Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2025 applicable to employees at Global Grading System 18 and higher (except for Gavin D.K. Hattersley). | 10-Q | 10.4 | May 8, 2025 | |
| 10.2.20* | Form of Nonqualified Stock Option Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2025 applicable to Gavin D.K. Hattersley. | 10-Q | 10.7 | May 8, 2025 | |
| 10.2.21* | 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 | |
| 10.2.22* | 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 | |
| 10.2.23* | 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 | |
| 10.2.24* | 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 | |
| 10.2.25* | 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 | |
| 10.2.26* | 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 | |
| 10.2.27* | 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 | |
| 10.2.28* | 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 | |
| 10.2.29* | Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2025 applicable to employees not based in the Latin America region. | 10-Q | 10.2 | May 8, 2025 | |
| 10.2.30* | Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2025 applicable to employees at Global Grading System 18 and higher (except for Gavin D.K. Hattersley). | 10-Q | 10.5 | May 8, 2025 | |

| Exhibit Number | Document Description | Incorporated by Reference | | | Filed/Furnished Herewith |
|----------------|--|---------------------------|---------|--------------------|--------------------------|
| | | Form | Exhibit | Filing Date | |
| 10.2.31* | Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan for awards granted beginning in 2025 applicable to Gavin D.K. Hattersley. | 10-Q | 10.8 | May 8, 2025 | |
| 10.2.32* | Form of Restricted Stock Unit Agreement dated April 14, 2025 pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan applicable to Tracey L. Joubert. | 10-Q | 10.1 | August 5, 2025 | |
| 10.2.33* | Form of Restricted Stock Unit Agreement dated April 14, 2025 pursuant to the Amended and Restated Molson Coors Beverage Company Incentive Compensation Plan applicable to, among others, Michelle St. Jacques and Natalie G. Maciolek. | 10-Q | 10.2 | August 5, 2025 | |
| 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 | |
| 10.7.1* | 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 | |
| 10.7.2* | Advisory Offer Letter, dated September 19, 2025, by and between Molson Coors Beverage Company and Gavin D.K. Hattersley. | 8-K | 10.2 | September 19, 2025 | |
| 10.8.1* | Offer Letter, dated February 23, 2023, by and between Molson Coors Beverage Company and Michelle St. Jacques. | 8-K | 10.1 | February 28, 2023 | |
| 10.8.2* | General Waiver and Release Agreement entered into by Michelle St. Jacques dated November 14, 2025. | 8-K | 10.1 | November 20, 2025 | |
| 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* | Offer Letter, dated September 19, 2025, by and between Molson Coors Beverage Company and Rahul Goyal | 8-K | 10.1 | September 19, 2025 | |
| 10.11.1* | 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 | |
| 10.11.2* | 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 | |
| 10.12.1** | 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 | |
| 10.12.2** | 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 | |

| Exhibit Number | Document Description | Incorporated by Reference | | | Filed/Furnished Herewith |
|----------------|---|---------------------------|---------|-------------------|--------------------------|
| | | Form | Exhibit | Filing Date | |
| 10.12.3 | 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 | |
| 10.12.4 | Extension Agreement, dated as of June 26, 2025, by and among Molson Coors Beverage Company, the Extending Lenders party thereto and Citibank, N.A., as Administrative Agent | 8-K | 10.1 | June 26, 2025 | |
| 10.13 | Form of Commercial Paper Dealer Agreement. | 8-K | 10.3 | July 13, 2017 | |
| 10.14 | Form of Amendment to Commercial Paper Dealer Agreement. | 10-K | 10.12 | February 21, 2023 | |
| 19 | Insider Trading Policy. | 10-K | 19 | February 20, 2024 | |
| 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 | |
| 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

| | | |
|----|--|----------|
| By | <hr/> <i>/s/ ROGER G. EATON</i> <hr/> Roger G. Eaton | Director |
| By | <hr/> <i>/s/ MARY LYNN FERGUSON-MCHUGH</i> <hr/> Mary Lynn Ferguson-McHugh | Director |
| By | <hr/> <i>/s/ CHARLES M. HERINGTON</i> <hr/> Charles M. Herington | Director |
| By | <hr/> <i>/s/ ANDREW T. MOLSON</i> <hr/> Andrew T. Molson | Director |
| By | <hr/> <i>/s/ NESSA O'SULLIVAN</i> <hr/> Nessa O'Sullivan | Director |
| By | <hr/> <i>/s/ H. SANFORD RILEY</i> <hr/> H. Sanford Riley | Director |
| By | <hr/> <i>/s/ JILL TIMM</i> <hr/> Jill Timm | Director |
| By | <hr/> <i>/s/ LEROY J. WILLIAMS, JR.</i> <hr/> Leroy J. Williams, Jr. | Director |
| By | <hr/> <i>/s/ JAMES A. WINNEFELD, JR.</i> <hr/> James A. Winnefeld, Jr. | Director |

February 18, 2026

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 B 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
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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 depository 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 depository) 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 depository’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;
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- (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;
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- (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 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 depository (the “Depository”) for the accounts of Euroclear and Clearstream, as applicable, or any successor thereto, and registered in the name of the Depository’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 depositories.

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 Depository 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.

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, 2025. 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, 2025) were, as of December 31, 2025, 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 |

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-120776 and 333-277183) and Form S-8 (Nos. 333-124140, 333-166521, 333-183243, 333-258263, and 333-289238) of Molson Coors Beverage Company of our report dated February 18, 2026 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, 2026

SECTION 302 CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Rahul Goyal, 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/ RAHUL GOYAL

Rahul Goyal
President and Chief Executive Officer
(Principal Executive Officer)

February 18, 2026

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, 2026

**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, 2025 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/ RAHUL GOYAL

Rahul Goyal
President and Chief Executive Officer
(Principal Executive Officer)
February 18, 2026

/s/ TRACEY I. JOUBERT

Tracey I. Joubert
Chief Financial Officer
(Principal Financial Officer)
February 18, 2026

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.