

**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 28, 2025**  
**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from** \_\_\_\_\_ **to** \_\_\_\_\_  
**Commission File Number 001-02217**



(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)  
**One Coca-Cola Plaza**  
**Atlanta Georgia**  
(Address of principal executive offices)

**58-0628465**  
(I.R.S. Employer Identification No.)  
**30313**  
(Zip Code)

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

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

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

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

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

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

Class of Common Stock	Shares Outstanding as of April 29, 2025
\$0.25 Par Value	4,304,266,738

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# THE COCA-COLA COMPANY AND SUBSIDIARIES

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## FORWARD-LOOKING STATEMENTS

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

**Part I. Financial Information****Item 1. Financial Statements**

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

	Three Months Ended	
	March 28, 2025	March 29, 2024
<b>Net Operating Revenues</b>	<b>\$ 11,129</b>	<b>\$ 11,300</b>
Cost of goods sold	4,163	4,235
<b>Gross Profit</b>	<b>6,966</b>	<b>7,065</b>
Selling, general and administrative expenses	3,234	3,351
Other operating charges	73	1,573
<b>Operating Income</b>	<b>3,659</b>	<b>2,141</b>
Interest income	180	246
Interest expense	387	382
Equity income (loss) — net	351	354
Other income (loss) — net	254	1,513
<b>Income Before Income Taxes</b>	<b>4,057</b>	<b>3,872</b>
Income taxes	722	687
<b>Consolidated Net Income</b>	<b>3,335</b>	<b>3,185</b>
Less: Net income (loss) attributable to noncontrolling interests	5	8
<b>Net Income Attributable to Shareowners of The Coca-Cola Company</b>	<b>\$ 3,330</b>	<b>\$ 3,177</b>
<b>Basic Net Income Per Share<sup>1</sup></b>	<b>\$ 0.77</b>	<b>\$ 0.74</b>
<b>Diluted Net Income Per Share<sup>1</sup></b>	<b>\$ 0.77</b>	<b>\$ 0.74</b>
<b>Average Shares Outstanding — Basic</b>	<b>4,302</b>	<b>4,310</b>
Effect of dilutive securities	11	12
<b>Average Shares Outstanding — Diluted</b>	<b>4,313</b>	<b>4,322</b>

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

Refer to Notes to Consolidated Financial Statements.

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

	Three Months Ended	
	March 28, 2025	March 29, 2024
<b>Consolidated Net Income</b>	<b>\$ 3,335</b>	<b>\$ 3,185</b>
<b>Other Comprehensive Income:</b>		
Net foreign currency translation adjustments	619	(303)
Net gains (losses) on derivatives	(257)	49
Net change in unrealized gains (losses) on available-for-sale debt securities	13	5
Net change in pension and other postretirement benefit liabilities	19	(4)
<b>Total Comprehensive Income</b>	<b>3,729</b>	<b>2,932</b>
Less: Comprehensive income (loss) attributable to noncontrolling interests	38	(16)
<b>Total Comprehensive Income Attributable to Shareowners of The Coca-Cola Company</b>	<b>\$ 3,691</b>	<b>\$ 2,948</b>

Refer to Notes to Consolidated Financial Statements.

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

	March 28, 2025	December 31, 2024
<b><u>ASSETS</u></b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 8,417	\$ 10,828
Short-term investments	3,579	2,020
<b>Total Cash, Cash Equivalents and Short-Term Investments</b>	<b>11,996</b>	<b>12,848</b>
Marketable securities	1,791	1,723
Trade accounts receivable, less allowances of \$509 and \$506, respectively	4,091	3,569
Inventories	5,102	4,728
Prepaid expenses and other current assets	3,198	3,129
<b>Total Current Assets</b>	<b>26,178</b>	<b>25,997</b>
Equity method investments	18,369	18,087
Deferred income tax assets	1,311	1,319
Property, plant and equipment, less accumulated depreciation of \$9,809 and \$9,570, respectively	10,431	10,303
Trademarks with indefinite lives	13,425	13,301
Goodwill	18,333	18,139
Other noncurrent assets	13,669	13,403
<b>Total Assets</b>	<b>\$ 101,716</b>	<b>\$ 100,549</b>
<b><u>LIABILITIES AND EQUITY</u></b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 16,499	\$ 21,715
Loans and notes payable	5,418	1,499
Current maturities of long-term debt	163	648
Accrued income taxes	1,728	1,387
<b>Total Current Liabilities</b>	<b>23,808</b>	<b>25,249</b>
Long-term debt	43,530	42,375
Other noncurrent liabilities	4,313	4,084
Deferred income tax liabilities	2,311	2,469
<b>The Coca-Cola Company Shareowners' Equity</b>		
Common stock, \$0.25 par value; authorized — 11,200 shares; issued — 7,040 shares	1,760	1,760
Capital surplus	19,873	19,801
Reinvested earnings	77,189	76,054
Accumulated other comprehensive income (loss)	(16,482)	(16,843)
Treasury stock, at cost — 2,736 and 2,738 shares, respectively	(56,138)	(55,916)
<b>Equity Attributable to Shareowners of The Coca-Cola Company</b>	<b>26,202</b>	<b>24,856</b>
Equity attributable to noncontrolling interests	1,552	1,516
<b>Total Equity</b>	<b>27,754</b>	<b>26,372</b>
<b>Total Liabilities and Equity</b>	<b>\$ 101,716</b>	<b>\$ 100,549</b>

Refer to Notes to Consolidated Financial Statements.

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

	Three Months Ended	
	March 28, 2025	March 29, 2024
<b>Operating Activities</b>		
Consolidated net income	\$ 3,335	\$ 3,185
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Depreciation and amortization	267	262
Stock-based compensation expense	63	68
Deferred income taxes	95	(173)
Equity (income) loss — net of dividends	(264)	(58)
Foreign currency adjustments	50	17
Significant (gains) losses — net	(331)	(1,401)
Other operating charges	—	1,532
Other items	104	(59)
Net change in operating assets and liabilities	(8,521)	(2,845)
<b>Net Cash Provided by (Used in) Operating Activities</b>	<b>(5,202)</b>	<b>528</b>
<b>Investing Activities</b>		
Purchases of investments	(2,507)	(2,552)
Proceeds from disposals of investments	1,005	444
Acquisitions of businesses, equity method investments and nonmarketable securities	(42)	(8)
Proceeds from disposals of businesses, equity method investments and nonmarketable securities	748	2,893
Purchases of property, plant and equipment	(309)	(370)
Proceeds from disposals of property, plant and equipment	8	14
Collateral (paid) received associated with hedging activities — net	(15)	(105)
Other investing activities	45	14
<b>Net Cash Provided by (Used in) Investing Activities</b>	<b>(1,067)</b>	<b>330</b>
<b>Financing Activities</b>		
Issuances of loans, notes payable and long-term debt	5,436	2,285
Payments of loans, notes payable and long-term debt	(1,599)	(1,366)
Issuances of stock	159	290
Purchases of stock for treasury	(370)	(702)
Dividends	(89)	(99)
Other financing activities	(105)	(2)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>3,432</b>	<b>406</b>
<b>Effect of Exchange Rate Changes on Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents</b>	<b>163</b>	<b>(138)</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	(2,674)	1,126
Cash, cash equivalents, restricted cash and restricted cash equivalents at beginning of period	11,488	9,692
<b>Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents at End of Period</b>	<b>8,814</b>	<b>10,818</b>
Less: Restricted cash and restricted cash equivalents at end of period	397	375
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 8,417</b>	<b>\$ 10,443</b>

Refer to Notes to Consolidated Financial Statements.



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

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

***Basis of Presentation***

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

When used in these notes, the terms “The Coca-Cola Company,” “Company,” “we,” “us” and “our” mean The Coca-Cola Company and all entities included in our consolidated financial statements. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 28, 2025 are not necessarily indicative of the results that may be expected for the year ending December 31, 2025. Sales of our ready-to-drink beverages are somewhat seasonal, with the second and third calendar quarters typically accounting for the highest sales volumes. The volume of sales in the beverage business may be affected by weather conditions.

Each of our quarterly reporting periods, other than the fourth quarter, ends on the Friday closest to the last day of the corresponding quarterly calendar period. The first quarter of 2025 and the first quarter of 2024 ended on March 28, 2025 and March 29, 2024, respectively. Our fourth quarter and our fiscal year end on December 31 regardless of the day of the week on which December 31 falls.

***Advertising Costs***

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

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

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

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

	<b>March 28, 2025</b>	<b>December 31, 2024</b>
Cash and cash equivalents	<b>\$ 8,417</b>	<b>\$ 10,828</b>
Restricted cash and restricted cash equivalents	<b>397</b>	<b>660</b>
Cash, cash equivalents, restricted cash and restricted cash equivalents	<b>\$ 8,814</b>	<b>\$ 11,488</b>

		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

## NOTE 2: ACQUISITIONS AND DIVESTITURES

### Acquisitions

Our Company's acquisitions of businesses, equity method investments and nonmarketable securities totaled \$42 million during the three months ended March 28, 2025, which included \$30 million of investments in alternative energy limited partnerships. Refer to Note 15 for additional information on these investments. Our Company's acquisitions of businesses, equity method investments and nonmarketable securities totaled \$8 million during the three months ended March 29, 2024.

### Divestitures

Proceeds from disposals of businesses, equity method investments and nonmarketable securities during the three months ended March 28, 2025 totaled \$748 million, which primarily related to the sale of a portion of our ownership interest in Coca-Cola Europacific Partners plc, an equity method investee ("CCEP"), for which we received cash proceeds of \$741 million and recognized a net gain of \$331 million.

Proceeds from disposals of businesses, equity method investments and nonmarketable securities during the three months ended March 29, 2024 totaled \$2,893 million. The Company refranchised its bottling operations in certain territories in India in January and February 2024, for which we received net cash proceeds of \$476 million and recognized a net gain of \$293 million. The Company refranchised its bottling operations in Bangladesh to Coca-Cola İçecek A.Ş., 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. During the three months ended March 28, 2025, the Company recognized an additional loss of \$14 million related to post-closing adjustments and a corresponding reduction in the outstanding note receivable balance. 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. We also sold our ownership interest in an equity method investee in Thailand, for which we received net cash proceeds of \$728 million and recognized a net gain of \$516 million.

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

### Assets and Liabilities Held for Sale

As of March 28, 2025 and December 31, 2024, the Company's bottling operations in 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 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):

		March 28, 2025	December 31, 2024
Inventories	\$	12	\$ 23
Property, plant and equipment — net		107	108
Assets held for sale	\$	119	\$ 131
Accounts payable and accrued expenses	\$	2	\$ 2
Other noncurrent liabilities		—	1
Liabilities held for sale	\$	2	\$ 3

**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 28, 2025</b>			
Concentrate operations	\$ 1,927	\$ 5,256	\$ 7,183
Finished product operations	2,326	1,620	3,946
Total	\$ 4,253	\$ 6,876	\$ 11,129
<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

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 28, 2025</b>		
Marketable securities	\$ 405	\$ —
Other noncurrent assets	1,651	42
Total equity securities	\$ 2,056	\$ 42
<b>December 31, 2024</b>		
Marketable securities	\$ 418	\$ —
Other noncurrent assets	1,616	40
Total equity securities	\$ 2,034	\$ 40

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

	Three Months Ended	
	March 28, 2025	March 29, 2024
Net gains (losses) recognized during the period related to equity securities	\$ (15)	\$ 183
Less: Net gains (losses) recognized during the period related to equity securities sold during the period	8	49
Net unrealized gains (losses) recognized during the period related to equity securities still held at the end of the period	\$ (23)	\$ 134

## Debt Securities

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

	Cost	Gross Unrealized		Estimated Fair Value
		Gains	Losses	
<b>March 28, 2025</b>				
Trading securities	\$ 47	\$ 1	\$ —	48
Available-for-sale securities	1,795	21	(101)	1,715
Total debt securities	\$ 1,842	\$ 22	\$ (101)	1,763
<b>December 31, 2024</b>				
Trading securities	\$ 45	\$ 1	\$ (1)	45
Available-for-sale securities	1,728	21	(118)	1,631
Total debt securities	\$ 1,773	\$ 22	\$ (119)	1,676

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

	March 28, 2025		December 31, 2024	
	Trading Securities	Available-for-Sale Securities	Trading Securities	Available-for-Sale Securities
Marketable securities	\$ 48	\$ 1,338	\$ 45	\$ 1,260
Other noncurrent assets	—	377	—	371
Total debt securities	\$ 48	\$ 1,715	\$ 45	\$ 1,631

The contractual maturities of these available-for-sale debt securities as of March 28, 2025 were as follows (in millions):

	Cost	Estimated Fair Value
Within 1 year	\$ 333	\$ 331
After 1 year through 5 years	1,245	1,174
After 5 years through 10 years	38	45
After 10 years	179	165
Total	\$ 1,795	\$ 1,715

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 28, 2025	March 29, 2024
Gross gains	\$ 1	\$ 1
Gross losses	(2)	(7)
Proceeds	137	383

## 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 \$1,923 million and \$1,883 million as of March 28, 2025 and December 31, 2024, respectively, which were classified in the line item other noncurrent assets in our consolidated balance sheets because the assets were not available to satisfy our current obligations.

