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

FORM 10-Q

☒ **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: 0-9286

COCA-COLA CONSOLIDATED, INC.
(Exact name of registrant as specified in its charter)

Delaware	**56-0950585**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
4100 Coca-Cola Plaza Charlotte, NC	**28211**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (980) 392-8298

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $1.00 per share	**COKE**	**The Nasdaq Global Select Market**

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

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

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

As of April 18, 2025, there were 7,713,088 shares of the registrant's Common Stock, par value $1.00 per share, and 1,004,696 shares of the registrant's Class B Common Stock, par value $1.00 per share, outstanding.

COCA-COLA CONSOLIDATED, INC.
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED MARCH 28, 2025

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

COCA-COLA CONSOLIDATED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	First Quarter	
(in thousands, except per share data)	**2025**	**2024**
Net sales	$ 1,579,977	$ 1,591,626
Cost of sales	952,873	951,067
Gross profit	627,104	640,559
Selling, delivery and administrative expenses	437,284	425,153
Income from operations	189,820	215,406
Interest expense (income), net	6,874	(2,716)
Mark-to-market on acquisition related contingent consideration	42,728	(5,541)
Other expense, net	745	828
Income before taxes	139,473	222,835
Income tax expense	35,862	57,094
Net income	**$ 103,611**	**$ 165,741**
Basic net income per share:		
Common Stock	$ 11.88	$ 17.68
Weighted average number of Common Stock shares outstanding	7,713	8,369
Class B Common Stock	$ 11.88	$ 17.68
Weighted average number of Class B Common Stock shares outstanding	1,005	1,005
Diluted net income per share:		
Common Stock	$ 11.87	$ 17.66
Weighted average number of Common Stock shares outstanding – assuming dilution	8,726	9,387
Class B Common Stock	$ 11.86	$ 17.46
Weighted average number of Class B Common Stock shares outstanding – assuming dilution	1,013	1,018
Cash dividends per share:		
Common Stock	$ 2.50	$ 16.50
Class B Common Stock	$ 2.50	$ 16.50

See accompanying notes to condensed consolidated financial statements.

COCA-COLA CONSOLIDATED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	First Quarter	
(in thousands)	**2025**	**2024**
Net income	$ 103,611	$ 165,741
Other comprehensive loss, net of tax:		
Defined benefit plan reclassification including pension costs:		
Actuarial loss	(6)	—
Prior service credits	3	3
Postretirement benefits reclassification including benefit costs:		
Actuarial gain	—	20
Unrealized loss on short-term investments	(11)	(176)
Other comprehensive loss, net of tax	**(14)**	**(153)**
Comprehensive income	**$ 103,597**	**$ 165,588**

See accompanying notes to condensed consolidated financial statements.

COCA-COLA CONSOLIDATED, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(in thousands, except share data)	March 28, 2025	December 31, 2024
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 1,151,805	$ 1,135,824
Short-term investments	340,050	301,210
Accounts receivable, trade	557,186	567,653
Allowance for doubtful accounts	(14,010)	(14,674)
Accounts receivable from The Coca-Cola Company	96,685	89,871
Accounts receivable, other	45,287	40,692
Inventories	340,214	330,395
Prepaid expenses and other current assets	96,217	96,331
Total current assets	**2,613,434**	**2,547,302**
Property, plant and equipment, net	1,537,547	1,505,267
Right-of-use assets - operating leases	107,099	112,351
Leased property under financing leases, net	2,727	3,138
Other assets	185,526	181,048
Goodwill	165,903	165,903
Distribution agreements, net	786,029	792,252
Customer lists, net	5,473	5,878
Total assets	**$ 5,403,738**	**$ 5,313,139**
LIABILITIES AND EQUITY		
Current Liabilities:		
Current portion of obligations under operating leases	$ 23,199	$ 23,257
Current portion of obligations under financing leases	2,660	2,685
Accounts payable, trade	328,387	334,878
Accounts payable to The Coca-Cola Company	234,901	187,271
Other accrued liabilities	266,906	246,687
Accrued compensation	84,357	168,692
Current portion of debt	349,781	349,699
Total current liabilities	**1,290,191**	**1,313,169**
Deferred income taxes	168,215	132,941
Pension and postretirement benefit obligations	58,914	58,502
Other liabilities	860,595	859,559
Noncurrent portion of obligations under operating leases	87,520	92,362
Noncurrent portion of obligations under financing leases	1,721	2,346
Long-term debt	1,437,168	1,436,649
Total liabilities	**3,904,324**	**3,895,528**
Commitments and Contingencies		
Equity:		
Common Stock, $1.00 par value: 30,000,000 shares authorized; 10,832,748 shares issued	10,833	10,833
Class B Common Stock, $1.00 par value: 10,000,000 shares authorized; 1,632,810 shares issued	1,633	1,633
Additional paid-in capital	135,953	135,953
Retained earnings	1,477,000	1,395,183
Accumulated other comprehensive income	1,871	1,885
Treasury stock, at cost: Common Stock – 3,119,660 shares	(127,467)	(127,467)
Treasury stock, at cost: Class B Common Stock – 628,114 shares	(409)	(409)
Total equity	**1,499,414**	**1,417,611**
Total liabilities and equity	**$ 5,403,738**	**$ 5,313,139**

See accompanying notes to condensed consolidated financial statements.

COCA-COLA CONSOLIDATED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(in thousands)	First Quarter 2025	First Quarter 2024
Cash Flows from Operating Activities:		
Net income	$ 103,611	$ 165,741
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense from property, plant and equipment and financing leases	47,511	40,888
Amortization of intangible assets and deferred proceeds, net	5,862	5,863
Fair value adjustment of acquisition related contingent consideration	42,728	(5,541)
Deferred income taxes	35,278	56,616
Loss on sale of property, plant and equipment	1,369	670
Amortization of debt costs	835	251
Change in current assets less current liabilities	(19,676)	(44,257)
Change in other noncurrent assets	6,476	(781)
Change in other noncurrent liabilities	(25,823)	(25,177)
Total adjustments	94,560	28,532
Net cash provided by operating activities	**$ 198,171**	**$ 194,273**
Cash Flows from Investing Activities:		
Purchases of short-term investments	$ (150,157)	$ (183,806)
Proceeds from the disposal of short-term investments	112,755	1,116
Additions to property, plant and equipment	(97,866)	(77,040)
Investment in equity method investees	(4,584)	(3,632)
Proceeds from the sale of property, plant and equipment	157	100
Net cash used in investing activities	**$ (139,695)**	**$ (263,262)**
Cash Flows from Financing Activities:		
Cash dividends paid	$ (21,794)	$ (154,666)
Payments of acquisition related contingent consideration	(19,819)	(9,700)
Payments on financing lease obligations	(650)	(601)
Debt issuance fees	(232)	(53)
Net cash used in financing activities	**$ (42,495)**	**$ (165,020)**
Net increase (decrease) in cash during period	$ 15,981	$ (234,009)
Cash at beginning of period	1,135,824	635,269
Cash at end of period	**$ 1,151,805**	**$ 401,260**
Significant non-cash investing and financing activities:		
Additions to property, plant and equipment accrued and recorded in accounts payable, trade	$ 27,986	$ 24,310
Right-of-use assets obtained in exchange for operating lease obligations	223	74

See accompanying notes to condensed consolidated financial statements.

COCA-COLA CONSOLIDATED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

(in thousands, except per share data)	Common Stock	Class B Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock - Common Stock	Treasury Stock - Class B Common Stock	Total Equity
Balance on December 31, 2024	**$ 10,833**	**$ 1,633**	**$ 135,953**	**$ 1,395,183**	**$ 1,885**	**$ (127,467)**	**$ (409)**	**$ 1,417,611**
Net income	—	—	—	103,611	—	—	—	103,611
Other comprehensive loss, net of tax	—	—	—	—	(14)	—	—	(14)
Dividends declared:								
Common Stock ($2.50 per share)	—	—	—	(19,282)	—	—	—	(19,282)
Class B Common Stock ($2.50 per share)	—	—	—	(2,512)	—	—	—	(2,512)
Balance on March 28, 2025	**$ 10,833**	**$ 1,633**	**$ 135,953**	**$ 1,477,000**	**$ 1,871**	**$ (127,467)**	**$ (409)**	**$ 1,499,414**

(in thousands, except per share data)	Common Stock	Class B Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock - Common Stock	Treasury Stock - Class B Common Stock	Total Equity
Balance on December 31, 2023	**$ 11,431**	**$ 1,633**	**$ 135,953**	**$ 1,352,111**	**$ (4,276)**	**$ (60,845)**	**$ (409)**	**$ 1,435,598**
Net income	—	—	—	165,741	—	—	—	165,741
Other comprehensive loss, net of tax	—	—	—	—	(153)	—	—	(153)
Dividends declared:								
Common Stock ($0.00 per share)	—	—	—	—	—	—	—	—
Class B Common Stock ($0.00 per share)	—	—	—	—	—	—	—	—
Balance on March 29, 2024	**$ 11,431**	**$ 1,633**	**$ 135,953**	**$ 1,517,852**	**$ (4,429)**	**$ (60,845)**	**$ (409)**	**$ 1,601,186**

See accompanying notes to condensed consolidated financial statements.

1. Critical Accounting Policies

The condensed consolidated financial statements include the accounts and the consolidated operations of Coca-Cola Consolidated, Inc. and its majority-owned subsidiaries (collectively referred to herein as the “Company”). All significant intercompany accounts and transactions have been eliminated. The condensed consolidated financial statements reflect all adjustments, including normal, recurring accruals, which, in the opinion of management, are necessary for a fair statement of the results for the periods presented.

Each of the Company’s quarters, other than the fourth quarter, ends on the Friday closest to the last day of the corresponding quarterly calendar period. The Company’s fourth quarter and fiscal year end on December 31 regardless of the day of the week on which December 31 falls. The condensed consolidated financial statements presented are:

- The financial position as of March 28, 2025 and December 31, 2024.
- The results of operations, comprehensive income and changes in stockholders’ equity for the three-month periods ended March 28, 2025 (the “first quarter” of fiscal 2025 (“2025”)) and March 29, 2024 (the “first quarter” of fiscal 2024 (“2024”)).
- The changes in cash flows for the first quarter of 2025 and the first quarter of 2024.

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial reporting and the instructions to Form 10-Q and Article 10 of Regulation S-X. The accounting policies followed in the presentation of interim financial results are consistent with those followed on an annual basis. These policies are presented in Note 1 to the consolidated financial statements included in the Company’s Annual Report on Form 10-K for 2024 filed with the United States Securities and Exchange Commission.

The preparation of condensed consolidated financial statements, in conformity with GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Critical Accounting Estimates

In the ordinary course of business, the Company has made a number of estimates and assumptions relating to the reporting of its results of operations and financial position in the preparation of its condensed consolidated financial statements in conformity with GAAP. Actual results could differ significantly from those estimates under different assumptions and conditions. The Company included in its Annual Report on Form 10-K for 2024 under the caption “Discussion of Critical Accounting Estimates” in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” a discussion of the Company’s most critical accounting estimates, which are those the Company believes to be the most important to the portrayal of its financial condition and results of operations and that require management’s most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

Any changes in critical accounting estimates are discussed with the Audit Committee of the Company’s Board of Directors during the quarter in which a change is contemplated and prior to making such change.

Recently Adopted Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” which requires additional disclosure of significant segment expenses included in the reported measure of segment profit or loss and regularly provided to the Chief Operating Decision Maker (the “CODM”). It also requires disclosure and a description of the composition of other amounts by reportable segment, disclosure of a reportable segment’s profit or loss and assets currently required by Topic 280 in interim periods and disclosure of the CODM’s title and process for assessing a reportable segment’s profit or loss. The new guidance was effective for fiscal years beginning after December 15, 2023 and interim periods beginning after December 15, 2024. The Company adopted ASU 2023-07 in the fourth quarter of 2024, noting no material impact on its consolidated financial statements. See Note 4 for disclosure related to the Company’s segment reporting.

Recently Issued Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires disclosure of specific categories in the rate reconciliation, including additional information for reconciling items that meet a quantitative threshold, and specific disaggregation of income taxes paid and tax expense. The amendment is effective for fiscal years beginning after December 15, 2024. The Company has evaluated the impact ASU 2023-09 will have on its consolidated financial statements and does not expect a material impact upon adoption.

In November 2024, the FASB issued ASU 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses," which requires disclosure of disaggregated income expenses, including purchases of inventory, employee compensation, depreciation, and intangible asset amortization, among other things. The amendment also requires companies to provide a qualitative description of expense captions not separately disaggregated, as well as the total amount of selling expenses and, annually, the entity's definition of selling expenses. The amendment is effective for fiscal years beginning after December 15, 2026 and interim periods beginning after December 15, 2027. The Company is in the process of evaluating the impact ASU 2024-03 will have on its consolidated financial statements.

2. Related Party Transactions

J. Frank Harrison, III

As of March 28, 2025, J. Frank Harrison, III, Chairman of the Board of Directors and Chief Executive Officer of the Company, controlled 1,004,394 shares of the Company's Class B Common Stock, par value $1.00 per share ("Class B Common Stock"), which represented approximately 72% of the total voting power of the Company's outstanding Common Stock, par value $1.00 per share ("Common Stock"), and Class B Common Stock on a consolidated basis.

The Coca‑Cola Company

The Company's business consists primarily of the distribution, marketing and manufacture of nonalcoholic beverages of The Coca-Cola Company, which is the sole owner of the formulas under which the primary components of the Company's soft drink products, either concentrate or syrup, are manufactured.

As of March 28, 2025, The Coca-Cola Company owned shares of Common Stock representing approximately 7% of the total voting power of the outstanding Common Stock and Class B Common Stock on a consolidated basis. The number of shares of Common Stock currently held by The Coca-Cola Company gives it the right to have a designee proposed by the Company for nomination to the Company's Board of Directors in the Company's annual proxy statement. J. Frank Harrison, III and the trustees of certain trusts established for the benefit of certain relatives of the late J. Frank Harrison, Jr. have agreed to vote the shares of Common Stock and Class B Common Stock that they control in favor of such designee. The Coca-Cola Company does not own any shares of Class B Common Stock.

The following table summarizes the significant cash transactions between the Company and The Coca-Cola Company:

	First Quarter	
(in thousands)	**2025**	**2024**
Payments made by the Company to The Coca-Cola Company[(1)]	$ 443,256	$ 457,244
Payments made by The Coca-Cola Company to the Company	80,045	55,398

[(1)] This excludes acquisition related sub-bottling payments made by the Company to CCR (as defined below), a wholly owned subsidiary of The Coca-Cola Company.

More than 80% of the payments made by the Company to The Coca-Cola Company were for concentrate, syrup, sweetener and other finished goods products, which were recorded in cost of sales in the condensed consolidated statements of operations and represent the primary components of the soft drink products the Company manufactures and distributes. Payments made by the Company to The Coca-Cola Company also included payments for marketing programs associated with large, national customers managed by The Coca-Cola Company on behalf of the Company, which were recorded as a reduction to net sales in the condensed consolidated statements of operations. Other payments made by the Company to The Coca-Cola Company related to cold drink equipment parts, fees associated with the rights to distribute certain brands and other customary items.

Payments made by The Coca-Cola Company to the Company included annual funding in connection with the Company's agreement to support certain business initiatives developed by The Coca-Cola Company and funding associated with the delivery of post-mix products to various customers, both of which were recorded as a reduction to cost of sales in the condensed consolidated statements of operations. Post-mix products are dispensed through equipment that mixes fountain syrups with carbonated or still water, enabling fountain retailers to sell finished products to consumers in cups or glasses. Payments made by The Coca-Cola Company to the Company also included fountain product delivery and equipment repair services performed by the Company on The Coca-Cola Company's equipment, all of which were recorded in net sales in the condensed consolidated statements of operations.

Coca-Cola Refreshments USA, LLC ("CCR")

The Company, The Coca-Cola Company and CCR entered into comprehensive beverage agreements (as amended, collectively, the "CBA"), related to a multi-year series of transactions, which were completed in October 2017, through which the Company acquired and exchanged distribution territories and manufacturing plants (the "System Transformation"). The CBA requires the Company to make quarterly acquisition related sub-bottling payments to CCR on a continuing basis in exchange for the grant of exclusive rights to distribute, promote, market and sell the authorized brands of The Coca-Cola Company and related products in certain distribution territories the Company acquired from CCR. These acquisition related sub-bottling payments are based on gross profit derived from the Company's sales of certain beverages and beverage products that are sold under the same trademarks that identify a covered beverage, a beverage product or certain cross-licensed brands applicable to the System Transformation.

Acquisition related sub-bottling payments to CCR were $19.8 million in the first quarter of 2025 and $9.7 million in the first quarter of 2024. The following table summarizes the liability recorded by the Company to reflect the estimated fair value of contingent consideration related to future expected acquisition related sub-bottling payments to CCR:

(in thousands)	**March 28, 2025**	**December 31, 2024**
Current portion of acquisition related contingent consideration	$ 72,520	$ 63,982
Noncurrent portion of acquisition related contingent consideration	609,280	590,209
Total acquisition related contingent consideration	**$ 681,800**	**$ 654,191**

Southeastern Container ("Southeastern")

The Company is a shareholder of Southeastern, a plastic bottle manufacturing cooperative. The Company accounts for Southeastern as an equity method investment. The Company's investment in Southeastern, which was classified as other assets in the condensed consolidated balance sheets, was $21.5 million as of March 28, 2025 and $20.9 million as of December 31, 2024.

South Atlantic Canners, Inc. ("SAC")

The Company is a shareholder of SAC, a manufacturing cooperative located in Bishopville, South Carolina. All of SAC's shareholders are Coca-Cola bottlers and each has equal voting rights. The Company accounts for SAC as an equity method investment. The Company's investment in SAC, which was classified as other assets in the condensed consolidated balance sheets, was $27.6 million as of March 28, 2025 and $25.3 million as of December 31, 2024. The Company also guarantees a portion of SAC's debt; see Note 21 for additional information.

The Company receives a fee for managing the day-to-day operations of SAC pursuant to a management agreement. Proceeds from management fees received from SAC, which were recorded as a reduction to cost of sales in the condensed consolidated statements of operations, were $2.3 million in both the first quarter of 2025 and the first quarter of 2024.

Coca-Cola Bottlers' Sales & Services Company LLC ("CCBSS")

Along with all other Coca-Cola bottlers in the United States and Canada, the Company is a member of CCBSS, a company formed to provide certain procurement and other services with the intention of enhancing the efficiency and competitiveness of the Coca-Cola bottling system. The Company accounts for CCBSS as an equity method investment and its investment in CCBSS is not material.

CCBSS negotiates the procurement for the majority of the Company's raw materials, excluding concentrate, and the Company receives a rebate from CCBSS for the purchase of these raw materials. The Company had rebates due from CCBSS of $16.2 million on March 28, 2025 and $14.5 million on December 31, 2024, which were classified as accounts receivable, other in the condensed consolidated balance sheets. