

**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 March 29, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 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
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
0.800% Notes Due 2040	KO40B	New York Stock Exchange
1.000% Notes Due 2041	KO41	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 April 30, 2024
\$0.25 Par Value	4,307,955,307

---

## 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 Months Ended March 29, 2024 and March 31, 2023</a></u>	<u>2</u>
<u><a href="#">Consolidated Statements of Comprehensive Income — Three Months Ended March 29, 2024 and March 31, 2023</a></u>	<u>3</u>
<u><a href="#">Consolidated Balance Sheets — March 29, 2024 and December 31, 2023</a></u>	<u>4</u>
<u><a href="#">Consolidated Statements of Cash Flows — Three Months Ended March 29, 2024 and March 31, 2023</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>27</u>
<u><a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a></u>	<u>27</u>
<u><a href="#">Item 3.</a></u>	<u>39</u>
<u><a href="#">Quantitative and Qualitative Disclosures About Market Risk</a></u>	<u>39</u>
<u><a href="#">Item 4.</a></u>	<u>39</u>
	<b><u>Part II. Other Information</u></b>
<u><a href="#">Item 1.</a></u>	<u>40</u>
<u><a href="#">Legal Proceedings</a></u>	<u>40</u>
<u><a href="#">Item 1A.</a></u>	<u>41</u>
<u><a href="#">Risk Factors</a></u>	<u>41</u>
<u><a href="#">Item 2.</a></u>	<u>42</u>
<u><a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a></u>	<u>42</u>
<u><a href="#">Item 5.</a></u>	<u>42</u>
<u><a href="#">Other Information</a></u>	<u>42</u>
<u><a href="#">Item 6.</a></u>	<u>42</u>
<u><a href="#">Exhibits</a></u>	<u>42</u>
<u><a href="#">Signatures</a></u>	<u>46</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 — including statements relating to volume growth, share of sales and net income per share growth, and statements expressing general views about future operating results — 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 U.S. 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, 2023; 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	
	March 29, 2024	March 31, 2023
<b>Net Operating Revenues</b>	\$ 11,300	\$ 10,980
Cost of goods sold	4,235	4,317
<b>Gross Profit</b>	7,065	6,663
Selling, general and administrative expenses	3,351	3,185
Other operating charges	1,573	111
<b>Operating Income</b>	2,141	3,367
Interest income	246	168
Interest expense	382	372
Equity income (loss) — net	354	275
Other income (loss) — net	1,513	615
<b>Income Before Income Taxes</b>	3,872	4,053
Income taxes	687	940
<b>Consolidated Net Income</b>	3,185	3,113
Less: Net income (loss) attributable to noncontrolling interests	8	6
<b>Net Income Attributable to Shareowners of The Coca-Cola Company</b>	\$ 3,177	\$ 3,107
<b>Basic Net Income Per Share<sup>1</sup></b>	\$ 0.74	\$ 0.72
<b>Diluted Net Income Per Share<sup>1</sup></b>	\$ 0.74	\$ 0.72
<b>Average Shares Outstanding — Basic</b>	4,310	4,326
Effect of dilutive securities	12	19
<b>Average Shares Outstanding — Diluted</b>	4,322	4,345

<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	
	March 29, 2024	March 31, 2023
<b>Consolidated Net Income</b>	<b>\$ 3,185</b>	\$ 3,113
<b>Other Comprehensive Income:</b>		
Net foreign currency translation adjustments	(303)	549
Net gains (losses) on derivatives	49	(70)
Net change in unrealized gains (losses) on available-for-sale debt securities	5	8
Net change in pension and other postretirement benefit liabilities	(4)	11
<b>Total Comprehensive Income</b>	<b>2,932</b>	3,611
Less: Comprehensive income (loss) attributable to noncontrolling interests	(16)	(69)
<b>Total Comprehensive Income Attributable to Shareowners of The Coca-Cola Company</b>	<b>\$ 2,948</b>	\$ 3,680

Refer to Notes to Consolidated Financial Statements.

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

March 29,  
2024      December 31,  
2023

	<b>ASSETS</b>	
<b>Current Assets</b>		
Cash and cash equivalents	\$ 10,443	\$ 9,366
Short-term investments	4,760	2,997
<b>Total Cash, Cash Equivalents and Short-Term Investments</b>	<b>15,203</b>	<b>12,363</b>
Marketable securities	1,716	1,300
Trade accounts receivable, less allowances of \$504 and \$502, respectively	4,244	3,410
Inventories	4,961	4,424
Prepaid expenses and other current assets	3,338	5,235
<b>Total Current Assets</b>	<b>29,462</b>	<b>26,732</b>
Equity method investments	19,495	19,671
Other investments	147	118
Other noncurrent assets	7,291	7,162
Deferred income tax assets	1,457	1,561
Property, plant and equipment, less accumulated depreciation of \$9,359 and \$9,233, respectively	9,306	9,236
Trademarks with indefinite lives	13,532	14,349
Goodwill	18,210	18,358
Other intangible assets	492	516
<b>Total Assets</b>	<b>\$ 99,392</b>	<b>\$ 97,703</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 19,425	\$ 15,485
Loans and notes payable	6,054	4,557
Current maturities of long-term debt	1,392	1,960
Accrued income taxes	1,485	1,569
<b>Total Current Liabilities</b>	<b>28,356</b>	<b>23,571</b>
Long-term debt	35,104	35,547
Other noncurrent liabilities	5,465	8,466
Deferred income tax liabilities	2,521	2,639
<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	19,321	19,209
Reinvested earnings	74,868	73,782
Accumulated other comprehensive income (loss)	(14,504)	(14,275)
Treasury stock, at cost — 2,732 and 2,732 shares, respectively	(55,016)	(54,535)
<b>Equity Attributable to Shareowners of The Coca-Cola Company</b>	<b>26,429</b>	<b>25,941</b>
Equity attributable to noncontrolling interests	1,517	1,539
<b>Total Equity</b>	<b>27,946</b>	<b>27,480</b>
<b>Total Liabilities and Equity</b>	<b>\$ 99,392</b>	<b>\$ 97,703</b>

Refer to Notes to Consolidated Financial Statements.

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

	Three Months Ended	
	March 29, 2024	March 31, 2023
<b>Operating Activities</b>		
Consolidated net income	\$ 3,185	\$ 3,113
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Depreciation and amortization	262	286
Stock-based compensation expense	68	58
Deferred income taxes	(173)	260
Equity (income) loss — net of dividends	(58)	(249)
Foreign currency adjustments	17	25
Significant (gains) losses — net	(1,401)	(442)
Other operating charges	1,532	88
Other items	(59)	(102)
Net change in operating assets and liabilities	(2,845)	(2,877)
<b>Net Cash Provided by Operating Activities</b>	<b>528</b>	<b>160</b>
<b>Investing Activities</b>		
Purchases of investments	(2,552)	(739)
Proceeds from disposals of investments	444	815
Acquisitions of businesses, equity method investments and nonmarketable securities	(8)	(20)
Proceeds from disposals of businesses, equity method investments and nonmarketable securities	2,893	319
Purchases of property, plant and equipment	(370)	(276)
Proceeds from disposals of property, plant and equipment	14	21
Collateral (paid) received associated with hedging activities — net	(105)	18
Other investing activities	14	(21)
<b>Net Cash Provided by (Used in) Investing Activities</b>	<b>330</b>	<b>117</b>
<b>Financing Activities</b>		
Issuances of loans, notes payable and long-term debt	2,285	4,074
Payments of loans, notes payable and long-term debt	(1,366)	(1,174)
Issuances of stock	290	229
Purchases of stock for treasury	(702)	(848)
Dividends	(99)	(101)
Other financing activities	(2)	(115)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>406</b>	<b>2,065</b>
<b>Effect of Exchange Rate Changes on Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents</b>	<b>(138)</b>	<b>113</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	1,126	2,455
Cash, cash equivalents, restricted cash and restricted cash equivalents at beginning of period	9,692	9,825
<b>Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents at End of Period</b>	<b>10,818</b>	<b>12,280</b>
Less: Restricted cash and restricted cash equivalents at end of period	375	276
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 10,443</b>	<b>\$ 12,004</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, 2023.

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 months ended March 29, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. 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 first quarter of 2024 and the first quarter of 2023 ended on March 29, 2024 and March 31, 2023, 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 sheets. 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 2 for additional information on our assets held for sale and 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):

	March 29, 2024	December 31, 2023
Cash and cash equivalents	\$ 10,443	9,366
Restricted cash and restricted cash equivalents	375	326
Cash, cash equivalents, restricted cash and restricted cash equivalents	\$ 10,818	9,692

	March 31, 2023	December 31, 2022
Cash and cash equivalents	\$ 12,004	\$ 9,519
Restricted cash and restricted cash equivalents	276	306
Cash, cash equivalents, restricted cash and restricted cash equivalents	\$ 12,280	\$ 9,825

#### **Recently Issued Accounting Guidance**

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The expanded annual disclosures are effective for the year ending December 31, 2024, and the expanded interim disclosures are effective in 2025 and will be applied retrospectively to all prior periods presented. The Company is currently evaluating the impact that ASU 2023-07 will have on our consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires, among other things, additional disclosures primarily related to the income tax rate reconciliation and income taxes paid. The expanded annual disclosures are effective for the year ending December 31, 2025. The Company is currently evaluating the impact that ASU 2023-09 will have on our consolidated financial statements and whether we will apply the standard prospectively or retrospectively.

#### **NOTE 2: ACQUISITIONS AND DIVESTITURES**

##### **Acquisitions**

Our Company’s acquisitions of businesses, equity method investments and nonmarketable securities totaled \$8 million and \$20 million during the three months ended March 29, 2024 and March 31, 2023, respectively.

##### **Divestitures**

Proceeds from disposals of businesses, equity method investments and nonmarketable securities during the three months ended March 29, 2024 totaled \$2,893 million, which primarily related to the refranchising of the Company’s bottling operations that were classified as held for sale as of December 31, 2023. Also included was the sale of our ownership interest in an equity method investee in Thailand for which we received cash proceeds of \$728 million and recognized a net gain of \$516 million, which was recorded in the line item other income (loss) — net in our consolidated statement of income.

Proceeds from disposals of businesses, equity method investments and nonmarketable securities during the three months ended March 31, 2023 totaled \$319 million, which primarily related to the sale of our ownership interest in an equity method investee in Indonesia to Coca-Cola Europacific Partners plc (“CCEP”), an equity method investee, for which we received cash proceeds of \$302 million and recognized a net gain of \$12 million. The Company also refranchised its bottling operations in Vietnam in January 2023 and recognized a net gain of \$439 million as a result of the sale. The Company received the related cash proceeds of \$823 million in December 2022. These gains were recorded in the line item other income (loss) — net in our consolidated statement of income.

##### **Assets and Liabilities Held for Sale**

As of December 31, 2023, the Company’s bottling operations in the Philippines, Bangladesh and certain territories in India met the criteria to be classified as held for sale. As a result, we were required to record the related assets and liabilities at the lower of carrying value or fair value less any costs to sell. As the fair values less any costs to sell exceeded the carrying values, the related assets and liabilities were recorded at their carrying values. These assets and liabilities were included in the Bottling Investments operating segment.

The Company refranchised its bottling operations in certain territories in India in January and February of 2024, for which we received net cash proceeds of \$476 million and recognized a net gain of \$293 million. The Company refranchised its bottling operations in Bangladesh to Coca-Cola İçecek A.Ş. (“CCI”), an equity method investee, in February 2024, 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. Additionally, 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. These gains and losses were recorded in the line item other income (loss) — net in our consolidated statement of income.