**NOTE 5: INVENTORIES**

Inventories consisted of the following (in millions):

		March 28, 2025	December 31, 2024
Raw materials and packaging	\$	3,044	\$ 2,794
Finished goods		1,641	1,524
Other		417	410
Total inventories	\$	5,102	\$ 4,728

**NOTE 6: HEDGING TRANSACTIONS AND DERIVATIVE FINANCIAL INSTRUMENTS**

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

Derivatives Designated as Hedging Instruments	Financial Statement Line Item Impacted <sup>1</sup>	Fair Value <sup>1,2</sup>	
		March 28, 2025	December 31, 2024
Assets:			
Foreign currency contracts	Prepaid expenses and other current assets	\$ 99	\$ 311
Foreign currency contracts	Other noncurrent assets	32	82
Commodity contracts	Prepaid expenses and other current assets	3	2
Interest rate contracts	Other noncurrent assets	45	27
Total assets		\$ 179	\$ 422
Liabilities:			
Foreign currency contracts	Accounts payable and accrued expenses	\$ 41	\$ 14
Foreign currency contracts	Other noncurrent liabilities	61	39
Interest rate contracts	Accounts payable and accrued expenses	1	—
Interest rate contracts	Other noncurrent liabilities	859	922
Total liabilities		\$ 962	\$ 975

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

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

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

Derivatives Not Designated as Hedging Instruments	Financial Statement Line Item Impacted <sup>1</sup>	Fair Value <sup>1,2</sup>	
		March 28, 2025	December 31, 2024
Assets:			
Foreign currency contracts	Prepaid expenses and other current assets	\$ 58	\$ 152
Foreign currency contracts	Other noncurrent assets	12	8
Commodity contracts	Prepaid expenses and other current assets	6	7
Other derivative instruments	Prepaid expenses and other current assets	7	—
Total assets		\$ 83	\$ 167
Liabilities:			
Foreign currency contracts	Accounts payable and accrued expenses	\$ 90	\$ 86
Foreign currency contracts	Other noncurrent liabilities	4	12
Commodity contracts	Accounts payable and accrued expenses	32	40
Other derivative instruments	Accounts payable and accrued expenses	—	6
Total liabilities		\$ 126	\$ 144

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

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

### ***Credit Risk Associated with Derivatives***

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

### ***Cash Flow Hedging Strategy***

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

The Company maintains a foreign currency cash flow hedging program to reduce the risk that our U.S. dollar net cash inflows from sales outside the United States and U.S. dollar net cash outflows from procurement activities will be adversely affected by fluctuations in foreign currency exchange rates. We enter into forward contracts and purchase foreign currency options and collars (principally euro, British pound and Japanese yen) to hedge certain portions of forecasted cash flows denominated in foreign currencies. When the U.S. dollar strengthens against the foreign currencies, the decline in the present value of future foreign currency cash flows is partially offset by gains in the fair value of the derivative instruments. Conversely, when the U.S. dollar weakens, the increase in the present value of future foreign currency cash flows is partially offset by losses in the fair value of the derivative instruments. The total notional values of derivatives that were designated and qualified for the Company's foreign currency cash flow hedging program were \$11,971 million and \$9,206 million as of March 28, 2025 and December 31, 2024, respectively.

The Company uses cross-currency swaps to hedge the changes in cash flows of certain of its foreign currency denominated debt and other monetary assets or liabilities due to fluctuations in foreign currency exchange rates. For this hedging program, the Company recognizes in earnings each period the changes in carrying values of these foreign currency denominated assets and liabilities due to fluctuations in exchange rates. The changes in fair values of the cross-currency swap derivatives are recorded in AOCI with an immediate reclassification into earnings for the changes in fair values attributable to fluctuations in foreign currency exchange rates. The total notional value of derivatives that were designated as cash flow hedges for the Company's foreign currency denominated assets and liabilities was \$557 million as of both March 28, 2025 and December 31, 2024.

The Company has entered into commodity futures contracts and other derivative instruments on various commodities to mitigate the price risk associated with forecasted purchases of materials used in our manufacturing process. These derivative instruments were designated as part of the Company's commodity cash flow hedging program. The objective of this hedging program is to reduce the variability of cash flows associated with future purchases of certain commodities. The total notional values of derivatives that were designated and qualified for this program were \$87 million and \$58 million as of March 28, 2025 and December 31, 2024, respectively.

Our Company monitors our mix of short-term debt and long-term debt regularly. We manage our risk related to interest rate fluctuations through the use of derivative financial instruments. From time to time, the Company has entered into interest rate swap agreements and has designated these instruments as part of the Company's interest rate cash flow hedging program. The objective of this hedging program is to mitigate the risk of adverse changes in benchmark interest rates on the Company's future interest payments. The total notional value of derivatives that were designated and qualified for this program was \$1,000 million as of March 28, 2025. There were no derivatives that were designated as part of the Company's interest rate cash flow hedging program as of December 31, 2024.

The following 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	Financial Statement Line Item Impacted	Gain (Loss) Reclassified from AOCI into Income
<b>Three Months Ended March 28, 2025</b>			
Foreign currency contracts	\$ (269)	Net operating revenues	\$ 41
Foreign currency contracts	(7)	Cost of goods sold	3
Foreign currency contracts	—	Interest expense	(1)
Foreign currency contracts	(4)	Other income (loss) — net	24
Commodity contracts	3	Cost of goods sold	3
Interest rate contracts	—	Interest expense	(1)
Total	\$ (277)		\$ 69
<b>Three Months Ended March 29, 2024</b>			
Foreign currency contracts	\$ 48	Net operating revenues	\$ (17)
Foreign currency contracts	11	Cost of goods sold	3
Foreign currency contracts	—	Interest expense	(1)
Foreign currency contracts	(15)	Other income (loss) — net	(28)
Commodity contracts	1	Cost of goods sold	(1)
Interest rate contracts	1	Interest expense	—
Total	\$ 46		\$ (44)

As of March 28, 2025, the Company estimates that it will reclassify into earnings during the next 12 months net gains of \$4 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 \$12,984 million and \$12,628 million as of March 28, 2025 and December 31, 2024, 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	Financial Statement Line Item Impacted	Gain (Loss) Recognized in Income	
		Three Months Ended	
		March 28, 2025	March 29, 2024
Interest rate contracts	Interest expense	\$ 80	\$ (145)
Fixed-rate debt	Interest expense	(76)	147
Net impact of fair value hedging instruments		\$ 4	\$ 2

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	Carrying Values of Hedged Items		Cumulative Amount of Fair Value Hedging Adjustments <sup>1</sup>			
	March 28, 2025	December 31, 2024	Included in the Carrying Values of Hedged Items		Remaining for Which Hedge Accounting Has Been Discontinued	
			March 28, 2025	December 31, 2024	March 28, 2025	December 31, 2024
Long-term debt	\$ 12,251	\$ 11,824	\$ (858)	\$ (915)	\$ 122	\$ 130

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

### Hedges of Net Investments in Foreign Operations Strategy

The Company uses forward contracts and a portion of its foreign currency denominated debt, a non-derivative financial instrument, to protect the value of our net investments in a number of foreign operations. 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 28, 2025	December 31, 2024	March 28, 2025	March 29, 2024
Foreign currency contracts	\$ —	\$ 59	\$ (1)	\$ 2
Foreign currency denominated debt	13,826	13,221	(605)	272
Total	\$ 13,826	\$ 13,280	\$ (606)	\$ 274

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 28, 2025. In addition, the Company did not have any ineffectiveness related to net investment hedges during the three months ended March 28, 2025 and March 29, 2024. The cash inflows and outflows associated with the Company's derivative contracts designated as net investment hedges are classified in the line item other investing activities in our consolidated statement of cash flows.



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

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

The Company uses foreign currency economic hedges to offset the earnings impact that fluctuations in foreign currency exchange rates have on certain monetary assets and liabilities denominated in nonfunctional currencies. The changes in the fair values of economic hedges used to offset those monetary assets and liabilities are immediately recognized in earnings in the line item other income (loss) — net in our consolidated statement of income. In addition, we use foreign currency economic hedges to minimize the variability in cash flows associated with fluctuations in foreign currency exchange rates, including those related to certain acquisition and divestiture activities. The changes in the fair values of economic hedges used to offset the variability in U.S. dollar net cash flows are immediately recognized in earnings in the line items net operating revenues, cost of goods sold or other income (loss) — net in our consolidated statement of income, as applicable. The total notional values of derivatives related to our foreign currency economic hedges were \$9,694 million and \$8,620 million as of March 28, 2025 and December 31, 2024, respectively.

The Company also uses certain derivatives as economic hedges to mitigate the price risk associated with the purchase of materials used in the manufacturing process and vehicle fuel. The changes in the fair values of these economic hedges are immediately recognized in earnings in the line items net operating revenues, cost of goods sold, or selling, general and administrative expenses in our consolidated statement of income, as applicable. The total notional values of derivatives related to our economic hedges of this type were \$619 million and \$328 million as of March 28, 2025 and December 31, 2024, 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):

		Gain (Loss) Recognized in Income Three Months Ended	
		March 28, 2025	March 29, 2024
Derivatives Not Designated as Hedging Instruments	Financial Statement Line Item Impacted		
Foreign currency contracts	Net operating revenues	\$ (71)	\$ 61
Foreign currency contracts	Cost of goods sold	21	14
Foreign currency contracts	Other income (loss) — net	29	38
Commodity contracts	Cost of goods sold	4	(19)
Other derivative instruments	Selling, general and administrative expenses	1	6
Total		\$ (16)	\$ 100

### **NOTE 7: SUPPLY CHAIN FINANCE PROGRAM**

Our current payment terms with the majority of our suppliers are 120 days. Certain financial institutions offer a voluntary supply chain finance (“SCF”) program, which enables our suppliers, at their sole discretion, to sell their receivables from the Company to these financial institutions on a non-recourse basis at a rate that leverages our credit rating and thus may be more beneficial to them. The SCF program is available to suppliers of goods and services included in cost of goods sold and selling, general and administrative expenses in our consolidated statement of income. The Company and our suppliers agree on contractual terms for the goods and services we procure, including prices, quantities and payment terms, regardless of whether the supplier elects to participate in the SCF program. The suppliers sell goods or services, as applicable, to the Company and issue the associated invoices to the Company based on the agreed-upon contractual terms. Then, if they are participating in the SCF program, our suppliers sell their invoices to the financial institutions. Our suppliers’ voluntary participation in the SCF program has no bearing on our payment terms. No guarantees are provided by the Company or any of our subsidiaries under the SCF program. We have no economic interest in a supplier’s decision to participate in the SCF program, and we have no direct financial relationship with the financial institutions, as it relates to the SCF program. Accordingly, amounts due to our suppliers that elected to participate in the SCF program are included in the line item accounts payable and accrued expenses in our consolidated balance sheet. All activity related to amounts due to suppliers that elected to participate in the SCF program is reflected within the operating activities section of our consolidated statement of cash flows. As of March 28, 2025 and December 31, 2024, the amount of obligations outstanding that the Company has confirmed as valid to the financial institutions under the SCF program was \$1,231 million and \$1,330 million, respectively.

## **NOTE 8: DEBT AND BORROWING ARRANGEMENTS**

Loans and notes payable consist primarily of commercial paper issued in the United States. As of March 28, 2025 and December 31, 2024, we had \$5,045 million and \$1,139 million, respectively, in outstanding commercial paper borrowings.

During the three months ended March 28, 2025, our bottling operations in Africa refinanced \$485 million of current maturities of long-term debt into long-term debt.

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

### ***Guarantees***

As of March 28, 2025, we were contingently liable for guarantees of indebtedness owed by third parties of \$726 million, of which \$56 million was related to variable interest entities. Our guarantees are primarily related to third-party customers, bottlers and vendors and have arisen through the normal course of business. These guarantees have various terms, and none of these guarantees is individually significant. These amounts represent the maximum potential future payments that we could be required to make under the guarantees. However, management has concluded that the likelihood of any significant amounts being paid by our Company under these guarantees is remote.

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

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

### ***Legal Contingencies***

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

### ***Tax Audits***

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

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

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

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

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

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

The IRS designated the Company’s matter for litigation on October 15, 2015. Litigation designation is an IRS determination that forecloses to a company any and all alternative means for resolution of a tax dispute. As a result of the IRS’ designation of

the Company's matter for litigation, the Company was forced to either accept the IRS' newly imposed tax assessment and pay the full amount of the asserted tax or litigate the matter in the federal courts. The matter remains subject to the IRS' litigation designation, preventing the Company from any attempt to settle or otherwise mutually resolve the matter with the IRS.

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

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

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

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

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

On August 2, 2024, the Tax Court entered a decision reflecting additional federal income tax of \$2.7 billion for the 2007 through 2009 tax years. With applicable interest, the total liability for the 2007 through 2009 tax years resulting from the Tax Court's decision is \$6.0 billion, for which the IRS issued the Company invoices on September 3, 2024. The Company paid those invoices ("IRS Tax Litigation Deposit") on September 10, 2024, which stopped interest from accruing on the additional tax due for the 2007 through 2009 tax years. That amount, plus interest earned, would be refunded in full or in part if the Company's tax positions are ultimately sustained on appeal. For the three months ended March 28, 2025, the Company recorded net interest income of \$53 million related to this tax payment in the line item income taxes in our consolidated statement of income, in accordance with our accounting policy. The payment of the IRS invoices and the related accrued interest were recorded in the line item other noncurrent assets in our consolidated balance sheets as of March 28, 2025 and December 31, 2024. On October 22, 2024, the Company appealed the Tax Court's decision to the U.S. Court of Appeals for the Eleventh Circuit. The Company filed its principal appellate brief with the U.S. Court of Appeals for the Eleventh Circuit on March 12, 2025.

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 28, 2025. However, based on the required probability analysis and the accrual of interest through the current reporting period, we updated our tax reserve as of March 28, 2025 to \$483 million.

While the Company strongly disagrees with the IRS' positions and the portions of the Opinions affirming such positions, it is possible that some portion or all of the adjustments proposed by the IRS and sustained by the Tax Court could ultimately be upheld. In that event, the Company would not receive a refund of the applicable portion or all of the \$6.0 billion it paid in response to the IRS invoices issued in September 2024 and the related accrued interest receivable of \$171 million as of March 28, 2025. Additionally, the Company would likely be subject to significant additional liabilities for subsequent years, which could have a material adverse impact on the Company's financial position, results of operations and cash flows.

The Company calculated the potential impact of applying the Tax Court Methodology to reallocate income from foreign licensees potentially covered within the scope of the Opinions for the 2010 through 2024 tax years, assuming such methodology were to be ultimately upheld by the courts, and the IRS were to decide to apply that methodology to subsequent years, with consent of the federal courts. This impact would include taxes and interest accrued through December 31, 2024. The calculations incorporated the estimated impact of correlative adjustments to the previously accrued transition tax payable under the 2017 Tax Cuts and Jobs Act. The Company estimates that the potential aggregate remaining incremental tax and interest liability for the tax years 2010 through 2024 could be approximately \$12 billion as of December 31, 2024. Additional income tax and interest on any unpaid potential liabilities for the 2010 through 2024 tax years would continue to accrue until the time any such potential liability, or portion thereof, were to be paid. The Company estimates the impact of the continued application of the Tax Court Methodology for the three months ended March 28, 2025 would increase the potential aggregate incremental tax and interest liability by approximately \$400 million. We currently project the continued application of the Tax Court Methodology in 2025, assuming similar facts and circumstances as of December 31, 2024, would result in an incremental annual tax liability that would increase the Company's effective tax rate by approximately 3.5%.

### ***Risk Management Programs***

The Company has numerous global insurance programs in place to help protect the Company from the risk of loss. In general, we are self-insured for large portions of many different types of claims; however, we do use commercial insurance above our self-insured retentions to reduce the Company's risk of catastrophic loss. Our reserves for the Company's self-insured losses are estimated using actuarial methods and assumptions of the insurance industry, adjusted for our specific expectations based on our claims history. Our self-insurance reserves totaled \$168 million as of both March 28, 2025 and December 31, 2024.

### **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 28, 2025</b>	December 31, 2024
Net foreign currency translation adjustments	<b>\$ (15,024)</b>	\$ (15,610)
Accumulated net gains (losses) on derivatives	<b>(141)</b>	116
Unrealized net gains (losses) on available-for-sale debt securities	<b>(51)</b>	(64)
Adjustments to pension and other postretirement benefit liabilities	<b>(1,266)</b>	(1,285)
Accumulated other comprehensive income (loss)	<b>\$ (16,482)</b>	\$ (16,843)

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 28, 2025		
	Shareowners of The Coca-Cola Company	Noncontrolling Interests	Total
Consolidated net income	\$ 3,330	\$ 5	\$ 3,335
Other comprehensive income:			
Net foreign currency translation adjustments	586	33	619
Net gains (losses) on derivatives <sup>1</sup>	(257)	—	(257)
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	13	—	13
Net change in pension and other postretirement benefit liabilities	19	—	19
Total comprehensive income (loss)	\$ 3,691	\$ 38	\$ 3,729

<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 28, 2025	Before-Tax Amount	Income Tax	After-Tax Amount
Foreign currency translation adjustments:			
Translation adjustments arising during the period	\$ 8	\$ (9)	\$ (1)
Reclassification adjustments recognized in net income	34	(2)	32
Gains (losses) on intra-entity transactions that are of a long-term investment nature	1,010	—	1,010
Gains (losses) on net investment hedges arising during the period <sup>1</sup>	(606)	151	(455)
Net foreign currency translation adjustments	\$ 446	\$ 140	\$ 586
Derivatives:			
Gains (losses) arising during the period	\$ (274)	\$ 69	\$ (205)
Reclassification adjustments recognized in net income	(69)	17	(52)
Net gains (losses) on derivatives <sup>1</sup>	\$ (343)	\$ 86	\$ (257)
Available-for-sale debt securities:			
Unrealized gains (losses) arising during the period	\$ 16	\$ (4)	\$ 12
Reclassification adjustments recognized in net income	1	—	1
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	\$ 17	\$ (4)	\$ 13
Pension and other postretirement benefit liabilities:			
Net pension and other postretirement benefit liabilities arising during the period	\$ (17)	\$ 10	\$ (7)
Reclassification adjustments recognized in net income	33	(7)	26
Net change in pension and other postretirement benefit liabilities	\$ 16	\$ 3	\$ 19
Other comprehensive income (loss) attributable to shareowners of The Coca-Cola Company	\$ 136	\$ 225	\$ 361

<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 29, 2024	Before-Tax Amount	Income Tax	After-Tax Amount
<b>Foreign currency translation adjustments:</b>			
Translation adjustments arising during the period	\$ (34)	\$ (35)	\$ (69)
Reclassification adjustments recognized in net income	103	—	103
Gains (losses) on intra-entity transactions that are of a long-term investment nature	(518)	—	(518)
Gains (losses) on net investment hedges arising during the period <sup>1</sup>	274	(69)	205
Net foreign currency translation adjustments	\$ (175)	\$ (104)	\$ (279)
<b>Derivatives:</b>			
Gains (losses) arising during the period	\$ 27	\$ (11)	\$ 16
Reclassification adjustments recognized in net income	44	(11)	33
Net gains (losses) on derivatives <sup>1</sup>	\$ 71	\$ (22)	\$ 49
<b>Available-for-sale debt securities:</b>			
Reclassification adjustments recognized in net income	\$ 6	\$ (1)	\$ 5
Net change in unrealized gains (losses) on available-for-sale debt securities <sup>2</sup>	\$ 6	\$ (1)	\$ 5
<b>Pension and other postretirement benefit liabilities:</b>			
Net pension and other postretirement benefit liabilities arising during the period	\$ (13)	\$ (8)	\$ (21)
Reclassification adjustments recognized in net income	22	(5)	17
Net change in pension and other postretirement benefit liabilities	\$ 9	\$ (13)	\$ (4)
Other comprehensive income (loss) attributable to shareowners of The Coca-Cola Company	\$ (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.

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

Description of AOCI Component	Financial Statement Line Item Impacted	Amount Reclassified from AOCI into Income	
		Three Months Ended March 28, 2025	
Foreign currency translation adjustments:			
Divestitures <sup>1</sup>	Other income (loss) — net	\$	34
	Income before income taxes		34
	Income taxes		(2)
	Consolidated net income	\$	32
Derivatives:			
Foreign currency contracts	Net operating revenues	\$	(41)
Foreign currency and commodity contracts	Cost of goods sold		(6)
Foreign currency and interest rate contracts	Interest expense		2
Foreign currency contracts	Other income (loss) — net		(24)
	Income before income taxes		(69)
	Income taxes		17
	Consolidated net income	\$	(52)
Available-for-sale debt securities:			
Sale of debt securities	Other income (loss) — net	\$	1
	Income before income taxes		1
	Income taxes		—
	Consolidated net income	\$	1
Pension and other postretirement benefit liabilities:			
Divestitures <sup>1</sup>	Other income (loss) — net	\$	(2)
Curtailment loss (gain)	Other income (loss) — net		11
Amortization of net actuarial loss (gain)	Other income (loss) — net		25
Amortization of prior service cost (credit)	Other income (loss) — net		(1)
	Income before income taxes		33
	Income taxes		(7)
	Consolidated net income	\$	26

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

## NOTE 11: CHANGES IN EQUITY

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

Three Months Ended March 28, 2025	Shareowners of The Coca-Cola Company							Non-controlling Interests
	Common Shares Outstanding	Total	Reinvested Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock	Capital Surplus	Treasury Stock	
December 31, 2024	4,302 \$	26,372 \$	76,054 \$	(16,843) \$	1,760 \$	19,801 \$	(55,916) \$	1,516
Comprehensive income (loss)	—	3,729	3,330	361	—	—	—	38
Dividends paid/payable to shareowners of The Coca-Cola Company (\$0.51 per share)	—	(2,195)	(2,195)	—	—	—	—	—
Dividends paid to noncontrolling interests	—	(2)	—	—	—	—	—	(2)
Purchases of treasury stock	(4)	(279)	—	—	—	—	(279)	—
Impact related to stock-based compensation plans	6	129	—	—	—	72	57	—
March 28, 2025	4,304 \$	27,754 \$	77,189 \$	(16,482) \$	1,760 \$	19,873 \$	(56,138) \$	1,552

Three Months Ended March 29, 2024	Shareowners of The Coca-Cola Company							Non-controlling Interests
	Common Shares Outstanding	Total	Reinvested Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock	Capital Surplus	Treasury Stock	
December 31, 2023	4,308 \$	27,480 \$	73,782 \$	(14,275) \$	1,760 \$	19,209 \$	(54,535) \$	1,539
Comprehensive income (loss)	—	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	—	(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

## NOTE 12: SIGNIFICANT OPERATING AND NONOPERATING ITEMS

### Other Operating Charges

During the three months ended March 28, 2025, the Company recorded other operating charges of \$73 million. These charges consisted of \$47 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with our acquisition of fairlife, LLC (“fairlife”) in 2020, which brought the total liability to \$6,173 million and was paid in March 2025. Additionally, other operating charges included \$11 million related to the Company’s productivity and reinvestment program, \$9 million related to an indemnification agreement entered into as a part of the refranchising of certain of our bottling operations, \$3 million for the amortization of noncompete agreements related to the BA Sports Nutrition, LLC (“BodyArmor”) acquisition in 2021 and \$3 million related to tax litigation expense.

During the three months ended March 29, 2024, the Company recorded other operating charges of \$1,573 million. These charges consisted of \$765 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition, \$760 million related to the impairment of our BodyArmor trademark and \$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 BodyArmor acquisition and \$1 million related to tax litigation expense.



Refer to Note 2 for additional information on the refranchising of our bottling operations in certain territories in India. Refer to Note 9 for additional information on the tax litigation. Refer to Note 13 for additional information on the Company's restructuring initiatives. Refer to Note 16 for additional information on the fairlife acquisition and the 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 28, 2025 and March 29, 2024, the Company recorded net charges of \$8 million and \$25 million, respectively. These amounts represent the Company's proportionate share of significant operating and nonoperating items recorded by certain of our equity method investees.

##### ***Other Income (Loss) — Net***

During the three months ended March 28, 2025, the Company recognized a net gain of \$331 million related to the sale of a portion of our ownership interest in CCEP, an impairment charge of \$25 million related to an equity method investee in Latin America and a net loss of \$19 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 also recorded charges of \$25 million and \$11 million for special termination benefits and a curtailment loss, respectively, related to non-U.S. pension activity.

During the three months ended 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.

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

#### **NOTE 13: RESTRUCTURING**

##### ***Productivity and Reinvestment Program***

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

During the three months ended March 28, 2025 and March 29, 2024, the Company incurred expenses of \$11 million and \$36 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 \$4,437 million related to this program since it commenced.

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

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

	Pension Plans		Other Postretirement Benefit Plans	
	Three Months Ended			
	March 28, 2025	March 29, 2024	March 28, 2025	March 29, 2024
Service cost	\$ 26	\$ 27	\$ 1	\$ 1
Interest cost	75	77	3	4
Expected return on plan assets <sup>1</sup>	(104)	(118)	(1)	(2)
Amortization of prior service cost (credit)	—	—	(1)	(1)
Amortization of net actuarial loss (gain)	25	26	—	(1)
Curtailment loss (gain) <sup>2</sup>	11	—	—	—
Special termination benefits <sup>2</sup>	25	—	—	—
Net periodic benefit cost (income)	\$ 58	\$ 12	\$ 2	\$ 1

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

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

All of the amounts in the 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 28, 2025, the Company contributed \$11 million to our pension trusts, offset by a \$61 million transfer of surplus non-U.S. plan assets from pension trusts to general assets of the Company. We anticipate making additional contributions of approximately \$18 million during the remainder of 2025. The Company contributed \$6 million to our pension trusts, offset by a \$44 million transfer of surplus non-U.S. plan assets from pension trusts to general assets of the Company during the three months ended March 29, 2024.

**NOTE 15: INCOME TAXES**

The Company recorded income taxes of \$722 million (17.8% effective tax rate) and \$687 million (17.7% effective tax rate) during the three months ended March 28, 2025 and March 29, 2024, respectively.

The Company’s effective tax rates for the three months ended March 28, 2025 and March 29, 2024 vary from the statutory U.S. federal tax rate of 21.0%, primarily due to the tax impact of significant operating and nonoperating items, as described in Note 12, along with the tax benefits of having significant earnings generated outside of the United States and significant earnings generated in investments accounted for under the equity method, both of which are generally taxed at rates lower than the statutory U.S. federal tax rate.

The Company’s effective tax rate for the three months ended March 28, 2025 included \$143 million of net tax benefits related to various discrete tax items, including net interest income of \$53 million related to the IRS Tax Litigation Deposit recorded in the line item income taxes in our consolidated statement of income, in accordance with our accounting policy, and a tax benefit of \$85 million related to a change in the Company’s indefinite reinvestment assertion for certain foreign entities.

During the three months ended March 28, 2025, the Company invested \$30 million in limited partnerships that receive tax credits and other tax benefits by constructing, owning and operating alternative energy generation facilities. During the three months ended March 28, 2025, the Company received tax credits and other income tax benefits of \$9 million and recognized amortization expense of \$7 million related to all of our investments of this nature. The amount of non-income tax-related activity and other returns related to these investments was not material during the three months ended March 28, 2025. As of March 28, 2025, the carrying value of these investments was \$65 million. The Company recorded \$123 million of unfunded commitments related to these investments in the line item accounts payable and accrued expenses in our consolidated balance sheet as of March 28, 2025 and December 31, 2024. The Company expects to fulfill these unfunded commitments in 2025.

On November 18, 2020, the Tax Court issued the Opinion regarding the Company’s 2015 litigation with the IRS involving transfer pricing tax adjustments in which it predominantly sided with the IRS. On November 8, 2023, the Tax Court issued a supplemental opinion, siding with the IRS in concluding both that the blocked-income regulations apply to the Company’s operations and that the Tax Court opinion in *3M Co. & Subs. v. Commissioner* (February 9, 2023) controlled as to the validity of those regulations. On August 2, 2024, the Tax Court entered a decision reflecting additional federal income tax of

\$2.7 billion for the 2007 through 2009 tax years. With applicable interest, the total liability for the 2007 through 2009 tax years resulting from the Tax Court's decision is \$6.0 billion. On October 22, 2024, the Company appealed the Tax Court's decision to the U.S. Court of Appeals for the Eleventh Circuit. The Company filed its principal appellate brief with the U.S. Court of Appeals for the Eleventh Circuit on March 12, 2025. The Company strongly disagrees with the Opinions and intends to vigorously defend its positions. Refer to Note 9.

## NOTE 16: FAIR VALUE MEASUREMENTS

### *Recurring Fair Value Measurements*

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

March 28, 2025	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>	\$ 1,778	\$ 166	\$ 17	\$ 95	\$ —	\$ 2,056
Debt securities <sup>1</sup>	—	1,763	—	—	—	1,763
Derivatives <sup>2</sup>	2	260	—	—	(234) <sup>5</sup>	28 <sup>7</sup>
<b>Total assets</b>	<b>\$ 1,780</b>	<b>\$ 2,189</b>	<b>\$ 17</b>	<b>\$ 95</b>	<b>(234)</b>	<b>\$ 3,847</b>
<b>Liabilities:</b>						
Derivatives <sup>2</sup>	\$ 2	\$ 1,086	\$ —	\$ —	(1,051) <sup>6</sup>	\$ 37 <sup>7</sup>
<b>Total liabilities</b>	<b>\$ 2</b>	<b>\$ 1,086</b>	<b>\$ —</b>	<b>\$ —</b>	<b>(1,051)</b>	<b>\$ 37</b>

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

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

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

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

<sup>5</sup> The Company is obligated to return \$18 million in cash collateral it has netted against its derivative position.

<sup>6</sup> The Company has the right to reclaim \$832 million in cash collateral it has netted against its derivative position.

<sup>7</sup> The Company's derivative financial instruments were recorded at fair value in our consolidated balance sheet as follows: \$28 million in the line item other noncurrent assets and \$37 million in the line item other noncurrent liabilities. Refer to Note 6 for additional information related to the composition of our derivatives portfolio.

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

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

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

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

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

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

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

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

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

Gross realized and unrealized gains and losses on Level 3 assets and liabilities, excluding the contingent consideration liability, were not significant for the three months ended March 28, 2025 and March 29, 2024.

The Company recognizes transfers between levels within the hierarchy as of the beginning of the reporting period. Gross transfers between levels within the hierarchy were not significant for the three months ended March 28, 2025 and March 29, 2024.

### **Nonrecurring Fair Value Measurements**

During the three months ended March 28, 2025, the Company recorded an other-than-temporary impairment charge of \$25 million related to a joint venture in Latin America. This impairment charge was derived using Level 3 inputs and was due to the joint venture's restructuring and planned liquidation. This charge was recorded in the line item other income (loss) — net in our consolidated statement of income.

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.

### **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 28, 2025, the carrying value and fair value of our long-term debt, including the current portion, were \$43,693 million and \$38,736 million, respectively. As of December 31, 2024, the carrying value and fair value of our long-term debt, including the current portion, were \$43,023 million and \$38,052 million, respectively.

## NOTE 17: OPERATING SEGMENTS

The Global Ventures operating segment was established primarily to oversee the Company's ownership of Costa Limited ("Costa"), innocent and doğadan, as well as the fees earned pursuant to distribution coordination agreements between the Company and Monster Beverage Corporation ("Monster"). In November 2024, we announced plans to sunset our Global Ventures operating segment to streamline and simplify our operating structure. Effective January 1, 2025, the results of our Costa (excluding the ready-to-drink business), innocent and doğadan businesses are reported within the Company's Europe, Middle East and Africa operating segment. Costa's ready-to-drink business and the fees related to Monster are reported in the respective geographic operating segments. Our historical operating segment reporting disclosed below has been recast to reflect our current organizational structure.

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

	Europe, Middle East & Africa	Latin America	North America	Asia Pacific	Bottling Investments	Corporate	Eliminations	Consolidated
<b>Three Months Ended March 28, 2025</b>								
Net operating revenues:								
Third party	\$ 2,481	\$ 1,477	\$ 4,359	\$ 1,325	\$ 1,461	\$ 26	\$ —	\$ 11,129
Intersegment	176	—	2	96	2	—	(276)	—
Total net operating revenues	2,657	1,477	4,361	1,421	1,463	26	(276)	11,129
Cost of goods sold	759	274	2,106	390	1,010	(100)	(276)	4,163
Selling, general and administrative expenses	833	299	914	407	334	447	—	3,234
Other operating charges	—	—	—	—	—	73	—	73
Operating income (loss)	\$ 1,065	\$ 904	\$ 1,341	\$ 624	\$ 119	\$ (394)	\$ —	\$ 3,659
Interest income								180
Interest expense								387
Equity income (loss) — net								351
Other income (loss) — net								254
Income before income taxes								\$ 4,057
<u>Other segment information:</u>								
Capital expenditures	\$ 41	\$ —	\$ 115	\$ 1	\$ 105	\$ 47	\$ —	\$ 309
Depreciation and amortization	44	7	81	12	76	47	—	267
<b>Three Months Ended March 29, 2024</b>								
Net operating revenues:								
Third party	\$ 2,435	\$ 1,530	\$ 4,224	\$ 1,265	\$ 1,815	\$ 31	\$ —	\$ 11,300
Intersegment	197	—	2	216	2	—	(417)	—
Total net operating revenues	2,632	1,530	4,226	1,481	1,817	31	(417)	11,300
Cost of goods sold	733	249	2,110	399	1,265	(104)	(417)	4,235
Selling, general and administrative expenses	819	336	859	425	396	516	—	3,351
Other operating charges	—	—	760	—	—	813	—	1,573
Operating income (loss)	\$ 1,080	\$ 945	\$ 497	\$ 657	\$ 156	\$ (1,194)	\$ —	\$ 2,141
Interest income								246
Interest expense								382
Equity income (loss) — net								354
Other income (loss) — net								1,513
Income before income taxes								\$ 3,872
<u>Other segment information:</u>								
Capital expenditures	\$ 38	\$ —	\$ 101	\$ 4	\$ 177	\$ 50	\$ —	\$ 370
Depreciation and amortization	45	7	77	11	91	31	—	262

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

During the three months ended March 28, 2025 and March 29, 2024, our operating segments and Corporate were impacted by acquisition and divestiture activities. Refer to Note 2. Additionally, during the three months ended March 28, 2025, the results of our operating segments and Corporate were impacted by the following items:

- Operating income (loss) was reduced by \$47 million for Corporate due to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition.
- Operating income (loss) was reduced by \$11 million for Corporate due to the Company's productivity and reinvestment program. Refer to Note 13.
- Operating income (loss) was reduced by \$9 million for Corporate due to a payment under an indemnification agreement entered into as a part of the refranchising of certain of our bottling operations.
- Operating income (loss) was reduced by \$3 million for Corporate due to charges related to our acquisition of BodyArmor. Refer to Note 12.

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) was 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) was reduced by \$760 million for North America due to the impairment of our BodyArmor trademark. Refer to Note 16.
- Operating income (loss) was reduced by \$36 million for Corporate due to the Company's productivity and reinvestment program. Refer to Note 13.
- Operating income (loss) was reduced by \$7 million for Corporate due to transaction costs related to the refranchising of our bottling operations in certain territories in India. Refer to Note 2.
- Operating income (loss) was reduced by \$4 million for Corporate due to charges related to our acquisition of BodyArmor. Refer to Note 12.

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

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

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

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

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

In November 2021, the Company acquired the remaining 85% ownership interest in, and now owns 100% of, BodyArmor, which offers a line of sports performance and hydration beverages. During 2021, in conjunction with acquiring the remaining ownership interest, we recognized a noncash gain of \$834 million resulting from the remeasurement of our previously held equity interest in BodyArmor to fair value. The Company allocated \$4.2 billion of the \$5.6 billion purchase price to the BodyArmor trademark. During the three months ended March 29, 2024, the operating results related to the trademark were lower than expected. Therefore, the Company revised its projections of the future operating results related to the trademark, which triggered the need to update its impairment analysis. As a result, the Company concluded that the fair value of the trademark was less than its carrying value and recorded an impairment charge of \$760 million. The decrease in fair value was primarily driven by the revised projections of future operating results as well as higher discount rates resulting from changes in macroeconomic conditions since the acquisition date. As of March 28, 2025, the fair value of this trademark approximates its carrying value. If the near-term operating results of this trademark do not achieve our revised financial projections, or if the macroeconomic conditions change causing the discount rate to increase without an offsetting increase in the operating results, it is likely that we would be required to recognize an additional impairment charge. Management will continue to monitor the fair value of this trademark in future periods.

### **OPERATIONS REVIEW**

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

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

The Global Ventures operating segment was established primarily to oversee the Company's ownership of Costa, innocent and doğadan, as well as the fees earned pursuant to distribution coordination agreements between the Company and Monster. In November 2024, we announced plans to sunset our Global Ventures operating segment to streamline and simplify our operating structure. Effective January 1, 2025, the results of our Costa (excluding the ready-to-drink business), innocent and doğadan businesses are reported within the Company's Europe, Middle East and Africa operating segment. Costa's ready-to-drink business and the fees related to Monster are reported in the respective geographic operating segments. Our historical operating segment information disclosed below has been recast to reflect our current organizational structure.

### ***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 on a consolidated basis or at the geographic operating segment level. We recognize unit case volume for all sales of Company beverage products, regardless of our ownership interest in the bottling partner, if any. However, the unit case volume reported by our Bottling Investments operating segment is generally impacted by structural changes because it only includes the unit case volume of our consolidated bottling operations. Refer to Note 2 of Notes to Consolidated Financial Statements for additional information on the Company's acquisitions and divestitures.

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

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

In January, February and December 2024, 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 28, 2025.



## Beverage Volume

We measure the volume of Company beverage products sold in two ways: (1) unit cases of finished products and (2) concentrate sales. As used in this report, “unit case” means a unit of measurement equal to 192 U.S. fluid ounces of finished beverage (24 eight-ounce servings), with the exception of unit case equivalents for Costa non-ready-to-drink beverage products, which are primarily measured in number of transactions; and “unit case volume” means the number of unit cases (or unit case equivalents) of Company beverage products directly or indirectly sold by the Company and its bottling partners to customers or consumers. Unit case volume primarily consists of beverage products bearing Company trademarks. Also included in unit case volume are certain brands licensed to, or distributed by, our Company, and brands owned by Coca-Cola system bottlers for which our Company provides marketing support and from the sale of which we derive an economic benefit. In addition, unit case volume includes sales by certain joint ventures in which the Company has an ownership interest. We believe unit case volume is one of the indicators of the underlying strength of the Coca-Cola system because it measures demand for our products at the consumer level. The unit case volume numbers used in this report are derived based on estimates received by the Company from its bottling partners and distributors. Concentrate sales volume represents the amount of concentrates, syrups, source waters and powders/minerals (in all instances expressed in unit case equivalents) sold by, or used in finished beverages sold by, the Company to its bottling partners or other customers. For Costa non-ready-to-drink beverage products, concentrate sales volume represents the amount of beverages, primarily measured in number of transactions (in all instances expressed in unit case equivalents), sold by the Company to customers or consumers. Unit case volume and concentrate sales volume growth rates are not necessarily equal during any given period. Factors such as seasonality, bottlers’ inventory practices, supply point changes, timing of price increases, new product introductions and changes in product mix can create differences between unit case volume and concentrate sales volume growth rates. In addition to these items, the impact of unit case volume from certain joint ventures in which the Company has an ownership interest, but to which the Company does not sell concentrates, syrups, source waters or powders/minerals, may give rise to differences between unit case volume and concentrate sales volume growth rates.

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

	Percent Change 2025 versus 2024	
	Three Months Ended March 28, 2025	
	Unit Cases <sup>1,2,3</sup>	Concentrate Sales <sup>4</sup>
Worldwide	2 %	1 %
Europe, Middle East & Africa	3	1
Latin America	—	(3)
North America	(3)	(4)
Asia Pacific	6	2
Bottling Investments	(17)	N/A

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

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

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

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

<sup>5</sup> After considering the impact of structural changes, unit case volume for Bottling Investments for the three months ended March 28, 2025 grew 1%.

<sup>6</sup> After considering the impact of structural changes, concentrate sales volume for Asia Pacific for the three months ended March 28, 2025 grew 8%.

### ***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 3%, which included 3% growth in both Trademark Coca-Cola and sparkling flavors, 2% growth in water, sports, coffee and tea, as well as growth in energy drinks, partially offset by a 5% decline in juice, value-added dairy and plant-based beverages. The operating segment's volume performance included an increase in unit case volume of 11% in the Eurasia and Middle East operating unit, 1% in the Africa operating unit and growth in energy drinks, partially offset by a decline of 1% in the Europe operating unit.

Unit case volume in Latin America was even, which included 1% growth in both Trademark Coca-Cola and water, sports, coffee and tea, as well as growth in energy drinks, offset by a 4% decline in sparkling flavors. Unit case volume in juice, value-added dairy and plant-based beverages was even. The operating segment's volume performance included 4% growth in Brazil and 17% growth in Argentina, offset by a decline of 3% in Mexico.

Unit case volume in North America decreased 3%, which included a 3% decline in Trademark Coca-Cola, a 6% decline in water, sports, coffee and tea, and a 1% decline in sparkling flavors, partially offset by growth in energy drinks. Unit case volume in juice, value-added dairy and plant-based beverages was even.

Unit case volume in Asia Pacific increased 6%, which included 6% growth in sparkling flavors, 7% growth in water, sports, coffee and tea, 3% growth in Trademark Coca-Cola, 4% growth in juice, value-added dairy and plant-based beverages and growth in energy drinks. The operating segment's volume performance included 16% growth in the India and Southwest Asia operating unit, 6% growth in the Greater China and Mongolia operating unit, 1% growth in the Japan and South Korea operating unit and growth in energy drinks, partially offset by a decline of 2% in the ASEAN and South Pacific operating unit.

Unit case volume for Bottling Investments decreased 17%, 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 28, 2025, worldwide concentrate sales volume increased 1% and unit case volume increased 2% compared to the three months ended March 29, 2024. Concentrate sales volume growth is calculated based on the amount sold during the reporting periods, which is impacted by the number of days. Conversely, unit case volume growth is calculated based on average daily sales, which is not impacted by the number of days in the reporting periods. The first quarter of 2025 had two fewer days when compared to the first quarter of 2024, which contributed to the differences between concentrate sales volume and unit case volume growth rates on a consolidated basis and for the individual operating segments. Additionally, the differences between concentrate sales volume and unit case volume growth rates for the operating segments were impacted by the timing of concentrate shipments. We expect the differences between concentrate sales volume and unit case volume growth rates to lessen over the remainder of the year.

## Net Operating Revenues

During the three months ended March 28, 2025, net operating revenues were \$11,129 million, compared to \$11,300 million during the three months ended March 29, 2024, a decrease of \$171 million, or 2%.

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

	Percent Change 2025 versus 2024				Total
	Volume <sup>1</sup>	Price, Product & Geographic Mix	Foreign Currency Fluctuations	Acquisitions & Divestitures <sup>2</sup>	
Consolidated	1 %	5 %	(5)%	(3)%	(2)%
Europe, Middle East & Africa	1	6	(6)	—	1
Latin America	(3)	16	(16)	—	(3)
North America	(4)	8	—	—	3
Asia Pacific	8	(1)	(6)	(5)	(4)
Bottling Investments	(1)	3	(3)	(18)	(20)

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

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

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

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

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

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

Fluctuations in foreign currency exchange rates unfavorably impacted our consolidated net operating revenues by 5%. This unfavorable impact was primarily due to a stronger U.S. dollar compared to certain foreign currencies, including the Mexican peso, Brazilian real, Argentine peso, Ethiopian birr, euro, Zimbabwe gold, and Nigerian naira, which had an unfavorable impact on our Latin America; Europe, Middle East and Africa; and Bottling Investments 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 2025 net operating revenues.

### ***Gross Profit Margin***

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

Our gross profit margin increased to 62.6% for the three months ended March 28, 2025, compared to 62.5% for the three months ended March 29, 2024. The increase was primarily due to the impact of favorable pricing initiatives and the refranchising of our bottling operations in the Philippines, Bangladesh and certain territories in India, partially offset by the unfavorable impact of foreign currency exchange rate fluctuations and higher commodity costs.

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

During the three months ended March 28, 2025, selling, general and administrative expenses was \$3,234 million, compared to \$3,351 million during the three months ended March 29, 2024, a decrease of \$117 million, or 4%. The decrease was primarily due to the refranchising of our bottling operations in the Philippines, Bangladesh and certain territories in India as well as an unfavorable foreign currency exchange rate impact of 3%. Advertising expenses for the three months ended March 28, 2025 and March 29, 2024 were \$1,089 million and \$1,161 million, respectively.

As of March 28, 2025, we had \$391 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 2.0 years as stock-based compensation expense. This expected cost does not include the impact of any future stock-based compensation awards.

### ***Other Operating Charges***

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

	Three Months Ended	
	March 28, 2025	March 29, 2024
Europe, Middle East & Africa	\$ —	\$ —
Latin America	—	—
North America	—	760
Asia Pacific	—	—
Bottling Investments	—	—
Corporate	73	813
<b>Total</b>	<b>\$ 73</b>	<b>\$ 1,573</b>

During the three months ended March 28, 2025, the Company recorded other operating charges of \$73 million. These charges consisted of \$47 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with our acquisition of fairlife in 2020, which brought the total liability to \$6,173 million and was paid in March 2025. Additionally, other operating charges included \$11 million related to the Company’s productivity and reinvestment program, \$9 million related to an indemnification agreement entered into as a part of the refranchising of certain of our bottling operations, \$3 million for the amortization of noncompete agreements related to the BodyArmor acquisition and \$3 million related to tax litigation expense.

During the three months ended March 29, 2024, the Company recorded other operating charges of \$1,573 million. These charges consisted of \$765 million related to the remeasurement of our contingent consideration liability to fair value in conjunction with our acquisition of fairlife, \$760 million related to the impairment of our BodyArmor trademark and \$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 BodyArmor acquisition and \$1 million related to tax litigation expense.

Refer to Note 2 of Notes to Consolidated Financial Statements for additional information on the refranchising of our bottling operations in certain territories in India. Refer to Note 9 of Notes to Consolidated Financial Statements for additional information on the tax litigation. Refer to Note 13 of Notes to Consolidated Financial Statements for additional information on the Company's restructuring initiatives. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the fairlife acquisition and the 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 28, 2025	March 29, 2024
Europe, Middle East & Africa	29.1 %	50.5 %
Latin America	24.7	44.1
North America	36.7	23.2
Asia Pacific	17.1	30.7
Bottling Investments	3.2	7.3
Corporate	(10.8)	(55.8)
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>

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 28, 2025	March 29, 2024
Consolidated	32.9 %	18.9 %
Europe, Middle East & Africa	42.9	44.4
Latin America	61.2	61.7
North America	30.8	11.8
Asia Pacific	47.1	51.9
Bottling Investments	8.1	8.6
Corporate	*	*

\* Calculation is not meaningful.

During the three months ended March 28, 2025, operating income was \$3,659 million, compared to \$2,141 million during the three months ended March 29, 2024, an increase of \$1,518 million, or 71%. The increase was driven by an increase in concentrate sales volume of 1%, favorable pricing initiatives and lower other operating charges, partially offset by the impact of refranchising our bottling operations in the Philippines, Bangladesh and certain territories in India; higher commodity costs; and an unfavorable foreign currency exchange rate impact of 18%.

Fluctuations in foreign currency exchange rates unfavorably impacted consolidated operating income by 18% due to a stronger U.S. dollar compared to certain foreign currencies, including the Mexican peso, Brazilian real, Argentine peso, euro, and Zimbabwe gold, which had an unfavorable 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 \$1,065 million and \$1,080 million for the three months ended March 28, 2025 and March 29, 2024, respectively. The decrease in operating income was primarily driven by higher commodity costs, increased marketing spending, higher operating expenses and an unfavorable foreign currency exchange rate impact of 9%, partially offset by an increase in concentrate sales volume of 1% and favorable pricing initiatives.

Latin America reported operating income of \$904 million and \$945 million for the three months ended March 28, 2025 and March 29, 2024, respectively. The decrease in operating income was primarily driven by a decrease in concentrate sales volume of 3%, higher commodity costs and an unfavorable foreign currency exchange rate impact of 22%, partially offset by favorable pricing initiatives and lower operating expenses.

Operating income for North America for the three months ended March 28, 2025 and March 29, 2024 was \$1,341 million and \$497 million, respectively. The increase in operating income was primarily driven by favorable pricing initiatives and lower other operating charges due to the impairment of our BodyArmor trademark in the prior year, partially offset by a decrease in concentrate sales volume of 4%, higher commodity costs, increased marketing spending, higher operating expenses and an unfavorable foreign currency exchange rate impact of 1%. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the impairment of our BodyArmor trademark.

Asia Pacific's operating income for the three months ended March 28, 2025 and March 29, 2024 was \$624 million and \$657 million, respectively. The decrease in operating income was primarily driven by the impact of structural changes, higher operating expenses and an unfavorable foreign currency exchange rate impact of 11%, partially offset by concentrate sales volume growth of 8%, lower commodity costs and lower marketing spending due to timing.

Bottling Investments' operating income for the three months ended March 28, 2025 and March 29, 2024 was \$119 million and \$156 million, respectively. The decrease in operating income was primarily driven by the impact of refranchising our bottling operations in the Philippines, Bangladesh and certain territories in India, higher commodity costs, higher operating expenses and an unfavorable foreign currency exchange rate impact of 4%, partially offset by favorable pricing initiatives.

Corporate's operating loss for the three months ended March 28, 2025 and March 29, 2024 was \$394 million and \$1,194 million, respectively. Operating loss in 2025 decreased primarily as a result of lower operating expenses and lower other operating charges, primarily due to the remeasurement of our contingent consideration liability to fair value in conjunction with the fairlife acquisition. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the fairlife acquisition.

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

### ***Interest Income***

During the three months ended March 28, 2025, interest income was \$180 million, compared to \$246 million during the three months ended March 29, 2024, a decrease of \$66 million, or 27%. The decrease was primarily driven by lower average investment balances on our Corporate and certain international investments.

### ***Interest Expense***

During the three months ended March 28, 2025, interest expense was \$387 million, compared to \$382 million during the three months ended March 29, 2024, an increase of \$5 million, or 1%. The increase was primarily due to the impact of higher debt balances, partially offset by lower rates on derivative instruments compared to the prior year.

### ***Equity Income (Loss) — Net***

During the three months ended March 28, 2025, equity income was \$351 million, compared to equity income of \$354 million during the three months ended March 29, 2024, a decrease of \$3 million, or 1%.

### ***Other Income (Loss) — Net***

During the three months ended March 28, 2025, other income (loss) — net was income of \$254 million. The Company recognized a net gain of \$331 million related to the sale of a portion of our ownership interest in CCEP, an impairment charge of \$25 million related to an equity method investee in Latin America and a net loss of \$19 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. Additionally, the Company recognized net foreign currency exchange losses of \$16 million, \$24 million of costs related to our trade accounts receivable factoring program and dividend income of \$55 million. Other income (loss) — net also included expense of \$33 million related to the non-service cost components of net periodic benefit cost, which included

charges of \$25 million and \$11 million for special termination benefits and a curtailment loss, respectively, related to non-U.S. pension activity.

During the 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 and dividend income of \$25 million.

Refer to Note 2 of Notes to Consolidated Financial Statements for additional information on the sale of our ownership interest in CCEP, the sale of our ownership interest in an equity method investee in Thailand and the refranchising of our bottling operations. Refer to Note 4 of Notes to Consolidated Financial Statements for additional information on equity and debt securities. Refer to Note 14 of Notes to Consolidated Financial Statements for additional information on net periodic benefit cost or income. Refer to Note 16 of Notes to Consolidated Financial Statements for additional information on the impairment charge.

### ***Income Taxes***

The Company recorded income taxes of \$722 million (17.8% effective tax rate) and \$687 million (17.7% effective tax rate) during the three months ended March 28, 2025 and March 29, 2024, respectively.

The Company's effective tax rates for the three months ended March 28, 2025 and March 29, 2024 vary from the statutory U.S. federal tax rate of 21.0%, primarily due to the tax impact of significant operating and nonoperating items, as described in Note 12 of Notes to Consolidated Financial Statements, along with the tax benefits of having significant earnings generated outside of the United States and significant earnings generated in investments accounted for under the equity method, both of which are generally taxed at rates lower than the statutory U.S. federal tax rate.

The Company's effective tax rate for the three months ended March 28, 2025 included \$143 million of net tax benefits related to various discrete tax items, including net interest income of \$53 million related to the IRS Tax Litigation Deposit recorded in the line item income taxes in our consolidated statement of income, in accordance with our accounting policy, and a tax benefit of \$85 million related to a change in the Company's indefinite reinvestment assertion for certain foreign entities.

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

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

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

In December 2021, the OECD issued Pillar Two model rules which would establish a global per-country minimum tax of 15%, and the European Union has approved a directive requiring member states to incorporate similar provisions into their respective domestic laws. The directive requires, with certain limited exceptions, the rules to initially become effective for fiscal years starting on or after December 31, 2023. Numerous countries have enacted legislation that implemented certain aspects of Pillar Two effective January 1, 2024, while many others have indicated their intent to adopt, or have adopted, legislation effective in

2025. 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 \$13.8 billion as of March 28, 2025. In addition to these funds, our commercial paper program, and our ability to issue long-term debt, we had \$4.6 billion in unused backup lines of credit for general corporate purposes as of March 28, 2025. These backup lines of credit expire at various times through 2030.

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

The Company has a trade accounts receivable factoring program in certain countries. Under this program, we can elect to sell trade accounts receivables to unaffiliated financial institutions at a 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 \$5,034 million and \$4,508 million of trade accounts receivables under this program during the three months ended March 28, 2025 and March 29, 2024, respectively. The costs of factoring such receivables were \$24 million and \$22 million for the three months ended March 28, 2025 and March 29, 2024, respectively. The cash received from the financial institutions is reflected within the operating activities section of our consolidated statement of cash flows.

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

We are currently in litigation with the IRS for tax years 2007 through 2009. On November 18, 2020, the Tax Court issued the Opinion in which it predominantly sided with the IRS. On November 8, 2023, the Tax Court issued a supplemental opinion, siding with the IRS in concluding both that certain U.S. tax regulations (known as the blocked-income regulations) that address the effect of certain Brazilian legal restrictions on royalty payments by the Company’s licensee in Brazil apply to the Company’s operations and that the Tax Court opinion in *3M Co. & Subs. v. Commissioner* (February 9, 2023) controlled as to the validity of those regulations. On August 2, 2024, the Tax Court entered a decision reflecting additional federal income tax of \$2.7 billion for the 2007 through 2009 tax years. With applicable interest, the total liability for the 2007 through 2009 tax years resulting from the Tax Court’s decision is \$6.0 billion, for which the IRS issued the Company invoices on September 3, 2024. The Company paid the IRS Tax Litigation Deposit on September 10, 2024, which stopped interest from accruing on the additional tax due for the 2007 through 2009 tax years. That amount, plus interest earned, would be refunded in full or in part if the Company’s tax positions are ultimately sustained on appeal. For the three months ended March 28, 2025, the Company recorded net interest income of \$53 million related to this tax payment in the line item income taxes in our consolidated statement of income, in accordance with our accounting policy. The payment of the IRS invoices and the related accrued interest were recorded in the line item other noncurrent assets in our consolidated balance sheets as of March 28, 2025 and December 31, 2024. On October 22, 2024, the Company appealed the Tax Court’s decision to the U.S. Court of Appeals for the Eleventh Circuit. The Company filed its principal appellate brief with the U.S. Court of Appeals for the Eleventh Circuit on March 12, 2025. The Company strongly disagrees with the IRS’ positions and the portions of the Opinions affirming such positions and intends to vigorously defend our positions utilizing every available avenue of appeal. While the Company believes that it is more likely than not that we will ultimately prevail in this litigation upon appeal, it is possible that all, or some portion of, the adjustments proposed by the IRS and sustained by the Tax Court could ultimately be upheld. In that event, the Company would not receive a refund of the applicable portion or all of the \$6.0 billion it paid in response to the IRS invoices issued in September 2024 and the related accrued interest receivable of \$171 million as of March 28, 2025. Additionally, the Company would likely be subject to significant additional liabilities for subsequent years, which could have a material adverse



impact on the Company's financial position, results of operations and cash flows. The Company estimates that the potential aggregate remaining incremental tax and interest liability for the tax years 2010 through 2024 could be approximately \$12 billion as of December 31, 2024. Additional income tax and interest on any unpaid potential liabilities for the 2010 through 2024 tax years would continue to accrue until the time any such potential liability, or portion thereof, were to be paid. The Company estimates the impact of the continued application of the methodology asserted by the IRS and affirmed in the Opinions for the three months ended March 28, 2025 would increase the potential aggregate incremental tax and interest liability by approximately \$400 million. Refer to Note 9 of Notes to Consolidated Financial Statements for additional information on the tax litigation.

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

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

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

Net cash used in operating activities during the three months ended March 28, 2025 was \$5,202 million, and net cash provided by operating activities during the three months ended March 29, 2024 was \$528 million, a decrease of \$5,730 million. The decrease was primarily driven by \$6,069 million of the \$6,173 million final milestone payment for fairlife that was made during the three months ended March 28, 2025, the prior year benefits of both the trade accounts receivable factoring program and the dividend payment from an equity method investee in Thailand, as well as the unfavorable impact due to foreign currency exchange rate fluctuations. These items were partially offset by strong cash operating results and the timing of changes in working capital.

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

Net cash used in investing activities during the three months ended March 28, 2025 was \$1,067 million, and net cash provided by investing activities during the three months ended March 29, 2024 was \$330 million.

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

During the three months ended March 28, 2025, purchases of investments were \$2,507 million and proceeds from disposals of investments were \$1,005 million, resulting in a net cash outflow of \$1,502 million. 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. 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 28, 2025 and March 29, 2024, proceeds from disposals of businesses, equity method investments and nonmarketable securities were \$748 million and \$2,893 million, respectively. The activity during the three months ended March 28, 2025 primarily related to the sale of a portion of our ownership interest in CCEP. 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. 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 28, 2025 and March 29, 2024 were \$309 million and \$370 million, respectively.

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

Net cash provided by financing activities during the three months ended March 28, 2025 and March 29, 2024 was \$3,432 million and \$406 million, respectively.

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

During the three months ended March 28, 2025, the Company had issuances of debt of \$5,436 million, which consisted of \$3,917 million of net issuances of commercial paper and short-term debt with maturities of 90 days or less, \$1,033 million of issuances of commercial paper and short-term debt with maturities greater than 90 days and long-term debt issuances of

\$486 million, net of related discounts and issuance costs. Refer to Note 8 of Notes to Consolidated Financial Statements for additional information.

The Company made payments of debt of \$1,599 million during the three months ended March 28, 2025, which consisted of \$1,047 million of payments related to commercial paper and short-term debt with maturities greater than 90 days and payments of long-term debt of \$552 million.

During the three months ended March 29, 2024, the Company had issuances of debt of \$2,285 million, which consisted of \$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 consisted of \$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.

#### *Issuances of Stock*

The issuances of stock during the three months ended March 28, 2025 and March 29, 2024 were related to the exercise of stock options by employees.

#### *Purchases of Stock for Treasury*

During the three months ended March 28, 2025, the total cash outflow for treasury stock purchases was \$370 million. The Company repurchased 4.3 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 \$65.04 per share, for a total cost of \$279 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 28, 2025 resulted in a net cash outflow of \$211 million.

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.

#### *Dividends*

During the three months ended March 28, 2025 and March 29, 2024, the Company paid dividends of \$89 million and \$99 million, respectively. As a result of the timing of our quarterly reporting periods as well as our dividend payment dates, the Company paid substantially all of the 2024 and 2025 first quarterly dividends in the second quarter of each year.

Our Board of Directors approved the Company's regular quarterly dividend of \$0.51 per share at its May 2025 meeting. This dividend is payable on July 1, 2025 to shareowners of record as of the close of business on June 13, 2025.

#### *Other Financing Activities*

During the three months ended March 28, 2025 and March 29, 2024, the total cash outflow for other financing activities was \$105 million and \$2 million, respectively. The cash outflow during the three months ended March 28, 2025 included \$104 million of the \$6,173 million final milestone payment for fairlife.

#### *Foreign Exchange*

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

Due to the geographic diversity of our operations, weakness in some currencies may be offset by strength in other currencies over time. Our hedging activities are designed to mitigate, over time, a portion of the 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 28, 2025 by 18%.

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

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

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

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

*Evaluation of Disclosure Controls and Procedures*

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 28, 2025.

*Changes in Internal Control Over Financial Reporting*

There have been no changes in the Company's internal control over financial reporting during the quarter ended March 28, 2025 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## Part II. Other Information

### Item 1. Legal Proceedings

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

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

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

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

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

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

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

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

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

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

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

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

The Company believes that the IRS and the Tax Court misinterpreted and misapplied the applicable regulations in reallocating income earned by the Company’s foreign licensees to increase the Company’s U.S. tax. Moreover, the Company believes that

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

On August 2, 2024, the Tax Court entered a decision reflecting additional federal income tax of \$2.7 billion for the 2007 through 2009 tax years. With applicable interest, the total liability for the 2007 through 2009 tax years resulting from the Tax Court's decision is \$6.0 billion, for which the IRS issued the Company invoices on September 3, 2024. The Company paid the IRS Tax Litigation Deposit on September 10, 2024, which stopped interest from accruing on the additional tax due for the 2007 through 2009 tax years. That amount, plus interest earned, would be refunded in full or in part if the Company's tax positions are ultimately sustained on appeal. For the three months ended March 28, 2025, the Company recorded net interest income of \$53 million related to this tax payment in the line item income taxes in our consolidated statement of income, in accordance with our accounting policy. The payment of the IRS invoices and the related accrued interest were recorded in the line item other noncurrent assets in our consolidated balance sheets as of March 28, 2025 and December 31, 2024. On October 22, 2024, the Company appealed the Tax Court's decision to the U.S. Court of Appeals for the Eleventh Circuit. The Company filed its principal appellate brief with the U.S. Court of Appeals for the Eleventh Circuit on March 12, 2025.

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

The Company's conclusion that it is more likely than not the Company's tax positions will ultimately be sustained on appeal is unchanged as of March 28, 2025. However, based on the required probability analysis and the accrual of interest through the current reporting period, we updated our tax reserve as of March 28, 2025 to \$483 million.

While the Company strongly disagrees with the IRS' positions and the portions of the Opinions affirming such positions, it is possible that some portion or all of the adjustments proposed by the IRS and sustained by the Tax Court could ultimately be upheld. In that event, the Company would not receive a refund of the applicable portion or all of the \$6.0 billion it paid in response to the IRS invoices issued in September 2024 and the related accrued interest receivable of \$171 million as of March 28, 2025. Additionally, the Company would likely be subject to significant additional liabilities for subsequent years, which could have a material adverse impact on the Company's financial position, results of operations and cash flows.

The Company calculated the potential impact of applying the Tax Court Methodology to reallocate income from foreign licensees potentially covered within the scope of the Opinions for the 2010 through 2024 tax years, assuming such methodology were to be ultimately upheld by the courts, and the IRS were to decide to apply that methodology to subsequent years, with consent of the federal courts. This impact would include taxes and interest accrued through December 31, 2024. The calculations incorporated the estimated impact of correlative adjustments to the previously accrued transition tax payable under the 2017 Tax Cuts and Jobs Act. The Company estimates that the potential aggregate remaining incremental tax and interest liability for the tax years 2010 through 2024 could be approximately \$12 billion as of December 31, 2024. Additional income tax and interest on any unpaid potential liabilities for the 2010 through 2024 tax years would continue to accrue until the time any such potential liability, or portion thereof, were to be paid. The Company estimates the impact of the continued application of the Tax Court Methodology for the three months ended March 28, 2025 would increase the potential aggregate incremental tax and interest liability by approximately \$400 million. We currently project the continued application of the Tax Court Methodology in 2025, assuming similar facts and circumstances as of December 31, 2024, would result in an incremental annual tax liability that would increase the Company's effective tax rate by approximately 3.5%.

### *Environmental Matter*

On April 11, 2025, the Commissioner of the Department of Licensing and Consumer Affairs and the Government of the United States Virgin Islands (“USVI”) filed a lawsuit against the Company, CC One Virgin Islands as well as other unrelated parties in the Superior Court of the Virgin Islands, Division of St. Croix, concerning the environmental impacts of plastic packaging in the USVI. The complaint asserts claims for (1) violations of USVI consumer protection statutes and (2) public nuisance. The complaint seeks injunctive relief, restitution and civil penalties but does not specify an amount of damages sought. The Company believes it has strong defenses to the claims.

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

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

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

The following table presents information with respect to purchases of common stock of the Company made during the three months ended March 28, 2025 by the Company or any “affiliated purchaser” of the Company as defined in Rule 10b-18(a)(3) under the Exchange Act:

Period	Total Number of Shares Purchased <sup>1</sup>	Average Price Paid Per Share	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, 2025 through January 24, 2025	1,665,513	\$ 61.73	1,665,266	74,684,713
January 25, 2025 through February 21, 2025	3,045,474	66.80	1,766,420	72,918,293
February 22, 2025 through March 28, 2025	911,298	70.80	860,259	72,058,034
Total	5,622,285	\$ 65.95	4,291,945	

<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 28, 2025, none of our Directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408 of Regulation S-K, except as follows:

Bruno Pietracchi, President, Latin America operating unit, adopted a Rule 10b5-1 trading arrangement on March 5, 2025 for the potential exercise of vested stock options and the associated sale of up to 75,727 shares of common stock of the Company, subject to certain conditions. The arrangement’s expiration date is March 5, 2027, or such earlier date upon which all transactions are completed.

James Quincey, Chairman of the Board of Directors and Chief Executive Officer, adopted a Rule 10b5-1 trading arrangement on February 28, 2025 for the potential exercise of vested stock options and the associated sale of up to 604,227 shares of common stock of the Company, subject to certain conditions. The arrangement’s expiration date is February 8, 2027, or such earlier date upon which all transactions are completed.

These trading plans were 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 to 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 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.](#)

- 4.13 [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.](#)
- 4.14 [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.](#)
- 4.15 [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.](#)
- 4.16 [Form of Note for 4.200% Notes due 2050 — incorporated herein by reference to Exhibit 4.8 to the Company’s Current Report on Form 8-K filed on March 25, 2020.](#)
- 4.17 [Form of Note for 1.450% Notes due 2027 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.18 [Form of Note for 1.650% Notes due 2030 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.19 [Form of Note for 2.500% Notes due 2040 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.20 [Form of Note for 2.600% Notes due 2050 — incorporated herein by reference to Exhibit 4.7 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.21 [Form of Note for 2.750% Notes due 2060 — incorporated herein by reference to Exhibit 4.8 to the Company’s Current Report on Form 8-K filed on May 4, 2020.](#)
- 4.22 [Form of Note for 0.125% Notes due 2029 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.23 [Form of Note for 0.375% Notes due 2033 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.24 [Form of Note for 0.800% Notes due 2040 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.25 [Form of Note for 1.000% Notes due 2028 — incorporated herein by reference to Exhibit 4.7 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.26 [Form of Note for 1.375% Notes due 2031 — incorporated herein by reference to Exhibit 4.8 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.27 [Form of Note for 2.500% Notes due 2051 — incorporated herein by reference to Exhibit 4.9 to the Company’s Current Report on Form 8-K filed on September 18, 2020.](#)
- 4.28 [Form of Note for 1.500% Notes due 2028 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on March 5, 2021.](#)
- 4.29 [Form of Note for 2.000% Notes due 2031 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on March 5, 2021.](#)
- 4.30 [Form of Note for 0.125% Notes due 2029 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on March 9, 2021.](#)
- 4.31 [Form of Note for 0.500% Notes due 2033 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on March 9, 2021.](#)
- 4.32 [Form of Note for 1.000% Notes due 2041 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on March 9, 2021.](#)
- 4.33 [Form of Note for 2.250% Notes due 2032 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 5, 2021.](#)
- 4.34 [Form of Note for 2.875% Notes due 2041 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 5, 2021.](#)
- 4.35 [Form of Note for 3.000% Notes due 2051 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on May 5, 2021.](#)
- 4.36 [Form of Note for 0.950% Notes due 2036 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 6, 2021.](#)
- 4.37 [Form of Note for 0.400% Notes due 2030 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 17, 2021.](#)
- 4.38 [Form of Note for 5.000% Notes due 2034 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 13, 2024.](#)
- 4.39 [Form of Note for 5.300% Notes due 2054 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 13, 2024.](#)
- 4.40 [Form of Note for 5.400% Notes due 2064 — incorporated herein by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K filed on May 13, 2024.](#)



- 4.41 [Form of Note for 3.125% Notes due 2032 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on May 14, 2024.](#)
- 4.42 [Form of Note for 3.500% Notes due 2044 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on May 14, 2024.](#)
- 4.43 [Form of Note for 4.650% Notes due 2034 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on August 14, 2024.](#)
- 4.44 [Form of Note for 5.200% Notes due 2055 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on August 14, 2024.](#)
- 4.45 [Form of Note for 3.375% Notes due 2037 — incorporated herein by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on August 15, 2024.](#)
- 4.46 [Form of Note for 3.750% Notes due 2053 — incorporated herein by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K filed on August 15, 2024.](#)
- 4.47 Indenture, dated as of July 30, 1991, between Coca-Cola Refreshments USA, Inc. and Deutsche Bank Trust Company Americas, as trustee — incorporated herein by reference to Exhibit 4.1 to Coca-Cola Refreshments USA, Inc.’s Current Report on Form 8-K dated July 30, 1991.
- 4.48 First Supplemental Indenture, dated as of January 29, 1992, to the Indenture, dated as of July 30, 1991, between Coca-Cola Refreshments USA, Inc. and Deutsche Bank Trust Company Americas, as trustee — incorporated herein by reference to Exhibit 4.01 to Coca-Cola Refreshments USA, Inc.’s Current Report on Form 8-K dated January 29, 1992.
- 4.49 [Second Supplemental Indenture, dated as of June 22, 2017, to the Indenture, dated as of July 30, 1991, as amended, among Coca-Cola Refreshments USA, Inc., the Company and Deutsche Bank Trust Company Americas, as trustee — incorporated herein by reference to Exhibit 4.3 to the Company’s Current Report on Form 8-K filed on June 23, 2017.](#)
- 4.50 [Third Supplemental Indenture, dated as of July 5, 2017, to the Indenture, dated as of July 30, 1991, as amended, among Coca-Cola Refreshments USA, Inc., the Company and Deutsche Bank Trust Company Americas, as trustee — incorporated herein by reference to Exhibit 4.3 to the Company’s Current Report on Form 8-K filed on July 6, 2017.](#)
- 10.1 [The Coca-Cola Company Severance Pay Plan, as amended and restated effective January 1, 2025.](#)
- 31.1 [Rule 13a-14\(a\)/15d-14\(a\) Certification, executed by James Quincey, Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company.](#)
- 31.2 [Rule 13a-14\(a\)/15d-14\(a\) Certification, executed by John Murphy, President and Chief Financial Officer of The Coca-Cola Company.](#)
- 32.1 [Certifications required by Rule 13a-14\(b\) or Rule 15d-14\(b\) and Section 1350 of Chapter 63 of Title 18 of the United States Code \(18 U.S.C. Section 1350\), executed by James Quincey, Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company, and by John Murphy, President and Chief Financial Officer of The Coca-Cola Company.](#)
- 101 The following financial information from The Coca-Cola Company’s Quarterly Report on Form 10-Q for the quarter ended March 28, 2025, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) Consolidated Statements of Income for the three months ended March 28, 2025 and March 29, 2024; (ii) Consolidated Statements of Comprehensive Income for the three months ended March 28, 2025 and March 29, 2024; (iii) Consolidated Balance Sheets as of March 28, 2025 and December 31, 2024; (iv) Consolidated Statements of Cash Flows for the three months ended March 28, 2025 and March 29, 2024; and (v) Notes to Consolidated Financial Statements.
- 104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the iXBRL document and included in Exhibit 101).

## SIGNATURES

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

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

/s/ ERIN L. MAY

Date: May 1, 2025

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Erin L. May  
Senior Vice President, Controller and Chief Accounting Officer  
(Principal Accounting Officer)

**THE COCA-COLA COMPANY**  
**SEVERANCE PAY PLAN**

**AS AMENDED AND RESTATED EFFECTIVE JANUARY 1, 2025**

**ARTICLE 1**  
**PURPOSE AND ADOPTION OF PLAN**

The Coca-Cola Company established The Coca-Cola Company Severance Pay Plan (the "Plan") effective as of January 1, 1993 to provide benefits to certain eligible employees of the Company who were terminated by the Company. The Plan has been amended and restated periodically. The Company now amends and restates the Plan effective January 1, 2025. The Plan shall be an unfunded severance pay plan that is a welfare plan as such term is defined by the Employee Retirement Income Security Act of 1974, as amended, ("ERISA"), the benefits of which shall be paid solely from the general assets of the Company.

The Plan, as amended and restated, is applicable to employees whose employment is terminated on or after January 1, 2025.

**ARTICLE 2**  
**DEFINITIONS**

For purposes of this Plan, the following terms shall have the meanings set forth below.

**Administrator** means the individual(s) designated by the Committee to make certain determinations with regard to benefit payable under Article 3 and claims under Article 5 of this Plan.

**Affiliate** means any corporation or other business organization in which the Company owns, directly or indirectly, 20% or more of the voting stock or capital at the relevant time.

**Approved Leave of Absence** means an approved military leave of absence or leave of absence under the Family and Medical Leave Act.

**Cause** means a violation of the Company's Code of Business Conduct or any other policy of the Company or an Affiliate, or gross misconduct, all as determined by the Administrator, in its sole discretion.

**Committee** means The Coca-Cola Company Benefits Committee appointed by the Senior Vice President, Chief People Officer (or the most senior human resources officer of the Company), which shall act on behalf of the Company to administer the Plan as provided in Article 4.

**Company** means The Coca-Cola Company.

**Comparable Position** means a position in the Company or with an Affiliate, or a position with an entity to whom all or any part of a Company division, subsidiary, or other business segment is outsourced, sold, or otherwise disposed (including, without limitation, a disposition by sale of shares of stock or of assets) that, at the time the employment offer is made:

(a) except in the case of a Global Mobility Assignee, provides a principal place of employment of not more than 50 miles from the last principal place of employment with the Company or an Affiliate, and

(b) provides a base salary (or hourly wage, if applicable) that is at least equal to the base salary (or hourly wage, if applicable) of the current position.

Notwithstanding the preceding sentence, a Temporary Assignment, as defined in Section 3.1(b) shall not be considered a Comparable Position.

**Disability or Disabled** means 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 Affiliate.

**Global Mobility Assignee** means an employee of the Company or any Affiliate who is classified as a Global Mobility Assignee in the Company's personnel and payroll systems.

**Participant** means:

(a) a regular full-time or regular part-time (working at least 30 hours per week) employee of the Company or a Participating Affiliate who works primarily within the United States (one of the fifty states or the District of Columbia) and who is actively at work or on an Approved Leave of Absence, or

(b) a regular, full-time salaried Global Mobility Assignee who is actively at work or on an Approved Leave of Absence.

Notwithstanding the foregoing, the term "Participant" shall not include any employee covered by a collective bargaining agreement between an employee representative and the Company or any Affiliate, unless the collective bargaining agreement provides for the employee's participation in this Plan.

An individual shall be treated as an "employee" for purposes of this Plan for any period only if (i) he or she is actually classified during such period by the Company (or to the extent applicable, any Affiliate) on its payroll, personnel and benefits system as an employee, and (ii) he or she is paid for services rendered during such period through the payroll system, as distinguished from the accounts payable department, of the Company or the Affiliate. No other individual shall be treated as an employee under this Plan for any period, regardless of his or her status during such period as an employee under common law or under any statute. In addition, an individual shall be treated as an exempt or nonexempt employee for purposes of this Plan only if he or she is actually classified during such period by the Company or an Affiliate on its payroll, personnel and benefits system as an exempt or nonexempt employee.

**Participating Affiliate** means any Affiliate that the Committee has designated as such, as set forth in Appendix A.

**Plan** means The Coca-Cola Company Severance Pay Plan.

**Qualifying Event** means an involuntary loss of employment for reasons other than poor performance or Cause. A Qualifying Event shall not, however, include a seasonal layoff or voluntary reduction in hours.

**Subsidiary** means any corporation, limited liability company, partnership or other entity, of which 50% or more of the outstanding voting stock or voting power is beneficially owned directly or indirectly by the Company.

**System Employer** means:

- (a) an Affiliate,
- (b) any entity that has an ongoing contractual relationship with the Company or a Subsidiary that provides such entity the rights to manufacture, prepare, package, and/or distribute, and sell to customers or consumers beverages/brands for which the trademark is owned by the Company or a Subsidiary, or
- (c) an entity that is approved by the Committee as a System Employer based on its relationship with the Company or its Subsidiaries.

**Weekly Pay** means:

- (a) For a Participant whose pay is based on a base salary, "Weekly Pay" means 1/52 of a Participant's annual base salary (as determined by the Committee) as in effect on the date the Committee determines that his or her active employment terminated.
- (b) For a Participant whose pay is based on an hourly rate, "Weekly Pay" means that individual's hourly rate multiplied by the lesser of (i) 40 or (ii) the number of hours per week the individual ordinarily was expected to work immediately before his or her termination of employment, as determined by the Committee.
- (c) For a Participant whose pay is based on a daily rate, "Weekly Pay" means the amount used to calculate his or her hourly paid time off rate (e.g., pay for one hour of vacation) multiplied by the lesser of (i) 40 or (ii) the number of hours per week the individual ordinarily was expected to work immediately before his or her termination of employment, as determined by the Committee.
- (d) For a Participant whose pay depends, at least in part, on commissions, "Weekly Pay" shall mean his or her basic weekly pay rate (as determined under subparagraph (a) above), plus the weekly average commission he or she earned during the calendar year immediately preceding the calendar year in which his or her active employment terminates (or, if not employed during the prior year, in the year of termination).
- (e) The Weekly Pay of a Participant shall not include amounts being paid to the individual as a cost-of-living adjustment (COLA) or cost-of-relocation adjustment (CORA).
- (f) The Committee may, from time to time, establish procedures consistent with the provisions of subparagraphs (a) through (e) of this definition for determining the "Weekly Pay" of Participants.

**Years of Service** means:

(a) For Participants hired or rehired by the Company or a Participating Affiliate on or after May 1, 2024:

(1) the Participant's full years of employment beginning on the Participant's most recent hire or rehire date at the Company or any Participating Affiliate, as determined by the Committee based on the Company's or Participating Affiliate's personnel records; and

(2) if the Participant transfers directly from a System Employer to the Company or a Participating Affiliate, such that his or her termination with the System Employer and his or her hire or rehire date with the Company or a Participating Affiliate are continuous except due to a non-business day or days, the Participant's full and continuous whole years of employment as an employee of the System Employer shall be added to the period described in provision (1); and

(3) if the Participant described in provision (2) transferred directly to the System Employer from the Company or a Participating Affiliate, such that his or her termination with the Company or a Participating Affiliate and his or her hire or rehire date with the System Employer are continuous except due to a non-business day or days, the Participant's prior full and continuous whole years of employment as an employee of the Company or a Participating Affiliate shall be added to the period described in provisions (1) and (2).

(b) For Participants hired or rehired by the Company or a Participating Affiliate prior to May 1, 2024:

(1) for each Participant who is a Global Mobility Assignee, the Participant's full and continuous whole years of employment as a part-time, regular, hourly, or salaried employee of the Company or any Affiliate, as determined by the Committee based on the Company's or Affiliate's personnel records; and

(2) for each other Participant, the Participant's whole Years of Vesting Service, as defined in the qualified pension plan in which the Participant participates.

(c) Notwithstanding paragraphs (a) and (b), "Years of Service" shall not include any period of employment with the Company or any System Employer for which the Participant is receiving or previously has received any severance pay or similar benefits, whether under this Plan or any other plan or arrangement sponsored or paid by the Company or any System Employer.

**ARTICLE 3**  
**BENEFITS**

**3.1 Circumstances in Which Benefits are Payable.**

(a) Qualifying Event. A Participant shall qualify for a benefit under Section 3.3(a) of this Plan as a result of his or her involuntary loss of employment with the Company, a

Participating Affiliate, or, solely with respect to a Global Mobility Assignee, an Affiliate, if the Administrator in its discretion determines that:

- (1) his or her employment terminated as a result of a Qualifying Event;
- (2) his or her termination was unrelated to a sale or other disposition, including outsourcing, of all or any part of a division, subsidiary or other business segment (including, without limitation, a disposition by sale of shares of stock or of assets) in which he or she was employed, unless he or she was not offered a Comparable Position with the purchaser, acquirer or outsource vendor of the division, subsidiary or business segment; and
- (3) he or she properly, timely and unconditionally executes and does not revoke, the release and, if applicable, an agreement on confidentiality and competition required under Section 3.1(d).

(b) Temporary Assignments. A Participant filling a temporary role for 18 months or less ("Temporary Assignment") shall qualify for a benefit under Section 3.3(a) of this Plan as a result of an involuntary loss of his or her pre-Temporary Assignment position with the Company or a Participating Affiliate upon the conclusion of his or her Temporary Assignment. Even if a Participant experiences consecutive Temporary Assignments, the involuntary loss of employment shall only relate to his or her pre-Temporary Assignment position. A Participant on Temporary Assignment shall only qualify under this Section 3.1(b) if he or she has been designated as performing a Temporary Assignment on the Company's (or Participating Affiliate's, as applicable) personnel records.

(c) Other Involuntary Terminations. A Participant who fails to satisfy the requirements of Section 3.1(a) or (b) nevertheless shall qualify for a benefit as a result of his or her involuntary loss of employment with the Company, a Participating Affiliate, or, solely with respect to a Global Mobility Assignee, an Affiliate, if:

- (1) his or her employment was not terminated for Cause; and
- (2) he or she properly, timely and unconditionally executes, and does not revoke, the release and, if applicable, an agreement on confidentiality and competition required under Section 3.1(d).

The benefit payable under this Section 3.1(c) shall equal the Participant's Weekly Pay multiplied by eight.

(d) Release, Noncompetition and Nondisclosure Form. Participants shall be provided with releases and agreements on confidentiality and competition that Participants shall be required to properly, timely and unconditionally execute as a condition to qualifying for a benefit under this Plan, and such documents shall set forth the minimum requirements for a release and an agreement on confidentiality and competition under this Plan. The Administrator, as part of each determination under Section 3.1, also shall determine whether the release for a Participant shall (for reasons sufficient to the Administrator) include requirements in addition to the minimum requirements set forth in the form and shall revise the form release for such Participant accordingly. The Administrator in its sole discretion



shall (for reasons sufficient to the Administrator) determine whether a Participant is required also to sign an agreement on confidentiality and competition to qualify for a benefit under this Plan. The Administrator also shall determine whether the agreements shall contain additional requirements such as, but not limited to, a non-solicitation agreement and a non-disparagement agreement. If a Participant declines to properly, timely and unconditionally execute the release and, if applicable, an agreement on confidentiality and competition required by the Administrator for the benefit described in Section 3.1(a), (b), or (c), the Participant shall not qualify for any benefit under this Plan.

