

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549  
**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 27, 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 001-02217

THE



(Exact name of Registrant as specified in its charter)

Delaware

58-0628465

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

One Coca-Cola Plaza

Atlanta Georgia

30313

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (404) 676-2121

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.25 Par Value	KO	New York Stock Exchange
1.875% Notes Due 2026	KO26	New York Stock Exchange
0.750% Notes Due 2026	KO26C	New York Stock Exchange
1.125% Notes Due 2027	KO27	New York Stock Exchange
0.125% Notes Due 2029	KO29A	New York Stock Exchange
0.125% Notes Due 2029	KO29B	New York Stock Exchange
0.400% Notes Due 2030	KO30B	New York Stock Exchange
1.250% Notes Due 2031	KO31	New York Stock Exchange
3.125% Notes Due 2032	KO32	New York Stock Exchange
0.375% Notes Due 2033	KO33	New York Stock Exchange
0.500% Notes Due 2033	KO33A	New York Stock Exchange
1.625% Notes Due 2035	KO35	New York Stock Exchange
1.100% Notes Due 2036	KO36	New York Stock Exchange
0.950% Notes Due 2036	KO36A	New York Stock Exchange
3.375% Notes Due 2037	KO37	New York Stock Exchange
0.800% Notes Due 2040	KO40B	New York Stock Exchange
1.000% Notes Due 2041	KO41	New York Stock Exchange
3.500% Notes Due 2044	KO44	New York Stock Exchange
3.750% Notes Due 2053	KO53	New York Stock Exchange

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

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 if the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Class of Common Stock	Shares Outstanding as of July 22, 2025
\$0.25 Par Value	4,303,667,252

---

## THE COCA-COLA COMPANY AND SUBSIDIARIES

### Table of Contents

	<u>Page</u>
<u><a href="#">Forward-Looking Statements</a></u>	<u>1</u>
<b><u>Part I. Financial Information</u></b>	
<u><a href="#">Item 1.</a></u>	<u>2</u>
<u><a href="#">Financial Statements</a></u>	<u>2</u>
<u><a href="#">Consolidated Statements of Income — Three and Six Months Ended June 27, 2025 and June 28, 2024</a></u>	<u>2</u>
<u><a href="#">Consolidated Statements of Comprehensive Income — Three and Six Months Ended June 27, 2025 and June 28, 2024</a></u>	<u>3</u>
<u><a href="#">Consolidated Balance Sheets — June 27, 2025 and December 31, 2024</a></u>	<u>4</u>
<u><a href="#">Consolidated Statements of Cash Flows — Six Months Ended June 27, 2025 and June 28, 2024</a></u>	<u>5</u>
<u><a href="#">Notes to Consolidated Financial Statements</a></u>	<u>6</u>
<u><a href="#">Item 2.</a></u>	<u>34</u>
<u><a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a></u>	<u>34</u>
<u><a href="#">Item 3.</a></u>	<u>49</u>
<u><a href="#">Quantitative and Qualitative Disclosures About Market Risk</a></u>	<u>49</u>
<u><a href="#">Item 4.</a></u>	<u>49</u>
<u><a href="#">Controls and Procedures</a></u>	<u>49</u>
<b><u>Part II. Other Information</u></b>	
<u><a href="#">Item 1.</a></u>	<u>50</u>
<u><a href="#">Legal Proceedings</a></u>	<u>50</u>
<u><a href="#">Item 1A.</a></u>	<u>52</u>
<u><a href="#">Risk Factors</a></u>	<u>52</u>
<u><a href="#">Item 2.</a></u>	<u>52</u>
<u><a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a></u>	<u>52</u>
<u><a href="#">Item 5.</a></u>	<u>52</u>
<u><a href="#">Other Information</a></u>	<u>52</u>
<u><a href="#">Item 6.</a></u>	<u>52</u>
<u><a href="#">Exhibits</a></u>	<u>52</u>
<u><a href="#">Signatures</a></u>	<u>56</u>

## **FORWARD-LOOKING STATEMENTS**

*This report contains information that may constitute “forward-looking statements.” Generally, the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “will” and similar expressions identify forward-looking statements, which generally are not historical in nature. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. Management believes that these forward-looking statements are reasonable as and when made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. Our Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause our Company’s actual results to differ materially from historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to, the possibility that the assumptions used to calculate our estimated aggregate incremental tax and interest liability related to the potential unfavorable outcome of the ongoing tax dispute with the United States Internal Revenue Service could significantly change; those described in Part II, “Item 1A. Risk Factors” and elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2024; and those described from time to time in our future reports filed with the Securities and Exchange Commission.*

**Part I. Financial Information**

**Item 1. Financial Statements**

**THE COCA-COLA COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(In millions except per share data)

	Three Months Ended		Six Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
<b>Net Operating Revenues</b>	\$ 12,535	\$ 12,363	\$ 23,664	\$ 23,663
Cost of goods sold	4,714	4,812	8,877	9,047
<b>Gross Profit</b>	<b>7,821</b>	<b>7,551</b>	<b>14,787</b>	<b>14,616</b>
Selling, general and administrative expenses	3,470	3,549	6,704	6,900
Other operating charges	71	1,370	144	2,943
<b>Operating Income</b>	<b>4,280</b>	<b>2,632</b>	<b>7,939</b>	<b>4,773</b>
Interest income	188	275	368	521
Interest expense	445	418	832	800
Equity income (loss) — net	561	537	912	891
Other income (loss) — net	212	2	466	1,515
<b>Income Before Income Taxes</b>	<b>4,796</b>	<b>3,028</b>	<b>8,853</b>	<b>6,900</b>
Income taxes	993	627	1,715	1,314
<b>Consolidated Net Income</b>	<b>3,803</b>	<b>2,401</b>	<b>7,138</b>	<b>5,586</b>
Less: Net income (loss) attributable to noncontrolling interests	(7)	(10)	(2)	(2)
<b>Net Income Attributable to Shareowners of The Coca-Cola Company</b>	<b>\$ 3,810</b>	<b>\$ 2,411</b>	<b>\$ 7,140</b>	<b>\$ 5,588</b>
<b>Basic Net Income Per Share<sup>1</sup></b>	<b>\$ 0.89</b>	<b>\$ 0.56</b>	<b>\$ 1.66</b>	<b>\$ 1.30</b>
<b>Diluted Net Income Per Share<sup>1</sup></b>	<b>\$ 0.88</b>	<b>\$ 0.56</b>	<b>\$ 1.65</b>	<b>\$ 1.29</b>
<b>Average Shares Outstanding — Basic</b>	<b>4,304</b>	<b>4,309</b>	<b>4,303</b>	<b>4,309</b>
Effect of dilutive securities	11	10	11	12
<b>Average Shares Outstanding — Diluted</b>	<b>4,315</b>	<b>4,319</b>	<b>4,314</b>	<b>4,321</b>

<sup>1</sup> Calculated based on net income attributable to shareowners of The Coca-Cola Company.

Refer to Notes to Consolidated Financial Statements.

**THE COCA-COLA COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In millions)

	Three Months Ended		Six Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
<b>Consolidated Net Income</b>	\$ 3,803	\$ 2,401	\$ 7,138	\$ 5,586
<b>Other Comprehensive Income:</b>				
Net foreign currency translation adjustments	1,103	(1,014)	1,722	(1,317)
Net gains (losses) on derivatives	(344)	118	(601)	167
Net change in unrealized gains (losses) on available-for-sale debt securities	10	(27)	23	(22)
Net change in pension and other postretirement benefit liabilities	1	27	20	23
<b>Total Comprehensive Income</b>	<b>4,573</b>	<b>1,505</b>	<b>8,302</b>	<b>4,437</b>
Less: Comprehensive income (loss) attributable to noncontrolling interests	39	48	77	32
<b>Total Comprehensive Income Attributable to Shareowners of The Coca-Cola Company</b>	<b>\$ 4,534</b>	<b>\$ 1,457</b>	<b>\$ 8,225</b>	<b>\$ 4,405</b>

Refer to Notes to Consolidated Financial Statements.

**THE COCA-COLA COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions except par value)

June 27,  
2025      December 31,  
2024

	<b>ASSETS</b>		
<b>Current Assets</b>			
Cash and cash equivalents	\$ 9,590	\$ 10,828	
Short-term investments	2,658	2,020	
<b>Total Cash, Cash Equivalents and Short-Term Investments</b>	<b>12,248</b>	<b>12,848</b>	
Marketable securities	2,049	1,723	
Trade accounts receivable, less allowances of \$503 and \$506, respectively	4,168	3,569	
Inventories	5,082	4,728	
Prepaid expenses and other current assets	3,062	3,129	
<b>Total Current Assets</b>	<b>26,609</b>	<b>25,997</b>	
Equity method investments	19,379	18,087	
Deferred income tax assets	1,325	1,319	
Property, plant and equipment, less accumulated depreciation of \$10,081 and \$9,570, respectively	10,784	10,303	
Trademarks with indefinite lives	13,615	13,301	
Goodwill	18,663	18,139	
Other noncurrent assets	13,958	13,403	
<b>Total Assets</b>	<b>\$ 104,333</b>	<b>\$ 100,549</b>	
	<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>			
Accounts payable and accrued expenses	\$ 17,030	\$ 21,715	
Loans and notes payable	4,379	1,499	
Current maturities of long-term debt	91	648	
Accrued income taxes	444	1,387	
<b>Total Current Liabilities</b>	<b>21,944</b>	<b>25,249</b>	
Long-term debt	44,976	42,375	
Other noncurrent liabilities	4,856	4,084	
Deferred income tax liabilities	2,375	2,469	
<b>The Coca-Cola Company Shareowners' Equity</b>			
Common stock, \$0.25 par value; authorized — 11,200 shares; issued — 7,040 shares	1,760	1,760	
Capital surplus	19,970	19,801	
Reinvested earnings	78,803	76,054	
Accumulated other comprehensive income (loss)	(15,758)	(16,843)	
Treasury stock, at cost — 2,736 and 2,738 shares, respectively	(56,190)	(55,916)	
<b>Equity Attributable to Shareowners of The Coca-Cola Company</b>	<b>28,585</b>	<b>24,856</b>	
Equity attributable to noncontrolling interests	1,597	1,516	
<b>Total Equity</b>	<b>30,182</b>	<b>26,372</b>	
<b>Total Liabilities and Equity</b>	<b>\$ 104,333</b>	<b>\$ 100,549</b>	

Refer to Notes to Consolidated Financial Statements.

**THE COCA-COLA COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In millions)

	Six Months Ended	
	June 27, 2025	June 28, 2024
<b>Operating Activities</b>		
Consolidated net income	\$ 7,138	5,586
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Depreciation and amortization	546	531
Stock-based compensation expense	130	140
Deferred income taxes	459	(202)
Equity (income) loss — net of dividends	(387)	(274)
Foreign currency adjustments	111	(87)
Significant (gains) losses — net	(433)	(1,398)
Other operating charges	38	2,867
Other items	238	(66)
Net change in operating assets and liabilities	(9,231)	(2,984)
<b>Net Cash Provided by (Used in) Operating Activities</b>	<b>(1,391)</b>	<b>4,113</b>
<b>Investing Activities</b>		
Purchases of investments	(2,865)	(3,827)
Proceeds from disposals of investments	2,201	2,662
Acquisitions of businesses, equity method investments and nonmarketable securities	(179)	(25)
Proceeds from disposals of businesses, equity method investments and nonmarketable securities	973	2,907
Purchases of property, plant and equipment	(751)	(792)
Proceeds from disposals of property, plant and equipment	13	21
Collateral (paid) received associated with hedging activities — net	206	(76)
Other investing activities	124	127
<b>Net Cash Provided by (Used in) Investing Activities</b>	<b>(278)</b>	<b>997</b>
<b>Financing Activities</b>		
Issuances of loans, notes payable and long-term debt	5,320	6,832
Payments of loans, notes payable and long-term debt	(2,630)	(4,734)
Issuances of stock	223	437
Purchases of stock for treasury	(472)	(874)
Dividends	(2,283)	(2,184)
Other financing activities	(106)	(9)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>52</b>	<b>(532)</b>
<b>Effect of Exchange Rate Changes on Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents</b>	<b>332</b>	<b>(357)</b>
<b>Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents</b>		
Net increase (decrease) in cash, cash equivalents, restricted cash and restricted cash equivalents during the period	(1,285)	4,221
Cash, cash equivalents, restricted cash and restricted cash equivalents at beginning of period	11,488	9,692
<b>Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents at End of Period</b>	<b>10,203</b>	<b>13,913</b>
Less: Restricted cash and restricted cash equivalents at end of period	613	205
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 9,590</b>	<b>\$ 13,708</b>

Refer to Notes to Consolidated Financial Statements.

**THE COCA-COLA COMPANY AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. They do not include all information and notes required by U.S. GAAP for complete financial statements. However, except as disclosed herein, there has been no material change in the information disclosed in the Notes to Consolidated Financial Statements included in the Annual Report on Form 10-K of The Coca-Cola Company for the year ended December 31, 2024.

When used in these notes, the terms “The Coca-Cola Company,” “Company,” “we,” “us” and “our” mean The Coca-Cola Company and all entities included in our consolidated financial statements. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 27, 2025 are not necessarily indicative of the results that may be expected for the year ending December 31, 2025. Sales of our ready-to-drink beverages are somewhat seasonal, with the second and third calendar quarters typically accounting for the highest sales volumes. The volume of sales in the beverage business may be affected by weather conditions.

Each of our quarterly reporting periods, other than the fourth quarter, ends on the Friday closest to the last day of the corresponding quarterly calendar period. The second quarter of 2025 and the second quarter of 2024 ended on June 27, 2025 and June 28, 2024, respectively. Our fourth quarter and our fiscal year end on December 31 regardless of the day of the week on which December 31 falls.

***Advertising Costs***

The Company’s accounting policy related to advertising costs for annual reporting purposes is to expense production costs of print, radio, television and other advertisements as of the first date the advertisements take place. All other marketing expenditures are expensed in the annual period in which the expenditure is incurred.

For quarterly reporting purposes, we allocate our estimated full year marketing expenditures that benefit multiple quarters to each of those quarters. We use the proportion of each quarter’s actual unit case volume to the estimated full year unit case volume as the basis for the allocation. This methodology results in our marketing expenditures being recognized at a standard rate per unit case. At the end of each quarter, we review our estimated full year unit case volume and our estimated full year marketing expenditures that benefit multiple quarters in order to evaluate if a change in estimate is necessary. The impact of any change in the full year estimate is recognized in the quarter in which the change in estimate occurs. Our full year marketing expenditures are not impacted by this interim accounting policy.

***Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents***

We classify time deposits and other investments that are highly liquid and have maturities of three months or less at the date of purchase as cash equivalents or restricted cash equivalents, as applicable. Restricted cash and restricted cash equivalents generally consist of amounts held by our captive insurance companies, which are included in the line item other noncurrent assets in our consolidated balance sheet, and when applicable, cash and cash equivalents related to assets held for sale are included in the line item prepaid expenses and other current assets in our consolidated balance sheet. We manage our exposure to counterparty credit risk through specific minimum credit standards, diversification of counterparties and procedures to monitor our concentrations of credit risk. Refer to Note 4 for additional information on our captive insurance companies.

The following tables provide a summary of cash, cash equivalents, restricted cash and restricted cash equivalents that constitute the total amounts shown in our consolidated statements of cash flows (in millions):

	June 27, 2025	December 31, 2024
Cash and cash equivalents	\$ 9,590	\$ 10,828
Restricted cash and restricted cash equivalents	613	660
Cash, cash equivalents, restricted cash and restricted cash equivalents	\$ 10,203	\$ 11,488

	June 28, 2024	December 31, 2023
Cash and cash equivalents	\$ 13,708	\$ 9,366
Restricted cash and restricted cash equivalents	205	326
Cash, cash equivalents, restricted cash and restricted cash equivalents	\$ 13,913	\$ 9,692

## NOTE 2: ACQUISITIONS AND DIVESTITURES

### *Acquisitions*

Our Company's acquisitions of businesses, equity method investments and nonmarketable securities totaled \$179 million during the six months ended June 27, 2025, which included \$148 million of investments in alternative energy limited partnerships. Refer to Note 15 for additional information on these investments. Our Company's acquisitions of businesses, equity method investments and nonmarketable securities totaled \$25 million during the six months ended June 28, 2024.

### *Divestitures*

Proceeds from disposals of businesses, equity method investments and nonmarketable securities during the six months ended June 27, 2025 totaled \$973 million. In March 2025, the Company sold a portion of its ownership interest in Coca-Cola Europacific Partners plc ("CCEP"), an equity method investee, for which we received cash proceeds of \$741 million and recognized a net gain of \$331 million. In May 2025, the Company refranchised its bottling operations in certain territories in India that were held for sale as of December 31, 2024, for which we received net cash proceeds of \$218 million and recognized a net gain of \$102 million.

Proceeds from disposals of businesses, equity method investments and nonmarketable securities during the six months ended June 28, 2024 totaled \$2,907 million. The Company refranchised its bottling operations in certain territories in India in January and February 2024, for which we received net cash proceeds of \$476 million and recognized a net gain of \$290 million. In February 2024, the Company refranchised its bottling operations in the Philippines to CCEP and a local business partner, for which we received net cash proceeds of \$1,656 million and recognized a net gain of \$599 million. We also sold our ownership interest in an equity method investee in Thailand, for which we received net cash proceeds of \$728 million and recognized a net gain of \$516 million. Additionally, the Company refranchised its bottling operations in Bangladesh to Coca-Cola İçecek A.Ş., an equity method investee, for which we received net cash proceeds of \$27 million and a note receivable of \$29 million and recognized a net loss of \$18 million, primarily due to the related reversal of cumulative translation adjustments. During the six months ended June 27, 2025, the Company recognized an additional loss of \$14 million related to post-closing adjustments and a corresponding reduction in the outstanding note receivable balance.

These gains and losses were recorded in the line item other income (loss) — net in our consolidated statements of income.

## NOTE 3: NET OPERATING REVENUES

The following tables present net operating revenues disaggregated between the United States and International and further by line of business (in millions):

	United States	International	Total
<b>Three Months Ended June 27, 2025</b>			
Concentrate operations	\$ 2,268	\$ 6,021	\$ 8,289
Finished product operations	2,667	1,579	4,246
Total	\$ 4,935	\$ 7,600	\$ 12,535
<b>Three Months Ended June 28, 2024</b>			
Concentrate operations	\$ 2,278	\$ 5,216	\$ 7,494
Finished product operations	2,462	2,407	4,869
Total	\$ 4,740	\$ 7,623	\$ 12,363

	United States	International	Total
<b>Six Months Ended June 27, 2025</b>			
Concentrate operations	\$ 4,195	\$ 11,277	\$ 15,472
Finished product operations	4,993	3,199	8,192
Total	\$ 9,188	\$ 14,476	\$ 23,664
<b>Six Months Ended June 28, 2024</b>			
Concentrate operations	\$ 4,403	\$ 9,746	\$ 14,149
Finished product operations	4,455	5,059	9,514
Total	\$ 8,858	\$ 14,805	\$ 23,663

Refer to Note 17 for disclosures of net operating revenues by operating segment and Corporate.

#### NOTE 4: INVESTMENTS

##### *Equity Securities*

The carrying values of our equity securities were included in the following line items in our consolidated balance sheets (in millions):

	Fair Value with Changes Recognized in Income	Measurement Alternative — No Readily Determinable Fair Value
<b>June 27, 2025</b>		
Marketable securities	\$ 443	—
Other noncurrent assets	1,828	44
Total equity securities	\$ 2,271	\$ 44
<b>December 31, 2024</b>		
Marketable securities	\$ 418	—
Other noncurrent assets	1,616	40
Total equity securities	\$ 2,034	\$ 40

The calculation of net unrealized gains and losses recognized during the period related to equity securities still held at the end of the period is as follows (in millions):

	Three Months Ended	
	June 27, 2025	June 28, 2024
Net gains (losses) recognized during the period related to equity securities	\$ 165	\$ 52
Less: Net gains (losses) recognized during the period related to equity securities sold during the period	(6)	4
Net unrealized gains (losses) recognized during the period related to equity securities still held at the end of the period	\$ 171	\$ 48
	Six Months Ended	
	June 27, 2025	June 28, 2024
Net gains (losses) recognized during the period related to equity securities	\$ 150	\$ 235
Less: Net gains (losses) recognized during the period related to equity securities sold during the period	11	21
Net unrealized gains (losses) recognized during the period related to equity securities still held at the end of the period	\$ 139	\$ 214

### **Debt Securities**

Our debt securities consisted of the following (in millions):

		Cost	Gross Unrealized Gains	Losses	Estimated Fair Value
<b>June 27, 2025</b>					
Trading securities		\$ 48	\$ 1	—	\$ 49
Available-for-sale securities		1,988	21	(86)	1,923
Total debt securities		\$ 2,036	\$ 22	(86)	\$ 1,972
<b>December 31, 2024</b>					
Trading securities		\$ 45	\$ 1	(1)	\$ 45
Available-for-sale securities		1,728	21	(118)	1,631
Total debt securities		\$ 1,773	\$ 22	(119)	\$ 1,676

The carrying values of our debt securities were included in the following line items in our consolidated balance sheets (in millions):

	June 27, 2025		December 31, 2024	
	Trading Securities	Available-for-Sale Securities	Trading Securities	Available-for-Sale Securities
Marketable securities	\$ 49	\$ 1,557	\$ 45	\$ 1,260
Other noncurrent assets	—	366	—	371
<b>Total debt securities</b>	<b>\$ 49</b>	<b>\$ 1,923</b>	<b>\$ 45</b>	<b>\$ 1,631</b>

The contractual maturities of these available-for-sale debt securities as of June 27, 2025 were as follows (in millions):

	Cost	Estimated Fair Value
Within 1 year	\$ 406	\$ 406
After 1 year through 5 years	1,365	1,311
After 5 years through 10 years	40	46
After 10 years	177	160
<b>Total</b>	<b>\$ 1,988</b>	<b>\$ 1,923</b>

The Company expects that actual maturities may differ from the contractual maturities above because borrowers have the right to call or prepay certain obligations.

The sale and/or maturity of available-for-sale debt securities resulted in the following realized activity (in millions):

	Three Months Ended		Six Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Gross gains	\$ 2	\$ 4	\$ 3	\$ 5
Gross losses	(2)	(2)	(4)	(9)
Proceeds	70	57	207	440

### **Captive Insurance Companies**

In accordance with local insurance regulations, our consolidated captive insurance companies are required to meet and maintain minimum solvency capital requirements. The Company elected to invest a majority of its solvency capital in a portfolio of marketable equity and debt securities. These securities are included in the disclosures above. The Company uses one of our consolidated captive insurance companies to reinsure group annuity insurance contracts that cover the obligations of certain of our European and Canadian pension plans. This captive's solvency capital funds included total equity and debt securities of \$2,076 million and \$1,883 million as of June 27, 2025 and December 31, 2024, respectively, which were classified in the line item other noncurrent assets in our consolidated balance sheets because the assets were not available to satisfy our current obligations.

## NOTE 5: INVENTORIES

Inventories consisted of the following (in millions):

	June 27, 2025	December 31, 2024
Raw materials and packaging	\$ 3,049	\$ 2,794
Finished goods	1,608	1,524
Other	425	410
Total inventories	\$ 5,082	\$ 4,728

## NOTE 6: HEDGING TRANSACTIONS AND DERIVATIVE FINANCIAL INSTRUMENTS

The following table presents the fair values of the Company's derivative instruments that were designated and qualified as part of a hedging relationship (in millions):

Derivatives Designated as Hedging Instruments	Financial Statement Line Item Impacted <sup>1</sup>	Fair Value <sup>1,2</sup>	
		June 27, 2025	December 31, 2024
<b>Assets:</b>			
Foreign currency contracts	Prepaid expenses and other current assets	\$ 66	\$ 311
Foreign currency contracts	Other noncurrent assets	10	82
Commodity contracts	Prepaid expenses and other current assets	—	2
Interest rate contracts	Other noncurrent assets	120	27
<b>Total assets</b>		<b>\$ 196</b>	<b>\$ 422</b>
<b>Liabilities:</b>			
Foreign currency contracts	Accounts payable and accrued expenses	\$ 324	\$ 14
Foreign currency contracts	Other noncurrent liabilities	111	39
Commodity contracts	Accounts payable and accrued expenses	7	—
Interest rate contracts	Other noncurrent liabilities	767	922
<b>Total liabilities</b>		<b>\$ 1,209</b>	<b>\$ 975</b>

<sup>1</sup> All of the Company's derivative instruments are carried at fair value in our consolidated balance sheets after considering the impact of legally enforceable master netting agreements and cash collateral held or placed with the same counterparties, as applicable. Current disclosure requirements mandate that derivatives must also be disclosed without reflecting the impact of master netting agreements and cash collateral. Refer to Note 16 for the net presentation of the Company's derivative instruments.

<sup>2</sup> Refer to Note 16 for additional information related to the estimated fair value.