The following table presents information related to the major classes of assets and liabilities that were classified as held for sale and were included in the line items prepaid expenses and other current assets and accounts payable and accrued expenses, respectively, in our consolidated balance sheet (in millions):

	December 31, 2023
Cash, cash equivalents and short-term investments	\$ 37
Marketable securities	8
Trade accounts receivable, less allowances	95
Inventories	299
Prepaid expenses and other current assets	60
Equity method investments	4
Other noncurrent assets	51
Deferred income tax assets	28
Property, plant and equipment — net	1,267
Goodwill	231
Other intangible assets	14
Assets held for sale	\$ 2,094
Accounts payable and accrued expenses	\$ 464
Loans and notes payable	63
Accrued income taxes	24
Long-term debt	2
Other noncurrent liabilities	108
Deferred income tax liabilities	58
Liabilities held for sale	\$ 719

### NOTE 3: NET OPERATING REVENUES

The following table presents 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 March 29, 2024</b>			
Concentrate operations	\$ 2,125	\$ 4,530	\$ 6,655
Finished product operations	1,993	2,652	4,645
Total	\$ 4,118	\$ 7,182	\$ 11,300
<b>Three Months Ended March 31, 2023</b>			
Concentrate operations	\$ 1,989	\$ 4,344	\$ 6,333
Finished product operations	1,860	2,787	4,647
Total	\$ 3,849	\$ 7,131	\$ 10,980

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>March 29, 2024</b>			
Marketable securities	\$ 373	\$ —	—
Other investments	105	42	42
Other noncurrent assets	1,628	—	—
Total equity securities	\$ 2,106	\$ 42	42
December 31, 2023			
Marketable securities	\$ 345	\$ —	—
Other investments	76	42	42
Other noncurrent assets	1,585	—	—
Total equity securities	\$ 2,006	\$ 42	42

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		
		March 29, 2024	March 31, 2023
Net gains (losses) recognized during the period related to equity securities	\$ 183	\$ 125	125
Less: Net gains (losses) recognized during the period related to equity securities sold during the period	49	1	1
Net unrealized gains (losses) recognized during the period related to equity securities still held at the end of the period	\$ 134	\$ 124	124

##### *Debt Securities*

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

	Cost	Gross Unrealized Gains	Losses	Estimated Fair Value
<b>March 29, 2024</b>				
Trading securities	\$ 45	\$ 1	\$ (2)	\$ 44
Available-for-sale securities	1,516	29	(25)	1,520
Total debt securities	\$ 1,561	\$ 30	\$ (27)	\$ 1,564
December 31, 2023				
Trading securities	\$ 43	\$ —	\$ (2)	\$ 41
Available-for-sale securities	1,136	26	(28)	1,134
Total debt securities	\$ 1,179	\$ 26	\$ (30)	\$ 1,175

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

	March 29, 2024		December 31, 2023	
	Trading Securities	Available-for-Sale Securities	Trading Securities	Available-for-Sale Securities
Marketable securities	\$ 44	\$ 1,299	\$ 41	\$ 914
Other noncurrent assets	—	221	—	220
Total debt securities	\$ 44	\$ 1,520	\$ 41	\$ 1,134

The contractual maturities of these available-for-sale debt securities as of March 29, 2024 were as follows (in millions):

	Cost	Estimated Fair Value
Within 1 year	\$ 224	\$ 224
After 1 year through 5 years	1,075	1,080
After 5 years through 10 years	45	57
After 10 years	172	159
<b>Total</b>	<b>\$ 1,516</b>	<b>\$ 1,520</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	
	March 29, 2024	March 31, 2023
Gross gains	\$ 1	—
Gross losses	(7)	(3)
<b>Proceeds</b>	<b>383</b>	<b>68</b>

#### **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 \$1,679 million and \$1,643 million as of March 29, 2024 and December 31, 2023, 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):

	March 29, 2024	December 31, 2023
Raw materials and packaging	\$ 2,924	\$ 2,618
Finished goods	1,675	1,449
Other	362	357
<b>Total inventories</b>	<b>\$ 4,961</b>	<b>\$ 4,424</b>

## 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	Balance Sheet Location <sup>1</sup>	Fair Value <sup>1,2</sup>	
		March 29, 2024	December 31, 2023
<b>Assets:</b>			
Foreign currency contracts	Prepaid expenses and other current assets	\$ 140	\$ 109
Foreign currency contracts	Other noncurrent assets	27	13
Interest rate contracts	Other noncurrent assets	5	50
<b>Total assets</b>		<b>\$ 172</b>	<b>\$ 172</b>
<b>Liabilities:</b>			
Foreign currency contracts	Accounts payable and accrued expenses	\$ 107	\$ 111
Foreign currency contracts	Other noncurrent liabilities	33	40
Commodity contracts	Accounts payable and accrued expenses	1	3
Interest rate contracts	Accounts payable and accrued expenses	—	5
Interest rate contracts	Other noncurrent liabilities	1,217	1,113
<b>Total liabilities</b>		<b>\$ 1,358</b>	<b>\$ 1,272</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	Balance Sheet Location <sup>1</sup>	Fair Value <sup>1,2</sup>	
		March 29, 2024	December 31, 2023
<b>Assets:</b>			
Foreign currency contracts	Prepaid expenses and other current assets	\$ 94	\$ 91
Foreign currency contracts	Other noncurrent assets	1	3
Commodity contracts	Prepaid expenses and other current assets	7	5
Other derivative instruments	Prepaid expenses and other current assets	1	4
<b>Total assets</b>		<b>\$ 103</b>	<b>\$ 103</b>
<b>Liabilities:</b>			
Foreign currency contracts	Accounts payable and accrued expenses	\$ 30	\$ 106
Foreign currency contracts	Other noncurrent liabilities	3	3
Commodity contracts	Accounts payable and accrued expenses	51	62
Commodity contracts	Other noncurrent liabilities	1	1
Other derivative instruments	Accounts payable and accrued expenses	2	4
<b>Total liabilities</b>		<b>\$ 87</b>	<b>\$ 176</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.

### **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 presettlement 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 \$9,145 million and \$9,408 million as of March 29, 2024 and December 31, 2023, 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 \$958 million as of both March 29, 2024 and December 31, 2023.

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 \$32 million and \$54 million as of March 29, 2024 and December 31, 2023, respectively.

Our Company monitors our mix of short-term debt and long-term debt regularly. We manage our risk 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 values of derivatives that were designated and qualified for this program were \$1,150 million and \$750 million as of March 29, 2024 and December 31, 2023, respectively.

The following table presents 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	Location of Gain (Loss)	Recognized in Income	Gain (Loss) Reclassified from AOCI into Income
<b>Three Months Ended March 29, 2024</b>					
Foreign currency contracts	\$	<b>48</b>	Net operating revenues		\$ (17)
Foreign currency contracts		<b>11</b>	Cost of goods sold		3
Foreign currency contracts		—	Interest expense		(1)
Foreign currency contracts		<b>(15)</b>	Other income (loss) — net		(28)
Commodity contracts		1	Cost of goods sold		(1)
Interest rate contracts		1	Interest expense		—
Total	\$	<b>46</b>			\$ (44)
<b>Three Months Ended March 31, 2023</b>					
Foreign currency contracts	\$	(36)	Net operating revenues		\$ 1
Foreign currency contracts		4	Cost of goods sold		4
Foreign currency contracts		—	Interest expense		(1)
Foreign currency contracts		(13)	Other income (loss) — net		—
Commodity contracts		(2)	Cost of goods sold		(3)
Total	\$	<b>(47)</b>			\$ 1

As of March 29, 2024, the Company estimates that it will reclassify into earnings during the next 12 months net losses of \$17 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 \$12,958 million and \$13,693 million as of March 29, 2024 and December 31, 2023, respectively.

The following table summarizes 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	Location of Gain (Loss) Recognized in Income	Gain (Loss) Recognized in Income	
		Three Months Ended	March 29, 2024
Interest rate contracts	Interest expense	\$ (145)	\$ 208
Fixed-rate debt	Interest expense	147	(222)
Net impact of fair value hedging instruments		\$ 2	\$ (14)

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	
	March 29, 2024	December 31, 2023	March 29, 2024	December 31, 2023	March 29, 2024	December 31, 2023
Current maturities of long-term debt	\$ —	\$ 552	\$ —	\$ 1	\$ —	\$ —
Long-term debt	<b>\$ 11,853</b>	12,186	<b>(1,236)</b>	(1,135)	<b>\$ 155</b>	162

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

In June 2023, the Company amended the terms of its interest rate swap agreements to implement a forward-looking interest rate based on the Secured Overnight Financing Rate (“SOFR”) in place of the London Interbank Offered Rate (“LIBOR”). Since the interest rate swap agreements were affected by reference rate reform, the Company applied the expedites and exceptions provided to preserve the past presentation of its derivatives without designating the existing hedging relationships. All amendments to interest rate swap agreements were executed with the existing counterparties and did not change the notional amounts, maturity dates or other critical terms of the hedging relationships.

#### **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. For derivative financial instruments that are designated and qualify as hedges of net investments in foreign operations, the changes in the fair values 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. 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	
	March 29, 2024	December 31, 2023	March 29, 2024	March 31, 2023
Foreign currency contracts	\$ —	\$ 150	\$ 2	\$ —
Foreign currency denominated debt	<b>\$ 11,624</b>	12,437	<b>\$ 272</b>	(154)
Total	<b>\$ 11,624</b>	\$ 12,587	<b>\$ 274</b>	\$ (154)

The Company reclassified a gain of \$3 million related to net investment hedges from AOCI into earnings during the three months ended March 29, 2024. The Company did not reclassify any gains or losses during the three months ended March 31, 2023. In addition, the Company did not have any ineffectiveness related to net investment hedges during the three months ended March 29, 2024 and March 31, 2023. 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 \$6,023 million and \$6,989 million as of March 29, 2024 and December 31, 2023, respectively.

The Company uses interest rate contracts as economic hedges to minimize exposure to changes in the fair value of fixed-rate debt that result from fluctuations in benchmark interest rates. As of March 29, 2024 and December 31, 2023, we did not have any interest rate contracts used as economic hedges.

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 \$305 million and \$325 million as of March 29, 2024 and December 31, 2023, respectively.

The following table presents 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	Location of Gain (Loss) Recognized in Income	Gain (Loss) Recognized in Income	
		Three Months Ended	
		March 29, 2024	March 31, 2023
Foreign currency contracts	Net operating revenues	\$ 61	\$ (7)
Foreign currency contracts	Cost of goods sold	14	28
Foreign currency contracts	Other income (loss) — net	38	(11)
Commodity contracts	Cost of goods sold	(19)	(46)
Other derivative instruments	Selling, general and administrative expenses	6	3
Total		\$ 100	\$ (33)

#### NOTE 7: SUPPLY CHAIN FINANCE PROGRAM

Our current payment terms with the majority of our suppliers are 120 days. Two global 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, at their sole discretion, determine which invoices, if any, they want to sell to the financial institutions. Our suppliers’ voluntary inclusion of invoices 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 March 29, 2024 and December 31, 2023, the amount of obligations outstanding that the Company has confirmed as valid to the financial institutions under the SCF program was \$1,181 million and \$1,421 million, respectively.

#### NOTE 8: DEBT AND BORROWING ARRANGEMENTS

Loans and notes payable consist primarily of commercial paper issued in the United States. As of March 29, 2024 and December 31, 2023, we had \$5,722 million and \$4,209 million, respectively, in outstanding commercial paper borrowings.

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

### ***Guarantees***

As of March 29, 2024, we were contingently liable for guarantees of indebtedness owed by third parties of \$762 million, of which \$85 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 not probable.

### ***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 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 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 position.

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 March 29, 2024. However, we updated our calculation of the methodologies we believe the federal courts could ultimately order to be used in calculating the Company's tax. As a result of the application of the required probability analysis to these updated calculations and the accrual of interest through the current reporting period, we updated our tax reserve as of March 29, 2024 to \$447 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 adjustment proposed by the IRS and sustained by the Tax Court could ultimately be upheld. In that event, the Company would likely be subject to significant additional liabilities for tax years 2007 through 2009, and potentially also 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, 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, 2023 for the 2007 through 2009 litigated tax years and for subsequent tax years from 2010 through 2023. 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 incremental tax and interest liability could be approximately \$16 billion as of December 31, 2023. Additional income tax and interest 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 months ended March 29, 2024 would increase the potential aggregate incremental tax and interest liability by approximately \$500 million. We currently project the continued application of the Tax Court Methodology in future years, assuming similar facts and circumstances as of December 31, 2023, would result in an incremental annual tax liability that would increase the Company's effective tax rate by approximately 3.5%.

The Company and the IRS are now in the process of agreeing on the tax impacts of the Opinions. Subsequent to the completion of this process, the Tax Court will render a decision in the case. The Company will have 90 days thereafter to file a notice of appeal to the U.S. Court of Appeals for the Eleventh Circuit. The IRS will then seek to collect, and the Company expects to pay, any additional tax related to the 2007 through 2009 tax years reflected in the Tax Court decision (and interest thereon). The Company currently estimates that the payment to be made at that time related to the 2007 through 2009 tax years, which is included in the above estimate of the potential aggregate incremental tax and interest liability, would be approximately \$5.9 billion (including interest accrued through March 29, 2024), plus any additional interest accrued through the time of payment. Some or all of this amount, plus accrued interest, would be refunded if the Company were to prevail on appeal.

#### **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 \$187 million and \$197 million as of March 29, 2024 and December 31, 2023, 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):

	<b>March 29, 2024</b>	<b>December 31, 2023</b>
Net foreign currency translation adjustments	\$ (13,005)	\$ (12,726)
Accumulated net gains (losses) on derivatives	(105)	(154)
Unrealized net gains (losses) on available-for-sale debt securities	4	(1)
Adjustments to pension and other postretirement benefit liabilities	(1,398)	(1,394)
Accumulated other comprehensive income (loss)	\$ (14,504)	\$ (14,275)

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

	Three Months Ended March 29, 2024		
	Shareowners of The Coca-Cola Company	Noncontrolling Interests	Total
Consolidated net income	\$ 3,177	\$ 8	\$ 3,185
Other comprehensive income:			
Net foreign currency translation adjustments	(279)	(24)	(303)
Net gains (losses) on derivatives <sup>1</sup>	49	—	49
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	5	—	5
Net change in pension and other postretirement benefit liabilities	(4)	—	(4)
Total comprehensive income (loss)	\$ 2,948	\$ (16)	\$ 2,932

<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 March 29, 2024	Before-Tax Amount	Income Tax After-Tax Amount
<b>Foreign currency translation adjustments:</b>		
Translation adjustments arising during the period	\$ (34)	\$ (35)
Reclassification adjustments recognized in net income	103	—
Gains (losses) on intra-entity transactions that are of a long-term investment nature	(518)	—
Gains (losses) on net investment hedges arising during the period <sup>1</sup>	274	(69)
Net foreign currency translation adjustments	\$ (175)	\$ (104)
<b>Derivatives:</b>		
Gains (losses) arising during the period	\$ 27	\$ (11)
Reclassification adjustments recognized in net income	44	(11)
Net gains (losses) on derivatives <sup>1</sup>	\$ 71	\$ (22)
<b>Available-for-sale debt securities:</b>		
Reclassification adjustments recognized in net income	\$ 6	\$ (1)
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	\$ 6	\$ (1)
<b>Pension and other postretirement benefit liabilities:</b>		
Net pension and other postretirement benefit liabilities arising during the period	\$ (13)	\$ (8)
Reclassification adjustments recognized in net income	22	(5)
Net change in pension and other postretirement benefit liabilities	\$ 9	\$ (13)
<b>Other comprehensive income (loss) attributable to shareowners of The Coca-Cola Company</b>		
	\$ (89)	\$ (140)
	\$ (229)	

<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.

Three Months Ended March 31, 2023	Before-Tax Amount	Income Tax After-Tax Amount
<b>Foreign currency translation adjustments:</b>		
Translation adjustments arising during the period	\$ 437	\$ (91)
Reclassification adjustments recognized in net income	101	—
Gains (losses) on intra-entity transactions that are of a long-term investment nature	292	—
Gains (losses) on net investment hedges arising during the period <sup>1</sup>	(154)	39
Net foreign currency translation adjustments	\$ 676	\$ (52)
<b>Derivatives:</b>		
Gains (losses) arising during the period	\$ (76)	\$ 7
Reclassification adjustments recognized in net income	(1)	—
Net gains (losses) on derivatives <sup>1</sup>	\$ (77)	\$ 7
<b>Available-for-sale debt securities:</b>		
Unrealized gains (losses) arising during the period	\$ 9	\$ (3)
Reclassification adjustments recognized in net income	3	(1)
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	\$ 12	\$ (4)
<b>Pension and other postretirement benefit liabilities:</b>		
Net pension and other postretirement benefit liabilities arising during the period	\$ (5)	\$ (2)
Reclassification adjustments recognized in net income	22	(4)
Net change in pension and other postretirement benefit liabilities	\$ 17	\$ (6)
<b>Other comprehensive income (loss) attributable to shareowners of The Coca-Cola Company</b>		
	\$ 628	\$ (55)
	573	

<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	Amount Reclassified from AOCI into Income
		Three Months Ended March 29, 2024
<b>Foreign currency translation adjustments:</b>		
Divestitures, deconsolidations and other <sup>1</sup>	Other income (loss) — net	\$ 103
	Income before income taxes	103
	Income taxes	—
	Consolidated net income	\$ 103
<b>Derivatives:</b>		
Foreign currency contracts	Net operating revenues	\$ 17
Foreign currency contracts and commodity contracts	Cost of goods sold	(2)
Foreign currency contracts	Interest expense	1
Foreign currency contracts	Other income (loss) — net	28
	Income before income taxes	44
	Income taxes	(11)
	Consolidated net income	\$ 33
<b>Available-for-sale debt securities:</b>		
Sale of debt securities	Other income (loss) — net	\$ 6
	Income before income taxes	6
	Income taxes	(1)
	Consolidated net income	\$ 5
<b>Pension and other postretirement benefit liabilities:</b>		
Divestitures, deconsolidations and other <sup>2</sup>	Other income (loss) — net	\$ (2)
Recognized net actuarial loss (gain)	Other income (loss) — net	25
Recognized prior service cost (credit)	Other income (loss) — net	(1)
	Income before income taxes	22
	Income taxes	(5)
	Consolidated net income	\$ 17

<sup>1</sup> Related to the refranchising of our bottling operations in the Philippines and Bangladesh and the sale of our ownership interest in an equity method investee in Thailand. Refer to Note 2.

<sup>2</sup> Related to the refranchising of our bottling operations in the Philippines and Bangladesh. 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 March 29, 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	
December 31, 2023	4,308	\$ 27,480	\$ 73,782	\$ (14,275)	\$ 1,760	\$ 19,209	\$ (54,535) \$ 1,539
Comprehensive income (loss)	—	2,932	3,177	(229)	—	—	— (16)
Dividends paid/payable to shareowners of The Coca-Cola Company (\$0.485 per share)	—	(2,091)	(2,091)	—	—	—	—
Dividends paid to noncontrolling interests	—	(2)	—	—	—	—	(2)
Divestitures, deconsolidations and other	—	(4)	—	—	—	—	(4)
Purchases of treasury stock	(10)	(621)	—	—	—	—	(621) —
Impact related to stock-based compensation plans	10	252	—	—	—	112	140 —
March 29, 2024	4,308	\$ 27,946	\$ 74,868	\$ (14,504)	\$ 1,760	\$ 19,321	\$ (55,016) \$ 1,517

Three Months Ended March 31, 2023	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, 2022	4,328	\$ 25,826	\$ 71,019	\$ (14,895)	\$ 1,760	\$ 18,822	\$ (52,601) \$ 1,721
Comprehensive income (loss)	—	3,611	3,107	573	—	—	— (69)
Dividends paid/payable to shareowners of The Coca-Cola Company (\$0.46 per share)	—	(1,989)	(1,989)	—	—	—	—
Dividends paid to noncontrolling interests	—	(4)	—	—	—	—	(4)
Purchases of treasury stock	(12)	(749)	—	—	—	—	(749) —
Impact related to stock-based compensation plans	9	173	—	—	—	70	103 —
Other activities	—	—	—	—	—	(3)	— 3
March 31, 2023	4,325	\$ 26,868	\$ 72,137	\$ (14,322)	\$ 1,760	\$ 18,889	\$ (53,247) \$ 1,651

## NOTE 12: SIGNIFICANT OPERATING AND NONOPERATING ITEMS

### *Other Operating Charges*

During the three months ended March 29, 2024, the Company recorded other operating charges of \$1,573 million. These charges primarily consisted of \$765 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with our acquisition of fairlife, LLC (“fairlife”) in 2020, \$760 million related to the impairment of our BodyArmor trademark and \$36 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, \$4 million for the amortization of noncompete agreements related to the BA Sports Nutrition, LLC (“BodyArmor”) acquisition in 2021 and \$1 million related to tax litigation expense.

During the three months ended March 31, 2023, the Company recorded other operating charges of \$111 million. These charges primarily consisted of \$62 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition, \$27 million related to the Company’s productivity and reinvestment program and \$18 million related to the restructuring of our North America operating unit. In addition, other operating charges included \$4 million for the amortization of noncompete agreements related to the BodyArmor acquisition.

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 BodyArmor impairment. Refer to Note 17 for the impact these charges had on our operating segments and Corporate.

#### ***Other Nonoperating Items***

##### ***Equity Income (Loss) — Net***

During the three months ended March 29, 2024 and March 31, 2023, the Company recorded net charges of \$25 million and \$82 million, respectively. These amounts represent the Company's proportionate share of significant operating and nonoperating items recorded by certain of our equity method investees. Refer to Note 17 for the impact these items had on our operating segments and Corporate.

##### ***Other Income (Loss) — Net***

During the three months ended March 29, 2024, the Company recognized net gains of \$599 million and \$293 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 \$178 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. The Company recorded a loss of \$7 million related to post-closing adjustments for the refranchising of our bottling operations in Vietnam in 2023.

During the three months ended March 31, 2023, the Company recognized a net gain of \$439 million related to the refranchising of our bottling operations in Vietnam. Additionally, the Company recognized a net gain of \$113 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.

Refer to Note 2 for additional information on the refranchising of our bottling operations, as well as the sale of our ownership interest in an equity method investee in Thailand. Refer to Note 4 for additional information on equity and debt securities. Refer to Note 17 for the impact these items had on our operating segments and Corporate.

### **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. The remaining initiatives included in this program, which are primarily designed to further simplify and standardize our organization, will be completed in 2024.

During the three months ended March 29, 2024 and March 31, 2023, the Company incurred expenses of \$36 million and \$27 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 \$4,329 million related to this program since it commenced.

#### ***North America Operating Unit Restructuring***

In November 2022, the Company announced a restructuring program for our North America operating unit designed to better align its operating structure with its customers and bottlers. The evolved operating structure brought together all bottler-related components (franchise leadership, commercial leadership, digital, governance and technical innovation) and helped streamline how we work. During the three months ended March 31, 2023, the Company incurred expenses of \$18 million related to this program. These expenses primarily included severance costs and were recorded in the line item other operating charges in our consolidated statement of income. The Company has incurred total pretax expenses of \$65 million related to this program since it commenced. This restructuring program was complete as of December 31, 2023.

#### **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		March 29, 2024	March 31, 2023
	March 29, 2024	March 31, 2023		
Service cost	\$ 27	\$ 24	\$ 1	\$ 1
Interest cost	77	81	4	7
Expected return on plan assets <sup>1</sup>	(118)	(119)	(2)	(4)
Amortization of prior service cost (credit)	—	—	(1)	(1)
Amortization of net actuarial loss (gain)	26	24	(1)	(1)
Net periodic benefit cost (income)	\$ 12	\$ 10	\$ 1	\$ 2

<sup>1</sup> The weighted-average expected long-term rates of return on plan assets used in computing 2024 net periodic benefit cost (income) were 7.00% for pension plans and 4.50% for other postretirement benefit plans.

All of the amounts in the table above, other than service cost, were recorded in the line item other income (loss) — net in our consolidated statements of income. During the three months ended March 29, 2024, the Company contributed \$6 million to our pension trusts, offset by a \$44 million transfer of surplus international plan assets from pension trusts to general assets of the Company. We anticipate making additional contributions of approximately \$27 million during the remainder of 2024. The Company contributed \$5 million to our pension trusts during the three months ended March 31, 2023.

#### **NOTE 15: INCOME TAXES**

The Company recorded income taxes of \$687 million (17.7% effective tax rate) and \$940 million (23.2% effective tax rate) during the three months ended March 29, 2024 and March 31, 2023, respectively.

The Company's effective tax rates for the three months ended March 29, 2024 and March 31, 2023 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.

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 position. 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):

March 29, 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>	\$ 1,814	\$ 197	\$ 7	\$ 88	—	\$ 2,106
Debt securities <sup>1</sup>	—	1,561	3	—	—	1,564
Derivatives <sup>2</sup>	—	275	—	—	(210) <sup>6</sup>	65 <sup>8</sup>
Total assets	\$ 1,814	\$ 2,033	\$ 10	\$ 88	(210)	\$ 3,735
<b>Liabilities:</b>						
Contingent consideration liability	\$ —	\$ —	\$ 3,782 <sup>5</sup>	\$ —	—	\$ 3,782
Derivatives <sup>2</sup>	1	1,444	—	—	(1,346) <sup>7</sup>	99 <sup>8</sup>
Total liabilities	\$ 1	\$ 1,444	\$ 3,782	\$ —	(1,346)	\$ 3,881

<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 in 2020, which is contingent on fairlife achieving certain financial targets through 2024 and, if achieved, 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 is not obligated to return any cash collateral it has netted against its derivative position.

<sup>7</sup> The Company has the right to reclaim \$1,136 million in cash collateral it has 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: \$32 million in the line item prepaid expenses and other current assets, \$33 million in the line item other noncurrent assets, and \$99 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, 2023	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>	\$ 1,727	\$ 188	\$ 6	\$ 85	\$ —	\$ 2,006
Debt securities <sup>1</sup>	—	1,172	3	—	—	1,175
Derivatives <sup>2</sup>	—	275	—	—	(222) <sup>6</sup>	53 <sup>8</sup>
<b>Total assets</b>	<b>\$ 1,727</b>	<b>\$ 1,635</b>	<b>\$ 9</b>	<b>\$ 85</b>	<b>\$ (222)</b>	<b>\$ 3,234</b>
<b>Liabilities:</b>						
Contingent consideration liability	\$ —	\$ —	\$ 3,017 <sup>5</sup>	\$ —	\$ —	\$ 3,017
Derivatives <sup>2</sup>	3	1,445	—	—	(1,256) <sup>7</sup>	192 <sup>8</sup>
<b>Total liabilities</b>	<b>\$ 3</b>	<b>\$ 1,445</b>	<b>\$ 3,017</b>	<b>\$ —</b>	<b>\$ (1,256)</b>	<b>\$ 3,209</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 in 2020, which is contingent on fairlife achieving certain financial targets through 2024 and, if achieved, 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 a Monte Carlo valuation model. 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. The Company made a milestone payment of \$275 million during 2023.

<sup>6</sup> The Company was obligated to return \$4 million in cash collateral it had netted against its derivative position.

<sup>7</sup> The Company had the right to reclaim \$1,039 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: \$53 million in the line item other noncurrent assets and \$192 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 months ended March 29, 2024 and March 31, 2023.

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 months ended March 29, 2024 and March 31, 2023.

### **Nonrecurring Fair Value Measurements**

During the three months ended March 29, 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. We did not recognize any gains or losses on assets measured at fair value on a nonrecurring basis during the three months ended March 31, 2023.

### **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 March 29, 2024, the carrying value and fair value of our long-term debt, including the current portion, were \$36,496 million and \$31,883 million, respectively. As of December 31, 2023, the carrying value and fair value of our long-term debt, including the current portion, were \$37,507 million and \$33,445 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	Global Ventures	Bottling Investments	Corporate	Eliminations	Consolidated
<b>As of and for the Three Months Ended March 29, 2024</b>									
Net operating revenues:									
Third party	\$ 1,776	\$ 1,527	\$ 4,172	\$ 1,253	\$ 730	\$ 1,815	\$ 27	\$ —	\$ 11,300
Intersegment	197	—	2	216	—	2	—	(417)	—
Total net operating revenues	1,973	1,527	4,174	1,469	730	1,817	27	(417)	11,300
Operating income (loss)	1,080	942	445	654	55	156	(1,191)	—	2,141
Income (loss) before income taxes	1,089	947	455	658	56	424	243	—	3,872
Identifiable operating assets	7,244	3,301	26,002	2,568 <sup>2</sup>	7,534	7,788 <sup>2</sup>	25,313	—	79,750
Investments <sup>1</sup>	386	725	15	70	—	13,349	5,097	—	19,642
<b>As of and for the Three Months Ended March 31, 2023</b>									
Net operating revenues:									
Third party	\$ 1,831	\$ 1,386	\$ 3,902	\$ 1,185	\$ 707	\$ 1,944	\$ 25	\$ —	\$ 10,980
Intersegment	193	—	2	186	—	2	—	(383)	—
Total net operating revenues	2,024	1,386	3,904	1,371	707	1,946	25	(383)	10,980
Operating income (loss)	1,135	853	1,033	563	51	139	(407)	—	3,367
Income (loss) before income taxes	1,142	855	1,041	423	57	504	31	—	4,053
Identifiable operating assets	7,682	2,315	26,692	2,668 <sup>3</sup>	7,388	9,653 <sup>3</sup>	21,925	—	78,323
Investments <sup>1</sup>	401	681	15	77	—	13,200	4,707	—	19,081
<b>As of December 31, 2023</b>									
Identifiable operating assets	\$ 7,117	\$ 3,149	\$ 25,808	\$ 2,428 <sup>2</sup>	\$ 7,607	\$ 9,871 <sup>2</sup>	\$ 21,934	\$ —	\$ 77,914
Investments <sup>1</sup>	389	712	15	71	—	13,639	4,963	—	19,789

<sup>1</sup> Principally equity method investments and other investments in bottling companies.

<sup>2</sup> Property, plant and equipment — net in India represented 13% and 12% of consolidated property, plant and equipment — net as of March 29, 2024 and December 31, 2023, respectively.

<sup>3</sup> Property, plant and equipment — net in the Philippines represented 10% of consolidated property, plant and equipment — net as of March 31, 2023. As of December 31, 2023, the Company's bottling operations in the Philippines met the criteria to be classified as held for sale. Refer to Note 2.

During the three months ended March 29, 2024, the results of our operating segments and Corporate were impacted by the following items:

- Operating income (loss) and income (loss) before income taxes were reduced by \$765 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) and income (loss) before income taxes were reduced by \$760 million for North America due to the impairment of our BodyArmor trademark. Refer to Note 16.
- Operating income (loss) and income (loss) before income taxes were reduced by \$36 million for Corporate due to the Company's productivity and reinvestment program. Refer to Note 13.
- Operating income (loss) and income (loss) before income taxes were 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) and income (loss) before income taxes were reduced by \$4 million for Corporate due to charges related to our acquisition of BodyArmor. Refer to Note 12.
- Income (loss) before income taxes was increased by \$599 million for Corporate due to the refranchising of our bottling operations in the Philippines. Refer to Note 2.
- Income (loss) before income taxes was increased by \$516 million for Corporate related to the sale of our ownership interest in an equity method investee in Thailand. Refer to Note 2.
- Income (loss) before income taxes was increased by \$293 million for Corporate due to the refranchising of our bottling operations in certain territories in India. Refer to Note 2.
- Income (loss) before income taxes was increased by \$178 million for Corporate due 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. Refer to Note 4.
- Income (loss) before income taxes was reduced by \$23 million for Bottling Investments and \$2 million for Corporate due to the Company's proportionate share of significant operating and nonoperating items recorded by certain of our equity method investees.
- Income (loss) before income taxes was reduced by \$7 million for Corporate related to post-closing adjustments for the refranchising of our bottling operations in Vietnam. Refer to Note 2.

During the three months ended March 31, 2023, the results of our operating segments and Corporate were impacted by the following items:

- Operating income (loss) and income (loss) before income taxes were reduced by \$62 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) and income (loss) before income taxes were reduced by \$27 million for Corporate due to the Company's productivity and reinvestment program. Refer to Note 13.
- Operating income (loss) and income (loss) before income taxes were reduced by \$18 million for North America due to the restructuring of our North America operating unit. Refer to Note 13.
- Operating income (loss) and income (loss) before income taxes were reduced by \$6 million for North America due to the restructuring of our manufacturing operations in the United States.
- Operating income (loss) and income (loss) before income taxes were reduced by \$4 million for Corporate due to charges related to our acquisition of BodyArmor. Refer to Note 12.
- Income (loss) before income taxes was increased by \$439 million for Corporate due to the refranchising of our bottling operations in Vietnam. Refer to Note 2.
- Income (loss) before income taxes was increased by \$113 million for Corporate due 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. Refer to Note 4.
- Income (loss) before income taxes was reduced by \$140 million for Asia Pacific and was increased by \$58 million for Bottling Investments due to the Company's proportionate share of significant operating and nonoperating items recorded by certain of our equity method investees.

## **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, 2023, 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 when global financial markets are highly volatile. 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, BA Sports Nutrition, LLC ("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. As of December 31, 2023, the fair value of the trademark approximated its carrying value. 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. 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.

#### ***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 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 or concentrate sales volume on a consolidated basis or at the geographic operating segment level. We report 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 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 May 2023, the Company acquired certain brands in Asia Pacific. The impact of acquiring these brands has been included in acquisitions and divestitures in our analysis of net operating revenues on a consolidated basis as well as for the Asia Pacific operating segment. Additionally, in January 2023, the Company refranchised our bottling operations in Vietnam. In January and February 2024, 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 months ended March 29, 2024.

#### **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 2024 versus 2023	
	Three Months Ended March 29, 2024	
	Unit Cases <sup>1,2,3</sup>	Concentrate Sales <sup>4</sup>
Worldwide	1 %	(2)%
Europe, Middle East & Africa	2	(6)
Latin America	4	(1)
North America	—	—
Asia Pacific	(2)	4
Global Ventures	1	2
Bottling Investments	(7) <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 and Global Ventures operating segment data reflects unit case volume growth for all bottlers, both consolidated and unconsolidated, and distributors in the applicable geographic areas. Global Ventures operating segment data also reflects unit case volume growth for Costa retail stores.

<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 2024 had one less day when compared to the first quarter of 2023, and the fourth quarter of 2024 will have two additional days when compared to the fourth quarter of 2023.

<sup>5</sup> After considering the impact of structural changes, unit case volume for Bottling Investments for the three months ended March 29, 2024 grew 8%.

<sup>6</sup> After considering the impact of structural changes, concentrate sales volume for Asia Pacific for the three months ended March 29, 2024 declined 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.

Unit case volume in Europe, Middle East and Africa increased 2%, which included 9% growth in water, sports, coffee and tea, and 2% growth in both sparkling flavors and juice, value-added dairy and plant-based beverages. Unit case volume in Trademark Coca-Cola was even. The operating segment reported an increase in unit case volume of 9% in the Africa operating unit, partially offset by a decline of 4% in the Eurasia and Middle East operating unit. Unit case volume in the Europe operating unit was even.

Unit case volume in Latin America increased 4%, which included 5% growth in Trademark Coca-Cola, 4% growth in water, sports, coffee and tea, and 1% growth in sparkling flavors, partially offset by a 1% decline in juice, value-added dairy and plant-based beverages. The operating segment's volume performance included 9% growth in Brazil and 4% growth in Mexico, partially offset by a 23% decline in Argentina.

Unit case volume in North America was even, which included 5% growth in juice, value-added dairy and plant-based beverages and 1% growth in Trademark Coca-Cola, offset by a 5% decline in water, sports, coffee and tea. Unit case volume in sparkling flavors was even.

Unit case volume in Asia Pacific decreased 2%, which included a 9% decline in water, sports, coffee and tea and a 1% decline in sparkling flavors, partially offset by 2% growth in Trademark Coca-Cola and 1% growth in juice, value-added dairy and plant-based beverages. The operating segment reported a decline in unit case volume of 11% in the Greater China and Mongolia operating unit, partially offset by 7% growth in the ASEAN and South Pacific operating unit, 2% growth in the India and Southwest Asia operating unit and 1% growth in the Japan and South Korea operating unit.

Unit case volume for Global Ventures increased 1%, driven by 1% growth in juice, value-added dairy and plant-based beverages along with growth in energy drinks, partially offset by a 6% decline in water, sports, coffee and tea.

Unit case volume for Bottling Investments decreased 7%, 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 March 29, 2024, worldwide concentrate sales volume declined 2% and unit case volume increased 1% compared to the three months ended March 31, 2023. 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 differences between concentrate sales volume and unit case volume growth rates for the operating segments were primarily due to the timing of concentrate shipments. In addition, the first quarter of 2024 had one less day when compared to the first quarter of 2023, which also contributed to the differences between concentrate sales volume and unit case volume growth rates on a consolidated basis and for the individual operating segments. We expect the differences between concentrate sales volume and unit case volume growth rates to lessen over the remainder of the year.

#### **Net Operating Revenues**

During the three months ended March 29, 2024, net operating revenues were \$11,300 million, compared to \$10,980 million during the three months ended March 31, 2023, an increase of \$320 million, or 3%.

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 2024 versus 2023				
	Volume <sup>1</sup>	Price, Product & Geographic Mix	Foreign Currency Fluctuations	Acquisitions & Divestitures <sup>2</sup>	Total
Consolidated	(2)%	13 %	(6)%	(2)%	3 %
Europe, Middle East & Africa	(6)	22	(18)	—	(3)
Latin America	(1)	22	(11)	—	10
North America	—	7	—	—	7
Asia Pacific	(1)	8	(3)	3	7
Global Ventures	2	(1)	3	—	3
Bottling Investments	6	6	(5)	(15)	(7)

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 and our Global Ventures operating segment (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 price changes, the mix of products and packages sold, and the mix of channels and geographic territories where the sales occurred. 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 believes that providing investors with price, product and geographic mix enhances their understanding about the combined impact that the following items had on the Company's net operating revenues: (1) pricing actions taken by the Company and, where applicable, our bottling partners; (2) changes in the mix of products and packages

sold; (3) changes in the mix of channels where products were sold; and (4) changes in the mix of geographic territories where products were sold. 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 13% 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 primarily in Nigeria, Türkiye and Zimbabwe, and favorable geographic mix;
- Latin America — favorable pricing initiatives, including inflationary pricing in Argentina, partially offset by unfavorable category mix;
- North America — favorable pricing initiatives and favorable category mix, partially offset by unfavorable channel mix;
- Asia Pacific — favorable pricing initiatives, as well as favorable category, package and geographic mix;
- Global Ventures — unfavorable product mix, partially offset by favorable pricing initiatives; and
- Bottling Investments — favorable pricing initiatives across most markets and favorable product and package mix, partially offset by unfavorable geographic mix.

Fluctuations in foreign currency exchange rates decreased our consolidated net operating revenues by 6%. This unfavorable impact was primarily due to a stronger U.S. dollar compared to certain foreign currencies, including the Argentine peso, Nigerian naira, Zimbabwian dollar and Turkish lira, which had an unfavorable impact on our Latin America and Europe, Middle East and Africa 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 Mexican peso, Brazilian real, British pound and euro, which had a favorable impact on our Latin America, Global Ventures and Europe, Middle East and Africa 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.

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 2024 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 62.5% for the three months ended March 29, 2024, compared to 60.7% for the three months ended March 31, 2023. The increase was primarily due to the impact of favorable pricing initiatives and structural changes, partially offset by the unfavorable impact of foreign currency exchange rate fluctuations and higher commodity costs.

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

The following table sets forth the components of selling, general and administrative expenses (in millions):

	Three Months Ended	
	March 29, 2024	March 31, 2023
Selling and distribution expenses	\$ 621	\$ 654
Advertising expenses	1,161	1,065
Stock-based compensation expense	68	58
Other operating expenses	1,501	1,408
<b>Selling, general and administrative expenses</b>	<b>\$ 3,351</b>	<b>\$ 3,185</b>

During the three months ended March 29, 2024, selling, general and administrative expenses increased \$166 million, or 5%, versus the prior year. The increase was primarily due to higher advertising expenses, partially offset by a decrease in selling and distribution expenses. The decrease in selling and distribution expenses was primarily due to the refranchising of our bottling operations in the Philippines, Bangladesh and certain territories in India. During the three months ended March 29, 2024, foreign currency exchange rate fluctuations decreased selling, general and administrative expenses by 5%.

As of March 29, 2024, we had \$389 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 1.9 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 operating segment and Corporate were as follows (in millions):

	Three Months Ended	
	March 29, 2024	March 31, 2023
Europe, Middle East & Africa	\$ —	\$ —
Latin America	—	—
North America	760	18
Asia Pacific	—	—
Global Ventures	—	—
Bottling Investments	—	—
Corporate	813	93
<b>Total</b>	<b>\$ 1,573</b>	<b>\$ 111</b>

During the three months ended March 29, 2024, the Company recorded other operating charges of \$1,573 million. These charges primarily consisted of \$765 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with our acquisition of fairlife, LLC (“fairlife”) in 2020, \$760 million related to the impairment of our BodyArmor trademark and \$36 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, \$4 million for the amortization of noncompete agreements related to the BodyArmor acquisition and \$1 million related to tax litigation expense.

During the three months ended March 31, 2023, the Company recorded other operating charges of \$111 million. These charges primarily consisted of \$62 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition, \$27 million related to the Company’s productivity and reinvestment program and \$18 million related to the restructuring of our North America operating unit. In addition, other operating charges included \$4 million for the amortization of noncompete agreements related to the BodyArmor acquisition.

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 BodyArmor impairment. Refer to Note 17 of Notes to Consolidated Financial Statements for the impact 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	
	March 29, 2024	March 31, 2023
Europe, Middle East & Africa	<b>50.4 %</b>	33.7 %
Latin America	<b>44.0</b>	25.4
North America	<b>20.8</b>	30.7
Asia Pacific	<b>30.6</b>	16.7
Global Ventures	<b>2.5</b>	1.5
Bottling Investments	<b>7.3</b>	4.1
Corporate	<b>(55.6)</b>	(12.1)
Total	<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	
	March 29, 2024	March 31, 2023
Consolidated	<b>18.9 %</b>	30.7 %
Europe, Middle East & Africa	<b>60.8</b>	62.0
Latin America	<b>61.7</b>	61.6
North America	<b>10.7</b>	26.5
Asia Pacific	<b>52.2</b>	47.5
Global Ventures	<b>7.5</b>	7.2
Bottling Investments	<b>8.6</b>	7.1
Corporate	*	*

\* Calculation is not meaningful.

During the three months ended March 29, 2024, operating income was \$2,141 million, compared to \$3,367 million during the three months ended March 31, 2023, a decrease of \$1,226 million, or 36%. The decrease was driven by a decline in concentrate sales volume of 2%; higher commodity costs; higher selling, general and administrative expenses; higher other operating charges; and an unfavorable foreign currency exchange rate impact of 7%. These items were partially offset by favorable pricing initiatives.

During the three months ended March 29, 2024, fluctuations in foreign currency exchange rates unfavorably impacted consolidated operating income by 7% due to a stronger U.S. dollar compared to certain foreign currencies, including the Argentine peso, Zimbabwean dollar, Turkish lira, and Japanese yen, which had an unfavorable impact on our Latin America; Europe, Middle East and Africa; and Asia Pacific 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 Mexican peso, Brazilian real, and euro which had a favorable impact on our Latin America and Europe, Middle East and Africa 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 \$1,080 million and \$1,135 million for the three months ended March 29, 2024 and March 31, 2023, respectively. The decrease in operating income was primarily driven by a decline in concentrate sales volume of 6%, higher commodity costs, increased marketing spending, higher operating expenses and an unfavorable foreign currency exchange rate impact of 15%, partially offset by favorable pricing initiatives.

Latin America reported operating income of \$942 million and \$853 million for the three months ended March 29, 2024 and March 31, 2023, respectively. The increase in operating income was primarily driven by favorable pricing initiatives, partially

offset by a decline in concentrate sales volume of 1%, higher commodity costs, increased marketing spending, higher operating expenses and an unfavorable foreign currency exchange rate impact of 7%.

Operating income for North America for the three months ended March 29, 2024 and March 31, 2023 was \$445 million and \$1,033 million, respectively. The decrease in operating income was primarily driven by higher commodity costs, higher operating expenses and higher other operating charges due to the impairment of our BodyArmor trademark, partially offset by favorable pricing initiatives. 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 three months ended March 29, 2024 and March 31, 2023 was \$654 million and \$563 million, respectively. The increase in operating income was primarily driven by favorable pricing initiatives, lower operating expenses and the impact of acquired brands and structural changes, partially offset by a decline in concentrate sales volume of 1%, higher commodity costs and increased marketing spending.

Global Ventures' operating income for the three months ended March 29, 2024 and March 31, 2023 was \$55 million and \$51 million, respectively. The increase in operating income was primarily driven by concentrate sales volume growth of 2%, lower commodity costs and a favorable foreign currency exchange rate impact of 3%, partially offset by higher marketing spending and higher operating expenses.

Bottling Investments' operating income for the three months ended March 29, 2024 and March 31, 2023 was \$156 million and \$139 million, respectively. The increase in operating income was primarily driven by unit case volume growth of 6% and favorable pricing initiatives, partially offset by higher commodity costs, higher operating expenses, an unfavorable foreign currency exchange rate impact of 3% and the impact of refranchising our bottling operations in the Philippines, Bangladesh and certain territories in India.

Corporate's operating loss for the three months ended March 29, 2024 and March 31, 2023 was \$1,191 million and \$407 million, respectively. Operating loss in 2024 increased primarily as a result of higher operating expenses, higher other operating charges due to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition, 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 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 2024 operating income.

#### ***Interest Income***

During the three months ended March 29, 2024, interest income was \$246 million, compared to \$168 million during the three months ended March 31, 2023, an increase of \$78 million, or 46%. The increase was primarily driven by higher average investment balances and higher returns on our Corporate and certain international investments.

#### ***Interest Expense***

During the three months ended March 29, 2024, interest expense was \$382 million, compared to \$372 million during the three months ended March 31, 2023, an increase of \$10 million, or 3%. The increase was primarily due to the impact of higher interest rates on short-term borrowings and derivative instruments compared to the prior year.

#### ***Equity Income (Loss) — Net***

During the three months ended March 29, 2024, equity income was \$354 million, compared to equity income of \$275 million during the three months ended March 31, 2023, an increase of \$79 million, or 29%. The increase reflects, among other items, the impact of more favorable operating results reported by some of our equity method investees in the current year, a favorable foreign currency exchange rate impact, and a \$57 million decrease in net charges resulting from 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 March 29, 2024, other income (loss) — net was income of \$1,513 million. The Company recognized net gains of \$599 million and \$293 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 \$178 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, recognized net foreign currency exchange losses of \$68 million, and recorded \$22 million of costs related to our trade accounts receivable factoring program. Other income (loss) — net also included income of \$15 million related to the non-service cost components of net periodic benefit cost, dividend income of \$25 million and a loss of \$7 million related to post-closing adjustments for the refranchising of our bottling operations in Vietnam in 2023.

During the three months ended March 31, 2023, other income (loss) — net was income of \$615 million. The Company recognized a net gain of \$439 million related to the refranchising of our bottling operations in Vietnam. The Company recognized a net gain of \$113 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, recognized net foreign currency exchange losses of \$24 million, and recorded \$11 million of costs related to our trade accounts receivable factoring program. Additionally, other income (loss) — net included income of \$13 million related to the non-service cost components of net periodic benefit cost and dividend income of \$66 million.

Refer to Note 2 of Notes to Consolidated Financial Statements for additional information on the refranchising of our bottling operations, as well as the sale of our ownership interest in an equity method investee in Thailand. 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 17 of Notes to Consolidated Financial Statements for the impact that certain of these items had on our operating segments and Corporate.

#### **Income Taxes**

The Company recorded income taxes of \$687 million (17.7% effective tax rate) and \$940 million (23.2% effective tax rate) during the three months ended March 29, 2024 and March 31, 2023, respectively.

The Company's effective tax rates for the three months ended March 29, 2024 and March 31, 2023 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.

On November 18, 2020, the U.S. Tax Court ("Tax Court") issued an opinion ("Opinion") regarding the Company's 2015 litigation with the United States Internal Revenue Service ("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 (together with the original Tax Court opinion, "Opinions"), 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 position. 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 enacted tax laws, as well as our current interpretation of recently issued regulations, the Company's effective tax rate in 2024 is expected to be 19.0% 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 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 the rules to initially become effective for fiscal years starting on or after December 31, 2023. While it is uncertain whether the United States will enact legislation to adopt Pillar Two, numerous countries have enacted legislation, or have indicated their intent to adopt legislation, to implement certain aspects of Pillar Two effective January 1, 2024, with general implementation of the remaining global minimum tax rules by January 1, 2025. 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 \$16.9 billion as of March 29, 2024. 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 March 29, 2024. These backup lines of credit expire at various times through 2028.

Our current payment terms with the majority of our suppliers are 120 days. Two global 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 \$4,508 million and \$2,709 million of trade accounts receivables under this program during the three months ended March 29, 2024 and March 31, 2023, respectively. The costs of factoring such receivables were \$22 million and \$11 million for the three months ended March 29, 2024 and March 31, 2023, 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 2024 capital expenditures to be approximately \$2.2 billion. During 2024, 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 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 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 the event that all of the adjustments proposed by the IRS were to be ultimately upheld for tax years 2007 through 2009 and the IRS, with the consent of the federal courts, were to decide to apply the underlying methodology (“Tax Court Methodology”) to the subsequent years up to and including 2023, the Company currently estimates that the potential aggregate incremental tax and interest liability could be approximately \$16 billion as of December 31, 2023. Additional income tax and interest 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 months ended March 29, 2024 would increase the potential aggregate incremental tax and interest liability by approximately \$500 million. The Company and the IRS are now in the process of agreeing on the tax impacts of the Opinions. Subsequent to the completion of this process, the Tax Court will render a decision in the case. The Company will have 90 days thereafter to file a notice of appeal to the U.S. Court of Appeals for the Eleventh Circuit. The IRS can then seek to collect, and the Company expects to pay, any additional tax related to the 2007 through 2009 tax years reflected in the Tax Court decision (and interest thereon). The Company currently estimates that the payment to be made at that time related to the 2007 through 2009 tax years, which is included in the above estimate of the potential aggregate incremental tax and interest liability, would be approximately \$5.9 billion (including interest accrued through March 29, 2024), plus any additional interest accrued through the time of payment. Some or all of this amount, plus accrued interest, would be refunded if the Company were to prevail on appeal. 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 provided by operating activities during the three months ended March 29, 2024 and March 31, 2023 was \$528 million and \$160 million, respectively, an increase of \$368 million, or 230%. This increase was primarily driven by strong cash operating results, a benefit from the trade accounts receivable factoring program in the current year and a dividend payment from an equity method investee in Thailand. The increase was also impacted by \$167 million of the \$275 million milestone payment for fairlife in the prior year. These items were partially offset by an unfavorable impact due to foreign currency exchange rate fluctuations, higher tax payments and additional annual incentive payments in the current year due to improved business performance in the prior year. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the milestone payment for fairlife.

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

Net cash provided by investing activities during the three months ended March 29, 2024 and March 31, 2023 was \$330 million and \$117 million, respectively.

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

During the three months ended March 29, 2024, purchases of investments were \$2,552 million and proceeds from disposals of investments were \$444 million, resulting in a net cash outflow of \$2,108 million. During the three months ended March 31, 2023, purchases of investments were \$739 million and proceeds from disposals of investments were \$815 million, resulting in a net cash inflow of \$76 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 three months ended March 29, 2024 and March 31, 2023, proceeds from disposals of businesses, equity method investments and nonmarketable securities were \$2,893 million and \$319 million, respectively. The activity during the three months ended March 29, 2024 primarily related to sales of our ownership interests in certain equity method investees and the refranchising of certain of our bottling operations. The activity during the three months ended March 31, 2023 primarily related to sales of our ownership interests in certain equity method investees. Refer to Note 2 of Notes to Consolidated Financial Statements.

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

Purchases of property, plant and equipment during the three months ended March 29, 2024 and March 31, 2023 were \$370 million and \$276 million, respectively.

##### *Collateral (Paid) Received Associated with Hedging Activities — Net*

Collateral paid associated with our hedging activities during the three months ended March 29, 2024 was \$105 million, and collateral received associated with our hedging activities during the three months ended March 31, 2023 was \$18 million. Refer to Note 6 of Notes to Consolidated Financial Statements for additional information on our hedging activities.

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

Net cash provided by financing activities during the three months ended March 29, 2024 and March 31, 2023 was \$406 million and \$2,065 million, respectively.

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

During the three months ended March 29, 2024, the Company had issuances of debt of \$2,285 million, which included \$2,221 million of issuances of commercial paper and short-term debt with maturities greater than 90 days and long-term debt issuances of \$64 million, net of related discounts and issuance costs.

The Company made payments of debt of \$1,366 million during the three months ended March 29, 2024, which included \$369 million of net payments of commercial paper and short-term debt with maturities of 90 days or less, payments of

\$408 million related to commercial paper and short-term debt with maturities greater than 90 days and payments of long-term debt of \$589 million. Refer to Note 8 of Notes to Consolidated Financial Statements for additional information.

During the three months ended March 31, 2023, the Company had issuances of debt of \$4,074 million, which included \$2,725 million of net issuances of commercial paper and short-term debt with maturities of 90 days or less, \$1,346 million of issuances of commercial paper and short-term debt with maturities greater than 90 days, and long-term debt issuances of \$3 million, net of related discounts and issuance costs.

The Company made payments of debt of \$1,174 million during the three months ended March 31, 2023, which included payments of \$1,011 million related to commercial paper and short-term debt with maturities greater than 90 days and payments of long-term debt of \$163 million.

On December 31, 2021, the United Kingdom's Financial Conduct Authority, the governing body responsible for regulating the London Interbank Offered Rate ("LIBOR"), ceased to publish certain LIBOR reference rates. However, other LIBOR reference rates, including U.S. dollar overnight, 1-month, 3-month, 6-month and 12-month maturities, continued to be published through June 2023. As a result of the discontinuation of LIBOR, we have amended our LIBOR-referencing agreements to either reference the Secured Overnight Financing Rate or include mechanics for selecting an alternative rate. Refer to Note 6 of Notes to Consolidated Financial Statements for additional information on our hedging activities.

#### *Issuances of Stock*

The issuances of stock during the three months ended March 29, 2024 and March 31, 2023 were related to the exercise of stock options by employees.

#### *Purchases of Stock for Treasury*

During the three months ended March 29, 2024, the total cash outflow for treasury stock purchases was \$702 million. The Company repurchased 10.4 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 \$60.04 per share, for a total cost of \$622 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 three months ended March 29, 2024 resulted in a net cash outflow of \$412 million.

During the three months ended March 31, 2023, the total cash outflow for treasury stock purchases was \$848 million. The Company repurchased 12.4 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 \$60.52 per share, for a total cost of \$749 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 three months ended March 31, 2023 resulted in a net cash outflow of \$619 million.

#### *Dividends*

During the three months ended March 29, 2024 and March 31, 2023, the Company paid dividends of \$99 million and \$101 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 2023 and 2024 first quarterly dividends in the second quarter of each year.

Our Board of Directors approved the Company's regular quarterly dividend of \$0.485 per share at its May 2024 meeting. This dividend is payable on July 1, 2024 to shareowners of record as of the close of business on June 14, 2024.

#### *Other Financing Activities*

During the three months ended March 29, 2024 and March 31, 2023, the total cash outflow for other financing activities was \$2 million and \$115 million, respectively. The cash outflow during the three months ended March 31, 2023 included \$108 million of the \$275 million milestone payment for fairlife. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the 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 foreign currency management program is designed to mitigate, over time, a portion of the potentially unfavorable 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 months ended March 29, 2024 by 7%.

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, 2023.

#### ***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 March 29, 2024.

##### *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 March 29, 2024 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, 2023. The following updates and restates the description of the previously reported U.S. Federal Income Tax Dispute matter.

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

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 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 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 position.

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 March 29, 2024. However, we updated our calculation of the methodologies we believe the federal courts could ultimately order to be used in calculating the Company's tax. As a result of the application of the required probability analysis to these updated calculations and the accrual of interest through the current reporting period, we updated our tax reserve as of March 29, 2024 to \$447 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 adjustment proposed by the IRS and sustained by the Tax Court could ultimately be upheld. In that event, the Company would likely be subject to significant additional liabilities for tax years 2007 through 2009, and potentially also 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, 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, 2023 for the 2007 through 2009 litigated tax years and for subsequent tax years from 2010 through 2023. 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 incremental tax and interest liability could be approximately \$16 billion as of December 31, 2023. Additional income tax and interest 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 months ended March 29, 2024 would increase the potential aggregate incremental tax and interest liability by approximately \$500 million. We currently project the continued application of the Tax Court Methodology in future years, assuming similar facts and circumstances as of December 31, 2023, would result in an incremental annual tax liability that would increase the Company's effective tax rate by approximately 3.5%.

The Company and the IRS are now in the process of agreeing on the tax impacts of the Opinions. Subsequent to the completion of this process, the Tax Court will render a decision in the case. The Company will have 90 days thereafter to file a notice of appeal to the U.S. Court of Appeals for the Eleventh Circuit. The IRS will then seek to collect, and the Company expects to pay, any additional tax related to the 2007 through 2009 tax years reflected in the Tax Court decision (and interest thereon). The Company currently estimates that the payment to be made at that time related to the 2007 through 2009 tax years, which is included in the above estimate of the potential aggregate incremental tax and interest liability, would be approximately \$5.9 billion (including interest accrued through March 29, 2024), plus any additional interest accrued through the time of payment. Some or all of this amount, plus accrued interest, would be refunded if the Company were to prevail on appeal.

#### **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, 2023, 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 March 29, 2024 by the Company or any “affiliated purchaser” of the Company as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, as amended (“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
January 1, 2024 through January 26, 2024	2,823,293	\$ 59.79	2,821,625	100,030,447
January 27, 2024 through February 23, 2024	4,545,881	59.72	2,869,150	97,161,297
February 24, 2024 through March 29, 2024	4,663,190	60.24	4,663,200	92,498,097
Total	12,032,364	\$ 59.94	10,353,975	

<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 March 29, 2024, 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, except as follows:

Nikolaos Koumettis, President, Europe operating unit, adopted a Rule 10b5-1 trading arrangement on March 15, 2024 for the potential exercise of vested stock options and the associated sale of up to 80,891 shares of common stock of the Company, subject to certain conditions. The arrangement’s expiration date is February 14, 2025.

Bruno Pietracci, President, Latin America operating unit, adopted a Rule 10b5-1 trading arrangement on March 4, 2024 for the potential exercise of vested stock options and the associated sale of up to 38,653 shares of common stock of the Company, subject to certain conditions. The arrangement’s expiration date is March 4, 2026.

Nancy Quan, Executive Vice President and Global Chief Technical and Innovation Officer, adopted a Rule 10b5-1 trading arrangement on March 12, 2024 for the potential exercise of vested stock options and the associated sale of up to 113,361 shares of common stock of the Company, subject to certain conditions. The arrangement’s expiration date is October 15, 2025.

Each of these trading plans was adopted during an open trading window.

## **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 [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.](#)
- 3.2 [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.](#)
- 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 [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.](#)
- 4.3 [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.](#)
- 4.4 [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 of the Company's Current Report on Form 8-K filed on May 25, 2017.](#)
- 4.5 [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.](#)
- 4.6 [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.](#)
- 4.7 [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.](#)
- 4.8 [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.](#)
- 4.9 [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.](#)
- 4.10 [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.](#)
- 4.11 [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.](#)
- 4.12 [Form of Note for 1.750% Notes due 2024 — incorporated herein by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on September 9, 2019.](#)
- 4.13 [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.](#)
- 4.14 [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.](#)
- 4.15 [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.](#)
- 4.16 [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.](#)
- 4.17 [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.](#)
- 4.18 [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.](#)
- 4.19 [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.](#)

- 4.20 [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.](#)
- 4.21 [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.](#)
- 4.22 [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.](#)
- 4.23 [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.](#)
- 4.24 [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.](#)
- 4.25 [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.](#)
- 4.26 [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.](#)
- 4.27 [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.](#)
- 4.28 [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.](#)
- 4.29 [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.](#)
- 4.30 [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.](#)
- 4.31 [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.](#)
- 4.32 [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.](#)
- 4.33 [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.](#)
- 4.34 [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.](#)
- 4.35 [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.](#)
- 4.36 [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.](#)
- 4.37 [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.](#)
- 4.38 [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.](#)
- 4.39 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.
- 4.40 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.
- 4.41 [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 3, 2017.](#)
- 4.42 [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 [Deferred Compensation Plan of the Company, as amended and restated January 1, 2024.](#)
- 10.2 [Form of Performance Share Agreement for grants under the 2014 Equity Plan, as adopted February 14, 2024 — incorporated herein by reference to Exhibit 10.5.29 to the Company’s Annual Report on Form 10-K filed on February 20, 2024.](#)

- 10.3 [Form of Restricted Stock Unit Agreement for grants under the 2014 Equity Plan, as adopted February 14, 2024 — incorporated herein by reference to Exhibit 10.5.30 to the Company's Annual Report on Form 10-K filed on February 20, 2024.](#)
- 10.4 [Form of Stock Option Agreement for grants under the 2014 Equity Plan, as adopted February 14, 2024 — incorporated herein by reference to Exhibit 10.5.31 to the Company's Annual Report on Form 10-K filed on February 20, 2024.](#)
- 10.5 [The Coca-Cola Company Severance Pay Plan, as amended and restated effective January 1, 2024 — incorporated herein by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K filed on February 20, 2024.](#)
- 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 March 29, 2024, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) Consolidated Statements of Income for the three months ended March 29, 2024 and March 31, 2023; (ii) Consolidated Statements of Comprehensive Income for the three months ended March 29, 2024 and March 31, 2023; (iii) Consolidated Balance Sheets as of March 29, 2024 and December 31, 2023; (iv) Consolidated Statements of Cash Flows for the three months ended March 29, 2024 and March 31, 2023; 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 MAY

Date: May 2, 2024

Erin May  
Senior Vice President and Controller  
(On behalf of the Registrant)

/s/ MARK RANDAZZA

Date: May 2, 2024

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

# **THE COCA-COLA COMPANY DEFERRED COMPENSATION PLAN**

**As Amended and Restated Effective January 1, 2024**

**THE COCA-COLA COMPANY DEFERRED COMPENSATION  
PLAN**

As Amended and Restated as of January 1, 2024

The Coca-Cola Company Deferred Compensation Plan (the “Plan”) is intended to provide a select group of management or highly-compensated employees the ability to defer base salary and annual incentive compensation. All deferrals under the Plan on or after January 1, 2005 are subject to the provisions of Section 409A of the Internal Revenue Code. All deferrals prior to January 1, 2005 are subject to the Plan rules in effect at the time the compensation was deferred.

**ARTICLE I**  
**DEFINITIONS**

Capitalized terms used in this Plan, shall have the meanings specified below.

"Account" or "Accounts" shall mean all of such Subaccounts that are specifically provided in this Plan.

"Annual Incentive" shall mean the annual bonus earned for a year pursuant to any annual incentive plan or program adopted by the Compensation Committee. Annual Incentive shall not include any spot bonuses, hiring bonuses, separation payments, retention payments, or other special or extraordinary payments.

"Base Salary" shall mean a Participant's annual base salary, and shall not include bonuses, commissions, incentives, severance and all other remuneration for services rendered to the Company. Base Salary shall be calculated prior to reduction for any salary contributions to a plan established pursuant to Section 125 of the Code or qualified pursuant to Section 401(k) of the Code.

"Beneficiary" or "Beneficiaries" shall mean the person or persons designated in writing by a Participant in accordance with procedures established by the Committee or the third-party recordkeeper to receive the benefits specified hereunder in the event of the Participant's death. No beneficiary designation shall become effective until it is filed with the Committee or the third-party recordkeeper. No designation of a Beneficiary other than the Participant's spouse shall be valid unless consented to in writing by such spouse. If there is no such designation or if there is no surviving designated Beneficiary, then the Participant's surviving spouse shall be the Beneficiary. If there is no surviving spouse to receive any benefits payable in accordance with the preceding sentence, the duly appointed and currently acting personal representative of the Participant's estate (which shall include either the Participant's probate estate or living trust) shall be the Beneficiary.

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

"Change of 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 14A under the Exchange Act as in effect on January 1, 2002, 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 Exchange Act), is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act as in effect on January 1, 2002) 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 consecutive years or less, individuals who at the beginning of such period constituted the Board of Directors of the Company cease, for any reason, to constitute at least a majority of the Board of Directors, 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 share owners of the Company approve any merger or consolidation as a result of which the Stock 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 share owners of the Company approve any merger or consolidation to which the Company is a party as a result of which the persons who were share owners 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, consolidation, liquidation or sale 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 of Directors determines otherwise. Additionally, no Change in Control will be deemed to have occurred under clause (i) if, subsequent to such time as a Change of Control would otherwise be deemed to have occurred, a majority of the Directors in office prior to the acquisition of the securities by such person determines otherwise.

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

"Committee" shall mean the Committee appointed by the Compensation Committee to administer the Plan in accordance with Article VII.

"Company" shall mean The Coca-Cola Company, a Delaware corporation.

"Company Discretionary Contribution" shall mean such discretionary amount, if any, contributed by the Company for a Participant. Such amount may differ from Participant to Participant. Company Discretionary Contributions must require the Participant to continue to provide services for at least 12 months for such Company Discretionary Contribution to vest.

"Company Discretionary Contribution Subaccount" shall mean the bookkeeping account maintained by the Company for each Participant that is credited with an amount equal to (i) the Company Discretionary Contribution Amount, if any, paid by the Company and (ii) earnings and losses pursuant to Section 4.2.

"Compensation" shall mean Base Salary and Annual Incentive.

"Compensation Committee" shall mean the Compensation Committee of the Board of Directors of the Company or any subcommittee thereof.

"Compensation Deferral Subaccount" shall mean the bookkeeping account maintained by the third-party recordkeeper for each Participant that is credited with amounts equal to (i) the portion of the Participant's Compensation that he or she elects to defer, and (ii) earnings and losses attributable thereto pursuant to Section 4.1.

"Disability" shall mean a condition for which a Participant becomes eligible for and receives a disability benefit under the long term disability insurance policy issued to the Company providing Basic Long Term Disability Insurance benefits pursuant to The Coca-Cola Company Health and Welfare Benefits Plan, or under any other long term disability plan that hereafter may be maintained by the Company or any Related Company, provided that the Participant is unable to engage in any substantial gainful activity by reason of any medially determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve months.

"Distributable Amount" shall mean the vested balance in a Participant's Accounts subject to distribution in a given Plan Year.

"Effective Date" of this amended and restated Plan shall be January 1, 2024.

"Eligible Employee" shall mean a select group of management and/or highly compensated employees of the Company or a Participating Subsidiary specifically selected by the Committee in accordance with the procedures set forth in Article II.

"Enrollment Period" shall mean a period of time in the calendar year prior to the year for which deferrals will be made when Eligible Employees are permitted to enroll in the Plan and defer Compensation for the upcoming year.

"ERISA" shall mean the Employee Retirement Income Security Act of 1974, as amended.

"Exchange Act" shall mean the Securities Exchange Act of 1934, as amended.

"Fund" or "Funds" shall mean, one or more of the investment funds selected by the Committee, or its designee, to which Participants may elect to make deemed investments pursuant to Section 3.3.

"Investment Rate" shall mean, for each Fund, an amount equal to the net gain or loss on the assets of such Fund during each month.

"Participant" shall mean any Eligible Employee who becomes a Participant in this Plan in accordance with Article II.

"Participating Subsidiary" means a subsidiary of the Company which the Committee has designated as such and whose employees are eligible to participate in the Plan; provided that such employee is an Eligible Employee.

"Plan" shall mean The Coca-Cola Company Deferred Compensation Plan. "Plan Year" shall mean January 1 to December 31 of each year.

"Scheduled Distribution Date" shall mean the last business day of February of the year elected by the Participant for a withdrawal of amounts deferred in a given Plan Year, and earnings and losses attributable thereto, as elected by the Participant for such Plan Year and subject to the requirements of Section 6.1(a).

"Separation from Service" shall mean that employment with an Employer terminates such that it is reasonably anticipated that no further services will be performed. Separation from Service shall be interpreted in a manner consistent with Section 409A of the Code and the regulations thereunder.

"Specified Employee" shall mean a key employee of an Employer who meets the requirements of Section 416(i)(1) (A)(i), (ii) or (iii) of the Code, as defined in Section 409A of the Code and the regulations thereunder.

"Unforeseeable Emergency" shall mean a severe unforeseeable financial hardship as defined in Section 409A 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.

## **ARTICLE II ELIGIBILITY FOR PARTICIPATION**

### **2.1     Determination of Eligible Employee.**

The Committee shall, from time to time, determine which employees are Eligible Employees under the Plan. Eligible Employees shall be notified prior to or during the Enrollment Period that they are eligible.

### **2.2     Participation.**

An Eligible Employee shall become a Participant in the Plan by electing to make deferrals of Compensation in accordance with Article III. An Eligible Employee also becomes a Participant if credited with a Company Discretionary Contribution.

## **2.3    Amendment of Eligibility Criteria.**

The Committee may, in its discretion, change the criteria for eligibility for any reason, including to comply with all applicable laws relating to salary grade (or other similar measurement criteria) and compensation levels; provided, however, that no change in the criteria for eligibility of any officer of the Company shall be affected unless such changes are (i) within parameters established by the Compensation Committee or (ii) approved by the Compensation Committee. Eligibility for participation in one year does not guarantee eligibility to participate in any future year.

## **ARTICLE III** **ELECTIONS**

### **3.1    Election to Defer Compensation.**

(a) Timing of Election to Defer Compensation. An Eligible Employee may elect to defer eligible Compensation only during the Enrollment Period. Such election must be made no later than December 31 prior to the year for which the Compensation would be earned. For Base Salary to be paid for services performed in a year, an election to defer such Base Salary must be made no later than December 31 of the prior year. For Annual Incentives paid for services performed in a year, an election to defer such Annual Incentive must be made no later than December 31 of the prior year. To illustrate this provision, for Base Salary to be paid for services in 2008, an election to defer must be made by December 31, 2007. For Annual Incentives earned for the 2008 calendar year, to be paid in March 2009, an election to defer must be made by December 31, 2007.

(b) Amount of Compensation Eligible for Deferral. An Eligible Employee may elect to defer up to 80% of his Base Salary and up to 95% of his Annual Incentive. The total amount deferred by a Participant shall be reduced, if necessary, to satisfy Social Security Tax (including Medicare), income tax withholding for compensation that cannot be deferred and employee benefit plan withholding requirements. If an Eligible Employee elects to defer Annual Incentive, the minimum percentage that may be deferred is 10% of such Annual Incentive.

(c) Irrevocable Elections. All elections become irrevocable as of December 31 of the year prior to the Plan Year for which Compensation is deferred.

(d) Duration of Election. An Eligible Employee's election to defer Compensation for any Plan Year is effective only for such Plan Year. In order to defer Compensation for a subsequent Plan Year, an Eligible Employee must file a new deferral election during the Enrollment Period with respect to Base Salary and Annual Incentive for any subsequent Plan Year by filing a new election during the Enrollment Period prior to the beginning of the next Plan Year.

(e) Method of Election. Such elections may be made in writing or through a third-party recordkeeper, provided that there is sufficient record of when such election is made.

### 3.2 Elections as to Time and Form of Payment.

(a) Timing of Election. Within the same time frame provided in Section 3.1(a), an Eligible Employee who elects to defer Compensation must make an election during the Enrollment Period regarding the time and form of payment of the Compensation and earnings and losses attributed thereto for the Compensation deferred for that Plan Year. If no such election is made, all Compensation and earnings and losses attributable thereto deferred for such Plan Year will be paid in a lump sum after Separation from Service, pursuant to the Separation from Service provision in Section 6.2 below.

For Participants receiving a Company Discretionary Contribution, the Participant must make an election regarding the time and form of payment of the Company Discretionary Contribution within 30 days of obtaining the legally-binding right to the Company Discretionary Contribution, whether or not such Company Discretionary Contribution is vested. If no such election is timely made, the Company Discretionary Contribution will be paid in a lump sum after Separation from Service, pursuant to the Separation from Service provision in Section 6.2 below.

(b) The available options as to time and form of payment are described in Article VI of this Plan.

(c) Elections as to time and form of payment become irrevocable as of December 31 of year prior to the year for which Compensation is deferred; however, subsequent changes may be made in compliance with Section 409A of the Code, as described in Section 3.2(e) below.

(d) The election of time and form of payment relates to and is effective only for the Compensation deferred for such Plan Year. Such election must be made for each Plan Year for which Compensation is deferred.

(e) Subsequent Changes in Time and Form of Payment. A Participant may delay the timing of a previously-scheduled payment or may change the form of a payment only if such subsequent deferral election meets all of the following requirements:

(i) the subsequent deferral election shall not take effect until at least 12 months after the date on which it is made;

(ii) the election must be made at least 12 months prior to the date the payment is scheduled to be made. For installment payments, the election must be made at least 12 months prior to the date the first payment in such installment was scheduled to be made; and

(iii) the subsequent deferral election must delay the payment for at least five years from the date the payment would otherwise have been made. For installment payments, the delay is measured from the date the first payment was scheduled to be made. This provision applies to elections to change the timing and/or the form of payment.

A Participant may make multiple subsequent changes, as long as each change meets all of the requirements above. Prior to January 1, 2009, a Participant may make other changes in time or form of payment only if allowed and in compliance with the regulations and transition guidance under Section 409A of the Code.

(f) Initial elections and subsequent elections, if any, may be made in writing or through a third-party recordkeeper, provided that there is sufficient record of when such election is made.

### 3.3 Elections as to Deemed Investment Choices.

(a) Within the same time frame provided in Section 3.1(a), an Eligible Employee who elects to defer Compensation shall make an election regarding how the Compensation deferred shall be deemed to be invested for purposes of determining the amount of earnings or losses to be credited to the Participants' Accounts. If no such election is made, the Compensation deferred shall be deemed invested in the most risk-free type of investment fund.

(b) The Committee, or its designee, shall select from time to time, in its sole and absolute discretion, investments of various types that shall be communicated to the Participant. The Investment Rate of each such investment fund shall be used to determine the amount of earnings or losses to be credited to Participant's Compensation Deferral Subaccount and Company Discretionary Contribution Subaccount. Although the Participant may designate the specific fund within each type of investment, the Committee shall not be bound by such designation and may change or replace funds in its discretion. Deemed investment choices may be changed as frequently as daily, or any other frequency established by the Committee.

## **ARTICLE IV** **DEFERRAL ACCOUNTS**

### 4.1 Compensation Deferral Subaccount.

The Plan administrator or third-party recordkeeper shall establish and maintain a Compensation Deferral Subaccount for each Participant under the Plan. Each Participant's Compensation Deferral Subaccount shall be further divided into separate subaccounts ("investment fund subaccounts"), each of which corresponds to an investment fund elected by the Participant pursuant to Section 3.3(a). A Participant's Compensation Deferral Subaccount shall be credited as follows:

(a) On the day the amounts are withheld and/or deferred from a Participant's Compensation, the Plan administrator or third-party recordkeeper shall credit the investment fund subaccounts of the Participant's Compensation Deferral Subaccount with an amount equal to Compensation deferred by the Participant in accordance with the Participant's election under Section 3.3(a).

(b) Each business day, each investment fund subaccount of a Participant's Compensation Deferral Subaccount shall be credited with earnings or losses in an amount equal to that determined by multiplying the balance credited to such investment fund subaccount as of the prior day plus contributions credited that day to the investment fund subaccount by the Investment Rate for the corresponding Fund selected pursuant to Section 3.3(a).

#### **4.2 Company Discretionary Contribution Subaccount.**

The Plan administrator or third-party recordkeeper shall establish and maintain a Company Discretionary Contribution Subaccount for each Participant who receives a Company Discretionary Contribution under the Plan. A Participant's Company Discretionary Contribution Subaccount shall be further divided into separate investment fund subaccounts, each of which corresponds to an investment fund elected by the Participant pursuant to Section 3.3(a). A Participant's Company Discretionary Contribution Subaccount shall be credited as follows:

- (a) The Plan administrator or third-party recordkeeper shall credit the investment fund subaccounts of the Participant's Company Discretionary Contribution Subaccount with an amount equal to the Company Discretionary Contribution Amount, if any, applicable to that Participant as of the day such amount is deemed contributed.
- (b) Each business day, each investment fund subaccount of a Participant's Company Discretionary Contribution Account shall be credited with earnings or losses in an amount equal to that determined by multiplying the balance credited to such investment fund subaccount as of the prior day plus contributions credited that day to the investment fund subaccount by the Investment Rate for the corresponding Fund, selected pursuant to Section 3.3(a).

### **ARTICLE V**

### **VESTING**

#### **5.1 Vesting.**

A Participant shall be 100% vested in his or her Compensation Deferral Subaccount. A Participant shall be vested in his or her Company Discretionary Contribution Account in accordance with any schedule that the Company or the Compensation Committee, where applicable, establishes with respect to his or her Company Discretionary Contribution, provided that the vesting period for Company Discretionary Contributions shall be at least 12 months.

#### **5.2 Vesting Upon Death, Disability or Change of Control.**

Upon death or the Disability of a Participant, or in the event of a Change of Control, the Participant shall be 100% vested in his or her Company Discretionary Contribution Subaccount, unless otherwise provided by the Company or Compensation Committee, where applicable, at the time the Company Discretionary Contribution Amount is made.

## **ARTICLE VI** **DISTRIBUTIONS**

Distributions from the Plan shall be made only in accordance with this Article VI. All distributions shall be in cash.

### **6.1 Distribution of Accounts While Employed.**

#### **(a) Scheduled Distributions.**

A Participant may elect, at the time the Compensation is deferred in accordance with Section 3.2, to receive his Compensation deferred for a Plan Year, and all earnings and losses attributed thereto, while employed. A Participant's Scheduled Distribution Date in a given Plan Year may be no earlier than three years from the last day of the Plan Year for which the deferrals of Compensation are made or Company Discretionary Contribution Amounts are credited, or such later time as may be required by applicable Treasury Regulations or Internal Revenue Service guidance. The Participant's Scheduled Distribution Date shall be the last business day in February of the year the Participant elects. The value of the Participant's Distributable Amount shall be determined as of the last business day of Plan Year prior to the Scheduled Distribution Date. A Participant may change the Scheduled Distribution Date only in accordance with the provisions of Section 3.2(e).

In the event a Participant has a Separation from Service with the Company prior to a Scheduled Distribution Date, the provisions of Section 6.2 below shall govern the distribution, rather than this Section 6.1(a).

**(b)** Except as provided in Section 6.3 for an Unforeseeable Emergency, no unscheduled in-service distributions are permitted.

### **6.2 Distribution of Accounts after Separation from Service.**

If a Participant has a Separation from Service, the provisions of this Section shall apply to the distribution of the Participant's Accounts. Section (a) shall apply to all Separations from Service for any reason, except death.

#### **(a) Separation from Service.**

##### **(1) Age 50 with Five Years of Service, or Age 55.**

At the time of the Participant's Separation from Service, if the Participant has either i) attained age 50 and has completed five years of service (as determined by reference to "Years of Vesting Service" under the Employee Retirement Plan of The Coca-Cola Company) or ii) attained age 55, then the Participant's Account shall be distributed in accordance with the elections the Participant made as described in Section 3.2. A Participant may elect a lump sum payment or installment payments. If no proper election is made as to time or form of payment for any amounts, such amounts shall be paid in a lump sum.

A. Lump Sum. For Distributable Amounts for which the Participant has elected a lump sum (or if no proper election is made), the Distributable Amounts shall be paid to the Participant on the last business day of February following the year in which the Participant has a Separation from Service. For Plan Years prior to 2008, a Participant, at the time the amounts were deferred in accordance with Section 3.2, could have elected the lump sum to be paid a specified number of years following Separation from Service. For such elections, the Distributable Amount shall be paid to the Participant on the last business day of February in the year elected. The Distributable Amounts shall be valued as of the last business day of the Plan Year prior to the date of distribution.

If a Participant has made an irrevocable election to defer his Annual Incentive, such Annual Incentive is deferred after the Participant's Account has been distributed, and the Participant had elected to receive a lump sum, the additional Account balance shall be distributed on the last business day of April following the date the Annual Incentive is deferred. The additional Account balance shall be valued as of the last business day of March of the year in which the Annual Incentive is deferred.

Notwithstanding any other provision herein, for a Participant who is a Specified Employee at the time of his Separation from Service, the Distributable Amount shall be paid the later of i) the last business day of February following the year in which the Participant has a Separation from Service, or ii) the last business day of the sixth month following the month in which the Participant has a Separation from Service. In either case, the Specified Employee's Distributable Amounts shall be valued as of the last day of the Plan Year in which he has a Separation from Service.

B. Installment Payments. A Participant who has met the requirements of this Section 6.2(a)(1) may elect to receive the amounts deferred for a Plan Year in installment payments. The Participant may elect 5, 10 or 15 installments. For Distributable Amounts for which the Participant has elected installments, the first installment shall be paid to the Participant on the last business day of February following the year in which the Participant has a Separation from Service. Each subsequent installment shall be paid on the last business day of February each year. For Plan Years prior to 2008, a Participant, at the time the amounts were deferred in accordance with Section 3.2, could have elected installment payments to begin a specified number of years following Separation from Service. For such elections, the installment payments shall be paid to the Participant on the last business day of February in the year elected. For each installment, the Distributable Amounts shall be valued as of the last business day of the Plan Year prior to the date of distribution.

If a Participant has made an irrevocable election to defer his Annual Incentive, such Annual Incentive is deferred after the Participant's Account has started to be distributed, and the Participant had elected to receive installment payments, the additional deferral shall be added to the Participant's balance in his Deferral Compensation Subaccount and shall be distributed in accordance with the installment election.

Notwithstanding any other provision herein, for a Participant who is a Specified Employee at the time of his Separation from Service, the first installment of the Distributable Amount shall be paid the later of i) the last business day of February following the year in which the Participant has a Separation from Service, or ii) the last business day of the sixth month following the month in which the Participant has a Separation from Service. In either case, the Specified Employee's Distributable Amounts shall be valued as of the last day of the Plan Year in which he has a Separation from Service.

(2) All other Separations from Service.

If, at the time of the Participant's Separation from Service, a Participant has not either i) attained age 50 and has completed five years of service (as determined by reference to "Years of Vesting Service" under the Employee Retirement Plan of The Coca-Cola Company) or ii) attained age 55, then the Participant's entire Account balance shall be distributed in a single lump sum. The Account balance shall be paid on the last business day of February in the year following the year in which the Participant has a Separation from Service. The Account balance shall be valued as of the last day of the Plan Year in which the Participant has a Separation from Service.

Notwithstanding any other provision herein, for a Participant who is a Specified Employee at the time of his Separation from Service, the Distributable Amount shall be paid the later of i) the last business day of February following the year in which the Participant has a Separation from Service, or ii) the last business day of the sixth month following the month in which the Participant has a Separation from Service. In either case, the Specified Employee's Distributable Amount shall be valued as of the last day of the Plan Year in which he has a Separation from Service.

(b) Death

In the case of the death of a Participant, either while employed by the Company or prior to distribution of the Participant's entire Account balance, the Participant's Account balance shall be distributed to the Participant's Beneficiary, in a lump sum on the last business day of the month following the quarter in which the Participant's death occurs. The value of the Participant's Account shall be determined as of the last business day of the quarter in which the Participant's death occurs.

### 6.3 Unforeseeable Emergency

A Participant shall be permitted to elect a distribution from his Deferral Compensation Subaccount and/or his vested Company Discretionary Contribution Subaccount 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

### 7.1 Committee.

A Committee shall be appointed by, and serve at the pleasure of, the Senior Vice President, Human Resources (or the most senior Human Resources officer of the Company). The number of members comprising the Committee shall be determined by the Senior Vice President, Human Resources (or the most senior Human Resources officer of the Company), which may from time to time vary the number of members. A member of the Committee may resign by delivering a written notice of resignation to the Senior Vice President, Human Resources (or the most senior Human Resources officer of the Company). The Senior Vice President, Human Resources (or the most senior Human Resources officer of the Company) may remove any member by delivering a copy of its resolution of removal to such member.

### 7.2 Committee Action.

The Committee shall act at meetings by affirmative vote of a majority of the members of the Committee. Any action permitted to be taken at a meeting may be taken without a meeting if, prior to such action, a written consent to the action is signed by a majority of members of the Committee and such written consent is filed with the minutes of the proceedings of the Committee. A member of the Committee shall not vote or act upon any matter which relates solely to himself or herself as a Participant. Any member of the Committee may execute any certificate or other written direction on behalf of the Committee.

### 7.3 Powers of the Committee.

The Committee, on behalf of the Participants and their Beneficiaries, shall enforce the Plan in accordance with its terms, shall be charged with the general administration of the Plan, and shall have all powers necessary to accomplish its purposes, including, but not limited to, the following:

- (i) To select the Funds in accordance with Section 3.3(b) hereof;
- (ii) To construe and interpret the terms and provisions of this Plan;
- (iii) To compute and certify to the amount and kind of benefits payable to Participants and their Beneficiaries;
- (iv) To maintain all records that may be necessary for the administration of the Plan;
- (v) To provide for the disclosure of all information and the filing or provision of all reports and statements to Participants, Beneficiaries or governmental agencies as shall be required by law;
- (vi) To make and publish such rules for the regulation of the Plan and procedures for the administration of the Plan as are not inconsistent with the terms hereof;
- (vii) To appoint a Plan administrator, third-party recordkeeper, or any other agent, and to delegate to them such powers and duties in connection with the administration of the Plan as the Committee may from time to time prescribe; and
- (viii) To take all actions necessary for the administration of the Plan.

#### **7.4 Construction and Interpretation.**

The Committee shall have full discretion to construe and interpret the terms and provisions of this Plan, which interpretations or construction shall be final and binding on all parties, including but not limited to the Company and any Participant or Beneficiary. The Committee shall administer such terms and provisions in a uniform and nondiscriminatory manner and in full accordance with any and all laws applicable to the Plan, including but not limited to Section 409A of the Code.

#### **7.5 Compensation, Expenses and Indemnity.**

- (a) The members of the Committee shall serve without compensation for their services hereunder.
- (b) The Committee is authorized at the expense of the Company to employ such legal counsel as it may deem advisable to assist in the performance of its duties hereunder. Expenses and fees in connection with the administration of the Plan shall be paid by the Company.
- (c) To the extent permitted by applicable state law, the Company shall indemnify and hold harmless the Committee and each member thereof, the Board of Directors and any delegate of the Committee who is an employee of the Company against any and all expenses, liabilities and claims, including legal fees to defend against such liabilities and claims arising out of their discharge in good faith of responsibilities under or incident to the Plan, other than expenses and liabilities arising out of willful misconduct. This indemnity shall not preclude such further indemnities as may be available under insurance purchased by the Company or provided by the Company under any bylaw, agreement or otherwise, as such indemnities are permitted under state law.

## **7.6 Disputes.**

### **(a) Claim.**

A person who believes that he or she is being denied a benefit to which he or she is entitled under this Plan (hereinafter referred to as "Claimant"), or his or her duly authorized representative, must file a written request for such benefit with the Committee, setting forth his or her claim within one year of the date such Claimant believes he or she was entitled to benefits under the Plan (as described in Section 7.6(e)). The request must be addressed to the Director, Executive Compensation of the Company at its then principal place of business.

### **(b) Claim Decision.**

Upon receipt of a claim, the Committee (or its designee) shall deliver such reply within 90 days of receipt of the claim. The Committee may, however, extend the reply period before the end of such 90 days by notifying the Claimant in writing of the special circumstances requiring the extension and the date by which it expects to render its decision. Such extension will not exceed 90 days from the end of the initial period.

If the claim is denied in whole or in part, the Committee (or its designee) shall inform the Claimant in writing, setting forth: (i) the specific reason or reasons for such denial; (ii) the specific reference to pertinent provisions of this Plan on which such denial is based; (iii) a description of any additional material or information necessary for the Claimant to perfect his or her claim and an explanation of why such material or such information is necessary; (iv) appropriate information as to the steps to be taken if the Claimant wishes to submit the claim for review; and (v) the time limits for requesting a review under subsection (c).

### **(c) Request For Review.**

Within 60 days after the receipt by the Claimant of the written opinion described above, the Claimant may request in writing that the Committee review the determination of the Company. Such request must be addressed to the Director, Executive Compensation of the Company, at its then principal place of business. The Claimant or his or her duly authorized representative may request, free of charge, reasonable access to and copies of all documents, records and other information relevant to the claim for benefits and submit issues and comments in writing for consideration by the Committee. If the Claimant does not request a review within such 60 day period, he or she shall be barred and estopped from challenging the Company's determination.

### **(d) Review of Decision.**

Within 60 days after the Committee's receipt of a request for review, after considering all materials presented by the Claimant, the Committee will inform the Claimant in writing, the decision setting forth the specific reasons for the decision, written in a manner calculated to be understood by the Claimant, containing specific references to the pertinent provisions of this Plan on which the decision is based. If special circumstances require that the 60 day time period be extended, the Committee will so notify the Claimant in writing before the end of such period and indicate the date on which it expects to render its decision, which shall be no later than 120 days after receipt of the request for review.

(e) Limitation on Actions.

A Claimant must submit a written claim and exhaust this claim procedure before legal recourse of any type is sought. Any claim must be brought within one year after (a) in the case of any lump-sum payment, the date on which the payment was made; (b) in the case of an annuity payment or installment payment, the date of the first payment in the series of payments; or (c) for all other claims, the date on which the action complained of occurred. Any suit must be brought within one year after the date the Committee (or its designee) has made a final denial (or deemed denial) of a claim for benefits. Notwithstanding any other provision herein, any suit must be brought within two years after the date the claim first arose (as described above).

## **ARTICLE VIII** **MISCELLANEOUS**

8.1 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. Any and all of the Company's assets shall be, and remain, the general unpledged, unrestricted assets of the Company. 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. It is the intention of the Company that this Plan be unfunded for purposes of the Code and for purposes of Title 1 of ERISA.

8.2 Restriction Against Assignment.

The Company shall pay all amounts payable hereunder only to the person or persons designated by the Plan and not to any other person or corporation. No part of a Participant's Accounts shall be liable for the debts, contracts, or engagements of any Participant, his or her Beneficiary, or successors in interest, nor shall a Participant's Accounts be subject to execution by levy, attachment, or garnishment or by any other legal or equitable proceeding, nor shall any such person have any right to alienate, anticipate, sell, transfer, commute, pledge, encumber, or assign any benefits or payments hereunder in any manner whatsoever.

8.3 Withholding.

There shall be deducted from each payment made under the Plan or any other compensation payable to the Participant (or Beneficiary) all taxes which are required to be withheld by the Company in respect to such payment or this Plan. The Company shall have the right to reduce any payment (or compensation) by the amount of cash sufficient to provide the amount of said taxes.

8.4 Amendment, Modification, Suspension or Termination.

The Compensation Committee may amend, modify, suspend or terminate the Plan in whole or in part, except that no amendment, modification, suspension or termination shall have any retroactive effect to reduce any amounts allocated to a Participant's Accounts. The Committee may also amend the Plan, provided that the Committee may only adopt amendments that i) apply to the general population of Participants and do not affect only officers of the Company; ii) do not have a

material financial impact on the Company; or iii) are required by tax or legal statutes, regulations or pronouncements.

#### **8.5 Governing Law.**

Except to extent preempted by Federal Law, this Plan shall be construed, governed and enforced under the laws of the State of Delaware (without regard to the conflicts of law principles thereof) and any and all disputes arising under this Plan are to be resolved exclusively by courts sitting in Delaware.

#### **8.6 Receipt or Release.**

Any payment to a Participant or the Participant's Beneficiary in accordance with the provisions of the Plan shall, to the extent thereof, be in full satisfaction of all claims against the Committee and the Company. The Committee may require such Participant or Beneficiary, as a condition precedent to such payment, to execute a receipt and release to such effect.

#### **8.7 Limitation of Rights and Employment Relationship.**

Neither the establishment of the Plan nor any modification thereof, nor the creating of any fund or account, nor the payment of any benefits shall be construed as giving to any Participant, or Beneficiary or other person any legal or equitable right against the Company except as provided in the Plan; and in no event shall the terms of employment of any Employee or Participant be modified or in any way be affected by the provisions of the Plan.

#### **8.8 Headings.**

Headings and subheadings in this Plan are inserted for convenience of reference only and are not to be considered in the construction of the provisions hereof.

#### **8.9 Clawback.**

The benefits hereunder will be subject to forfeiture due to the application of any recoupment or clawback policy that the Company may adopt from time to time and to any requirement of applicable law, regulation or listing standard that requires the Company to recoup or claw back any compensation earned, granted, or vested that is used in calculating a benefit under the Plan.

IN WITNESS WHEREOF, the Committee has caused this amended and restated Plan to be signed by its duly authorized member as of this 7th day of February 2024.

THE COCA-COLA COMPANY  
DEFERRED COMPENSATION PLAN MANAGEMENT COMMITTEE

/s/ Lisa Chang \_\_\_\_\_  
Lisa Chang

## 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: May 2, 2024

/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: May 2, 2024

/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 March 29, 2024 (“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*  
May 2, 2024

/s/ JOHN MURPHY

John Murphy  
*President and Chief Financial Officer of The Coca-Cola Company*  
May 2, 2024