### 3.2 Circumstances in Which Benefits are Not Payable.

Notwithstanding any other provision in this Plan to the contrary, an employee is not entitled to benefits under this Plan if the employee:

- (a) voluntarily terminates employment,
- (b) was Disabled or on a leave of absence (except for an Approved Leave of Absence) immediately prior to his or her termination of employment,
- (c) prior to receiving any benefit under the Plan, is offered a Comparable Position, as determined by the Administrator, with the Company or one of its Affiliates,
- (d) is offered a Comparable Position, as determined by the Administrator, in connection with the sale or other disposition, including outsourcing, of all or any part of a division, subsidiary or other business segment (including, without limitation, a disposition by sale of shares of stock or of assets) in which he or she was employed,
- (e) is terminated for Cause, as determined by the Administrator,
- (f) is receiving pension benefits while a Participant from a qualified defined benefit pension plan sponsored by the Company or an Affiliate, or
- (g) waived participation in the Plan through any means, receives severance pay under another severance plan of the Company or an Affiliate or has entered into an individual employment or severance agreement with the Company or an Affiliate that provides for severance benefits and such agreement is in effect on the date of the Participant's termination of employment, even if such severance benefits would be less than that offered under the Plan.

### 3.3 Benefit Formula.

(a) Unless a Participant is described in Section 3.3(b) below, if a Participant qualifies under Section 3.1(a) (Qualifying Event) or Section 3.1(b) (Temporary Assignments) for a benefit, his or her benefit under this Plan shall equal his or her Weekly Pay multiplied by the designated number of weeks determined by his or her Years of Service, subject to any minimum or maximum, set forth below. A Participant shall be assigned to a benefit opposite his or her job grade (as determined from the Company's or Participating Affiliate's payroll records as of the date his or her employment terminated) and, if applicable, his or her status as an elected corporate officer of the Company as of the date his or her employment terminated, under this Section 3.3(a):

<u>Career Group</u>	<u>Benefit Level Per Year of Service</u>	<u>Minimum</u>	<u>Maximum</u>
Executive Leadership Team	N/A	104 weeks	104 weeks
E	4 weeks	32 weeks	78 weeks
D	4 weeks	32 weeks	52 weeks
C	3 weeks	12 weeks	52 weeks
A, B	2 weeks	9 weeks	52 weeks
Hourly	1 week	8 weeks	26 weeks

(b) If a regular full-time nonexempt employee qualifies under Section 3.1(a) (Qualifying Event) for a benefit and works at a facility listed on Appendix B, such benefit under this Plan shall equal the Participant's Weekly Pay multiplied by the service factor set forth in the following table:

<u>Years of Service</u>	<u>Service Factor</u>
Less than 8 years	8 weeks
8 years but less than 9 years	9 weeks
9 years but less than 10 years	10 weeks
10 years but less than 11 years	11 weeks
11 years but less than 12 years	12 weeks
12 years but less than 13 years	13 weeks
13 years but less than 14 years	14 weeks
14 years but less than 15 years	15 weeks
15 years but less than 16 years	16 weeks
16 years but less than 17 years	18 weeks
17 years but less than 18 years	20 weeks
18 years but less than 19 years	22 weeks
19 years but less than 20 years	24 weeks
20 years or more	26 weeks

3.4 Benefit Payment Timing. If a Participant qualifies for a benefit under this Plan, such benefit shall be paid as soon as practicable after his or her active employment has terminated, and payment shall be made in a lump sum. In no event shall a benefit under this Plan be paid after March 15<sup>th</sup> of the year following the year of Participant's termination of employment. No interest whatsoever shall be paid on any benefit under this Plan.

3.5 Withholding. The Company shall have the right to take such action as it deems necessary or appropriate in order to satisfy any federal, state or local income or other tax requirement to withhold or make deductions from any benefit otherwise payable under this Plan.

### 3.6 Forfeiture of Benefit.

- (a) Ineligible for Payment or Payment in Error. If the Administrator determines that the Participant is ineligible for a benefit due to continuous employment by a System Employer after termination with the Company or a Participating Affiliate, or that a determination was made in error, the benefit shall be forfeited and/or returned to the Company, as applicable. The Administrator has the sole discretion to determine on a case-by-case basis any benefit or benefit payment that will be forfeited and/or returned to the Company.
- (b) Violation of Code of Business Conduct or Company Policy. If, following the determination that a Participant is entitled to a benefit under the Plan, the Administrator determines that during the Participant's employment, the Participant violated the Company's Code of Business Conduct or any other policy of the Company or Participating Affiliate, all or a portion of the Participant's benefit under the Plan may cease or be forfeited. The Administrator has the sole discretion to determine on a case-by-case basis any benefit or benefit payment that will be forfeited and/or returned to the Company.
- (c) Disability. If, following the determination that a Participant is entitled to a benefit under the Plan, the Participant becomes Disabled, his or her benefit under the Plan shall cease or be forfeited and any benefit paid must be repaid to the Company or Participating Affiliate.

3.8 No Duplication of Benefits. If the Administrator determines that the benefit payable under this Plan to a Participant duplicates (directly or indirectly) any other benefit otherwise payable to such Participant by the Company or any Affiliate (including, without limitation, any repatriation payment or allowance or any termination indemnity), the Administrator shall have the right to reduce the benefit otherwise payable under this Plan to the extent deemed necessary to eliminate such duplication.

## **ARTICLE 4** **ADMINISTRATION**

### 4.1 Committee.

- (a) The Committee shall be responsible for the general administration of the Plan. As such, the Committee is the "Plan Administrator" and a "named fiduciary" of the Plan (as those terms are used in ERISA). In the absence of the appointment of a Committee, the functions and powers of the Committee shall reside with the Company. The Committee, in the exercise of its authority, shall discharge its duties with respect to the Plan in accordance with ERISA and corresponding regulations, as amended from time to time.
- (b) The Committee shall establish regulations for the day-to-day administration of the Plan. The Committee and its designated agents shall have the exclusive right and discretion to interpret the terms and conditions of the Plan and to decide all matters arising with respect to the Plan's administration and operation (including factual issues). Any interpretations or decisions so made shall be conclusive and binding on all persons. The Committee or its designee may pay the expenses of administering the Plan or may reimburse the Company or other person performing administrative services with respect to the Plan if the Company or such other person directly pays such expenses at the request of the Committee.

4.2 Authority to Appoint Advisors and Agents. The Committee may appoint, designate and employ such persons as it may deem advisable and as it may require in carrying out the provisions of the Plan. To the extent permitted by law, the members of the Committee and the Administrator shall be fully protected by any action taken in reliance upon advice given by such persons and in reliance on tables, valuations, certificates, determinations, opinions and reports that are furnished by any accountant, counsel, claims administrator or other expert who is employed or engaged by the Committee.

4.3 Compensation and Expenses of Committee. The members of the Committee shall receive no compensation for its duties hereunder, but the Committee shall be reimbursed for all reasonable and necessary expenses incurred in the performance of its duties, including counsel fees and expenses. Such expenses of the Committee, including the compensation of administrators, actuaries, counsel, agents or others that the Committee may employ, shall be paid out of the general assets of the Company.

4.4 Records. The Committee shall keep or cause to be kept books and records with respect to the operations and administration of this Plan.

4.5 Indemnification of Committee. The Company agrees to indemnify and to defend to the fullest extent permitted by law any employee serving as a member of the Committee and the Administrator or as their delegate(s) against all liabilities, damages, costs and expenses, including attorneys' fees and amounts paid in settlement of any claims approved by the Company, occasioned by any act or failure to act in connection with the Plan, unless such act or omission arises out of such employee's gross negligence, willful neglect or willful misconduct.

4.6 Fiduciary Responsibility Insurance, Bonding. If the Company has not done so, the Committee may purchase appropriate insurance on behalf of the Plan and the Plan's fiduciaries to cover liability or losses occurring by reason of the acts or omissions of a fiduciary; provided, however, that such insurance to the extent purchased by the Plan must permit recourse by the insurer against the fiduciary in the case of a breach of a fiduciary duty or obligation by such fiduciary. The cost of such insurance shall be paid out of the general assets of the Company. The Committee may also obtain a bond covering all the Plan's fiduciaries, to be paid from the general assets of the Company.

## **ARTICLE 5**

### **CLAIMS PROCEDURE**

5.1 Right to File a Claim. Any Participant who believes he or she is entitled to a benefit hereunder that has not been received, may file a claim in writing with the Administrator. The claim must be filed within six months after the date of the Participant's termination of active employment. The Administrator may require such claimant to submit additional documentation, if necessary, in support of the initial claim.

5.2 Denial of a Claim. Any claimant whose claim to any benefit hereunder has been denied in whole or in part shall receive a notice from the Administrator within 90 days of such filing or within 180 days after such receipt if special circumstances require an extension of time. If the Administrator determines that an extension of time is required, the claimant will be notified in writing of the extension and reason for the extension within 90 days after the Administrator's receipt of the claim. The extension notice will also include the date by which the Administrator expects to

make the benefit determination. The notice of the denial of the claim will set forth the specific reasons for such denial, specific references to the Plan provisions on which the denial was based and an explanation of the procedure for review of the denial.

5.3 Claim Review Procedure. A claimant may appeal the denial of a claim to the Committee by written request for review to be made within 60 days after receiving notice of the denial. The request for review shall set forth all grounds on which it is based, together with supporting facts and evidence that the claimant deems pertinent, and the Committee shall give the claimant the opportunity to review pertinent Plan documents in preparing the request. The Committee may require the claimant to submit such additional facts, documents, or other material as it deems necessary or advisable in making its review. The Committee will provide the claimant a written or electronic notice of the decision within 60 days after receipt of the request for review, except that, if there are special circumstances requiring an extension of time for processing, the 60-day period may be extended for an additional 60 days. If the Committee determines that an extension of time is required, the claimant will be notified in writing of the extension and reason for the extension within 60 days after the Committee's receipt of the request for review. The extension notice will also include the date by which the Committee expects to complete the review. The Committee shall communicate to the claimant in writing its decision, and if the Committee confirms the denial, in whole or in part, the communication shall set forth the reasons for the decision and specific references to the Plan provisions on which the decision is based.

5.4 Limitation on Actions. Any suit for benefits must be brought within one year after the date the Committee (or its designee) has made a final denial (or deemed denial) of the claim. Notwithstanding any other provision herein, any suit for benefits must be brought within two years of the date of termination of active employment. No claimant may file suit for benefits until exhausting the claim review procedure described herein. All suits must be brought in the U.S. District Court for the Northern District of Georgia in Atlanta, Georgia in accordance with Section 7.7.

## **ARTICLE 6**

### **AMENDMENT AND TERMINATION OF PLAN**

6.1 Amendment of Plan. The Committee reserves the right to amend the provisions of the Plan at any time to any extent and in any manner it desires by execution of a written document describing the intended amendment(s).

6.2 Termination of Plan. The Company shall have no obligation whatsoever to maintain the Plan or any benefit under the Plan for any given length of time. The Company reserves the right to terminate the Plan or any benefit option under the Plan at any time by written document.

## **ARTICLE 7 MISCELLANEOUS PROVISIONS**

7.1 Plan Is Not an Employment Contract. This Plan is not a contract of employment, and neither the Plan nor the payment of any benefits will be construed as giving to any person any legal or equitable right to employment by the Company or any Affiliate. Nothing herein shall be

construed to interfere with the right of the Company of any Affiliate to discharge, with or without cause, any employee at any time.

7.2 Assignment. A Participant may not assign or alienate any payment with respect to any benefit that a Participant is entitled to receive from the Plan, and further, except as may be prescribed by law, no benefits shall be subject to attachment or garnishment of or for a Participant's debts or contracts, except for recovery of overpayments made on a Participant's behalf by this Plan.

7.3 Fraud. No payments with respect to benefits under this Plan will be paid if the Participant attempts to perpetrate a fraud upon the Plan with respect to any such claim. The Committee shall have the right to make the final determination of whether a fraud has been attempted or committed upon the Plan or if a misrepresentation of fact has been made, and its decision shall be final, conclusive and binding upon all persons. The Plan shall have the right to fully recover any amounts, with interest, improperly paid by the Plan by reason of fraud, attempted fraud, or misrepresentation of fact by a Participant and to pursue all other legal or equitable remedies.

7.4 Offset for Monies Owed. The benefits provided hereunder will be offset for any monies that the Committee determines are owed to the Company or any Affiliate.

7.5 Funding Status of Plan. The benefits provided hereunder will be paid solely from the general assets of the Company, and nothing herein will be construed to require the Company or the Committee to maintain any fund or segregate any amount for the benefit of any Participant. No Participant or other person shall have any claim against, right to, or security or other interest in, any fund, account, or asset of the Company from which any payment under the Plan may be made.

7.6 Construction. This Plan shall be construed, administered, and enforced according to the laws of the State of Delaware, except to the extent preempted by federal law. The headings and subheadings are set forth for convenient reference only and have no substantive effect whatsoever. All pronouns and all variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identity of the person, persons or entity may require.

7.7 Restriction of Venue. Any legal action in connection with the Plan by an employee, Participant, or other interested party shall only be brought in the U.S. District Court for the Northern District of Georgia in Atlanta, Georgia.

7.8 Conclusiveness of Records. The records of the Company with respect to age, employment history, compensation, and all other relevant matters shall be conclusive for purposes of the administration of, and the resolution of claims arising under, the Plan.

The Committee has caused this amended and restated Plan to be signed by its duly authorized member, effective as of January 1, 2025.

THE COCA-COLA COMPANY BENEFITS COMMITTEE

By: /s/Silvina Kippke  
Chairperson



**APPENDIX A**  
**Participating Affiliates**

Coca-Cola Properties, LLC International Auditors, Inc.

Red Tree Beverages, LLC

BA Sports Nutrition, LLC

**APPENDIX B**  
**Section 3.3(b) Facility**

Portland Syrup Plant (OR)

**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 1, 2025

/s/ James Quincey

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

**CERTIFICATIONS**

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

1. I have reviewed this quarterly report on Form 10-Q of The Coca-Cola Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2025

/s/ John Murphy

John Murphy

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

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

In connection with the quarterly report of The Coca-Cola Company (“Company”) on Form 10-Q for the period ended March 28, 2025 (“Report”), I, James Quincey, Chairman of the Board of Directors and Chief Executive Officer of the Company and I, John Murphy, President and Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ JAMES QUINCEY

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James Quincey  
*Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company*  
May 1, 2025

/s/ JOHN MURPHY

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John Murphy  
*President and Chief Financial Officer of The Coca-Cola Company*  
May 1, 2025