The following table presents the fair values of the Company's derivative instruments that were not designated as hedging instruments (in millions):

Derivatives Not Designated as Hedging Instruments	Financial Statement Line Item Impacted <sup>1</sup>	Fair Value <sup>1,2</sup>	
		June 27, 2025	December 31, 2024
<b>Assets:</b>			
Foreign currency contracts	Prepaid expenses and other current assets	\$ 82	\$ 152
Foreign currency contracts	Other noncurrent assets	32	8
Commodity contracts	Prepaid expenses and other current assets	4	7
Commodity contracts	Other noncurrent assets	2	—
Other derivative instruments	Prepaid expenses and other current assets	4	—
Total assets		\$ 124	\$ 167
<b>Liabilities:</b>			
Foreign currency contracts	Accounts payable and accrued expenses	\$ 144	\$ 86
Foreign currency contracts	Other noncurrent liabilities	8	12
Commodity contracts	Accounts payable and accrued expenses	27	40
Commodity contracts	Other noncurrent liabilities	2	—
Other derivative instruments	Accounts payable and accrued expenses	—	6
Total liabilities		\$ 181	\$ 144

<sup>1</sup> All of the Company's derivative instruments are carried at fair value in our consolidated balance sheets after considering the impact of legally enforceable master netting agreements and cash collateral held or placed with the same counterparties, as applicable. Current disclosure requirements mandate that derivatives must also be disclosed without reflecting the impact of master netting agreements and cash collateral. Refer to Note 16 for the net presentation of the Company's derivative instruments.

<sup>2</sup> Refer to Note 16 for additional information related to the estimated fair value.

#### Credit Risk Associated with Derivatives

We have established strict counterparty credit guidelines and enter into transactions only with financial institutions of investment grade or better. We monitor counterparty exposures regularly and review any downgrade in credit rating immediately. If a downgrade in the credit rating of a counterparty were to occur, we have provisions requiring collateral for substantially all of our transactions. To mitigate pre-settlement risk, minimum credit standards become more stringent as the duration of the derivative financial instrument increases. In addition, the Company's master netting agreements reduce credit risk by permitting the Company to net settle for transactions with the same counterparty. To minimize the concentration of credit risk, we enter into derivative transactions with a portfolio of financial institutions. Furthermore, for certain derivative financial instruments, the Company has agreements with counterparties that require collateral to be exchanged based on changes in the fair value of the instruments. The Company classifies collateral payments and receipts as investing cash flows when the collateral account is in an asset position and as financing cash flows when the collateral account is in a liability position. As a result of these factors, we consider the risk of counterparty default to be minimal.

#### Cash Flow Hedging Strategy

The Company uses cash flow hedges to minimize the variability in cash flows of assets or liabilities or forecasted transactions caused by fluctuations in foreign currency exchange rates, commodity prices or interest rates. The changes in the fair values of derivatives designated as cash flow hedges are recorded in accumulated other comprehensive income (loss) ("AOCI") and are reclassified into the line item in our consolidated statement of income in which the hedged items are recorded in the same period the hedged items affect earnings. The changes in the fair values of hedges that are determined to be ineffective are immediately reclassified from AOCI into earnings. The maximum length of time for which the Company hedges its exposure to the variability in future cash flows is typically three years.

The Company maintains a foreign currency cash flow hedging program to reduce the risk that our U.S. dollar net cash inflows from sales outside the United States and U.S. dollar net cash outflows from procurement activities will be adversely affected by fluctuations in foreign currency exchange rates. We enter into forward contracts and purchase foreign currency options and collars (principally euro, British pound and Japanese yen) to hedge certain portions of forecasted cash flows denominated in foreign currencies. When the U.S. dollar strengthens against the foreign currencies, the decline in the present value of future foreign currency cash flows is partially offset by gains in the fair value of the derivative instruments. Conversely, when the U.S. dollar weakens, the increase in the present value of future foreign currency cash flows is partially offset by losses in the fair value of the derivative instruments. The total notional values of derivatives that were designated and qualified for the

Company's foreign currency cash flow hedging program were \$11,831 million and \$9,206 million as of June 27, 2025 and December 31, 2024, respectively.

The Company uses cross-currency swaps to hedge the changes in cash flows of certain of its foreign currency denominated debt and other monetary assets or liabilities due to fluctuations in foreign currency exchange rates. For this hedging program, the Company recognizes in earnings each period the changes in carrying values of these foreign currency denominated assets and liabilities due to fluctuations in exchange rates. The changes in fair values of the cross-currency swap derivatives are recorded in AOCI with an immediate reclassification into earnings for the changes in fair values attributable to fluctuations in foreign currency exchange rates. The total notional value of derivatives that were designated as cash flow hedges for the Company's foreign currency denominated assets and liabilities was \$557 million as of both June 27, 2025 and December 31, 2024.

The Company has entered into commodity futures contracts and other derivative instruments on various commodities to mitigate the price risk associated with forecasted purchases of materials used in our manufacturing process. These derivative instruments were designated as part of the Company's commodity cash flow hedging program. The objective of this hedging program is to reduce the variability of cash flows associated with future purchases of certain commodities. The total notional values of derivatives that were designated and qualified for this program were \$65 million and \$58 million as of June 27, 2025 and December 31, 2024, respectively.

Our Company monitors our mix of short-term debt and long-term debt regularly. We manage our risk related to interest rate fluctuations through the use of derivative financial instruments. From time to time, the Company has entered into interest rate swap agreements and has designated these instruments as part of the Company's interest rate cash flow hedging program. The objective of this hedging program is to mitigate the risk of adverse changes in benchmark interest rates on the Company's future interest payments. The total notional value of derivatives that were designated and qualified for this program was \$1,300 million as of June 27, 2025. There were no derivatives that were designated as part of the Company's interest rate cash flow hedging program as of December 31, 2024.

The following tables present the pretax impact that changes in the fair values of derivatives designated as cash flow hedges had on other comprehensive income ("OCI"), AOCI and earnings (in millions):

	Gain (Loss) Recognized in OCI		Financial Statement Line Item Impacted		Gain (Loss) Reclassified from AOCI into Income
<b>Three Months Ended June 27, 2025</b>					
Foreign currency contracts	\$ (501)	Net operating revenues		\$ (69)	(69)
Foreign currency contracts	(11)	Cost of goods sold			1
Foreign currency contracts	—	Interest expense			(1)
Foreign currency contracts	41	Other income (loss) — net			44
Commodity contracts	(13)	Cost of goods sold			(5)
Interest rate contracts	(1)	Interest expense			—
Total	\$ (485)			\$ (30)	(30)
<b>Three Months Ended June 28, 2024</b>					
Foreign currency contracts	\$ 160	Net operating revenues		\$ (1)	(1)
Foreign currency contracts	9	Cost of goods sold			6
Foreign currency contracts	—	Interest expense			(1)
Foreign currency contracts	(9)	Other income (loss) — net			2
Commodity contracts	(3)	Cost of goods sold			(2)
Interest rate contracts	1	Interest expense			—
Total	\$ 158			\$ 4	4

	Gain (Loss) Recognized in OCI		Financial Statement Line Item Impacted	Gain (Loss) Reclassified from AOCI into Income
<b>Six Months Ended June 27, 2025</b>				
Foreign currency contracts	\$ (770)	Net operating revenues	\$ (28)	(28)
Foreign currency contracts	(18)	Cost of goods sold		4
Foreign currency contracts	—	Interest expense		(2)
Foreign currency contracts	37	Other income (loss) — net		68
Commodity contracts	(10)	Cost of goods sold		(2)
Interest rate contracts	(1)	Interest expense		(1)
<b>Total</b>	<b>\$ (762)</b>			<b>\$ 39</b>
<b>Six Months Ended June 28, 2024</b>				
Foreign currency contracts	\$ 208	Net operating revenues	\$ (18)	(18)
Foreign currency contracts	20	Cost of goods sold		9
Foreign currency contracts	—	Interest expense		(2)
Foreign currency contracts	(24)	Other income (loss) — net		(26)
Commodity contracts	(2)	Cost of goods sold		(3)
Interest rate contracts	2	Interest expense		—
<b>Total</b>	<b>\$ 204</b>			<b>\$ (40)</b>

As of June 27, 2025, the Company estimates that it will reclassify into earnings during the next 12 months net losses of \$339 million from the pretax amount recorded in AOCI as the anticipated cash flows occur.

#### Fair Value Hedging Strategy

The Company uses interest rate swap agreements designated as fair value hedges to minimize exposure to changes in the fair value of fixed-rate debt that result from fluctuations in benchmark interest rates. The Company also uses cross-currency interest rate swaps to hedge the changes in the fair value of foreign currency denominated debt relating to fluctuations in foreign currency exchange rates and benchmark interest rates. The changes in the fair values of derivatives designated as fair value hedges and the offsetting changes in the fair values of the hedged items are recognized in earnings. As a result, any difference is reflected in earnings as ineffectiveness. When a derivative is no longer designated as a fair value hedge for any reason, including termination and maturity, the remaining unamortized difference between the carrying value of the hedged item at that time and the face value of the hedged item is amortized to earnings over the remaining life of the hedged item, or immediately if the hedged item has matured or has been extinguished. The total notional values of derivatives that were designated and qualified as fair value hedges of this type were \$13,655 million and \$12,628 million as of June 27, 2025 and December 31, 2024, respectively.

The following tables summarize the pretax impact that changes in the fair values of derivatives designated as fair value hedges had on earnings (in millions):

Hedging Instruments and Hedged Items	Financial Statement Line Item Impacted	Gain (Loss) Recognized in Income	
		Three Months Ended	
		June 27, 2025	June 28, 2024
Interest rate contracts	Interest expense	\$ 168	\$ (19)
Fixed-rate debt	Interest expense	(170)	20
<b>Net impact of fair value hedging instruments</b>		<b>\$ (2)</b>	<b>1</b>

Hedging Instruments and Hedged Items	Financial Statement Line Item Impacted	Gain (Loss) Recognized in Income	
		Six Months Ended	
		June 27, 2025	June 28, 2024
Interest rate contracts	Interest expense	\$ 248	\$ (164)
Fixed-rate debt	Interest expense	(246)	167
<b>Net impact of fair value hedging instruments</b>		<b>\$ 2</b>	<b>3</b>

The following table summarizes the amounts recorded in our consolidated balance sheets related to hedged items in fair value hedging relationships (in millions):

Balance Sheet Location of Hedged Items	Cumulative Amount of Fair Value Hedging Adjustments <sup>1</sup>					
	Carrying Values of Heded Items		Included in the Carrying Values of Heded Items		Remaining for Which Hedge Accounting Has Been Discontinued	
	June 27, 2025	December 31, 2024	June 27, 2025	December 31, 2024	June 27, 2025	December 31, 2024
Long-term debt	\$ 13,083	\$ 11,824	\$ (755)	\$ (915)	\$ 114	\$ 130

<sup>1</sup> Cumulative amount of fair value hedging adjustments does not include changes due to foreign currency exchange rate fluctuations.

#### **Hedges of Net Investments in Foreign Operations Strategy**

The Company uses forward contracts and a portion of its foreign currency denominated debt, a non-derivative financial instrument, to protect the value of our net investments in a number of foreign operations. During the three months ended June 27, 2025, the Company changed its policy for assessing the effectiveness for derivative financial instruments designated as net investment hedges to include only the changes in fair value attributable to changes in foreign currency spot rates. The changes in the fair values of the effective portion of the derivative financial instruments are recognized in net foreign currency translation adjustments, a component of AOCI, to offset the changes in the values of the net investments being hedged. The initial value, and subsequent changes in fair value of the excluded component, are amortized into earnings over the life of the hedging instrument. For non-derivative financial instruments that are designated and qualify as hedges of net investments in foreign operations, the changes in the carrying values of the designated portions of the non-derivative financial instruments due to fluctuations in foreign currency exchange rates are recorded in net foreign currency translation adjustments. Any ineffective portions of net investment hedges are reclassified from AOCI into earnings during the period of change.

The following table summarizes the notional values and pretax impact of changes in the fair values of instruments designated as net investment hedges (in millions):

	Notional Values		Gain (Loss) Recognized in OCI			
	as of		Three Months Ended		Six Months Ended	
	June 27, 2025	December 31, 2024	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Foreign currency contracts	\$ 1,067	\$ 59	\$ —	\$ 22	\$ (1)	\$ 24
Foreign currency denominated debt	14,965	13,221	(1,139)	85	(1,744)	357
Total	\$ 16,032	\$ 13,280	\$ (1,139)	\$ 107	\$ (1,745)	\$ 381

The Company reclassified a gain of \$3 million related to net investment hedges from AOCI into earnings during the six months ended June 28, 2024. The Company did not reclassify any gains or losses during the three and six months ended June 27, 2025, nor the three months ended June 28, 2024. The cash inflows and outflows associated with the Company's derivative contracts designated as net investment hedges are classified in the line item other investing activities in our consolidated statement of cash flows.

#### **Economic (Non-Designated) Hedging Strategy**

In addition to derivative instruments that have been designated and qualify for hedge accounting, the Company also uses certain derivatives as economic hedges of foreign currency, interest rate and commodity exposure. Although these derivatives were not designated and/or did not qualify for hedge accounting, they are effective economic hedges. The changes in the fair values of economic hedges are immediately recognized in earnings.

The Company uses foreign currency economic hedges to offset the earnings impact that fluctuations in foreign currency exchange rates have on certain monetary assets and liabilities denominated in nonfunctional currencies. The changes in the fair values of economic hedges used to offset those monetary assets and liabilities are immediately recognized in earnings in the line item other income (loss) — net in our consolidated statement of income. In addition, we use foreign currency economic hedges to minimize the variability in cash flows associated with fluctuations in foreign currency exchange rates, including those related to certain acquisition and divestiture activities. The changes in the fair values of economic hedges used to offset the variability in U.S. dollar net cash flows are immediately recognized in earnings in the line items net operating revenues, cost of goods sold or other income (loss) — net in our consolidated statement of income, as applicable. The total notional values of derivatives related to our foreign currency economic hedges were \$13,455 million and \$8,620 million as of June 27, 2025 and December 31, 2024, respectively.

The Company also uses certain derivatives as economic hedges to mitigate the price risk associated with the purchase of materials used in the manufacturing process and vehicle fuel. The changes in the fair values of these economic hedges are

immediately recognized in earnings in the line items net operating revenues, cost of goods sold, or selling, general and administrative expenses in our consolidated statement of income, as applicable. The total notional values of derivatives related to our economic hedges of this type were \$643 million and \$328 million as of June 27, 2025 and December 31, 2024, respectively.

The following tables present the pretax impact that changes in the fair values of derivatives not designated as hedging instruments had on earnings (in millions):

Derivatives Not Designated as Hedging Instruments	Financial Statement Line Item Impacted	Gain (Loss) Recognized in Income	
		Three Months Ended	June 27, 2025
Foreign currency contracts	Net operating revenues	\$ (111)	\$ 58
Foreign currency contracts	Cost of goods sold	58	(22)
Foreign currency contracts	Other income (loss) — net	67	(96)
Commodity contracts	Cost of goods sold	(10)	(49)
Other derivative instruments	Selling, general and administrative expenses	11	6
Total		\$ 15	\$ (103)

Derivatives Not Designated as Hedging Instruments	Financial Statement Line Item Impacted	Gain (Loss) Recognized in Income	
		Six Months Ended	June 27, 2025
Foreign currency contracts	Net operating revenues	\$ (182)	\$ 119
Foreign currency contracts	Cost of goods sold	79	(8)
Foreign currency contracts	Other income (loss) — net	96	(58)
Commodity contracts	Cost of goods sold	(6)	(68)
Other derivative instruments	Selling, general and administrative expenses	12	12
Total		\$ (1)	\$ (3)

#### NOTE 7: SUPPLY CHAIN FINANCE PROGRAM

Our current payment terms with the majority of our suppliers are 120 days. Certain financial institutions offer a voluntary supply chain finance (“SCF”) program, which enables our suppliers, at their sole discretion, to sell their receivables from the Company to these financial institutions on a non-recourse basis at a rate that leverages our credit rating and thus may be more beneficial to them. The SCF program is available to suppliers of goods and services included in cost of goods sold and selling, general and administrative expenses in our consolidated statement of income. The Company and our suppliers agree on contractual terms for the goods and services we procure, including prices, quantities and payment terms, regardless of whether the supplier elects to participate in the SCF program. The suppliers sell goods or services, as applicable, to the Company and issue the associated invoices to the Company based on the agreed-upon contractual terms. Then, if they are participating in the SCF program, our suppliers sell their invoices to the financial institutions. Our suppliers’ voluntary participation in the SCF program has no bearing on our payment terms. No guarantees are provided by the Company or any of our subsidiaries under the SCF program. We have no economic interest in a supplier’s decision to participate in the SCF program, and we have no direct financial relationship with the financial institutions, as it relates to the SCF program. Accordingly, amounts due to our suppliers that elected to participate in the SCF program are included in the line item accounts payable and accrued expenses in our consolidated balance sheet. All activity related to amounts due to suppliers that elected to participate in the SCF program is reflected within the operating activities section of our consolidated statement of cash flows. As of June 27, 2025 and December 31, 2024, the amount of obligations outstanding that the Company has confirmed as valid to the financial institutions under the SCF program was \$1,325 million and \$1,330 million, respectively.

#### NOTE 8: DEBT AND BORROWING ARRANGEMENTS

Loans and notes payable consist primarily of commercial paper issued in the United States. As of June 27, 2025 and December 31, 2024, we had \$4,040 million and \$1,139 million, respectively, in outstanding commercial paper borrowings.

During the six months ended June 27, 2025, our bottling operations in Africa refinanced \$569 million of current maturities of long-term debt into long-term debt.

## **NOTE 9: COMMITMENTS AND CONTINGENCIES**

### ***Guarantees***

As of June 27, 2025, we were contingently liable for guarantees of indebtedness owed by third parties of \$810 million, of which \$61 million was related to variable interest entities. Our guarantees are primarily related to third-party customers, bottlers and vendors and have arisen through the normal course of business. These guarantees have various terms, and none of these guarantees is individually significant. These amounts represent the maximum potential future payments that we could be required to make under the guarantees. However, management has concluded that the likelihood of any significant amounts being paid by our Company under these guarantees is remote.

### ***Concentrations of Credit Risk***

We believe our exposure to concentrations of credit risk is limited due to the diverse geographic areas covered by our operations.

### ***Legal Contingencies***

The Company is involved in various legal proceedings. We establish reserves for specific legal proceedings when we determine that the likelihood of an unfavorable outcome is probable and the amount of loss can be reasonably estimated. Management has also identified certain other legal matters where we believe an unfavorable outcome is reasonably possible and/or for which no estimate of possible losses can be made. Management believes that the total liabilities of the Company that may arise as a result of currently pending legal proceedings (excluding tax audit claims) will not have a material adverse effect on the Company taken as a whole.

### ***Tax Audits***

The Company is involved in various tax matters, with respect to some of which the outcome is uncertain. These uncertain tax matters may result in the assessment of additional taxes.

On September 17, 2015, the Company received a Statutory Notice of Deficiency (“Notice”) from the United States Internal Revenue Service (“IRS”) seeking approximately \$3.3 billion of additional federal income tax for years 2007 through 2009. In the Notice, the IRS stated its intent to reallocate over \$9 billion of income to the U.S. parent company from certain of its foreign affiliates that the U.S. parent company licensed to manufacture, distribute, sell, market and promote its products in certain non-U.S. markets.

The Notice concerned the Company’s transfer pricing between its U.S. parent company and certain of its foreign affiliates. IRS rules governing transfer pricing require arm’s-length pricing of transactions between related parties such as the Company’s U.S. parent and its foreign affiliates.

To resolve the same transfer pricing issue for the tax years 1987 through 1995, the Company and the IRS had agreed in 1996 on an arm’s-length methodology for determining the amount of U.S. taxable income that the U.S. parent company would report as compensation from its foreign licensees. The Company and the IRS memorialized this accord in a closing agreement resolving that dispute (“Closing Agreement”). The Closing Agreement provided that, absent a change in material facts or circumstances or relevant federal tax law, in calculating the Company’s income taxes going forward, the Company would not be assessed penalties by the IRS for using the agreed-upon tax calculation methodology that the Company and the IRS agreed would be used for the 1987 through 1995 tax years.

The IRS audited and confirmed the Company’s compliance with the agreed-upon Closing Agreement methodology in five successive audit cycles for tax years 1996 through 2006.

The September 17, 2015 Notice from the IRS retroactively rejected the previously agreed-upon methodology for the 2007 through 2009 tax years in favor of an entirely different methodology, without prior notice to the Company. Using the new tax calculation methodology, the IRS reallocated over \$9 billion of income to the U.S. parent company from its foreign licensees for tax years 2007 through 2009. Consistent with the Closing Agreement, the IRS did not assert penalties, and it has yet to do so.

The IRS designated the Company’s matter for litigation on October 15, 2015. Litigation designation is an IRS determination that forecloses to a company any and all alternative means for resolution of a tax dispute. As a result of the IRS’ designation of the Company’s matter for litigation, the Company was forced to either accept the IRS’ newly imposed tax assessment and pay the full amount of the asserted tax or litigate the matter in the federal courts. The matter remains subject to the IRS’ litigation designation, preventing the Company from any attempt to settle or otherwise mutually resolve the matter with the IRS.

The Company consequently initiated litigation by filing a petition in the U.S. Tax Court (“Tax Court”) in December 2015, challenging the tax adjustments enumerated in the Notice.

Prior to trial, the IRS increased its transfer pricing adjustment by \$385 million, resulting in an additional tax adjustment of \$135 million. The Company obtained a summary judgment in its favor on a different matter related to Mexican foreign tax credits, which thereafter effectively reduced the IRS' potential tax adjustment by \$138 million.

The trial was held in the Tax Court from March through May 2018, and final post-trial briefs were filed and exchanged in April 2019.

On November 18, 2020, the Tax Court issued an opinion ("Opinion") in which it predominantly sided with the IRS but agreed with the Company that dividends previously paid by the foreign licensees to the U.S. parent company in reliance upon the Closing Agreement should continue to be allowed to offset royalties, including those that would become payable to the Company in accordance with the Opinion. On November 8, 2023, the Tax Court issued a supplemental opinion (together with the original Tax Court opinion, "Opinions"), siding with the IRS in concluding both that certain U.S. tax regulations (known as the blocked-income regulations) that address the effect of certain Brazilian legal restrictions on royalty payments by the Company's licensee in Brazil apply to the Company's operations and that the Tax Court opinion in *3M Co. & Subs. v. Commissioner* (February 9, 2023) controlled as to the validity of those regulations.

The Company believes that the IRS and the Tax Court misinterpreted and misapplied the applicable regulations in reallocating income earned by the Company's foreign licensees to increase the Company's U.S. tax. Moreover, the Company believes that the retroactive imposition of such tax liability using a calculation methodology different from that previously agreed upon by the IRS and the Company, and audited by the IRS for over a decade, is unconstitutional. The Company intends to assert its claims on appeal and vigorously defend its positions. In addition, for its litigation with the IRS and for purposes of its appeal of the Tax Court decision, the Company continues to evaluate the implications of several significant administrative law cases recently decided by the U.S. Supreme Court, most notably *Loper Bright v. Raimondo*, which overruled *Chevron U.S.A., Inc. v. NRDC* ("Chevron case"). Since 1984, the *Chevron* case had required that courts defer to agency interpretations of statutes and agency action. In *Ohio v. EPA* and *Garland v. Cargill*, two of the recent decisions, the U.S. Supreme Court demonstrated how courts are to rule on agency interpretations and actions without the deference previously required by the *Chevron* case.

On August 2, 2024, the Tax Court entered a decision reflecting additional federal income tax of \$2.7 billion for the 2007 through 2009 tax years. With applicable interest, the total liability for the 2007 through 2009 tax years resulting from the Tax Court's decision is \$6.0 billion, for which the IRS issued the Company invoices on September 3, 2024. The Company paid those invoices ("IRS Tax Litigation Deposit") on September 10, 2024, which stopped interest from accruing on the additional tax due for the 2007 through 2009 tax years. That amount, plus interest earned, would be refunded in full or in part if the Company's tax positions are ultimately sustained on appeal. For the three and six months ended June 27, 2025, the Company recorded net interest income of \$54 million and \$107 million, respectively, related to this tax payment in the line item income taxes in our consolidated statements of income, in accordance with our accounting policy. The payment of the IRS invoices and the related accrued interest were recorded in the line item other noncurrent assets in our consolidated balance sheets as of June 27, 2025 and December 31, 2024. On October 22, 2024, the Company appealed the Tax Court's decision to the U.S. Court of Appeals for the Eleventh Circuit. The Company filed its principal appellate brief with the U.S. Court of Appeals for the Eleventh Circuit on March 12, 2025. The IRS filed its appellate brief on July 7, 2025.

In determining the amount of tax reserve to be recorded as of December 31, 2020, the Company completed the required two-step evaluation process prescribed by Accounting Standards Codification 740, *Accounting for Income Taxes*. In doing so, we consulted with outside advisors, and we reviewed and considered relevant laws, rules, and regulations, including, but not limited to, the Opinions and relevant caselaw. We also considered our intention to vigorously defend our positions and assert our various well-founded legal claims via every available avenue of appeal. We concluded, based on the technical and legal merits of the Company's tax positions, that it is more likely than not the Company's tax positions will ultimately be sustained on appeal. In addition, we considered a number of alternative transfer pricing methodologies, including the methodology asserted by the IRS and affirmed in the Opinions ("Tax Court Methodology"), that could be applied by the courts upon final resolution of the litigation. Based on the required probability analysis, we determined the methodologies we believe the federal courts could ultimately order to be used in calculating the Company's tax. As a result of this analysis, we recorded a tax reserve of \$438 million during the year ended December 31, 2020 related to the application of the resulting methodologies as well as the different tax treatment applicable to dividends originally paid to the U.S. parent company by its foreign licensees, in reliance upon the Closing Agreement, that would be recharacterized as royalties in accordance with the Opinions and the Company's analysis.

The Company's conclusion that it is more likely than not the Company's tax positions will ultimately be sustained on appeal is unchanged as of June 27, 2025. However, based on the required probability analysis and the accrual of interest through the current reporting period, we updated our tax reserve as of June 27, 2025 to \$493 million.

While the Company strongly disagrees with the IRS' positions and the portions of the Opinions affirming such positions, it is possible that some portion or all of the adjustments proposed by the IRS and sustained by the Tax Court could ultimately be upheld. In that event, the Company would not receive a refund of the applicable portion or all of the \$6.0 billion it paid in

response to the IRS invoices issued in September 2024 and the related accrued interest receivable of \$241 million as of June 27, 2025. Additionally, the Company would likely be subject to significant additional liabilities for subsequent years, which could have a material adverse impact on the Company's financial position, results of operations and cash flows.

The Company calculated the potential impact of applying the Tax Court Methodology to reallocate income from foreign licensees potentially covered within the scope of the Opinions for the 2010 through 2024 tax years, assuming such methodology were to be ultimately upheld by the courts, and the IRS were to decide to apply that methodology to subsequent years, with consent of the federal courts. This impact would include taxes and interest accrued through December 31, 2024. The calculations incorporated the estimated impact of correlative adjustments to the previously accrued transition tax payable under the 2017 Tax Cuts and Jobs Act. The Company estimates that the potential aggregate remaining incremental tax and interest liability for the tax years 2010 through 2024 could be approximately \$12 billion as of December 31, 2024. Additional income tax and interest on any unpaid potential liabilities for the 2010 through 2024 tax years would continue to accrue until the time any such potential liability, or portion thereof, were to be paid. The Company estimates the impact of the continued application of the Tax Court Methodology for the three and six months ended June 27, 2025 would increase the potential aggregate incremental tax and interest liability by approximately \$400 million and \$800 million, respectively. We currently project the continued application of the Tax Court Methodology in 2025, assuming similar facts and circumstances as of December 31, 2024, would result in an incremental annual tax liability that would increase the Company's effective tax rate by approximately 3.5%.

#### **Risk Management Programs**

The Company has numerous global insurance programs in place to help protect the Company from the risk of loss. In general, we are self-insured for large portions of many different types of claims; however, we do use commercial insurance above our self-insured retentions to reduce the Company's risk of catastrophic loss. Our reserves for the Company's self-insured losses are estimated using actuarial methods and assumptions of the insurance industry, adjusted for our specific expectations based on our claims history. Our self-insurance reserves totaled \$169 million and \$168 million as of June 27, 2025 and December 31, 2024, respectively.

#### **NOTE 10: OTHER COMPREHENSIVE INCOME**

AOCI attributable to shareowners of The Coca-Cola Company is separately presented in our consolidated balance sheet as a component of shareowners' equity, which also includes our proportionate share of equity method investees' AOCI. OCI attributable to noncontrolling interests is allocated to, and included in, our consolidated balance sheet as part of the line item equity attributable to noncontrolling interests.

AOCI attributable to shareowners of The Coca-Cola Company consisted of the following, net of tax (in millions):

	June 27, 2025	December 31, 2024
Net foreign currency translation adjustments	\$ (13,967)	\$ (15,610)
Accumulated net gains (losses) on derivatives	(485)	116
Unrealized net gains (losses) on available-for-sale debt securities	(41)	(64)
Adjustments to pension and other postretirement benefit liabilities	(1,265)	(1,285)
Accumulated other comprehensive income (loss)	\$ (15,758)	\$ (16,843)

The following table summarizes the allocation of total comprehensive income between shareowners of The Coca-Cola Company and noncontrolling interests (in millions):

	Six Months Ended June 27, 2025		
	Shareowners of The Coca-Cola Company	Noncontrolling Interests	Total
Consolidated net income	\$ 7,140	\$ (2)	\$ 7,138
Other comprehensive income:			
Net foreign currency translation adjustments	1,643	79	1,722
Net gains (losses) on derivatives <sup>1</sup>	(601)	—	(601)
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	23	—	23
Net change in pension and other postretirement benefit liabilities	20	—	20
Total comprehensive income (loss)	\$ 8,225	\$ 77	\$ 8,302

<sup>1</sup> Refer to Note 6 for additional information related to the net gains or losses on derivative instruments.

<sup>2</sup> Refer to Note 4 for additional information related to the net unrealized gains or losses on available-for-sale debt securities.

The following tables present OCI attributable to shareowners of The Coca-Cola Company, including our proportionate share of equity method investees' OCI (in millions):

Three Months Ended June 27, 2025	Before-Tax Amount	Income Tax	After-Tax Amount
<b>Foreign currency translation adjustments:</b>			
Translation adjustments arising during the period	\$ 95	\$ (84)	\$ 11
Gains (losses) on intra-entity transactions that are of a long-term investment nature	1,901	—	1,901
Gains (losses) on net investment hedges arising during the period <sup>1</sup>	(1,139)	284	(855)
Net foreign currency translation adjustments	\$ 857	\$ 200	\$ 1,057
<b>Derivatives:</b>			
Gains (losses) arising during the period	\$ (485)	\$ 118	\$ (367)
Reclassification adjustments recognized in net income	30	(7)	23
Net gains (losses) on derivatives <sup>1</sup>	\$ (455)	\$ 111	\$ (344)
<b>Available-for-sale debt securities:</b>			
Unrealized gains (losses) arising during the period	\$ 16	\$ (6)	\$ 10
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	\$ 16	\$ (6)	\$ 10
<b>Pension and other postretirement benefit liabilities:</b>			
Net pension and other postretirement benefit liabilities arising during the period	\$ (22)	\$ 4	\$ (18)
Reclassification adjustments recognized in net income	26	(7)	19
Net change in pension and other postretirement benefit liabilities	\$ 4	\$ (3)	\$ 1
<b>Other comprehensive income (loss) attributable to shareowners of The Coca-Cola Company</b>	<b>\$ 422</b>	<b>\$ 302</b>	<b>\$ 724</b>

<sup>1</sup> Refer to Note 6 for additional information related to the net gains or losses on derivative instruments.

<sup>2</sup> Refer to Note 4 for additional information related to the net unrealized gains or losses on available-for-sale debt securities.

Six Months Ended June 27, 2025

	Before-Tax Amount	Income Tax Amount	After-Tax Amount
<b>Foreign currency translation adjustments:</b>			
Translation adjustments arising during the period	\$ 103	(93)	10
Reclassification adjustments recognized in net income	34	(2)	32
Gains (losses) on intra-entity transactions that are of a long-term investment nature	2,911	—	2,911
Gains (losses) on net investment hedges arising during the period <sup>1</sup>	(1,745)	435	(1,310)
Net foreign currency translation adjustments	\$ 1,303	\$ 340	\$ 1,643
<b>Derivatives:</b>			
Gains (losses) arising during the period	\$ (759)	\$ 187	\$ (572)
Reclassification adjustments recognized in net income	(39)	10	(29)
Net gains (losses) on derivatives <sup>1</sup>	\$ (798)	\$ 197	\$ (601)
<b>Available-for-sale debt securities:</b>			
Unrealized gains (losses) arising during the period	\$ 32	\$ (10)	\$ 22
Reclassification adjustments recognized in net income	1	—	1
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	\$ 33	\$ (10)	\$ 23
<b>Pension and other postretirement benefit liabilities:</b>			
Net pension and other postretirement benefit liabilities arising during the period	\$ (39)	\$ 14	\$ (25)
Reclassification adjustments recognized in net income	59	(14)	45
Net change in pension and other postretirement benefit liabilities	\$ 20	\$ —	\$ 20
<b>Other comprehensive income (loss) attributable to shareowners of The Coca-Cola Company</b>	<b>\$ 558</b>	<b>\$ 527</b>	<b>\$ 1,085</b>

<sup>1</sup> Refer to Note 6 for additional information related to the net gains or losses on derivative instruments.<sup>2</sup> Refer to Note 4 for additional information related to the net unrealized gains or losses on available-for-sale debt securities.

	Before-Tax Amount	Income Tax Amount	After-Tax Amount
<b>Three Months Ended June 28, 2024</b>			
<b>Foreign currency translation adjustments:</b>			
Translation adjustments arising during the period	\$ (1,109)	\$ 127	\$ (982)
Gains (losses) on intra-entity transactions that are of a long-term investment nature	(170)	—	(170)
Gains (losses) on net investment hedges arising during the period <sup>1</sup>	107	(27)	80
Net foreign currency translation adjustments	\$ (1,172)	\$ 100	\$ (1,072)
<b>Derivatives:</b>			
Gains (losses) arising during the period	\$ 156	\$ (35)	\$ 121
Reclassification adjustments recognized in net income	(4)	1	(3)
Net gains (losses) on derivatives <sup>1</sup>	\$ 152	\$ (34)	\$ 118
<b>Available-for-sale debt securities:</b>			
Unrealized gains (losses) arising during the period	\$ (38)	\$ 13	\$ (25)
Reclassification adjustments recognized in net income	(2)	—	(2)
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	\$ (40)	\$ 13	\$ (27)
<b>Pension and other postretirement benefit liabilities:</b>			
Net pension and other postretirement benefit liabilities arising during the period	\$ 4	\$ 6	\$ 10
Reclassification adjustments recognized in net income	23	(6)	17
Net change in pension and other postretirement benefit liabilities	\$ 27	\$ —	\$ 27
<b>Other comprehensive income (loss) attributable to shareowners of The Coca-Cola Company</b>	<b>\$ (1,033)</b>	<b>\$ 79</b>	<b>\$ (954)</b>

<sup>1</sup> Refer to Note 6 for additional information related to the net gains or losses on derivative instruments.<sup>2</sup> Refer to Note 4 for additional information related to the net unrealized gains or losses on available-for-sale debt securities.

Six Months Ended June 28, 2024

	Before-Tax Amount	Income Tax Amount	After-Tax Amount
<b>Foreign currency translation adjustments:</b>			
Translation adjustments arising during the period	\$ (1,143)	\$ 92	\$ (1,051)
Reclassification adjustments recognized in net income	103	—	103
Gains (losses) on intra-entity transactions that are of a long-term investment nature	(688)	—	(688)
Gains (losses) on net investment hedges arising during the period <sup>1</sup>	381	(96)	285
Net foreign currency translation adjustments	\$ (1,347)	\$ (4)	\$ (1,351)
<b>Derivatives:</b>			
Gains (losses) arising during the period	\$ 183	\$ (46)	\$ 137
Reclassification adjustments recognized in net income	40	(10)	30
Net gains (losses) on derivatives <sup>1</sup>	\$ 223	\$ (56)	\$ 167
<b>Available-for-sale debt securities:</b>			
Unrealized gains (losses) arising during the period	\$ (38)	\$ 13	\$ (25)
Reclassification adjustments recognized in net income	4	(1)	3
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	\$ (34)	\$ 12	\$ (22)
<b>Pension and other postretirement benefit liabilities:</b>			
Net pension and other postretirement benefit liabilities arising during the period	\$ (9)	\$ (2)	\$ (11)
Reclassification adjustments recognized in net income	45	(11)	34
Net change in pension and other postretirement benefit liabilities	\$ 36	\$ (13)	\$ 23
Other comprehensive income (loss) attributable to shareowners of The Coca-Cola Company	\$ (1,122)	\$ (61)	\$ (1,183)

<sup>1</sup> Refer to Note 6 for additional information related to the net gains or losses on derivative instruments.

<sup>2</sup> Refer to Note 4 for additional information related to the net unrealized gains or losses on available-for-sale debt securities.

The following table presents the amounts and line items in our consolidated statements of income where adjustments reclassified from AOCI into income were recorded (in millions):

Description of AOCI Component	Financial Statement Line Item Impacted	Amount Reclassified from AOCI into Income	
		Three Months Ended June 27, 2025	Six Months Ended June 27, 2025
Foreign currency translation adjustments:			
Divestitures <sup>1</sup>	Other income (loss) — net	\$ —	\$ 34
	Income before income taxes	—	34
	Income taxes	—	(2)
	Consolidated net income	\$ —	\$ 32
Derivatives:			
Foreign currency contracts	Net operating revenues	\$ 69	\$ 28
Foreign currency and commodity contracts	Cost of goods sold	4	(2)
Foreign currency and interest rate contracts	Interest expense	1	3
Foreign currency contracts	Other income (loss) — net	(44)	(68)
	Income before income taxes	30	(39)
	Income taxes	(7)	10
	Consolidated net income	\$ 23	\$ (29)
Available-for-sale debt securities:			
Sale of debt securities	Other income (loss) — net	\$ —	\$ 1
	Income before income taxes	—	1
	Income taxes	—	—
	Consolidated net income	\$ —	\$ 1
Pension and other postretirement benefit liabilities:			
Divestitures <sup>1</sup>	Other income (loss) — net	\$ —	\$ (2)
Curtailment loss (gain)	Other income (loss) — net	—	11
Amortization of net actuarial loss (gain)	Other income (loss) — net	26	51
Amortization of prior service cost (credit)	Other income (loss) — net	—	(1)
	Income before income taxes	26	59
	Income taxes	(7)	(14)
	Consolidated net income	\$ 19	\$ 45

<sup>1</sup> Related to the sale of a portion of our ownership interest in CCEP. Refer to Note 2.

## NOTE 11: CHANGES IN EQUITY

The following tables provide a reconciliation of the beginning and ending carrying amounts of total equity, equity attributable to shareowners of The Coca-Cola Company and equity attributable to noncontrolling interests (in millions):

Three Months Ended June 27, 2025	Common Shares Outstanding	Total	Shareowners of The Coca-Cola Company				Non-controlling Interests	
			Reinvested Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock	Capital Surplus		
March 28, 2025	4,304	\$ 27,754	\$ 77,189	\$ (16,482)	\$ 1,760	\$ 19,873	\$ (56,138)	1,552
Comprehensive income (loss)	—	4,573	3,810	724	—	—	—	39
Dividends paid/payable to shareowners of The Coca-Cola Company (\$0.51 per share)	—	(2,196)	(2,196)	—	—	—	—	—
Dividends paid to noncontrolling interests	—	(7)	—	—	—	—	—	(7)
Contributions by noncontrolling interests	—	13	—	—	—	—	—	13
Purchases of treasury stock	(1)	(81)	—	—	—	—	(81)	—
Impact related to stock-based compensation plans	1	126	—	—	—	97	29	—
June 27, 2025	4,304	\$ 30,182	\$ 78,803	\$ (15,758)	\$ 1,760	\$ 19,970	\$ (56,190)	\$ 1,597

Six Months Ended June 27, 2025	Common Shares Outstanding	Total	Shareowners of The Coca-Cola Company				Non-controlling Interests	
			Reinvested Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock	Capital Surplus		
December 31, 2024	4,302	\$ 26,372	\$ 76,054	\$ (16,843)	\$ 1,760	\$ 19,801	\$ (55,916)	1,516
Comprehensive income (loss)	—	8,302	7,140	1,085	—	—	—	77
Dividends paid/payable to shareowners of The Coca-Cola Company (\$1.02 per share)	—	(4,391)	(4,391)	—	—	—	—	—
Dividends paid to noncontrolling interests	—	(9)	—	—	—	—	—	(9)
Contributions by noncontrolling interests	—	13	—	—	—	—	—	13
Purchases of treasury stock	(5)	(360)	—	—	—	—	(360)	—
Impact related to stock-based compensation plans	7	255	—	—	—	169	86	—
June 27, 2025	4,304	\$ 30,182	\$ 78,803	\$ (15,758)	\$ 1,760	\$ 19,970	\$ (56,190)	\$ 1,597

Three Months Ended June 28, 2024	Common Shares Outstanding	Total	Shareowners of The Coca-Cola Company				Non-controlling Interests	
			Reinvested Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock	Capital Surplus		
March 29, 2024	4,308	\$ 27,946	\$ 74,868	\$ (14,504)	\$ 1,760	\$ 19,321	\$ (55,016)	1,517
Comprehensive income (loss)	—	1,505	2,411	(954)	—	—	—	48
Dividends paid/payable to shareowners of The Coca-Cola Company (\$0.485 per share)	—	(2,090)	(2,090)	—	—	—	—	—
Dividends paid to noncontrolling interests	—	(7)	—	—	—	—	—	(7)
Purchases of treasury stock	(3)	(156)	—	—	—	—	(156)	—
Impact related to stock-based compensation plans	4	213	—	—	—	147	66	—
June 28, 2024	4,309	\$ 27,411	\$ 75,189	\$ (15,458)	\$ 1,760	\$ 19,468	\$ (55,106)	\$ 1,558

Six Months Ended June 28, 2024	Shareowners of The Coca-Cola Company								Non-controlling Interests
	Common Shares Outstanding	Total	Reinvested Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock	Capital Surplus	Treasury Stock		
December 31, 2023	4,308	\$ 27,480	\$ 73,782	\$ (14,275)	\$ 1,760	\$ 19,209	\$ (54,535)	\$ 1,539	
Comprehensive income (loss)	—	4,437	5,588	(1,183)	—	—	—	32	
Dividends paid/payable to shareowners of The Coca-Cola Company (\$0.97 per share)	—	(4,181)	(4,181)	—	—	—	—	—	
Dividends paid to noncontrolling interests	—	(9)	—	—	—	—	—	(9)	
Divestitures	—	(4)	—	—	—	—	—	(4)	
Purchases of treasury stock	(13)	(777)	—	—	—	—	(777)	—	
Impact related to stock-based compensation plans	14	465	—	—	—	259	206	—	
June 28, 2024	4,309	\$ 27,411	\$ 75,189	\$ (15,458)	\$ 1,760	\$ 19,468	\$ (55,106)	\$ 1,558	

On July 22, 2025, we sold a noncontrolling interest in our bottling operations in India to a local partner for approximately \$1.4 billion.

## NOTE 12: SIGNIFICANT OPERATING AND NONOPERATING ITEMS

### *Other Operating Charges*

During the three months ended June 27, 2025, the Company recorded other operating charges of \$71 million. These charges primarily included \$31 million related to the impairment of a trademark in Latin America, \$28 million related to the Company's productivity and reinvestment program, \$7 million of transaction costs related to the refranchising of our bottling operations in certain territories in India, \$4 million for the amortization of noncompete agreements related to the BA Sports Nutrition, LLC ("BodyArmor") acquisition in 2021 and \$2 million related to tax litigation expense.

During the six months ended June 27, 2025, the Company recorded other operating charges of \$144 million. These charges consisted of \$47 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with our acquisition of fairlife, LLC ("fairlife") in 2020, which brought the total liability to \$6,173 million and was paid in March 2025. Additionally, other operating charges included \$39 million related to the Company's productivity and reinvestment program, \$31 million related to the impairment of a trademark in Latin America, \$8 million related to an indemnification agreement entered into as a part of the refranchising of certain of our bottling operations, \$7 million for the amortization of noncompete agreements related to the BodyArmor acquisition, \$7 million of transaction costs related to the refranchising of our bottling operations in certain territories in India and \$5 million related to tax litigation expense.

During the three months ended June 28, 2024, the Company recorded other operating charges of \$1,370 million. These charges consisted of \$1,337 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition, \$32 million related to the Company's productivity and reinvestment program and \$3 million for the amortization of noncompete agreements related to the BodyArmor acquisition. These charges were partially offset by a net benefit of \$2 million related to a revision of management's estimates for tax litigation expense.

During the six months ended June 28, 2024, the Company recorded other operating charges of \$2,943 million. These charges consisted of \$2,102 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition, \$760 million related to the impairment of our BodyArmor trademark and \$68 million related to the Company's productivity and reinvestment program. In addition, other operating charges included \$7 million for transaction costs related to the refranchising of our bottling operations in certain territories in India and \$7 million for the amortization of noncompete agreements related to the BodyArmor acquisition. These charges were partially offset by a net benefit of \$1 million related to a revision of management's estimates for tax litigation expense.

Refer to Note 2 for additional information on the refranchising of our bottling operations in certain territories in India. Refer to Note 9 for additional information on the tax litigation. Refer to Note 13 for additional information on the Company's restructuring initiatives. Refer to Note 16 for additional information on the fairlife acquisition and the impairments. Refer to Note 17 for the impact certain of these charges had on our operating segments and Corporate.

### **Other Nonoperating Items**

#### *Equity Income (Loss) — Net*

During the three and six months ended June 27, 2025, the Company recorded net charges of \$20 million and \$28 million, respectively. During the three and six months ended June 28, 2024, the Company recorded net charges of \$24 million and \$49 million, respectively. These amounts represent the Company's proportionate share of significant operating and nonoperating items recorded by certain of our equity method investees.

#### *Other Income (Loss) — Net*

During the three months ended June 27, 2025, the Company recognized a net gain of \$163 million related to realized and unrealized gains and losses on equity securities and trading debt securities as well as realized gains and losses on available-for-sale debt securities, a net gain of \$102 million related to the refranchising of our bottling operations in certain territories in India, an other-than-temporary impairment charge of \$40 million related to an equity method investee in Latin America and a charge of \$28 million related to assets held for sale.

During the six months ended June 27, 2025, the Company recognized a net gain of \$331 million related to the sale of a portion of our ownership interest in CCEP, a net gain of \$144 million related to realized and unrealized gains and losses on equity securities and trading debt securities as well as realized gains and losses on available-for-sale debt securities, and a net gain of \$102 million related to the refranchising of our bottling operations in certain territories in India. The Company also recorded other-than-temporary impairment charges of \$40 million related to an equity method investee in Latin America and \$25 million related to a joint venture in Latin America, as well as a charge of \$28 million related to assets held for sale, and charges of \$25 million and \$11 million for special termination benefits and a curtailment loss, respectively, related to non-U.S. pension activity.

During the three months ended June 28, 2024, the Company recognized a net gain of \$50 million related to realized and unrealized gains and losses on equity securities and trading debt securities as well as realized gains and losses on available-for-sale debt securities and an other-than-temporary impairment charge of \$34 million related to an equity method investee in Latin America.

During the six months ended June 28, 2024, the Company recognized net gains of \$599 million and \$290 million related to the refranchising of our bottling operations in the Philippines and certain territories in India, respectively. The Company also recognized a net gain of \$516 million related to the sale of our ownership interest in an equity method investee in Thailand. Additionally, the Company recognized a net gain of \$228 million related to realized and unrealized gains and losses on equity securities and trading debt securities as well as realized gains and losses on available-for-sale debt securities. These gains were partially offset by an other-than-temporary impairment charge of \$34 million related to an equity method investee in Latin America and a loss of \$7 million related to post-closing adjustments for the refranchising of our bottling operations in Vietnam in 2023.

Refer to Note 2 for additional information on the sale of our ownership interest in CCEP, the sale of our ownership interest in an equity method investee in Thailand and the refranchising of our bottling operations. Refer to Note 4 for additional information on equity and debt securities. Refer to Note 14 for additional information on the non-U.S. pension curtailment and special termination benefits. Refer to Note 16 for additional information on the impairment charges and the assets held for sale.

### **NOTE 13: RESTRUCTURING**

#### *Productivity and Reinvestment Program*

In February 2012, the Company announced a productivity and reinvestment program designed to strengthen our brands and reinvest our resources to drive long-term profitable growth. The program was expanded multiple times, with the last expansion occurring in April 2017. While most of the initiatives included in this program were substantially completed by the end of 2024, certain initiatives, which are primarily designed to further simplify and standardize our organization, have been delayed and will be completed during 2025.

During the three and six months ended June 27, 2025, the Company incurred expenses of \$28 million and \$39 million, respectively, and during the three and six months ended June 28, 2024, incurred expenses of \$32 million and \$68 million, respectively, related to our productivity and reinvestment program. These expenses primarily included internal and external costs associated with the implementation of the program's initiatives and were recorded in the line item other operating charges in our consolidated statements of income. Refer to Note 17 for the impact these expenses had on our operating segments and Corporate. The Company has incurred total pretax expenses of \$4,465 million related to this program since it commenced.

#### NOTE 14: PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

Net periodic benefit cost or income for our pension and other postretirement benefit plans consisted of the following (in millions):

	Pension Plans		Other Postretirement Benefit Plans	
	Three Months Ended		June 27, 2025	June 28, 2024
	June 27, 2025	June 28, 2024		
Service cost	\$ 25	\$ 26	\$ 1	\$ 1
Interest cost	74	77	2	5
Expected return on plan assets <sup>1</sup>	(104)	(117)	(1)	(2)
Amortization of prior service cost (credit)	—	1	—	(1)
Amortization of net actuarial loss (gain)	26	25	—	(1)
Net periodic benefit cost (income)	\$ 21	\$ 12	\$ 2	\$ 2

<sup>1</sup> The weighted-average expected long-term rates of return on plan assets used in computing 2025 net periodic benefit cost (income) were 7.00% for pension plans and 6.75% for other postretirement benefit plans.

	Pension Plans		Other Postretirement Benefit Plans	
	Six Months Ended		June 27, 2025	June 28, 2024
	June 27, 2025	June 28, 2024		
Service cost	\$ 51	\$ 53	\$ 2	\$ 2
Interest cost	149	154	5	9
Expected return on plan assets <sup>1</sup>	(208)	(235)	(2)	(4)
Amortization of prior service cost (credit)	—	1	(1)	(2)
Amortization of net actuarial loss (gain)	51	51	—	(2)
Curtailment loss (gain) <sup>2</sup>	11	—	—	—
Special termination benefits <sup>2</sup>	25	—	—	—
Net periodic benefit cost (income)	\$ 79	\$ 24	\$ 4	\$ 3

<sup>1</sup> The weighted-average expected long-term rates of return on plan assets used in computing 2025 net periodic benefit cost (income) were 7.00% for pension plans and 6.75% for other postretirement benefit plans.

<sup>2</sup> The curtailment loss and special termination benefits were related to the group annuity purchase (“buy-in”) for a non-U.S. defined benefit plan. The Company intends to convert the buy-in to a buy-out in the future, at which time the insurer would assume full responsibility for the plan obligations.

All of the amounts in the tables above, other than service cost, were recorded in the line item other income (loss) — net in our consolidated statements of income. During the six months ended June 27, 2025, the Company contributed \$17 million to our pension trusts, offset by \$331 million in transfers of surplus non-U.S. plan assets from pension trusts to general assets of the Company. We anticipate making additional contributions of approximately \$12 million during the remainder of 2025. The Company contributed \$16 million to our pension trusts, offset by a \$44 million transfer of surplus non-U.S. plan assets from pension trusts to general assets of the Company during the six months ended June 28, 2024.

#### NOTE 15: INCOME TAXES

The Company recorded income taxes of \$993 million (20.7% effective tax rate) and \$627 million (20.7% effective tax rate) during the three months ended June 27, 2025 and June 28, 2024, respectively. The Company recorded income taxes of \$1,715 million (19.4% effective tax rate) and \$1,314 million (19.0% effective tax rate) during the six months ended June 27, 2025 and June 28, 2024, respectively.

The Company’s effective tax rates for the three and six months ended June 27, 2025 and June 28, 2024 vary from the statutory U.S. federal tax rate of 21.0%, primarily due to the tax impact of significant operating and nonoperating items, as described in Note 12, along with the tax benefits of having significant earnings generated outside of the United States and significant earnings generated in investments accounted for under the equity method, both of which are generally taxed at rates lower than the statutory U.S. federal tax rate.

The Company’s effective tax rates for the three and six months ended June 27, 2025 included \$12 million and \$155 million, respectively, of net tax benefits related to various discrete tax items, including net interest income of \$54 million and

\$107 million, respectively, related to the IRS Tax Litigation Deposit recorded in the line item income taxes in our consolidated statements of income, in accordance with our accounting policy. The Company's effective tax rate for the six months ended June 27, 2025 also included a tax benefit of \$85 million related to a change in the Company's indefinite reinvestment assertion for certain foreign entities.

The Company's effective tax rates for the three and six months ended June 28, 2024 included \$119 million and \$60 million, respectively, of net tax expense related to various discrete tax items, including the resolution of certain foreign tax matters.

During the six months ended June 27, 2025, the Company invested \$148 million in limited partnerships that receive tax credits and other tax benefits by constructing, owning and operating alternative energy generation facilities. During the three and six months ended June 27, 2025, the Company received tax credits and other income tax benefits of \$146 million and \$155 million, respectively, and recognized amortization expense of \$135 million and \$142 million, respectively, related to all of our investments of this nature. The amount of non-income tax-related activity and other returns related to these investments was not material during the six months ended June 27, 2025. As of June 27, 2025, the carrying value of these investments was \$48 million. The Company recorded \$123 million of unfunded commitments related to these investments in the line item accounts payable and accrued expenses in our consolidated balance sheets as of June 27, 2025 and December 31, 2024. The Company expects to fulfill these unfunded commitments in 2025.

On November 18, 2020, the Tax Court issued the Opinion regarding the Company's 2015 litigation with the IRS involving transfer pricing tax adjustments in which it predominantly sided with the IRS. On November 8, 2023, the Tax Court issued a supplemental opinion, siding with the IRS in concluding both that the blocked-income regulations apply to the Company's operations and that the Tax Court opinion in *3M Co. & Subs. v. Commissioner* (February 9, 2023) controlled as to the validity of those regulations. On August 2, 2024, the Tax Court entered a decision reflecting additional federal income tax of \$2.7 billion for the 2007 through 2009 tax years. With applicable interest, the total liability for the 2007 through 2009 tax years resulting from the Tax Court's decision is \$6.0 billion. On October 22, 2024, the Company appealed the Tax Court's decision to the U.S. Court of Appeals for the Eleventh Circuit. The Company filed its principal appellate brief with the U.S. Court of Appeals for the Eleventh Circuit on March 12, 2025. The Company strongly disagrees with the Opinions and intends to vigorously defend its positions. Refer to Note 9.

## **NOTE 16: FAIR VALUE MEASUREMENTS**

### ***Recurring Fair Value Measurements***

The following tables summarize assets and liabilities measured at fair value on a recurring basis (in millions):

June 27, 2025	Level 1	Level 2	Level 3	Other <sup>3</sup>	Netting <sup>4</sup> Adjustment	Fair Value Measurements
<b>Assets:</b>						
Equity securities with readily determinable values <sup>1</sup>	\$ 1,959	\$ 158	\$ 30	\$ 124	—	\$ 2,271
Debt securities <sup>1</sup>	—	1,972	—	—	—	1,972
Derivatives <sup>2</sup>	—	320	—	—	(307) <sup>5</sup>	13 <sup>7</sup>
<b>Total assets</b>	<b>\$ 1,959</b>	<b>\$ 2,450</b>	<b>\$ 30</b>	<b>\$ 124</b>	<b>(307)</b>	<b>\$ 4,256</b>
<b>Liabilities:</b>						
Derivatives <sup>2</sup>	\$ 7	\$ 1,383	—	\$ —	(1,006) <sup>6</sup>	\$ 384 <sup>7</sup>
<b>Total liabilities</b>	<b>\$ 7</b>	<b>\$ 1,383</b>	<b>\$ —</b>	<b>\$ —</b>	<b>(1,006)</b>	<b>\$ 384</b>

<sup>1</sup> Refer to Note 4 for additional information related to the composition of our equity securities with readily determinable values and debt securities.

<sup>2</sup> Refer to Note 6 for additional information related to the composition of our derivatives portfolio.

<sup>3</sup> Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy but are included to reconcile to the amounts presented in Note 4.

<sup>4</sup> Amounts represent the impact of legally enforceable master netting agreements that allow the Company to settle net positive and negative positions and also cash collateral held or placed with the same counterparties. There were no amounts subject to legally enforceable master netting agreements that management has chosen not to offset or that do not meet the offsetting requirements. Refer to Note 6.

<sup>5</sup> The Company is obligated to return \$14 million in cash collateral it has netted against its derivative position.

<sup>6</sup> The Company has the right to reclaim \$712 million in cash collateral it has netted against its derivative position.

<sup>7</sup> The Company's derivative financial instruments were recorded at fair value in our consolidated balance sheet as follows: \$13 million in the line item other noncurrent assets and \$384 million in the line item other noncurrent liabilities. Refer to Note 6 for additional information related to the composition of our derivatives portfolio.

December 31, 2024	Level 1	Level 2	Level 3	Other <sup>3</sup>	Netting Adjustment <sup>4</sup>	Fair Value Measurements
<b>Assets:</b>						
Equity securities with readily determinable values <sup>1</sup>	\$ 1,790	\$ 137	\$ 13	\$ 94	\$ —	\$ 2,034
Debt securities <sup>1</sup>	—	1,676	—	—	—	1,676 <sup>8</sup>
Derivatives <sup>2</sup>	2	587	—	—	(370) <sup>6</sup>	219 <sup>8</sup>
<b>Total assets</b>	<b>\$ 1,792</b>	<b>\$ 2,400</b>	<b>\$ 13</b>	<b>\$ 94</b>	<b>\$ (370)</b>	<b>\$ 3,929</b>
<b>Liabilities:</b>						
Contingent consideration liability	\$ —	\$ —	\$ 6,126 <sup>5</sup>	\$ —	\$ —	\$ 6,126
Derivatives <sup>2</sup>	—	1,119	—	—	(1,097) <sup>7</sup>	22 <sup>8</sup>
<b>Total liabilities</b>	<b>\$ —</b>	<b>\$ 1,119</b>	<b>\$ 6,126</b>	<b>\$ —</b>	<b>\$ (1,097)</b>	<b>\$ 6,148</b>

<sup>1</sup> Refer to Note 4 for additional information related to the composition of our equity securities with readily determinable values and debt securities.

<sup>2</sup> Refer to Note 6 for additional information related to the composition of our derivatives portfolio.

<sup>3</sup> Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy but are included to reconcile to the amounts presented in Note 4.

<sup>4</sup> Amounts represent the impact of legally enforceable master netting agreements that allow the Company to settle net positive and negative positions and also cash collateral held or placed with the same counterparties. There were no amounts subject to legally enforceable master netting agreements that management has chosen not to offset or that do not meet the offsetting requirements. Refer to Note 6.

<sup>5</sup> Represents the fair value of the remaining milestone payment related to our acquisition of fairlife, which is contingent on fairlife achieving certain financial targets through 2024 and is payable in 2025. This milestone payment is based on agreed-upon formulas related to fairlife's operating results, the resulting value of which is not subject to a ceiling. The fair value was determined using discounted cash flow analyses. We are required to remeasure this liability to fair value quarterly, with any changes in the fair value recorded in income until the final milestone payment is made.

<sup>6</sup> The Company was obligated to return \$12 million in cash collateral it had netted against its derivative position.

<sup>7</sup> The Company had the right to reclaim \$735 million in cash collateral it had netted against its derivative position.

<sup>8</sup> The Company's derivative financial instruments were recorded at fair value in our consolidated balance sheet as follows: \$102 million in the line item prepaid expenses and other current assets, \$117 million in the line item other noncurrent assets and \$22 million in the line item other noncurrent liabilities. Refer to Note 6 for additional information related to the composition of our derivatives portfolio.

Gross realized and unrealized gains and losses on Level 3 assets and liabilities, excluding the contingent consideration liability, were not significant for the three and six months ended June 27, 2025 and June 28, 2024.

The Company recognizes transfers between levels within the hierarchy as of the beginning of the reporting period. Gross transfers between levels within the hierarchy were not significant for the three and six months ended June 27, 2025 and June 28, 2024.

#### Nonrecurring Fair Value Measurements

The gains and losses on assets measured at fair value on a nonrecurring basis are summarized in the following table (in millions):

	Gains (Losses)			
	Three Months Ended		Six Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Other-than-temporary impairment charges	\$ (40) <sup>1</sup>	\$ (34) <sup>1</sup>	\$ (65) <sup>1,4</sup>	\$ (34) <sup>1</sup>
Impairment of intangible assets	(31) <sup>2</sup>	—	(31) <sup>2</sup>	(760) <sup>5</sup>
Assets held for sale	(28) <sup>3</sup>	—	(28) <sup>3</sup>	—
<b>Total</b>	<b>\$ (99)</b>	<b>\$ (34)</b>	<b>\$ (124)</b>	<b>\$ (794)</b>

<sup>1</sup> During the three and six months ended June 27, 2025 and June 28, 2024, the Company recorded other-than-temporary impairment charges of \$40 million and \$34 million, respectively, related to an equity method investee in Latin America. These impairment charges were derived using Level 3 inputs and were primarily driven by revised projections of future operating results. These charges were recorded in the line item other income (loss) — net in our consolidated statements of income.

<sup>2</sup> During the three and six months ended June 27, 2025, the Company recorded an asset impairment charge of \$31 million related to a trademark in Latin America. This impairment charge was derived using Level 3 inputs and was primarily driven by revised projections of future operating results and changes in macroeconomic conditions. This charge was recorded in the line item other operating charges in our consolidated statements of income. The remaining carrying value of the trademark is \$55 million.

<sup>3</sup> The Company is required to record assets and liabilities that are held for sale at the lower of carrying value or fair value less any costs to sell based on the agreed-upon sale price. During the three and six months ended June 27, 2025, the Company recorded a charge of \$28 million in the line item other income (loss) — net in our consolidated statements of income. This charge was due to the write-down of assets held for sale related to the refranchising of certain bottling operations in Ghana. This charge, which was calculated based on Level 3 inputs, primarily impacted the line item property, plant and equipment in our consolidated balance sheet.

<sup>4</sup> During the six months ended June 27, 2025, the Company recorded an other-than-temporary impairment charge of \$25 million related to a joint venture in Latin America. This impairment charge was derived using Level 3 inputs and was due to the joint venture's restructuring and planned liquidation. This charge was recorded in the line item other income (loss) — net in our consolidated statement of income.

<sup>5</sup> During the six months ended June 28, 2024, the Company recorded an asset impairment charge of \$760 million related to our BodyArmor trademark in North America, which was primarily driven by revised projections of future operating results and higher discount rates resulting from changes in macroeconomic conditions since the acquisition date. The fair value of this trademark was derived using discounted cash flow analyses based on Level 3 inputs. This charge was recorded in the line item other operating charges in our consolidated statement of income. The remaining carrying value of the trademark is \$3,400 million.

#### **Other Fair Value Disclosures**

The carrying values of cash and cash equivalents, short-term investments, trade accounts receivable, accounts payable and accrued expenses, and loans and notes payable approximate their fair values because of the relatively short-term maturities of these financial instruments. The fair value of our long-term debt is estimated using Level 2 inputs based on quoted prices for those instruments. Where quoted prices are not available, the fair value is estimated using discounted cash flows and market-based expectations for interest rates, credit risk and the contractual terms of the debt instruments. As of June 27, 2025, the carrying value and fair value of our long-term debt, including the current portion, were \$45,067 million and \$40,184 million, respectively. As of December 31, 2024, the carrying value and fair value of our long-term debt, including the current portion, were \$43,023 million and \$38,052 million, respectively.

## NOTE 17: OPERATING SEGMENTS

Information about our Company's operations by operating segment and Corporate is as follows (in millions):

	Europe, Middle East & Africa	Latin America	North America	Asia Pacific	Bottling Investments	Corporate	Eliminations	Consolidated
<b>Three Months Ended June 27, 2025</b>								
Net operating revenues:								
Third party	\$ 3,008	\$ 1,587	\$ 5,028	\$ 1,464	\$ 1,409	\$ 39	\$ —	\$ 12,535
Intersegment	168	—	1	108	2	—	(279)	—
Total net operating revenues	3,176	1,587	5,029	1,572	1,411	39	(279)	12,535
Cost of goods sold	895	263	2,405	476	1,018	(64)	(279)	4,714
Selling, general and administrative expenses	956	336	1,003	449	334	392	—	3,470
Other operating charges	—	31	—	—	—	40	—	71
Operating income (loss)	\$ 1,325	\$ 957	\$ 1,621	\$ 647	\$ 59	\$ (329)	\$ —	\$ 4,280
Interest income								188
Interest expense								445
Equity income (loss) — net								561
Other income (loss) — net								212
Income before income taxes								\$ 4,796
<b>Other segment information:</b>								
Capital expenditures	\$ 49	\$ 1	\$ 154	\$ 4	\$ 119	\$ 115	\$ —	\$ 442
Depreciation and amortization	55	8	81	10	76	49	—	279
<b>Three Months Ended June 28, 2024</b>								
Net operating revenues:								
Third party	\$ 2,873	\$ 1,652	\$ 4,870	\$ 1,396	\$ 1,537	\$ 35	\$ —	\$ 12,363
Intersegment	155	—	4	126	2	—	(287)	—
Total net operating revenues	3,028	1,652	4,874	1,522	1,539	35	(287)	12,363
Cost of goods sold	816	317	2,515	436	1,096	(81)	(287)	4,812
Selling, general and administrative expenses	930	414	983	440	345	437	—	3,549
Other operating charges	—	—	—	—	—	1,370	—	1,370
Operating income (loss)	\$ 1,282	\$ 921	\$ 1,376	\$ 646	\$ 98	\$ (1,691)	\$ —	\$ 2,632
Interest income								275
Interest expense								418
Equity income (loss) — net								537
Other income (loss) — net								2
Income before income taxes								\$ 3,028
<b>Other segment information:</b>								
Capital expenditures	\$ 64	\$ 1	\$ 116	\$ 6	\$ 151	\$ 84	\$ —	\$ 422
Depreciation and amortization	45	7	82	10	78	47	—	269

Information about total assets by segment is not disclosed because such information is not regularly provided to, or used by, our Chief Operating Decision Maker.

During the three and six months ended June 27, 2025 and June 28, 2024, our operating segments and Corporate were impacted by acquisition and divestiture activities. Refer to Note 2.

Additionally, during the three months ended June 27, 2025, the results of our operating segments and Corporate were impacted by the following items:

- Operating income (loss) was reduced by \$31 million for Latin America due to the impairment of a trademark. Refer to Note 16.

- Operating income (loss) was reduced by \$28 million for Corporate due to the Company's productivity and reinvestment program. Refer to Note 13.
- Operating income (loss) was reduced by \$7 million for Corporate due to transaction costs related to the refranchising of our bottling operations in certain territories in India. Refer to Note 2.
- Operating income (loss) was reduced by \$4 million for Corporate due to charges related to our acquisition of BodyArmor. Refer to Note 12.

During the three months ended June 28, 2024, the results of our operating segments and Corporate were impacted by the following items:

- Operating income (loss) was reduced by \$1,337 million for Corporate due to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition. Refer to Note 16.
- Operating income (loss) was reduced by \$32 million for Corporate due to the Company's productivity and reinvestment program. Refer to Note 13.
- Operating income (loss) was reduced by \$7 million for North America due to the restructuring of our manufacturing operations in the United States.
- Operating income (loss) was reduced by \$3 million for Corporate due to charges related to our acquisition of BodyArmor. Refer to Note 12.

	Europe, Middle East & Africa	Latin America	North America	Asia Pacific	Bottling Investments	Corporate	Eliminations	Consolidated
<b>Six Months Ended June 27, 2025</b>								
Net operating revenues:								
Third party	\$ 5,489	\$ 3,064	\$ 9,387	\$ 2,789	\$ 2,870	\$ 65	\$ —	\$ 23,664
Intersegment	344	—	3	204	4	—	(555)	—
Total net operating revenues	<b>5,833</b>	<b>3,064</b>	<b>9,390</b>	<b>2,993</b>	<b>2,874</b>	<b>65</b>	<b>(555)</b>	<b>23,664</b>
Cost of goods sold	1,654	537	4,511	866	2,028	(164)	(555)	8,877
Selling, general and administrative expenses	1,789	635	1,917	856	668	839	—	6,704
Other operating charges	—	31	—	—	—	113	—	144
Operating income (loss)	\$ 2,390	\$ 1,861	\$ 2,962	\$ 1,271	\$ 178	\$ (723)	\$ —	\$ 7,939
Interest income								368
Interest expense								832
Equity income (loss) — net								912
Other income (loss) — net								466
Income before income taxes								<b>\$ 8,853</b>
<b>Other segment information:</b>								
Capital expenditures	\$ 90	\$ 1	\$ 269	\$ 5	\$ 224	\$ 162	\$ —	\$ 751
Depreciation and amortization	99	15	162	22	152	96	—	546
<b>Six Months Ended June 28, 2024</b>								
Net operating revenues:								
Third party	\$ 5,308	\$ 3,182	\$ 9,094	\$ 2,661	\$ 3,352	\$ 66	\$ —	\$ 23,663
Intersegment	352	—	6	342	4	—	(704)	—
Total net operating revenues	<b>5,660</b>	<b>3,182</b>	<b>9,100</b>	<b>3,003</b>	<b>3,356</b>	<b>66</b>	<b>(704)</b>	<b>23,663</b>
Cost of goods sold	1,549	566	4,625	835	2,361	(185)	(704)	9,047
Selling, general and administrative expenses	1,749	750	1,842	865	741	953	—	6,900
Other operating charges	—	—	760	—	—	2,183	—	2,943
Operating income (loss)	\$ 2,362	\$ 1,866	\$ 1,873	\$ 1,303	\$ 254	\$ (2,885)	\$ —	\$ 4,773
Interest income								521
Interest expense								800
Equity income (loss) — net								891
Other income (loss) — net								1,515
Income before income taxes								<b>\$ 6,900</b>
<b>Other segment information:</b>								
Capital expenditures	\$ 102	\$ 1	\$ 217	\$ 10	\$ 328	\$ 134	\$ —	\$ 792
Depreciation and amortization	90	14	159	21	169	78	—	531

During the six months ended June 27, 2025, the results of our operating segments and Corporate were impacted by the following items:

- Operating income (loss) was reduced by \$47 million for Corporate due to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition.
- Operating income (loss) was reduced by \$39 million for Corporate due to the Company's productivity and reinvestment program. Refer to Note 13.
- Operating income (loss) was reduced by \$31 million for Latin America due to the impairment of a trademark. Refer to Note 16.
- Operating income (loss) was reduced by \$8 million for Corporate due to an indemnification agreement entered into as a part of the refranchising of certain of our bottling operations.

- Operating income (loss) was reduced by \$7 million for Corporate due to charges related to our acquisition of BodyArmor. Refer to Note 12.
- Operating income (loss) was reduced by \$7 million for Corporate due to transaction costs related to the refranchising of our bottling operations in certain territories in India. Refer to Note 2.

During the six months ended June 28, 2024, the results of our operating segments and Corporate were impacted by the following items:

- Operating income (loss) was reduced by \$2,102 million for Corporate due to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition. Refer to Note 16.
- Operating income (loss) was reduced by \$760 million for North America due to the impairment of our BodyArmor trademark. Refer to Note 16.
- Operating income (loss) was reduced by \$68 million for Corporate due to the Company's productivity and reinvestment program. Refer to Note 13.
- Operating income (loss) was reduced by \$10 million for North America due to the restructuring of our manufacturing operations in the United States.
- Operating income (loss) was reduced by \$7 million for Corporate due to transaction costs related to the refranchising of our bottling operations in certain territories in India. Refer to Note 2.
- Operating income (loss) was reduced by \$7 million for Corporate due to charges related to our acquisition of BodyArmor. Refer to Note 12.

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

When used in this report, the terms "The Coca-Cola Company," "Company," "we," "us" and "our" mean The Coca-Cola Company and all entities included in our consolidated financial statements.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

#### ***Recoverability of Equity Method Investments and Indefinite-Lived Intangible Assets***

Our Company faces many uncertainties and risks related to various economic, political and regulatory environments in the countries and territories in which we operate, particularly in developing and emerging markets. Refer to the headings "Item 1A. Risk Factors" in Part I and "Our Business — Challenges and Risks" in Part II of our Annual Report on Form 10-K for the year ended December 31, 2024, as well as the heading "Operations Review" below, for additional information related to our present business environment. As a result, management must make numerous assumptions, which involve a significant amount of judgment, when performing impairment tests of equity method investments and indefinite-lived intangible assets in various regions around the world. The performance of impairment tests involves critical accounting estimates. These estimates require significant management judgment and include inherent uncertainties. Factors that management must estimate include, among others, the economic lives of the assets, sales volume, pricing, royalty rates, cost of raw materials, delivery costs, long-term growth rates, discount rates, marketing spending, foreign currency exchange rates, tax rates, capital spending and proceeds from the sale of assets. The variability of these factors depends on a number of conditions, and thus our accounting estimates may change from period to period. These factors are even more difficult to estimate given the highly volatile global financial markets. As these factors are often interdependent and may not change in isolation, we do not believe it is practicable or meaningful to present the impact of changing a single factor.

In November 2021, the Company acquired the remaining 85% ownership interest in, and now owns 100% of, BodyArmor, which offers a line of sports performance and hydration beverages. During 2021, in conjunction with acquiring the remaining ownership interest, we recognized a noncash gain of \$834 million resulting from the remeasurement of our previously held equity interest in BodyArmor to fair value. The Company allocated \$4.2 billion of the \$5.6 billion purchase price to the BodyArmor trademark. During the three months ended March 29, 2024, the operating results related to the trademark were lower than expected. Therefore, the Company revised its projections of the future operating results related to the trademark, which triggered the need to update its impairment analysis. As a result, the Company concluded that the fair value of the trademark was less than its carrying value and recorded an impairment charge of \$760 million. The decrease in fair value was primarily driven by the revised projections of future operating results as well as higher discount rates resulting from changes in macroeconomic conditions since the acquisition date. As of June 27, 2025, the fair value of this trademark approximates its carrying value. If the near-term operating results of this trademark do not achieve our revised financial projections, or if the macroeconomic conditions change causing the discount rate to increase without an offsetting increase in the operating results, it is likely that we would be required to recognize an additional impairment charge. Management will continue to monitor the fair value of this trademark in future periods.

### **OPERATIONS REVIEW**

Sales of our ready-to-drink beverages are somewhat seasonal, with the second and third calendar quarters typically accounting for the highest sales volumes. The volume of sales in the beverage business may be affected by weather conditions.

While our operations are primarily local, we remain subject to global trade dynamics, which may impact certain components of our cost structure as well as the cost structures of our bottlers and our customers and may affect consumer sentiment across our markets.

#### ***Structural Changes, Acquired Brands and Newly Licensed Brands***

In order to continually improve upon the Company's operating performance, from time to time we engage in buying and selling ownership interests in bottling partners and other manufacturing operations. In addition, we periodically acquire brands and their related operations or enter into license agreements for certain brands to supplement our beverage offerings. These items impact our operating results and certain key metrics used by management in assessing the Company's performance.

Unit case volume growth is a key metric used by management to evaluate the Company's performance because it measures demand for our products at the consumer level. The Company's unit case volume represents the number of unit cases (or unit case equivalents) of Company beverage products directly or indirectly sold by the Company and its bottling partners to customers or consumers and, therefore, reflects unit case volume for both consolidated and unconsolidated bottlers. Refer to the heading "Beverage Volume" below.

Concentrate sales volume represents the amount of concentrates, syrups, source waters and powders/minerals (in all instances expressed in unit case equivalents) sold by, or used in finished products sold by, the Company to its bottling partners or other

customers. For Costa Limited (“Costa”) non-ready-to-drink beverage products, concentrate sales volume represents the amount of beverages, primarily measured in number of transactions (in all instances expressed in unit case equivalents), sold by the Company to customers or consumers. Refer to the heading “Beverage Volume” below.

When we analyze our net operating revenues, we generally consider the following factors: (1) volume growth (concentrate sales volume or unit case volume, as applicable); (2) changes in price, product and geographic mix; (3) foreign currency exchange rate fluctuations; and (4) acquisitions and divestitures (including structural changes as defined below), as applicable. Refer to the heading “Net Operating Revenues” below. The Company sells concentrates and syrups to both consolidated and unconsolidated bottling partners. The ownership structure of our bottling partners impacts the timing of recognizing concentrate revenue and concentrate sales volume. When we sell concentrates or syrups to our consolidated bottling partners, we do not recognize the concentrate revenue or concentrate sales volume until the bottling partner has sold finished products manufactured from the concentrates or syrups to a third party. When we sell concentrates or syrups to our unconsolidated bottling partners, we recognize the concentrate revenue and concentrate sales volume when the concentrates or syrups are sold to the bottling partner. The subsequent sale of the finished products manufactured from the concentrates or syrups to a third party does not impact the timing of recognizing the concentrate revenue or concentrate sales volume. When we account for an unconsolidated bottling partner as an equity method investment, we eliminate the intercompany profit related to concentrate sales to the extent of our ownership interest, until the equity method investee has sold finished products manufactured from the concentrates or syrups to a third party. We typically report unit case volume when finished products manufactured from the concentrates or syrups are sold to a third party, regardless of our ownership interest in the bottling partner, if any.

We generally refer to acquisitions and divestitures of bottling operations as “structural changes,” which are a component of acquisitions and divestitures. Typically, structural changes do not impact the Company’s unit case volume on a consolidated basis or at the geographic operating segment level. We recognize unit case volume for all sales of Company beverage products, regardless of our ownership interest in the bottling partner, if any. However, the unit case volume reported by our Bottling Investments operating segment is generally impacted by structural changes because it only includes the unit case volume of our consolidated bottling operations. Refer to Note 2 of Notes to Consolidated Financial Statements for additional information on the Company’s acquisitions and divestitures.

“Acquired brands” refers to brands acquired during the past 12 months. Typically, the Company has not reported unit case volume or recognized concentrate sales volume related to acquired brands in periods prior to the closing of a transaction. Therefore, the unit case volume and concentrate sales volume related to an acquired brand are incremental to prior year volume. We generally do not consider the acquisition of a brand to be a structural change.

“Licensed brands” refers to brands not owned by the Company but for which we hold certain rights, generally including, but not limited to, distribution rights, and from which we derive an economic benefit when the related products are sold. Typically, the Company has not reported unit case volume or recognized concentrate sales volume related to a licensed brand in periods prior to the beginning of the term of a license agreement. Therefore, in the year that a license agreement is entered into, the unit case volume and concentrate sales volume related to a licensed brand are incremental to prior year volume. We generally do not consider the licensing of a brand to be a structural change.

In January, February and December 2024 as well as May 2025, the Company refranchised our bottling operations in certain territories in India, and in February 2024, the Company refranchised our bottling operations in Bangladesh and the Philippines. The impact of each of these refranchisings has been included as a structural change in our analysis of net operating revenues on a consolidated basis as well as for the Bottling Investments and Asia Pacific operating segments for the three and six months ended June 27, 2025, as applicable.

### **Beverage Volume**

We measure the volume of Company beverage products sold in two ways: (1) unit cases of finished products and (2) concentrate sales. As used in this report, “unit case” means a unit of measurement equal to 192 U.S. fluid ounces of finished beverage (24 eight-ounce servings), with the exception of unit case equivalents for Costa non-ready-to-drink beverage products, which are primarily measured in number of transactions; and “unit case volume” means the number of unit cases (or unit case equivalents) of Company beverage products directly or indirectly sold by the Company and its bottling partners to customers or consumers. Unit case volume primarily consists of beverage products bearing Company trademarks. Also included in unit case volume are certain brands licensed to, or distributed by, our Company, and brands owned by Coca-Cola system bottlers for which our Company provides marketing support and from the sale of which we derive an economic benefit. In addition, unit case volume includes sales by certain joint ventures in which the Company has an ownership interest. We believe unit case volume is one of the indicators of the underlying strength of the Coca-Cola system because it measures demand for our products at the consumer level. The unit case volume numbers used in this report are derived based on estimates received by the Company from its bottling partners and distributors. Concentrate sales volume represents the amount of concentrates, syrups, source waters and powders/minerals (in all instances expressed in unit case equivalents) sold by, or used in finished beverages sold by, the Company to its bottling partners or other customers. For Costa non-ready-to-drink beverage products, concentrate

sales volume represents the amount of beverages, primarily measured in number of transactions (in all instances expressed in unit case equivalents), sold by the Company to customers or consumers. Unit case volume and concentrate sales volume growth rates are not necessarily equal during any given period. Factors such as seasonality, bottlers' inventory practices, supply point changes, timing of price increases, new product introductions and changes in product mix can create differences between unit case volume and concentrate sales volume growth rates. In addition to these items, the impact of unit case volume from certain joint ventures in which the Company has an ownership interest, but to which the Company does not sell concentrates, syrups, source waters or powders/minerals, may give rise to differences between unit case volume and concentrate sales volume growth rates.

Information about our volume growth worldwide and for each of our operating segments is as follows:

	Percent Change 2025 versus 2024			
	Three Months Ended June 27, 2025		Six Months Ended June 27, 2025	
	Unit Cases <sup>1,2,3</sup>	Concentrate Sales <sup>4</sup>	Unit Cases <sup>1,2,3</sup>	Concentrate Sales <sup>4</sup>
Worldwide	(1)%	(1)%	1 %	— %
Europe, Middle East & Africa	3	2	3	2
Latin America	(2)	(1)	(1)	(2)
North America	(1)	—	(2)	(2)
Asia Pacific	(3)	(5)	1	(2)
Bottling Investments	(5) <sup>5</sup>	N/A	(12) <sup>5</sup>	N/A

<sup>1</sup> Bottling Investments operating segment data reflects unit case volume growth for consolidated bottlers only.

<sup>2</sup> Geographic operating segment data reflects unit case volume growth for all bottlers, both consolidated and unconsolidated, and distributors in the applicable geographic areas. Unit case volume growth for Costa retail stores is reflected in the Europe, Middle East and Africa operating segment data.

<sup>3</sup> Unit case volume percent change is based on average daily sales. Unit case volume growth based on average daily sales is computed by comparing the average daily sales in each of the corresponding periods. Average daily sales are the unit cases sold during the period divided by the number of days in the period.

<sup>4</sup> Concentrate sales volume represents the amount of concentrates, syrups, source waters and powders/minerals (in all instances expressed in unit case equivalents) sold by, or used in finished beverages sold by, the Company to its bottling partners or other customers and is not based on average daily sales. For Costa non-ready-to-drink beverage products, concentrate sales volume represents the amount of beverages, primarily measured in number of transactions (in all instances expressed in unit case equivalents), sold by the Company to customers or consumers and is not based on average daily sales. Each of our quarters, other than the fourth quarter, ends on the Friday closest to the last day of the corresponding quarterly calendar period. As a result, the first quarter of 2025 had two fewer days when compared to the first quarter of 2024, and the fourth quarter of 2025 will have one additional day when compared to the fourth quarter of 2024.

<sup>5</sup> After considering the impact of structural changes, unit case volume for Bottling Investments for the three and six months ended June 27, 2025 decreased 2% and 1%, respectively.

<sup>6</sup> After considering the impact of structural changes, concentrate sales volume for Asia Pacific for the six months ended June 27, 2025 grew 1%.

### Unit Case Volume

Although a significant portion of our Company's net operating revenues is not based directly on unit case volume, we believe unit case volume performance is one of the indicators of the underlying strength of the Coca-Cola system because it measures demand for our products at the consumer level.

#### Three Months Ended June 27, 2025 versus Three Months Ended June 28, 2024

Unit case volume in Europe, Middle East and Africa increased 3%, which included 5% growth in sparkling flavors, 4% growth in water, sports, coffee and tea, and 1% growth in Trademark Coca-Cola, as well as growth in energy drinks, partially offset by a 3% decline in juice, value-added dairy and plant-based beverages. The operating segment's volume performance included an increase in unit case volume of 5% in the Eurasia and Middle East operating unit, 2% in the Africa operating unit and 1% in the Europe operating unit, as well as growth in energy drinks.

Unit case volume in Latin America decreased 2%, which included a 4% decline in water, sports, coffee and tea, a 1% decline in Trademark Coca-Cola and a 3% decline in sparkling flavors, partially offset by 1% growth in juice, value-added dairy and plant-based beverages and growth in energy drinks. The operating segment's volume performance included a decline of 6% in Mexico, partially offset by 14% growth in Argentina.

Unit case volume in North America decreased 1%, which included a 1% decline in Trademark Coca-Cola, a 3% decline in juice, value-added dairy and plant-based beverages and a 1% decline in water, sports, coffee and tea, partially offset by 1% growth in sparkling flavors and growth in energy drinks.

Unit case volume in Asia Pacific decreased 3%, which included a 7% decline in sparkling flavors, a 10% decline in juice, value-added dairy and plant-based beverages and a 2% decline in Trademark Coca-Cola, partially offset by 2% growth in water, sports, coffee and tea, as well as growth in energy drinks. The operating segment's volume performance included a decline of 6% in both the India and Southwest Asia and the ASEAN and South Pacific operating units, as well as a decline of 2% in the Japan and South Korea operating unit, partially offset by 1% growth in the Greater China and Mongolia operating unit and growth in energy drinks.

Unit case volume for Bottling Investments decreased 5%, driven by the impact of refranchising our bottling operations in certain territories in India and declines across most markets.

*Six Months Ended June 27, 2025 versus Six Months Ended June 28, 2024*

Unit case volume in Europe, Middle East and Africa increased 3%, which included 2% growth in Trademark Coca-Cola, 4% growth in sparkling flavors and 3% growth in water, sports, coffee and tea, as well as growth in energy drinks, partially offset by a 4% decline in juice, value-added dairy and plant-based beverages. The operating segment's volume performance included an increase in unit case volume of 8% in the Eurasia and Middle East operating unit, 2% in the Africa operating unit and growth in energy drinks. Unit case volume in the Europe operating unit was even.

Unit case volume in Latin America decreased 1%, which included a 4% decline in sparkling flavors and a 2% decline in water, sports, coffee and tea, partially offset by 1% growth in juice, value-added dairy and plant-based beverages as well as growth in energy drinks. Unit case volume in Trademark Coca-Cola was even. The operating segment's volume performance included a decline of 5% in Mexico, partially offset by 15% growth in Argentina and 2% growth in Brazil.

Unit case volume in North America decreased 2%, which included a 2% decline in Trademark Coca-Cola, a 3% decline in water, sports, coffee and tea, and a decline of 1% in juice, value-added dairy and plant-based beverages, partially offset by growth in energy drinks. Unit case volume in sparkling flavors was even.

Unit case volume in Asia Pacific increased 1%, which included 4% growth in water, sports, coffee and tea and 1% growth in Trademark Coca-Cola, as well as growth in energy drinks, partially offset by a decline of 3% in juice, value-added dairy and plant-based beverages and a decline of 1% in sparkling flavors. The operating segment's volume performance included 3% growth in both the Greater China and Mongolia and the India and Southwest Asia operating units and growth in energy drinks, partially offset by a decline of 4% in the ASEAN and South Pacific operating unit and a decline of 1% in the Japan and South Korea operating unit.

Unit case volume for Bottling Investments decreased 12%, primarily driven by the impact of refranchising our bottling operations in the Philippines, Bangladesh and certain territories in India.

***Concentrate Sales Volume***

During the three months ended June 27, 2025, both worldwide concentrate sales volume and unit case volume decreased 1% compared to the three months ended June 28, 2024. During the six months ended June 27, 2025, worldwide concentrate sales volume was even and unit case volume increased 1% compared to the six months ended June 28, 2024. Concentrate sales volume growth is calculated based on the amount sold during the reporting periods, which is impacted by the number of days. Conversely, unit case volume growth is calculated based on average daily sales, which is not impacted by the number of days in the reporting periods. The first quarter of 2025 had two fewer days when compared to the first quarter of 2024, which contributed to the differences between concentrate sales volume and unit case volume growth rates on a consolidated basis and for the individual operating segments during the six months ended June 27, 2025. Additionally, the differences between concentrate sales volume and unit case volume growth rates for the operating segments were impacted by the timing of concentrate shipments. We expect the differences between concentrate sales volume and unit case volume growth rates to be minimal on a full year basis.

## **Net Operating Revenues**

*Three Months Ended June 27, 2025 versus Three Months Ended June 28, 2024*

During the three months ended June 27, 2025, net operating revenues were \$12,535 million, compared to \$12,363 million during the three months ended June 28, 2024, an increase of \$172 million, or 1%.

The following table illustrates, on a percentage basis, the estimated impact of the factors resulting in the increase (decrease) in net operating revenues on a consolidated basis and for each of our operating segments:

	Percent Change 2025 versus 2024				
	Volume <sup>1</sup>	Price, Product & Geographic Mix	Foreign Currency Fluctuations	Acquisitions & Divestitures <sup>2</sup>	Total
Consolidated	(1)%	6 %	(3)%	— %	1 %
Europe, Middle East & Africa	2	3	1	—	5
Latin America	(1)	15	(17)	—	(4)
North America	—	3	—	—	3
Asia Pacific	(5)	10	(2)	—	3
Bottling Investments	(2)	—	(4)	(3)	(8)

Note: Certain rows may not add due to rounding.

<sup>1</sup> Represents the percent change in net operating revenues attributable to the increase (decrease) in concentrate sales volume for our geographic operating segments (expressed in unit case equivalents) after considering the impact of acquisitions and divestitures, if any. For our Bottling Investments operating segment, this represents the percent change in net operating revenues attributable to the increase (decrease) in unit case volume computed by comparing the total sales (rather than the average daily sales) in each of the corresponding periods after considering the impact of structural changes, if any. Our Bottling Investments operating segment data reflects unit case volume growth for consolidated bottlers only after considering the impact of structural changes, if any. Refer to the heading “Beverage Volume” above.

<sup>2</sup> Includes structural changes, if any. Refer to the heading “Structural Changes, Acquired Brands and Newly Licensed Brands” above.

Refer to the heading “Beverage Volume” above for additional information related to changes in our unit case and concentrate sales volumes.

“Price, product and geographic mix” refers to the change in net operating revenues caused by factors such as pricing actions taken by the Company and, where applicable, our bottling partners; the mix of categories, products and packages sold; and the mix of channels and geographic territories where the sales occurred. Management believes that providing investors with price, product and geographic mix enhances their understanding about the combined impact that these items had on the Company’s net operating revenues. The impact of price, product and geographic mix is calculated by subtracting the change in net operating revenues resulting from volume increases or decreases, fluctuations in foreign currency exchange rates, and acquisitions and divestitures from the total change in net operating revenues. Management uses this measure in making financial, operating and planning decisions and in evaluating the Company’s performance.

Price, product and geographic mix had a 6% favorable impact on our consolidated net operating revenues. Price, product and geographic mix was impacted by a variety of factors and events including, but not limited to, the following:

- Europe, Middle East and Africa — favorable pricing initiatives, including inflationary pricing, partially offset by unfavorable mix;
- Latin America — favorable pricing initiatives, including inflationary pricing in Argentina, and favorable mix;
- North America — favorable pricing initiatives, partially offset by unfavorable mix;
- Asia Pacific — favorable pricing initiatives and favorable mix; and
- Bottling Investments — favorable pricing initiatives, offset by unfavorable mix.

Fluctuations in foreign currency exchange rates, including the effects of our hedging activities, unfavorably impacted our consolidated net operating revenues by 3%. This unfavorable impact was primarily due to a stronger U.S. dollar compared to certain foreign currencies, including the Mexican peso, Brazilian real, Argentine peso, Ethiopian birr and Turkish lira, which had an unfavorable impact on our Latin America; Europe, Middle East and Africa; and Bottling Investments operating segments. The unfavorable impact of a stronger U.S. dollar compared to the currencies listed above was partially offset by the impact of a weaker U.S. dollar compared to certain other foreign currencies, including the euro, British pound and Japanese yen, which had a favorable impact on our Europe, Middle East and Africa and Asia Pacific operating segments. Refer to the heading “Liquidity, Capital Resources and Financial Position — Foreign Exchange” below.

“Acquisitions and divestitures” generally refers to acquisitions and divestitures of brands or businesses, some of which the Company considers to be structural changes. The impact of acquisitions and divestitures is the difference between the change in net operating revenues and the change in what our net operating revenues would have been if we removed the net operating revenues associated with an acquisition or a divestiture from either the current year or the prior year, as applicable. Management believes that quantifying the impact that acquisitions and divestitures had on the Company’s net operating revenues provides investors with useful information to enhance their understanding of the Company’s net operating revenue performance by improving their ability to compare our period-to-period results. Management considers the impact of acquisitions and divestitures when evaluating the Company’s performance. Refer to the heading “Structural Changes, Acquired Brands and Newly Licensed Brands” above for additional information related to acquisitions and divestitures.

*Six Months Ended June 27, 2025 versus Six Months Ended June 28, 2024*

During the six months ended June 27, 2025, net operating revenues were \$23,664 million, compared to \$23,663 million during the six months ended June 28, 2024, an increase of \$1 million.

The following table illustrates, on a percentage basis, the estimated impact of the factors resulting in the increase (decrease) in net operating revenues on a consolidated basis and for each of our operating segments:

	Percent Change 2025 versus 2024				
	Volume <sup>1</sup>	Price, Product & Geographic Mix	Foreign Currency Fluctuations	Acquisitions & Divestitures <sup>2</sup>	Total
Consolidated	— %	5 %	(4)%	(1)%	— %
Europe, Middle East & Africa	2	4	(3)	—	3
Latin America	(2)	15	(17)	—	(4)
North America	(2)	5	—	—	3
Asia Pacific	1	5	(4)	(2)	—
Bottling Investments	(2)	2	(3)	(11)	(14)

Note: Certain rows may not add due to rounding.

<sup>1</sup> Represents the percent change in net operating revenues attributable to the increase (decrease) in concentrate sales volume for our geographic operating segments (expressed in unit case equivalents) after considering the impact of acquisitions and divestitures, if any. For our Bottling Investments operating segment, this represents the percent change in net operating revenues attributable to the increase (decrease) in unit case volume computed by comparing the total sales (rather than the average daily sales) in each of the corresponding periods after considering the impact of structural changes, if any. Our Bottling Investments operating segment data reflects unit case volume growth for consolidated bottlers only after considering the impact of structural changes, if any. Refer to the heading “Beverage Volume” above.

<sup>2</sup> Includes structural changes, if any. Refer to the heading “Structural Changes, Acquired Brands and Newly Licensed Brands” above.

Refer to the heading “Beverage Volume” above for additional information related to changes in our unit case and concentrate sales volumes.

Price, product and geographic mix had a 5% favorable impact on our consolidated net operating revenues. Price, product and geographic mix was impacted by a variety of factors and events including, but not limited to, the following:

- Europe, Middle East and Africa — favorable pricing initiatives, including inflationary pricing, partially offset by unfavorable mix;
- Latin America — favorable pricing initiatives, including inflationary pricing in Argentina, and favorable mix;
- North America — favorable pricing initiatives and favorable mix;
- Asia Pacific — favorable pricing initiatives and favorable mix; and
- Bottling Investments — favorable pricing initiatives, partially offset by unfavorable mix.

Fluctuations in foreign currency exchange rates, including the effects of our hedging activities, unfavorably impacted our consolidated net operating revenues by 4%. This unfavorable impact was primarily due to a stronger U.S. dollar compared to certain foreign currencies, including the Mexican peso, Brazilian real, Argentine peso, Ethiopian birr, and Turkish lira, which had an unfavorable impact on our Latin America; Europe, Middle East and Africa; and Bottling Investments operating segments. The unfavorable impact of a stronger U.S. dollar compared to the currencies listed above was partially offset by the impact of a weaker U.S. dollar compared to certain other foreign currencies, including the British pound, South African rand, Kenyan shilling and Japanese yen, which had a favorable impact on our Europe, Middle East and Africa; Asia Pacific; and Bottling Investments operating segments. Refer to the heading “Liquidity, Capital Resources and Financial Position — Foreign Exchange” below.

Net operating revenue growth rates are impacted by sales volume; price, product and geographic mix; foreign currency exchange rate fluctuations; and acquisitions and divestitures. The size and timing of acquisitions and divestitures are not consistent from period to period. Based on current spot rates and our hedging coverage in place, we expect foreign currency exchange rate fluctuations will have an unfavorable impact on our full year 2025 net operating revenues.

#### **Gross Profit Margin**

Gross profit margin is a ratio calculated by dividing gross profit by net operating revenues. Management believes gross profit margin provides investors with useful information related to the profitability of our business prior to considering all of the selling, general and administrative expenses and other operating charges incurred. Management uses this measure in making financial, operating and planning decisions and in evaluating the Company's performance.

Our gross profit margin increased to 62.4% for the three months ended June 27, 2025, compared to 61.1% for the three months ended June 28, 2024. Our gross profit margin increased to 62.5% for the six months ended June 27, 2025, compared to 61.8% for the six months ended June 28, 2024. The increases were primarily due to the impact of favorable pricing initiatives and the refranchising of certain of our bottling operations, partially offset by the unfavorable impact of foreign currency exchange rate fluctuations and higher commodity costs.

#### **Selling, General and Administrative Expenses**

During the three months ended June 27, 2025, selling, general and administrative expenses were \$3,470 million, compared to \$3,549 million during the three months ended June 28, 2024, a decrease of \$79 million, or 2%. During the six months ended June 27, 2025, selling, general and administrative expenses were \$6,704 million, compared to \$6,900 million during the six months ended June 28, 2024, a decrease of \$196 million, or 3%. These decreases were primarily due to the refranchising of certain of our bottling operations as well as the timing of our marketing expenses. During the six months ended June 27, 2025, foreign currency exchange rate fluctuations decreased selling, general and administrative expenses by 1%. Advertising expenses for the three months ended June 27, 2025 and June 28, 2024 were \$1,328 million and \$1,400 million, respectively. Advertising expenses for the six months ended June 27, 2025 and June 28, 2024 were \$2,417 million and \$2,561 million, respectively.

As of June 27, 2025, we had \$334 million of total unrecognized compensation cost related to nonvested stock-based compensation awards granted under our plans, which we expect to recognize over a weighted-average period of 1.8 years as stock-based compensation expense. This expected cost does not include the impact of any future stock-based compensation awards.

#### **Other Operating Charges**

Other operating charges incurred by our operating segments and Corporate were as follows (in millions):

	Three Months Ended		Six Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Europe, Middle East & Africa	\$ —	\$ —	\$ —	\$ —
Latin America	31	—	31	—
North America	—	—	—	760
Asia Pacific	—	—	—	—
Bottling Investments	—	—	—	—
Corporate	40	1,370	113	2,183
Total	\$ 71	\$ 1,370	\$ 144	\$ 2,943

During the three months ended June 27, 2025, the Company recorded other operating charges of \$71 million. These charges primarily included \$31 million related to the impairment of a trademark in Latin America, \$28 million related to the Company's productivity and reinvestment program, \$7 million of transaction costs related to the refranchising of our bottling operations in certain territories in India, \$4 million for the amortization of noncompete agreements related to the BodyArmor acquisition and \$2 million related to tax litigation expense.

During the six months ended June 27, 2025, the Company recorded other operating charges of \$144 million. These charges consisted of \$47 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with our acquisition of fairlife in 2020, which brought the total liability to \$6,173 million and was paid in March 2025. Additionally, other operating charges included \$39 million related to the Company's productivity and reinvestment program, \$31 million related to the impairment of a trademark in Latin America, \$8 million related to an indemnification agreement entered into as a part of the refranchising of certain of our bottling operations, \$7 million for the amortization of noncompete agreements related

to the BodyArmor acquisition, \$7 million of transaction costs related to the refranchising of our bottling operations in certain territories in India and \$5 million related to tax litigation expense.

During the three months ended June 28, 2024, the Company recorded other operating charges of \$1,370 million. These charges consisted of \$1,337 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with our acquisition of fairlife, \$32 million related to the Company's productivity and reinvestment program and \$3 million for the amortization of noncompete agreements related to the BodyArmor acquisition. These charges were partially offset by a net benefit of \$2 million related to a revision of management's estimates for tax litigation expense.

During the six months ended June 28, 2024, the Company recorded other operating charges of \$2,943 million. These charges consisted of \$2,102 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with our acquisition of fairlife, \$760 million related to the impairment of our BodyArmor trademark and \$68 million related to the Company's productivity and reinvestment program. In addition, other operating charges included \$7 million of transaction costs related to the refranchising of our bottling operations in certain territories in India and \$7 million for the amortization of noncompete agreements related to the BodyArmor acquisition. These charges were partially offset by a net benefit of \$1 million related to a revision of management's estimates for tax litigation expense.

Refer to Note 2 of Notes to Consolidated Financial Statements for additional information on the refranchising of our bottling operations in certain territories in India. Refer to Note 9 of Notes to Consolidated Financial Statements for additional information on the tax litigation. Refer to Note 13 of Notes to Consolidated Financial Statements for additional information on the Company's restructuring initiatives. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the fairlife acquisition and the impairments. Refer to Note 17 of Notes to Consolidated Financial Statements for the impact certain of these charges had on our operating segments and Corporate.

### ***Operating Income and Operating Margin***

Information about our operating income contribution by operating segment and Corporate on a percentage basis is as follows:

	Three Months Ended		Six Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Europe, Middle East & Africa	<b>31.0 %</b>	48.7 %	<b>30.1 %</b>	49.5 %
Latin America	<b>22.3</b>	35.0	<b>23.4</b>	39.1
North America	<b>37.9</b>	52.2	<b>37.3</b>	39.2
Asia Pacific	<b>15.1</b>	24.6	<b>16.0</b>	27.3
Bottling Investments	<b>1.4</b>	3.7	<b>2.3</b>	5.3
Corporate	(7.7)	(64.2)	(9.1)	(60.4)
Total	<b>100.0 %</b>	100.0 %	<b>100.0 %</b>	100.0 %

Operating margin is a ratio calculated by dividing operating income by net operating revenues. Management believes operating margin provides investors with useful information related to the profitability of our business after considering all of the selling, general and administrative expenses and other operating charges incurred. Management uses this measure in making financial, operating and planning decisions and in evaluating the Company's performance.

Information about our operating margin on a consolidated basis and for each of our operating segments and Corporate is as follows:

	Three Months Ended		Six Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Consolidated	<b>34.1 %</b>	21.3 %	<b>33.6 %</b>	20.2 %
Europe, Middle East & Africa	<b>44.1</b>	44.6	<b>43.5</b>	44.5
Latin America	<b>60.3</b>	55.8	<b>60.7</b>	58.7
North America	<b>32.3</b>	28.2	<b>31.6</b>	20.6
Asia Pacific	<b>44.2</b>	46.3	<b>45.6</b>	49.0
Bottling Investments	<b>4.2</b>	6.4	<b>6.2</b>	7.6
Corporate	*	*	*	*

\* Calculation is not meaningful.

#### *Three Months Ended June 27, 2025 versus Three Months Ended June 28, 2024*

During the three months ended June 27, 2025, operating income was \$4,280 million, compared to \$2,632 million during the three months ended June 28, 2024, an increase of \$1,648 million, or 63%. The increase was driven by lower other operating charges, favorable pricing initiatives and lower selling, general and administrative expenses, partially offset by a decrease in concentrate sales volume of 1%, higher commodity costs and an unfavorable foreign currency exchange rate impact of 14%.

Fluctuations in foreign currency exchange rates, including the effects of our hedging activities, unfavorably impacted consolidated operating income by 14% due to a stronger U.S. dollar compared to certain foreign currencies, including the Mexican peso and Brazilian real, which had an unfavorable impact on our Latin America operating segment. The unfavorable impact of a stronger U.S. dollar compared to the currencies listed above was partially offset by the impact of a weaker U.S. dollar compared to certain other foreign currencies, including the euro and Japanese yen, which had a favorable impact on our Europe, Middle East and Africa and Asia Pacific operating segments. Refer to the heading “Liquidity, Capital Resources and Financial Position — Foreign Exchange” below.

The Europe, Middle East and Africa operating segment reported operating income of \$1,325 million and \$1,282 million for the three months ended June 27, 2025 and June 28, 2024, respectively. The increase in operating income was primarily driven by an increase in concentrate sales volume of 2%, favorable pricing initiatives and lower operating expenses due to timing, partially offset by higher commodity costs, increased marketing spending and an unfavorable foreign currency exchange rate impact of 4%.

Latin America reported operating income of \$957 million and \$921 million for the three months ended June 27, 2025 and June 28, 2024, respectively. The increase in operating income was primarily driven by favorable pricing initiatives, lower commodity costs and decreased marketing spending due to timing, partially offset by a decrease in concentrate sales volume of 1%, higher operating expenses, higher other operating charges and an unfavorable foreign currency exchange rate impact of 29%.

Operating income for North America for the three months ended June 27, 2025 and June 28, 2024 was \$1,621 million and \$1,376 million, respectively. The increase in operating income was primarily driven by favorable pricing initiatives and lower operating expenses, partially offset by increased marketing spending and an unfavorable foreign currency exchange rate impact of 1%.

Asia Pacific's operating income for the three months ended June 27, 2025 and June 28, 2024 was \$647 million and \$646 million, respectively. The increase in operating income was primarily driven by favorable pricing initiatives, partially offset by a decrease in concentrate sales volume of 5%, higher commodity costs and an unfavorable foreign currency exchange rate impact of 8%.

Bottling Investments' operating income for the three months ended June 27, 2025 and June 28, 2024 was \$59 million and \$98 million, respectively. The decrease in operating income was primarily driven by the impact of refranchising our bottling operations in certain territories in India, a decrease in unit case volume of 2%, higher commodity costs and an unfavorable foreign currency exchange rate impact of 4%.

Corporate's operating loss for the three months ended June 27, 2025 and June 28, 2024 was \$329 million and \$1,691 million, respectively. Operating loss in 2025 decreased primarily as a result of lower other operating charges, primarily due to the prior year remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the fairlife acquisition.

#### *Six Months Ended June 27, 2025 versus Six Months Ended June 28, 2024*

During the six months ended June 27, 2025, operating income was \$7,939 million, compared to \$4,773 million during the six months ended June 28, 2024, an increase of \$3,166 million, or 66%. The increase was driven by lower other operating charges and favorable pricing initiatives, partially offset by higher commodity costs and an unfavorable foreign currency exchange rate impact of 16%.

Fluctuations in foreign currency exchange rates, including the effects of our hedging activities, unfavorably impacted consolidated operating income by 16% due to a stronger U.S. dollar compared to certain foreign currencies, including the Mexican peso, Brazilian real, Argentine peso, Zimbabwe gold, Ethiopian birr, and Turkish lira, which had an unfavorable impact on our Latin America; Europe, Middle East and Africa; and Bottling Investments operating segments. The unfavorable impact of a stronger U.S. dollar compared to the currencies listed above was partially offset by the impact of a weaker U.S. dollar compared to certain other foreign currencies, including the Japanese yen, British pound, and South African rand, which had a favorable impact on our Asia Pacific; Europe, Middle East and Africa; and Bottling Investments operating segments. Refer to the heading “Liquidity, Capital Resources and Financial Position — Foreign Exchange” below.

The Europe, Middle East and Africa operating segment reported operating income of \$2,390 million and \$2,362 million for the six months ended June 27, 2025 and June 28, 2024, respectively. The increase in operating income was primarily driven by an increase in concentrate sales volume of 2% and favorable pricing initiatives, partially offset by higher commodity costs, increased marketing spending and an unfavorable foreign currency exchange rate impact of 6%.

Latin America reported operating income of \$1,861 million and \$1,866 million for the six months ended June 27, 2025 and June 28, 2024, respectively. The decrease in operating income was primarily driven by a decrease in concentrate sales volume of 2%, higher other operating charges and an unfavorable foreign currency exchange rate impact of 26%, partially offset by favorable pricing initiatives, lower commodity costs and lower marketing spending due to timing.

Operating income for North America for the six months ended June 27, 2025 and June 28, 2024 was \$2,962 million and \$1,873 million, respectively. The increase in operating income was primarily driven by favorable pricing initiatives and lower other operating charges due to the impairment of our BodyArmor trademark in the prior year, partially offset by a decrease in concentrate sales volume of 2%, higher commodity costs, increased marketing spending and an unfavorable foreign currency exchange rate impact of 1%. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the impairment of our BodyArmor trademark.

Asia Pacific's operating income for the six months ended June 27, 2025 and June 28, 2024 was \$1,271 million and \$1,303 million, respectively. The decrease in operating income was primarily driven by the impact of structural changes, higher commodity costs, higher operating expenses and an unfavorable foreign currency exchange rate impact of 10%, partially offset by concentrate sales volume growth of 1%, favorable pricing initiatives and lower marketing spending due to timing.

Bottling Investments' operating income for the six months ended June 27, 2025 and June 28, 2024 was \$178 million and \$254 million, respectively. The decrease in operating income was primarily driven by the impact of refranchising our bottling operations in the Philippines, Bangladesh and certain territories in India, a decrease in unit case volume of 2%, higher commodity costs, higher operating expenses and an unfavorable foreign currency exchange rate impact of 4%, partially offset by favorable pricing initiatives.

Corporate's operating loss for the six months ended June 27, 2025 and June 28, 2024 was \$723 million and \$2,885 million, respectively. Operating loss in 2025 decreased primarily as a result of lower other operating charges, primarily due to the prior year remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition as well as lower marketing spending due to timing. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the fairlife acquisition.

Based on current spot rates and our hedging coverage in place, we expect foreign currency exchange rate fluctuations will have an unfavorable impact on our full year 2025 operating income.

#### **Interest Income**

During the three months ended June 27, 2025, interest income was \$188 million, compared to \$275 million during the three months ended June 28, 2024, a decrease of \$87 million, or 32%. During the six months ended June 27, 2025, interest income was \$368 million, compared to \$521 million during the six months ended June 28, 2024, a decrease of \$153 million, or 29%. The decreases were primarily driven by lower average investment balances on our Corporate and certain international investments.

#### **Interest Expense**

During the three months ended June 27, 2025, interest expense was \$445 million, compared to \$418 million during the three months ended June 28, 2024, an increase of \$27 million, or 6%. During the six months ended June 27, 2025, interest expense was \$832 million, compared to \$800 million during the six months ended June 28, 2024, an increase of \$32 million, or 4%. The increases were primarily due to the impact of higher debt balances, partially offset by lower rates on derivative instruments compared to the prior year.

#### **Equity Income (Loss) — Net**

During the three months ended June 27, 2025, equity income was \$561 million, compared to equity income of \$537 million during the three months ended June 28, 2024, an increase of \$24 million, or 4%. During the six months ended June 27, 2025, equity income was \$912 million, compared to equity income of \$891 million during the six months ended June 28, 2024, an increase of \$21 million, or 2%.

### **Other Income (Loss) — Net**

#### *Three Months Ended June 27, 2025 versus Three Months Ended June 28, 2024*

During the three months ended June 27, 2025, other income (loss) — net was income of \$212 million. The Company recognized a net gain of \$163 million related to realized and unrealized gains and losses on equity securities and trading debt securities as well as realized gains and losses on available-for-sale debt securities, a net gain of \$102 million related to the refranchising of our bottling operations in certain territories in India and dividend income of \$36 million. Additionally, the Company recorded an other-than-temporary impairment charge of \$40 million related to an equity method investee in Latin America, a charge of \$28 million related to assets held for sale, \$12 million of costs related to our trade accounts receivable factoring program and net foreign currency exchange losses of \$4 million. Other income (loss) — net also included income of \$3 million related to the non-service cost components of net periodic benefit cost.

During the three months ended June 28, 2024, other income (loss) — net was income of \$2 million. The Company recognized a net gain of \$50 million related to realized and unrealized gains and losses on equity securities and trading debt securities as well as realized gains and losses on available-for-sale debt securities, dividend income of \$48 million and income of \$13 million related to the non-service cost components of net periodic benefit cost. Other income (loss) — net also included net foreign currency exchange losses of \$64 million, an other-than-temporary impairment charge of \$34 million related to an equity method investee in Latin America and \$29 million of costs related to our trade accounts receivable factoring program.

Refer to Note 4 of Notes to Consolidated Financial Statements for additional information on equity and debt securities. Refer to Note 14 of Notes to Consolidated Financial Statements for additional information on net periodic benefit cost or income. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the impairment charges.

#### *Six Months Ended June 27, 2025 versus Six Months Ended June 28, 2024*

During the six months ended June 27, 2025, other income (loss) — net was income of \$466 million. The Company recognized a net gain of \$331 million related to the sale of a portion of our ownership interest in CCEP, a net gain of \$144 million related to realized and unrealized gains and losses on equity securities and trading debt securities as well as realized gains and losses on available-for-sale debt securities, a net gain of \$102 million related to the refranchising of our bottling operations in certain territories in India and dividend income of \$91 million. Additionally, the Company recorded other-than-temporary impairment charges of \$40 million related to an equity method investee in Latin America and \$25 million related to a joint venture in Latin America. Other income (loss) — net also included \$36 million of costs related to our trade accounts receivable factoring program, a charge of \$28 million related to assets held for sale, net foreign currency exchange losses of \$20 million and expense of \$30 million related to the non-service cost components of net periodic benefit cost, which included charges of \$25 million and \$11 million for special termination benefits and a curtailment loss, respectively, related to non-U.S. pension activity.

During the six months ended June 28, 2024, other income (loss) — net was income of \$1,515 million. The Company recognized net gains of \$599 million and \$290 million related to the refranchising of our bottling operations in the Philippines and certain territories in India, respectively. The Company also recognized a net gain of \$516 million related to the sale of our ownership interest in an equity method investee in Thailand. Additionally, the Company recognized a net gain of \$228 million related to realized and unrealized gains and losses on equity securities and trading debt securities as well as realized gains and losses on available-for-sale debt securities, dividend income of \$73 million and income of \$28 million related to the non-service cost components of net periodic benefit cost. Other income (loss) — net also included net foreign currency exchange losses of \$132 million, \$51 million of costs related to our trade accounts receivable factoring program, an other-than-temporary impairment charge of \$34 million related to an equity method investee in Latin America and a loss of \$7 million related to post-closing adjustments for the refranchising of our bottling operations in Vietnam in 2023.

Refer to Note 2 of Notes to Consolidated Financial Statements for additional information on our divestiture activities. Refer to Note 4 of Notes to Consolidated Financial Statements for additional information on equity and debt securities. Refer to Note 14 of Notes to Consolidated Financial Statements for additional information on net periodic benefit cost or income. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the impairment charges.

### **Income Taxes**

The Company recorded income taxes of \$993 million (20.7% effective tax rate) and \$627 million (20.7% effective tax rate) during the three months ended June 27, 2025 and June 28, 2024, respectively. The Company recorded income taxes of \$1,715 million (19.4% effective tax rate) and \$1,314 million (19.0% effective tax rate) during the six months ended June 27, 2025 and June 28, 2024, respectively.

The Company's effective tax rates for the three and six months ended June 27, 2025 and June 28, 2024 vary from the statutory U.S. federal tax rate of 21.0%, primarily due to the tax impact of significant operating and nonoperating items, as described in Note 12 of Notes to Consolidated Financial Statements, along with the tax benefits of having significant earnings generated

outside of the United States and significant earnings generated in investments accounted for under the equity method, both of which are generally taxed at rates lower than the statutory U.S. federal tax rate.

The Company's effective tax rates for the three and six months ended June 27, 2025 included \$12 million and \$155 million, respectively, of net tax benefits related to various discrete tax items, including net interest income of \$54 million and \$107 million, respectively, related to the IRS Tax Litigation Deposit recorded in the line item income taxes in our consolidated statements of income, in accordance with our accounting policy. The Company's effective tax rate for the six months ended June 27, 2025 also included a tax benefit of \$85 million related to a change in the Company's indefinite reinvestment assertion for certain foreign entities.

The Company's effective tax rates for the three and six months ended June 28, 2024 included \$119 million and \$60 million, respectively, of net tax expense related to various discrete tax items, including the resolution of certain foreign tax matters.

On November 18, 2020, the Tax Court issued the Opinion regarding the Company's 2015 litigation with the IRS involving transfer pricing tax adjustments in which it predominantly sided with the IRS. On November 8, 2023, the Tax Court issued a supplemental opinion, siding with the IRS in concluding both that the blocked-income regulations apply to the Company's operations and that the Tax Court opinion in *3M Co. & Subs. v. Commissioner* (February 9, 2023) controlled as to the validity of those regulations. The Company strongly disagrees with the Opinions and intends to vigorously defend its positions. Refer to Note 9 of Notes to Consolidated Financial Statements for additional information on the tax litigation.

At the end of each quarter, we make our best estimate of the effective tax rate expected to be applicable for the full fiscal year. This estimate reflects, among other items, our best estimate of operating results and foreign currency exchange rates. Based on current tax laws, including the impact of several countries enacting global minimum tax regulations, the Company's effective tax rate in 2025 is expected to be approximately 20.8% before considering the potential impact of any significant operating and nonoperating items that may affect our effective tax rate. This rate does not include the impact of the ongoing tax litigation with the IRS, if the Company were not to prevail.

Many jurisdictions have enacted legislation and adopted policies resulting from the Organization for Economic Co-operation and Development's ("OECD") Anti-Base Erosion and Profit Shifting project. The OECD is currently coordinating a two-pillared project on behalf of the Group of Twenty (G20) and other participating countries which would grant additional taxing rights over profits earned by multinational enterprises to the countries in which their products are sold and services rendered. Pillar One would allow countries to reallocate a portion of profits earned by multinational businesses with an annual global revenue exceeding €20 billion and a profit margin of over 10% to applicable market jurisdictions. While the OECD issued draft language for the international implementation of Pillar One in October 2023, both the substantive rules and implementation process remain under discussion at the OECD, so the timetable for any implementation remains uncertain.

In December 2021, the OECD issued Pillar Two model rules which would establish a global per-country minimum tax of 15%, and the European Union has approved a directive requiring member states to incorporate similar provisions into their respective domestic laws. The directive requires, with certain limited exceptions, the rules to initially become effective for fiscal years starting on or after December 31, 2023. Numerous countries have enacted legislation that implemented certain aspects of Pillar Two effective January 1, 2024, while many others have indicated their intent to adopt, or have adopted, legislation effective in 2025. On June 28, 2025, the Group of Seven (G7) released a statement announcing an understanding of a potential "side-by-side system" approach to the Pillar Two framework that would exclude U.S.-parented groups from certain Pillar Two provisions in recognition of existing U.S. minimum tax rules. The OECD and implementing countries are expected to continue to make further revisions to their legislation and release additional guidance. The Company will continue to monitor developments to determine any potential impact in the countries in which we operate.

## **LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION**

We believe our ability to generate cash flows from operating activities is one of the fundamental strengths of our business. Refer to the heading "Cash Flows from Operating Activities" below. The Company does not typically raise capital through the issuance of stock. Instead, we use debt financing to lower our overall cost of capital and increase our return on shareowners' equity. Refer to the heading "Cash Flows from Financing Activities" below. We have a history of borrowing funds both domestically and internationally at reasonable interest rates, and we expect to be able to continue to borrow funds at reasonable rates over the long term. Our debt financing also includes the use of a commercial paper program. We currently have the ability to borrow funds in this market at levels that are consistent with our debt financing strategy, and we expect to continue to be able to do so in the future. The Company regularly reviews its optimal mix of short-term and long-term debt.

The Company's cash, cash equivalents, short-term investments and marketable securities totaled \$14.3 billion as of June 27, 2025. In addition to these funds, our commercial paper program, and our ability to issue long-term debt, we had \$4.6 billion in unused backup lines of credit for general corporate purposes as of June 27, 2025. These backup lines of credit expire at various times through 2030.

Our current payment terms with the majority of our suppliers are 120 days. Certain financial institutions offer a voluntary supply chain finance program which enables our suppliers, at their sole discretion, to sell their receivables from the Company to these financial institutions on a non-recourse basis at a rate that leverages our credit rating and thus may be more beneficial to them. We do not believe there is a risk that our payment terms will be shortened in the near future. Refer to Note 7 of Notes to Consolidated Financial Statements for additional information.

The Company has a trade accounts receivable factoring program in certain countries. Under this program, we can elect to sell trade accounts receivables to unaffiliated financial institutions at discount. In these factoring arrangements, for ease of administration, the Company collects customer payments related to the factored receivables and remits those payments to the financial institutions. The Company sold \$8,400 million and \$10,021 million of trade accounts receivables under this program during the six months ended June 27, 2025 and June 28, 2024, respectively. The costs of factoring such receivables were \$36 million and \$51 million for the six months ended June 27, 2025 and June 28, 2024, respectively. The cash received from the financial institutions is reflected within the operating activities section of our consolidated statement of cash flows.

Our current capital allocation priorities are as follows: investing wisely to support our business operations, continuing to grow our dividend payment, enhancing our beverage portfolio and capabilities through consumer-centric acquisitions, and using excess cash to repurchase shares over time. We currently expect 2025 capital expenditures to be approximately \$2.2 billion. During 2025, we expect to repurchase shares to offset dilution resulting from employee stock-based compensation.

We are currently in litigation with the IRS for tax years 2007 through 2009. On November 18, 2020, the Tax Court issued the Opinion in which it predominantly sided with the IRS. On November 8, 2023, the Tax Court issued a supplemental opinion, siding with the IRS in concluding both that certain U.S. tax regulations (known as the blocked-income regulations) that address the effect of certain Brazilian legal restrictions on royalty payments by the Company's licensee in Brazil apply to the Company's operations and that the Tax Court opinion in *3M Co. & Subs. v. Commissioner* (February 9, 2023) controlled as to the validity of those regulations. On August 2, 2024, the Tax Court entered a decision reflecting additional federal income tax of \$2.7 billion for the 2007 through 2009 tax years. With applicable interest, the total liability for the 2007 through 2009 tax years resulting from the Tax Court's decision is \$6.0 billion, for which the IRS issued the Company invoices on September 3, 2024. The Company paid the IRS Tax Litigation Deposit on September 10, 2024, which stopped interest from accruing on the additional tax due for the 2007 through 2009 tax years. That amount, plus interest earned, would be refunded in full or in part if the Company's tax positions are ultimately sustained on appeal. For the three and six months ended June 27, 2025, the Company recorded net interest income of \$54 million and \$107 million, respectively, related to this tax payment in the line item income taxes in our consolidated statements of income, in accordance with our accounting policy. The payment of the IRS invoices and the related accrued interest were recorded in the line item other noncurrent assets in our consolidated balance sheets as of June 27, 2025 and December 31, 2024. On October 22, 2024, the Company appealed the Tax Court's decision to the U.S. Court of Appeals for the Eleventh Circuit. The Company filed its principal appellate brief with the U.S. Court of Appeals for the Eleventh Circuit on March 12, 2025. The Company strongly disagrees with the IRS' positions and the portions of the Opinions affirming such positions and intends to vigorously defend our positions utilizing every available avenue of appeal. While the Company believes that it is more likely than not that we will ultimately prevail in this litigation upon appeal, it is possible that all, or some portion of, the adjustments proposed by the IRS and sustained by the Tax Court could ultimately be upheld. In that event, the Company would not receive a refund of the applicable portion or all of the \$6.0 billion it paid in response to the IRS invoices issued in September 2024 and the related accrued interest receivable of \$241 million as of June 27, 2025. Additionally, the Company would likely be subject to significant additional liabilities for subsequent years, which could have a material adverse impact on the Company's financial position, results of operations and cash flows. The Company estimates that the potential aggregate remaining incremental tax and interest liability for the tax years 2010 through 2024 could be approximately \$12 billion as of December 31, 2024. Additional income tax and interest on any unpaid potential liabilities for the 2010 through 2024 tax years would continue to accrue until the time any such potential liability, or portion thereof, were to be paid. The Company estimates the impact of the continued application of the methodology asserted by the IRS and affirmed in the Opinions for the three and six months ended June 27, 2025 would increase the potential aggregate incremental tax and interest liability by approximately \$400 million and \$800 million, respectively. Refer to Note 9 of Notes to Consolidated Financial Statements for additional information on the tax litigation.

While we believe it is more likely than not that we will prevail in the tax litigation discussed above, we are confident that, between our ability to generate cash flows from operating activities and our ability to borrow funds at reasonable interest rates, we can manage the range of possible outcomes in the final resolution of the matter.

Based on all of the aforementioned factors, the Company believes its current liquidity position is strong and will continue to be sufficient to fund our operating activities and cash commitments for investing and financing activities for the foreseeable future.

### **Cash Flows from Operating Activities**

Net cash used in operating activities during the six months ended June 27, 2025 was \$1,391 million, and net cash provided by operating activities during the six months ended June 28, 2024 was \$4,113 million, a decrease of \$5,504 million. The decrease was primarily driven by \$6,069 million of the \$6,173 million final milestone payment for fairlife that was made during the six months ended June 27, 2025, the prior year benefits of both the trade accounts receivable factoring program and the dividend payment from an equity method investee in Thailand, higher net interest payments, as well as the unfavorable impact due to foreign currency exchange rate fluctuations. These items were partially offset by strong cash operating results, lower tax payments, the transfer of surplus non-U.S. plan assets from pension trusts to general assets of the Company and the timing of changes in working capital.

### **Cash Flows from Investing Activities**

Net cash used in investing activities during the six months ended June 27, 2025 was \$278 million, and net cash provided by investing activities during the six months ended June 28, 2024 was \$997 million.

#### *Purchases of Investments and Proceeds from Disposals of Investments*

During the six months ended June 27, 2025, purchases of investments were \$2,865 million and proceeds from disposals of investments were \$2,201 million, resulting in a net cash outflow of \$664 million. During the six months ended June 28, 2024, purchases of investments were \$3,827 million and proceeds from disposals of investments were \$2,662 million, resulting in a net cash outflow of \$1,165 million. This activity primarily represents the purchases of, and proceeds from the disposals of, investments in marketable securities and short-term investments that were made as part of the Company's overall cash management strategy. Also included in this activity are purchases of, and proceeds from the disposals of, investments held by our captive insurance companies. Refer to Note 4 of Notes to Consolidated Financial Statements for additional information on our investments.

#### *Proceeds from Disposals of Businesses, Equity Method Investments and Nonmarketable Securities*

During the six months ended June 27, 2025 and June 28, 2024, proceeds from disposals of businesses, equity method investments and nonmarketable securities were \$973 million and \$2,907 million, respectively. The activity during the six months ended June 27, 2025 primarily related to the sale of a portion of our ownership interest in CCEP and the refranchising of certain of our bottling operations. The activity during the six months ended June 28, 2024 primarily related to sales of our ownership interests in certain equity method investees and the refranchising of certain of our bottling operations. Refer to Note 2 of Notes to Consolidated Financial Statements.

#### *Purchases of Property, Plant and Equipment*

Purchases of property, plant and equipment during the six months ended June 27, 2025 and June 28, 2024 were \$751 million and \$792 million, respectively.

#### *Other Investing Activities*

During the six months ended June 27, 2025 and June 28, 2024, the total cash inflow was \$124 million and \$127 million, respectively. The activity during the six months ended June 27, 2025 included \$98 million related to the reimbursement of advanced payments made to finance the construction of leased assets. The activity during the six months ended June 28, 2024 included the collection of \$69 million of deferred proceeds related to the refranchising of our bottling operations in Vietnam.

### **Cash Flows from Financing Activities**

Net cash provided by financing activities during the six months ended June 27, 2025 was \$52 million, and net cash used in financing activities during the six months ended June 28, 2024 was \$532 million.

#### *Loans, Notes Payable and Long-Term Debt*

During the six months ended June 27, 2025, the Company had issuances of debt of \$5,320 million, which consisted of \$1,547 million of net issuances of commercial paper and short-term debt with maturities of 90 days or less, \$3,205 million of issuances of commercial paper and short-term debt with maturities greater than 90 days and long-term debt issuances of \$568 million, net of related discounts and issuance costs. Refer to Note 8 of Notes to Consolidated Financial Statements for additional information.

The Company made payments of debt of \$2,630 million during the six months ended June 27, 2025, which consisted of \$1,957 million of payments related to commercial paper and short-term debt with maturities greater than 90 days and payments of long-term debt of \$673 million.

During the six months ended June 28, 2024, the Company had issuances of debt of \$6,832 million, which consisted of \$2,677 million of issuances of commercial paper and short-term debt with maturities greater than 90 days and long-term debt issuances of \$4,155 million, net of related discounts and issuance costs.

The Company made payments of debt of \$4,734 million during the six months ended June 28, 2024, which consisted of \$1,117 million of net payments of commercial paper and short-term debt with maturities of 90 days or less, payments of \$2,450 million related to commercial paper and short-term debt with maturities greater than 90 days and payments of long-term debt of \$1,167 million.

#### ***Issuances of Stock***

The issuances of stock during the six months ended June 27, 2025 and June 28, 2024 were related to the exercise of stock options by employees.

#### ***Purchases of Stock for Treasury***

During the six months ended June 27, 2025, the total cash outflow for treasury stock purchases was \$472 million. The Company repurchased 5.4 million shares of common stock under the share repurchase plan authorized by our Board of Directors. These shares were repurchased at an average cost of \$66.27 per share, for a total cost of \$360 million. In addition to shares repurchased under the share repurchase plan, the Company's treasury stock activity included shares surrendered to the Company to pay the exercise price and/or to satisfy tax withholding obligations in connection with so-called stock swap exercises of employee stock options and/or the vesting of restricted stock issued to employees. The net impact of the Company's issuances of stock and share repurchases during the six months ended June 27, 2025 resulted in a net cash outflow of \$249 million.

During the six months ended June 28, 2024, the total cash outflow for treasury stock purchases was \$874 million. The Company repurchased 12.9 million shares of common stock under the share repurchase plan authorized by our Board of Directors. These shares were repurchased at an average cost of \$60.38 per share, for a total cost of \$777 million. In addition to shares repurchased under the share repurchase plan, the Company's treasury stock activity included shares surrendered to the Company to pay the exercise price and/or to satisfy tax withholding obligations in connection with so-called stock swap exercises of employee stock options and/or the vesting of restricted stock issued to employees. The net impact of the Company's issuances of stock and share repurchases during the six months ended June 28, 2024 resulted in a net cash outflow of \$437 million.

#### ***Dividends***

During the six months ended June 27, 2025 and June 28, 2024, the Company paid dividends of \$2,283 million and \$2,184 million, respectively. As a result of the timing of our quarterly reporting periods as well as our dividend payment dates, the Company paid substantially all of the 2024 and 2025 second quarterly dividends in the third quarter of each year.

Our Board of Directors approved the Company's regular quarterly dividend of \$0.51 per share at its July 2025 meeting. This dividend is payable on October 1, 2025 to shareowners of record as of the close of business on September 15, 2025.

#### ***Other Financing Activities***

During the six months ended June 27, 2025 and June 28, 2024, the total cash outflow for other financing activities was \$106 million and \$9 million, respectively. The cash outflow during the six months ended June 27, 2025 included \$104 million of the \$6,173 million final milestone payment for fairlife.

#### ***Foreign Exchange***

Our international operations are subject to certain opportunities and risks, including currency fluctuations and governmental actions. We closely monitor our operations in each country and seek to adopt appropriate strategies that are responsive to changing economic and political environments as well as to fluctuations in currencies.

Due to the geographic diversity of our operations, weakness in some currencies may be offset by strength in other currencies over time. Our hedging activities are designed to mitigate, over time, a portion of the impact of exchange rate fluctuations on our net income. Taking into account the effects of our hedging activities, the impact of fluctuations in foreign currency exchange rates decreased our operating income for the three and six months ended June 27, 2025 by 14% and 16%, respectively.

Based on current spot rates and our hedging coverage in place, we expect foreign currency exchange rate fluctuations will have an unfavorable impact on operating income and cash flows from operating activities through the end of the year.

***Item 3. Quantitative and Qualitative Disclosures About Market Risk***

We have no material changes to the disclosures on this matter made in our Annual Report on Form 10-K for the year ended December 31, 2024.

***Item 4. Controls and Procedures***

*Evaluation of Disclosure Controls and Procedures*

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company’s “disclosure controls and procedures” (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (“Exchange Act”)) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of June 27, 2025.

*Changes in Internal Control Over Financial Reporting*

There have been no changes in the Company’s internal control over financial reporting during the quarter ended June 27, 2025 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

## **Part II. Other Information**

### **Item 1. Legal Proceedings**

Information regarding reportable legal proceedings is contained in Part I, "Item 3. Legal Proceedings" in our Annual Report on Form 10-K for the year ended December 31, 2024, as updated in Part II, "Item 1. Legal Proceedings" in our Quarterly Report on Form 10-Q for the quarter ended March 28, 2025. The following updates and restates the description of the previously reported U.S. Federal Income Tax Dispute matter and provides updates to a previously reported environmental matter. Management believes that, except as disclosed in "U.S. Federal Income Tax Dispute" below, the total liabilities of the Company that may arise as a result of currently pending legal proceedings will not have a material adverse effect on the Company taken as a whole.

#### *U.S. Federal Income Tax Dispute*

On September 17, 2015, the Company received a Notice from the IRS seeking approximately \$3.3 billion of additional federal income tax for years 2007 through 2009. In the Notice, the IRS stated its intent to reallocate over \$9 billion of income to the U.S. parent company from certain of its foreign affiliates that the U.S. parent company licensed to manufacture, distribute, sell, market and promote its products in certain non-U.S. markets.

The Notice concerned the Company's transfer pricing between its U.S. parent company and certain of its foreign affiliates. IRS rules governing transfer pricing require arm's-length pricing of transactions between related parties such as the Company's U.S. parent and its foreign affiliates.

To resolve the same transfer pricing issue for the tax years 1987 through 1995, the Company and the IRS had agreed in 1996 on an arm's-length methodology for determining the amount of U.S. taxable income that the U.S. parent company would report as compensation from its foreign licensees. The Company and the IRS memorialized this accord in the Closing Agreement resolving that dispute. The Closing Agreement provided that, absent a change in material facts or circumstances or relevant federal tax law, in calculating the Company's income taxes going forward, the Company would not be assessed penalties by the IRS for using the agreed-upon tax calculation methodology that the Company and the IRS agreed would be used for the 1987 through 1995 tax years.

The IRS audited and confirmed the Company's compliance with the agreed-upon Closing Agreement methodology in five successive audit cycles for tax years 1996 through 2006.

The September 17, 2015 Notice from the IRS retroactively rejected the previously agreed-upon methodology for the 2007 through 2009 tax years in favor of an entirely different methodology, without prior notice to the Company. Using the new tax calculation methodology, the IRS reallocated over \$9 billion of income to the U.S. parent company from its foreign licensees for tax years 2007 through 2009. Consistent with the Closing Agreement, the IRS did not assert penalties, and it has yet to do so.

The IRS designated the Company's matter for litigation on October 15, 2015. Litigation designation is an IRS determination that forecloses to a company any and all alternative means for resolution of a tax dispute. As a result of the IRS' designation of the Company's matter for litigation, the Company was forced to either accept the IRS' newly imposed tax assessment and pay the full amount of the asserted tax or litigate the matter in the federal courts. The matter remains subject to the IRS' litigation designation, preventing the Company from any attempt to settle or otherwise mutually resolve the matter with the IRS.

The Company consequently initiated litigation by filing a petition in the Tax Court in December 2015, challenging the tax adjustments enumerated in the Notice.

Prior to trial, the IRS increased its transfer pricing adjustment by \$385 million, resulting in an additional tax adjustment of \$135 million. The Company obtained a summary judgment in its favor on a different matter related to Mexican foreign tax credits, which thereafter effectively reduced the IRS' potential tax adjustment by \$138 million.

The trial was held in the Tax Court from March through May 2018, and final post-trial briefs were filed and exchanged in April 2019.

On November 18, 2020, the Tax Court issued the Opinion in which it predominantly sided with the IRS but agreed with the Company that dividends previously paid by the foreign licensees to the U.S. parent company in reliance upon the Closing Agreement should continue to be allowed to offset royalties, including those that would become payable to the Company in accordance with the Opinion. On November 8, 2023, the Tax Court issued a supplemental opinion, siding with the IRS in concluding both that certain U.S. tax regulations (known as the blocked-income regulations) that address the effect of certain Brazilian legal restrictions on royalty payments by the Company's licensee in Brazil apply to the Company's operations and that the Tax Court opinion in *3M Co. & Subs. v. Commissioner* (February 9, 2023) controlled as to the validity of those regulations.

The Company believes that the IRS and the Tax Court misinterpreted and misapplied the applicable regulations in reallocating income earned by the Company's foreign licensees to increase the Company's U.S. tax. Moreover, the Company believes that the retroactive imposition of such tax liability using a calculation methodology different from that previously agreed upon by the IRS and the Company, and audited by the IRS for over a decade, is unconstitutional. The Company intends to assert its claims on appeal and vigorously defend its positions. In addition, for its litigation with the IRS and for purposes of its appeal of the Tax Court decision, the Company continues to evaluate the implications of several significant administrative law cases recently decided by the U.S. Supreme Court, most notably *Loper Bright v. Raimondo*, which overruled the *Chevron* case. Since 1984, the *Chevron* case had required that courts defer to agency interpretations of statutes and agency action. In *Ohio v. EPA* and *Garland v. Cargill*, two of the recent decisions, the U.S. Supreme Court demonstrated how courts are to rule on agency interpretations and actions without the deference previously required by the *Chevron* case.

On August 2, 2024, the Tax Court entered a decision reflecting additional federal income tax of \$2.7 billion for the 2007 through 2009 tax years. With applicable interest, the total liability for the 2007 through 2009 tax years resulting from the Tax Court's decision is \$6.0 billion, for which the IRS issued the Company invoices on September 3, 2024. The Company paid the IRS Tax Litigation Deposit on September 10, 2024, which stopped interest from accruing on the additional tax due for the 2007 through 2009 tax years. That amount, plus interest earned, would be refunded in full or in part if the Company's tax positions are ultimately sustained on appeal. For the three and six months ended June 27, 2025, the Company recorded net interest income of \$54 million and \$107 million, respectively, related to this tax payment in the line item income taxes in our consolidated statements of income, in accordance with our accounting policy. The payment of the IRS invoices and the related accrued interest were recorded in the line item other noncurrent assets in our consolidated balance sheets as of June 27, 2025 and December 31, 2024. On October 22, 2024, the Company appealed the Tax Court's decision to the U.S. Court of Appeals for the Eleventh Circuit. The Company filed its principal appellate brief with the U.S. Court of Appeals for the Eleventh Circuit on March 12, 2025. The IRS filed its appellate brief on July 7, 2025.

In determining the amount of tax reserve to be recorded as of December 31, 2020, the Company completed the required two-step evaluation process prescribed by Accounting Standards Codification 740, *Accounting for Income Taxes*. In doing so, we consulted with outside advisors, and we reviewed and considered relevant laws, rules, and regulations, including, but not limited to, the Opinions and relevant caselaw. We also considered our intention to vigorously defend our positions and assert our various well-founded legal claims via every available avenue of appeal. We concluded, based on the technical and legal merits of the Company's tax positions, that it is more likely than not the Company's tax positions will ultimately be sustained on appeal. In addition, we considered a number of alternative transfer pricing methodologies, including the Tax Court Methodology, that could be applied by the courts upon final resolution of the litigation. Based on the required probability analysis, we determined the methodologies we believe the federal courts could ultimately order to be used in calculating the Company's tax. As a result of this analysis, we recorded a tax reserve of \$438 million during the year ended December 31, 2020 related to the application of the resulting methodologies as well as the different tax treatment applicable to dividends originally paid to the U.S. parent company by its foreign licensees, in reliance upon the Closing Agreement, that would be recharacterized as royalties in accordance with the Opinions and the Company's analysis.

The Company's conclusion that it is more likely than not the Company's tax positions will ultimately be sustained on appeal is unchanged as of June 27, 2025. However, based on the required probability analysis and the accrual of interest through the current reporting period, we updated our tax reserve as of June 27, 2025 to \$493 million.

While the Company strongly disagrees with the IRS' positions and the portions of the Opinions affirming such positions, it is possible that some portion or all of the adjustments proposed by the IRS and sustained by the Tax Court could ultimately be upheld. In that event, the Company would not receive a refund of the applicable portion or all of the \$6.0 billion it paid in response to the IRS invoices issued in September 2024 and the related accrued interest receivable of \$241 million as of June 27, 2025. Additionally, the Company would likely be subject to significant additional liabilities for subsequent years, which could have a material adverse impact on the Company's financial position, results of operations and cash flows.

The Company calculated the potential impact of applying the Tax Court Methodology to reallocate income from foreign licensees potentially covered within the scope of the Opinions for the 2010 through 2024 tax years, assuming such methodology were to be ultimately upheld by the courts, and the IRS were to decide to apply that methodology to subsequent years, with consent of the federal courts. This impact would include taxes and interest accrued through December 31, 2024. The calculations incorporated the estimated impact of correlative adjustments to the previously accrued transition tax payable under the 2017 Tax Cuts and Jobs Act. The Company estimates that the potential aggregate remaining incremental tax and interest liability for the tax years 2010 through 2024 could be approximately \$12 billion as of December 31, 2024. Additional income tax and interest on any unpaid potential liabilities for the 2010 through 2024 tax years would continue to accrue until the time any such potential liability, or portion thereof, were to be paid. The Company estimates the impact of the continued application of the Tax Court Methodology for the three and six months ended June 27, 2025 would increase the potential aggregate incremental tax and interest liability by approximately \$400 million and \$800 million, respectively. We currently project the continued application of the Tax Court Methodology in 2025, assuming similar facts and circumstances as of December 31,

2024, would result in an incremental annual tax liability that would increase the Company's effective tax rate by approximately 3.5%.

#### *Environmental Matter*

On June 20, 2024, the Mayor and City Council of Baltimore filed a lawsuit against the Company and several unrelated parties in the Circuit Court for Baltimore City, Maryland ("Baltimore Circuit Court"), concerning the environmental impacts of plastic packaging on the city's lands and waterways. The Company believes it has strong defenses to the claims. On July 21, 2025, the Baltimore Circuit Court granted in part the Company's Motion to Dismiss, dismissing with prejudice all claims except the public nuisance claim. Proceedings on the public nuisance claim have been stayed pending the outcome of informative Maryland Supreme Court cases.

#### **Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024, which could materially affect our business, financial condition or future results. The risks described in this report and in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, could also materially adversely affect our business, financial condition or future results.

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

The following table presents information with respect to purchases of common stock of the Company made during the three months ended June 27, 2025 by the Company or any "affiliated purchaser" of the Company as defined in Rule 10b-18(a)(3) under the Exchange Act:

Period	Total Number of Shares Purchased <sup>1</sup>	Average Price Paid Per Share	Total Number of Shares Purchased as Part of the Publicly Announced Plan <sup>2</sup>	Maximum Number of Shares That May Yet Be Purchased Under the Publicly Announced Plan
March 29, 2025 through April 25, 2025	179,517	\$ 71.34	178,100	71,879,934
April 26, 2025 through May 23, 2025	143,023	71.13	142,000	71,737,934
May 24, 2025 through June 27, 2025	823,333	70.72	823,100	70,914,834
<b>Total</b>	<b>1,145,873</b>	<b>\$ 70.87</b>	<b>1,143,200</b>	

<sup>1</sup> The total number of shares purchased includes: (1) shares purchased, if any, pursuant to the 2019 Plan described in footnote 2 below and (2) shares surrendered, if any, to the Company to pay the exercise price and/or to satisfy tax withholding obligations in connection with so-called stock swap exercises of employee stock options and/or the vesting of restricted stock issued to employees.

<sup>2</sup> In February 2019, the Company publicly announced that our Board of Directors had authorized a plan ("2019 Plan") for the Company to purchase up to 150 million shares of our common stock. This column discloses the number of shares purchased, if any, pursuant to the 2019 Plan during the indicated time periods (including shares purchased pursuant to the terms of preset trading plans meeting the requirements of Rule 10b5-1 under the Exchange Act).

#### **Item 5. Other Information**

During the fiscal quarter ended June 27, 2025, none of our Directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) 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 of Regulation S-K.

#### **Item 6. Exhibits**

In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company or the other parties to the agreements. The agreements contain representations, warranties, covenants and conditions by or of each of the parties to the applicable agreement. These representations, warranties, covenants and conditions have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- may have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement, or such other date or dates as may be specified in the agreement, and are subject to more recent developments.

Accordingly, these representations, warranties, covenants and conditions may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company may be found elsewhere in this report and the Company's other public filings, which are available without charge through the Securities and Exchange Commission's website at <http://www.sec.gov>.

## EXHIBIT INDEX

### Exhibit No.

(With regard to applicable cross-references in the list of exhibits below, the Company's Current, Quarterly and Annual Reports are filed with the Securities and Exchange Commission ("SEC") under File No. 001-02217; and Coca-Cola Refreshments USA, LLC's (formerly known as Coca-Cola Refreshments USA, Inc. and Coca-Cola Enterprises Inc.) Current, Quarterly and Annual Reports are filed with the SEC under File No. 001-09300).

- |      |  |
|------|--|
| 3.1  | <a href="#">Certificate of Incorporation of the Company, including Amendment of Certificate of Incorporation, dated July 27, 2012 — incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 28, 2012.</a>   |
| 3.2  | <a href="#">By-Laws of the Company, as amended and restated through October 19, 2023 — incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on October 20, 2023.</a>  |
| 4.1  | As permitted by the rules of the SEC, the Company has not filed certain instruments defining the rights of holders of long-term debt of the Company or consolidated subsidiaries under which the total amount of securities authorized does not exceed 10% of the total assets of the Company and its consolidated subsidiaries. The Company agrees to furnish to the SEC, upon request, a copy of any omitted instrument. |
| 4.2  | <a href="#">Amended and Restated Indenture, dated as of April 26, 1988, between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee — incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 25, 2017.</a>   |
| 4.3  | <a href="#">First Supplemental Indenture, dated as of February 24, 1992, to Amended and Restated Indenture, dated as of April 26, 1988, between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee — incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on May 25, 2017.</a>   |
| 4.4  | <a href="#">Second Supplemental Indenture, dated as of November 1, 2007, to Amended and Restated Indenture, dated as of April 26, 1988, as amended, between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee — incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on May 25, 2017.</a>                               |
| 4.5  | <a href="#">Form of Note for 1.875% Notes due 2026 — incorporated herein by reference to Exhibit 4.4 to the Company's Registration Statement on Form 8-A filed on September 19, 2014.</a>  |
| 4.6  | <a href="#">Form of Note for 1.125% Notes due 2027 — incorporated herein by reference to Exhibit 4.7 to the Company's Registration Statement on Form 8-A filed on March 6, 2015.</a>   |
| 4.7  | <a href="#">Form of Note for 1.625% Notes due 2035 — incorporated herein by reference to Exhibit 4.8 to the Company's Registration Statement on Form 8-A filed on March 6, 2015.</a>   |
| 4.8  | <a href="#">Form of Note for 1.100% Notes due 2036 — incorporated herein by reference to Exhibit 4.4 to the Company's Registration Statement on Form 8-A filed on September 2, 2016.</a>   |
| 4.9  | <a href="#">Form of Note for 2.900% Notes due 2027 — incorporated herein by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on May 25, 2017.</a>  |
| 4.10 | <a href="#">Form of Note for 0.750% Notes due 2026 — incorporated herein by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed on March 8, 2019.</a>   |
| 4.11 | <a href="#">Form of Note for 1.250% Notes due 2031 — incorporated herein by reference to Exhibit 4.7 to the Company's Current Report on Form 8-K filed on March 8, 2019.</a>   |
| 4.12 | <a href="#">Form of Note for 2.125% Notes due 2029 — incorporated herein by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on September 9, 2019.</a>   |
| 4.13 | <a href="#">Form of Note for 3.375% Notes due 2027 — incorporated herein by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on March 25, 2020.</a>  |
| 4.14 | <a href="#">Form of Note for 3.450% Notes due 2030 — incorporated herein by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed on March 25, 2020.</a>  |
| 4.15 | <a href="#">Form of Note for 4.125% Notes due 2040 — incorporated herein by reference to Exhibit 4.7 to the Company's Current Report on Form 8-K filed on March 25, 2020.</a>  |

- 4.16 [Form of Note for 4.200% Notes due 2050 — incorporated herein by reference to Exhibit 4.8 to the Company’s Current Report on Form 8-K filed on March 25, 2020.](#)
- 4.17 [Form of Note for 1.450% Notes due 2027 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.18 [Form of Note for 1.650% Notes due 2030 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.19 [Form of Note for 2.500% Notes due 2040 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.20 [Form of Note for 2.600% Notes due 2050 — incorporated herein by reference to Exhibit 4.7 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.21 [Form of Note for 2.750% Notes due 2060 — incorporated herein by reference to Exhibit 4.8 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.22 [Form of Note for 0.125% Notes due 2029 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.23 [Form of Note for 0.375% Notes due 2033 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.24 [Form of Note for 0.800% Notes due 2040 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.25 [Form of Note for 1.000% Notes due 2028 — incorporated herein by reference to Exhibit 4.7 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.26 [Form of Note for 1.375% Notes due 2031 — incorporated herein by reference to Exhibit 4.8 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.27 [Form of Note for 2.500% Notes due 2051 — incorporated herein by reference to Exhibit 4.9 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.28 [Form of Note for 1.500% Notes due 2028 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on March 5, 2021.](#)
- 4.29 [Form of Note for 2.000% Notes due 2031 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on March 5, 2021.](#)
- 4.30 [Form of Note for 0.125% Notes due 2029 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on March 9, 2021.](#)
- 4.31 [Form of Note for 0.500% Notes due 2033 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on March 9, 2021.](#)
- 4.32 [Form of Note for 1.000% Notes due 2041 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on March 9, 2021.](#)
- 4.33 [Form of Note for 2.250% Notes due 2032 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 5, 2021.](#)
- 4.34 [Form of Note for 2.875% Notes due 2041 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 5, 2021.](#)
- 4.35 [Form of Note for 3.000% Notes due 2051 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on May 5, 2021.](#)
- 4.36 [Form of Note for 0.950% Notes due 2036 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 6, 2021.](#)
- 4.37 [Form of Note for 0.400% Notes due 2030 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 17, 2021.](#)
- 4.38 [Form of Note for 5.000% Notes due 2034 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 13, 2024.](#)
- 4.39 [Form of Note for 5.300% Notes due 2054 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 13, 2024.](#)
- 4.40 [Form of Note for 5.400% Notes due 2064 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on May 13, 2024.](#)
- 4.41 [Form of Note for 3.125% Notes due 2032 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 14, 2024.](#)
- 4.42 [Form of Note for 3.500% Notes due 2044 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 14, 2024.](#)
- 4.43 [Form of Note for 4.650% Notes due 2034 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on August 14, 2024.](#)

- 4.44 [Form of Note for 5.200% Notes due 2055 — incorporated herein by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on August 14, 2024.](#)
- 4.45 [Form of Note for 3.375% Notes due 2037 — incorporated herein by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on August 15, 2024.](#)
- 4.46 [Form of Note for 3.750% Notes due 2053 — incorporated herein by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on August 15, 2024.](#)
- 4.47 Indenture, dated as of July 30, 1991, between Coca-Cola Refreshments USA, Inc. and Deutsche Bank Trust Company Americas, as trustee — incorporated herein by reference to Exhibit 4.1 to Coca-Cola Refreshments USA, Inc.'s Current Report on Form 8-K dated July 30, 1991.
- 4.48 First Supplemental Indenture, dated as of January 29, 1992, to the Indenture, dated as of July 30, 1991, between Coca-Cola Refreshments USA, Inc. and Deutsche Bank Trust Company Americas, as trustee — incorporated herein by reference to Exhibit 4.01 to Coca-Cola Refreshments USA, Inc.'s Current Report on Form 8-K dated January 29, 1992.
- 4.49 [Second Supplemental Indenture, dated as of June 22, 2017, to the Indenture, dated as of July 30, 1991, as amended, among Coca-Cola Refreshments USA, Inc., the Company and Deutsche Bank Trust Company Americas, as trustee — incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on June 23, 2017.](#)
- 4.50 [Third Supplemental Indenture, dated as of July 5, 2017, to the Indenture, dated as of July 30, 1991, as amended, among Coca-Cola Refreshments USA, Inc., the Company and Deutsche Bank Trust Company Americas, as trustee — incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on July 6, 2017.](#)
- 10.1 [The Coca-Cola Company Directors' Plan, as amended and restated effective June 1, 2025.](#)
- 31.1 [Rule 13a-14\(a\)/15d-14\(a\) Certification, executed by James Quincey, Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company.](#)
- 31.2 [Rule 13a-14\(a\)/15d-14\(a\) Certification, executed by John Murphy, President and Chief Financial Officer of The Coca-Cola Company.](#)
- 32.1 [Certifications required by Rule 13a-14\(b\) or Rule 15d-14\(b\) and Section 1350 of Chapter 63 of Title 18 of the United States Code \(18 U.S.C. Section 1350\), executed by James Quincey, Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company, and by John Murphy, President and Chief Financial Officer of The Coca-Cola Company.](#)
- 101 The following financial information from The Coca-Cola Company's Quarterly Report on Form 10-Q for the quarter ended June 27, 2025, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) Consolidated Statements of Income for the three and six months ended June 27, 2025 and June 28, 2024; (ii) Consolidated Statements of Comprehensive Income for the three and six months ended June 27, 2025 and June 28, 2024; (iii) Consolidated Balance Sheets as of June 27, 2025 and December 31, 2024; (iv) Consolidated Statements of Cash Flows for the six months ended June 27, 2025 and June 28, 2024; and (v) Notes to Consolidated Financial Statements.
- 104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the iXBRL document and included in Exhibit 101).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**THE COCA-COLA COMPANY  
(Registrant)**

/s/ ERIN L. MAY

Date: July 24, 2025

Erin L. May

Senior Vice President, Controller and Chief Accounting Officer  
(Principal Accounting Officer)

## THE COCA-COLA COMPANY DIRECTORS' PLAN

The Coca-Cola Company Directors' Plan (the "Plan"), dated December 13, 2012, effective January 1, 2013, is amended and restated effective June 1, 2025 ("Effective Date"). The Plan sets forth the compensation for non-employee Directors of The Coca-Cola Company (the "Company"), and the deferred compensation provisions of the Plan are designed to provide non-employee Directors with an opportunity to defer certain compensation as a Director.

All compensation awarded to and/or deferred by non-employee Directors of the Company prior to June 1, 2025 shall be subject to the terms of the Compensation Plan for Non-Employee Directors of The Coca-Cola Company, as amended on December 13, 2007, The Coca-Cola Company Compensation and Deferred Compensation Plan for Non-Employee Directors, as adopted on February 19, 2009 effective January 1, 2009, The Coca-Cola Company Directors' Plan, dated December 13, 2012 and effective January 1, 2013, The Coca-Cola Company Deferred Compensation Plan for Non-Employee Directors as amended and restated effective April 1, 2006, The Coca-Cola Company Directors' Plan, as amended and restated on February 21, 2019 and effective April 24, 2019, or The Coca-Cola Company Directors' Plan, as amended and restated on October 17, 2019 and effective January 1, 2020, as applicable (the "Prior Plans").

### **ARTICLE I DEFINITIONS**

The following words and phrases as used herein shall have the meaning specified below, unless a different meaning is plainly required by the context.

**"Account"** shall mean an account maintained under the Plan for a Participant in accordance with Articles III and IV. Each Participant shall have an Account administered in his or her name. Such Account shall be a bookkeeping entry only and no Stock or other assets shall be placed in the Participant's name. As of the Effective Date, the Participant's AC Account and DC Account, as defined under the most recent Prior Plan, shall be consolidated into the Participant's Account.

**"Beneficiary"** shall mean the person, persons or trust designated in writing by the Participant to receive any benefits from the Plan due to the death of the Participant. If no Beneficiary is designated, the Beneficiary shall be the Participant's spouse. If no Beneficiary is designated and the Participant has no current spouse, the Beneficiary shall be the Participant's estate.

**"Board"** shall mean the Board of Directors of The Coca-Cola Company.

**"Calculation Date"** shall mean April 1 or, if April 1 is not a trading day, the trading day immediately preceding April 1.

"Cash Payment" shall mean the cash payment described in Section 3.1.

"Change in Control" shall mean a change in control of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14C under the Securities Exchange Act of 1934, as amended ("1934 Act"), provided that such a change in control shall be deemed to have occurred at such time as (i) any "person" (as that term is used in Sections 13(d) and 14(d)(2) of the 1934 Act), is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the 1934 Act directly or indirectly, of securities representing 20% or more of the combined voting power for election of directors of the then outstanding securities of the Company or any successor of the Company; (ii) during any period of two (2) consecutive years or less, individuals who at the beginning of such period constituted the Board cease, for any reason, to constitute at least a majority of the Board, unless the election or nomination for election of each new director was approved by a vote of at least two- thirds of the directors then still in office who were directors at the beginning of the period; (iii) the shareowners of the Company approve any merger or consolidation as a result of which the Stock (as defined below) shall be changed, converted or exchanged (other than a merger with a wholly owned subsidiary of the Company) or any liquidation of the Company or any sale or other disposition of 50% or more of the assets or earning power of the Company and such merger, consolidation, liquidation or sale is completed; or (iv) the shareowners of the Company approve any merger or consolidation to which the Company is a party as a result of which the persons who were shareowners of the Company immediately prior to the effective date of the merger or consolidation shall have beneficial ownership of less than 50% of the combined voting power for election of directors of the surviving corporation following the effective date of such merger or consolidation and such merger or consolidation is completed; provided, however, that no Change in Control shall be deemed to have occurred if, prior to such times as a Change in Control would otherwise be deemed to have occurred, the Board determines otherwise, and provided the Change in Control constitutes a change in control pursuant to Section 409A of the Code.

"Code" shall mean the Internal Revenue Code of 1986, as amended.

"Committee" shall mean the Corporate Governance and Sustainability Committee of the Board of Directors of the Company.

"Company" shall mean The Coca-Cola Company.

"Director" shall mean a duly-appointed or elected member of the Board.

"Effective Date" shall mean June 1, 2025.

“Majority-Owned Related Company” shall mean a corporation(s) or other business organization(s) in which the Company owns, directly or indirectly, 50% or more of the voting stock or capital at the relevant time.

“Participant” shall mean a Director who is eligible for the Plan in accordance with Article II and/or a former Director for whom accounts are maintained under the Plan.

“Payment Date” shall mean the date that is the later of (i) January 15 of the year following the year in which service as a Director terminates or (ii) six months following the date on which service as a Director terminates. Where a Participant has elected to receive payment of the balance in the Participant’s Account in the form of installments in accordance with the terms of the Plan, the first installment payment shall be paid on the Payment Date and all other installment payments shall, notwithstanding a payment date in the same calendar year reflected under a Prior Plan, be paid annually on January 15 of the year that includes the anniversary date of the Payment Date.

“Plan” shall mean The Coca-Cola Company Directors’ Plan.

“Share Unit” shall mean a hypothetical share of Stock that is credited to a Participant’s Account.

“Stock” shall mean the common stock of the Company.

“Unforeseeable Emergency” shall mean a severe unforeseeable financial hardship as defined in Section 409A of the Code and the regulations thereunder, including a severe financial hardship resulting from (i) an illness or accident of the Participant, the Participant’s spouse, the Participant’s designated Beneficiary, or the Participant’s dependent (as defined in Section 152 of the Code, without regard to section 152(b)(1), (b)(2), and (d)(1)(B)), (ii) the loss of the Participant’s property due to casualty, or (iii) other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the Participant’s control.

“Valuation Date” shall mean the trading date immediately preceding the Payment Date.

## **ARTICLE II ELIGIBILITY**

2.1 Limitation to Non-Employee Directors. Only Directors who are not employed by the Company or a Majority-Owned Related Company shall be eligible for the Plan.

2.2 Date of Eligibility. Directors who are on the Board as of June 1, 2025 shall be eligible to participate. Thereafter, a new Director shall be eligible as of the date he or she is appointed or elected to the Board.

## **ARTICLE III COMPENSATION**

- 3.1 Cash Payment. Unless the Participant has elected to defer all or a portion of the Cash Payment into Share Units in accordance with Article IV of this Plan, (a) the Participant will be paid \$90,000 annually for service on the Board (the “Director Payment”), payable in equal quarterly installments, and prorated for partial years of service as set forth in Section 3.3, as applicable; (b) the Chair of the Audit Committee of the Board of Directors shall be paid an additional \$30,000 annually for service as the Chair of the Audit Committee; (c) the Chair of the Talent and Compensation Committee of the Board of Directors shall be paid an additional \$25,000 annually for service as the Chair of the Compensation; (d) the Chairs of each other committee of the Board of Directors shall be paid an additional \$20,000 annually for service as a committee Chair (the Chair payments referred to in (b), (c) and (d) of Section 3.1 are collectively referred to herein as the “Chair Payment” and shall be payable in equal quarterly installments, and prorated for partial years of service as set forth in Section 3.3, as applicable); and (e) the Lead Independent Director of the Board of Directors shall be paid an additional \$30,000 annually for service as Lead Independent Director (the “LID Payment”, and together with the Director Payment and the Chair Payment, the “Cash Payment”), payable in equal quarterly installments, and prorated for partial years of service as set forth in Section 3.3, as applicable. For the avoidance of doubt, in the event a Participant is a Chair of a committee and Lead Independent Director, such Participant shall receive the applicable Chair Payment and a LID Payment.
- 3.2 Crediting of Share Units. On the Calculation Date, each Participant’s Account shall be credited with Share Units, provided that any Participant that becomes eligible for the Plan after January 1 in a particular year, shall be credited Share Units in accordance with Section 3.3. The value of such Share Units for 2025 shall be \$200,000 and may be adjusted in subsequent years by the Board of Directors (the “Dollar Amount”). The number of Share Units credited to each Participant shall be determined by dividing the Dollar Amount by the average of the high and low price of Stock on the New York Stock Exchange Composite Transactions listing on the Calculation Date.

3.3 New Directors/Committee Chairs Appointed or Elected During the Year.

- (a) With respect to the Director Payment, if a Participant becomes eligible for the Plan after January 1 in a particular year, the Director Payment shall be prorated for the number of regularly-scheduled Board meetings remaining in the year (which shall include the meeting at which the Director was appointed or elected, if such meeting is a regularly-scheduled meeting), as illustrated in the table below. Such Director Payment shall be payable in equal installments in accordance with the payment schedule set forth in Section 3.1.

With respect to the Chair Payment or LID Payment, if a Participant becomes the Chair of a committee of the Board or Lead Independent Director after January 1, the Chair Payment or LID Payment, as applicable, shall be prorated for the number of regularly-scheduled Board meetings remaining in the year (which shall include the meeting at which the Director was appointed Chair or Lead Independent Director, if such meeting is a regularly-scheduled meeting), as illustrated in the table below. For the avoidance of doubt, an outgoing committee Chair or Lead Independent Director shall receive a prorated Chair or LID fee for the number of regularly-scheduled meetings at which the Director served as Chair of such committee or Lead Independent Director.

Meeting at which Director is Appointed or Elected / Appointed Chair/Lead Independent Director	Percentage of applicable Cash Payment to be paid
Meeting #1	100%
Meeting #2	80%
Meeting #3	60%
Meeting #4	40%
Meeting #5	20%

- (b) If a Participant becomes eligible for the Plan after January 1 in a particular year, his or her Account shall be credited with Share Units equal to the number of Share Units calculated on the Calculation Date for the year pursuant to Section 3.2, prorated for the number of regularly-scheduled Board meetings remaining in the year (which shall include the meeting at which the Director was appointed or elected, if such meeting is a regularly-scheduled meeting). Such Share Units shall be posted to a new Participant's Account as of the date such Participant becomes eligible for the Plan, provided that if such date is prior to the

Calculation Date, then the Share Units shall be posted on the Calculation Date.

For purposes of illustration, if there are five regularly-scheduled Board meetings, Share Units shall be prorated using the schedule below:

Meeting at which Director is Elected	Percentage of Share Units credited
Meeting #1	100%
Meeting #2	80%
Meeting #3	60%
Meeting #4	40%
Meeting #5	20%

## **ARTICLE IV ELIGIBLE COMPENSATION; ELECTIONS TO DEFER**

- 4.1 **Eligible Compensation.** A Participant may elect to defer all or a specified percentage (from 10% - 100%) of the annual Cash Payment (including the Director Payment, the Chair Payment and/or the LID Payment) receivable by such Director to his or her Account. No other compensation or expense reimbursement shall be eligible for voluntary deferral.
- 4.2 **Elections to Defer.** Participants must elect to defer eligible Cash Payments under the following provisions. Elections shall be in writing on forms or via electronic format as determined by the Secretary of the Company. The election shall specify the applicable percentage to be deferred.
  - (a) **Annual Cash Payments.** If a Participant wishes to defer all or a portion of his or her annual Cash Payment, he or she must elect a percentage to defer, from 10% - 100%, no later than December 31 prior to the beginning of the year for which the Cash Payment is earned. This election is irrevocable for all amounts paid for the calendar year.
  - (b) **New Directors.** A new Director appointed or elected to the Board during the calendar year shall not be eligible to defer the Cash Payment that is payable through the end of that first calendar year of service.
  - (c) **Duration of Elections.** If an election is made to defer with respect to the annual Cash Payment, the election shall continue in effect until the end of the Participant's service as a Director or until the end of the calendar year during which the Director gives the Company written notice of the discontinuance of the election. Such a notice of discontinuance shall operate prospectively from the first day of the calendar year following

the giving of notice. An election with respect to the Cash Payment becomes irrevocable as of December 31 of the year prior to the year the Cash Payment is earned.

**4.3 Elections and Forms of Payment.**

- (a) **Forms of Payment.** All payments under the Plan shall be in cash. A Participant may elect to receive payments in a single lump sum or in a series of annual installments (not to exceed five). If a Participant fails to make an election in accordance with this Section 4.3, the balance in the Participant's Account upon the Participant's termination of service with the Company shall be paid in the form of a lump sum, unless otherwise provided in this Section 4.3. In the event of death or a Change in Control, all payments shall be made in the form of a lump sum payment.
- (b) **Payment Distribution Election Under Prior Plans.** All elections made under the Prior Plans regarding the form of payment distribution for compensation awarded to a Participant prior to the Effective Date cannot be changed with respect to such compensation. Any elections made under the Prior Plans also shall apply to all compensation awarded under the Plan, unless the Participant makes a new form of payment distribution election in accordance with Section 4.3(c).
- (c) **Payment Distribution Election Under the Plan.** A Participant may make a different election for future compensation under the Plan. An individual who becomes a Director during the calendar year must make an initial election within 30 days of his or her appointment or election to the Board. Once a Participant makes an election under the Plan, it shall apply to all future compensation awarded to the Participant under the Plan unless a new election is made by December 31 of the year prior to the time the compensation is paid.

**4.4 Deferral of Cash Payments; Crediting of Share Units.** If a Participant has elected to defer the Cash Payment (or any portion thereof) pursuant to Section 4.2, the amount elected shall be added to the Share Units awarded to such Participant pursuant to Section 3.2 on the Calculation Date and credited to the Participant's Account. Such amount shall be converted on the Calculation Date to a number of Share Units equal to the number of shares of Stock that theoretically could have been purchased on such date with such amount, using the average of the high and low price of Stock on the New York Stock Exchange Composite Transactions listing on the Calculation Date.

## **ARTICLE V ADJUSTMENTS TO ACCOUNTS**

- 5.1 **Hypothetical Dividends.** As of each date on which dividends on the Stock are payable to shareowners of the Company, each Participant's Account shall be credited with the value of the dividends that would be payable on Share Units in such accounts if they were shares of Stock (not taking into account the record date). These hypothetical dividends shall be converted to Share Units using the average of the high and low price of Stock on the New York Stock Exchange Composite Transactions listing on the dividend payment date.
- 5.2 **Stock Split; Stock Dividend.** Each Participant's Account shall be credited on the date of any stock split or stock dividend, with the number of Share Units necessary for an equitable adjustment.

## **ARTICLE VI PAYMENT OF PLAN ACCOUNTS**

- 6.1 **Permitted Payment Events.** Payment of accounts under the Plan shall not be made except following death, disability, termination of service from the Board, or upon a Change in Control. Payments shall not be accelerated, except as permitted by Section 409A of the Code and the regulations thereunder.
- 6.2 **Payment of Account Balance.**
  - (a) **Lump Sum Payment.** Except in the case of death, the value of the Participant's Account shall be paid on the Payment Date. The distribution shall be determined using the average of the high and low price of Stock on the New York Stock Exchange Composite Transactions listing on the Valuation Date. In the event of a Participant's death, the value of the Participant's Account shall be paid to the Participant's Beneficiary as soon as possible, but no later than 60 days following the date of death.
  - (b) **Installment Payments Election.** If the Participant has elected to receive payment of the Participant's Account balance in the form of annual installments in accordance with Section 4.3, the amount of each such payment shall be computed as provided in this Section 6.2(b). The amount of the first payment shall be a fraction of the balance in the Participant's Account as of the Valuation Date, the numerator of which is one and the denominator of which is the total number of installments elected. The amount of each subsequent payment shall be a fraction of the balance in the Participant's Account as of the Valuation Date preceding each subsequent Payment Date, the numerator of which is

one and the denominator of which is the total number of installments elected minus the number of installments previously paid.

- 6.3 **Valuation of Account Balance.** Except in the case of a Director's separation from service from the Company due to death or a Change in Control, the balance in the Participant's Account in Share Units shall be valued in an amount equal to the number of Share Units in the Participant's Account multiplied by the average of the high and low price of Stock on the New York Stock Exchange Composite Transactions listing on the Valuation Date. In the event of separation due to death or a Director or a Change in Control, the value of the balance of Share Units in the Participant's Account shall be calculated in the same manner as set forth above in this Section 6.3, except that the Valuation Date for such purposes shall be the date of death of the Director or the date of the Change in Control, as applicable.
- 6.4 **Separation During the Year; Proration of Annual Compensation.** In the event of a Director's separation from service from the Company during the calendar year, the quarterly Cash Payment shall be retained for any portion of a calendar quarter during which such Participant served as a Director.

In the event of a Director's separation from service from the Company during the calendar year, the Share Units attributable to each such period shall be prorated for the number of regularly-scheduled Board meetings that took place in the year prior to the separation from service, as illustrated in the table below. Any Share Units that have been credited to the Participant's Account attributable to dividends paid to shareowners of the Company during the Participant's period of service during that year shall be added.

For purposes of illustration, if there are five regularly-scheduled Board meetings, Share Units shall be prorated using the schedule below:

Meetings Prior to Director's Separation	Percentage of Share Units Retained
1 Meeting	20%
2 Meetings	40%
3 Meetings	60%
4 Meetings	80%
5 Meetings	100%

- 6.5 **Unforeseeable Emergency.** A Participant shall be permitted to elect a distribution from his or her Account prior to the date the Accounts were to be distributed, subject to the following restrictions:

- (a) the election to take a distribution due to an Unforeseeable Emergency shall be made by requesting such a distribution in writing to the Committee, including the amount requested and a description of the need for the distribution;
- (b) the Committee shall make a determination, in its sole discretion, that the requested distribution is on account of an Unforeseeable Emergency; and
- (c) the Unforeseeable Emergency cannot be relieved (i) through reimbursement or compensation by insurance or otherwise, (ii) by liquidation of the Participant's assets, to the extent the liquidation of assets would not itself cause severe financial hardship, or (iii) by cessation of deferrals under this Plan.

The amount determined by the Committee as distributable due to an Unforeseeable Emergency shall be paid within 30 days after the request for the distribution is approved by the Committee.

## **ARTICLE VII ADMINISTRATION AND MISCELLANEOUS PROVISIONS**

- 7.1 **Administration of the Plan.** The Committee shall oversee the administration of the Plan. The Committee has the exclusive responsibility and complete discretionary authority to control the operation and administration of the Plan, with all powers necessary to enable it to properly carry out such responsibility, including but not limited to the power to construe the terms of the Plan, to determine status, coverage and eligibility for benefits and to resolve all interpretive, equitable, and other questions, including questions of fact, that shall arise in the operation and administration of the Plan. The Plan shall be interpreted consistently with the provisions of Section 409A of the Code. All actions or determinations of the Committee shall be final, conclusive and binding on all persons.
- 7.2 **Amendment and Termination of the Plan.** The Board may amend, modify, suspend or terminate the Plan in whole or in part, except that no amendment, modification, suspension or termination may retroactively adversely affect any Participant's right to a benefit which has been earned under the Plan before such date.
- 7.3 **Controlling Law.** This Plan shall be subject to the laws of the State of Georgia, and the parties agree that all disputes arising from or related to this Plan shall be litigated in the state or federal courts located in Fulton County, Georgia. The parties agree that such courts shall be the exclusive forum for such

disputes and hereby submit to the jurisdiction and venue of such courts for the litigation of all such disputes. The parties hereby waive any claims of improper venue or lack of personal or subject matter jurisdiction as to any such disputes.

- 7.4 **Limitation of Responsibility.** Neither the establishment of this Plan nor any modification thereof, nor the creation of any Account, nor the payment of any benefits, shall be construed as giving to any Participant or other person any legal or equitable right against the Company, or its subsidiaries, or any officer or employee thereof; and in no event shall the terms of any Director's Board appointment be modified or in any way affected thereby.
- 7.5 **Unsecured General Creditor.** Participants and their Beneficiaries, heirs, successors, and assigns shall have no legal or equitable rights, claims, or interest in any specific property or assets of the Company. No assets of the Company shall be held in any way as collateral security for the fulfilling of the obligations of the Company under this Plan. The Company's obligation under the Plan shall be merely that of an unfunded and unsecured promise of the Company to pay money in the future, and the rights of the Participants and Beneficiaries shall be no greater than those of unsecured general creditors. Nothing contained in this Plan, and no actions taken pursuant to the provisions of this Plan shall create or be construed to create a trust or any kind of fiduciary relationship between the Company and any Participant, Beneficiary, or any other person.
- 7.6 **Taxes.** Federal, state, FICA/Medicare and all other taxes shall be solely the responsibility of the Participant. The Company will report all payments as required by the Internal Revenue Code or other tax regulations and withhold any applicable taxes where required.

## CERTIFICATIONS

I, James Quincey, Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Coca-Cola 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(s) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 24, 2025

/s/ James Quincey

James Quincey  
*Chairman of the Board of Directors and Chief Executive Officer of  
 The Coca-Cola Company*

## CERTIFICATIONS

I, John Murphy, President and Chief Financial Officer of The Coca-Cola Company, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Coca-Cola 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(s) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 24, 2025

/s/ John Murphy

John Murphy  
*President and Chief Financial Officer of The Coca-Cola Company*

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

In connection with the quarterly report of The Coca-Cola Company (“Company”) on Form 10-Q for the period ended June 27, 2025 (“Report”), I, James Quincey, Chairman of the Board of Directors and Chief Executive Officer of the Company and I, John Murphy, President and Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ JAMES QUINCEY

James Quincey  
*Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company*  
July 24, 2025

/s/ JOHN MURPHY

John Murphy  
*President and Chief Financial Officer of The Coca-Cola Company*  
July 24, 2025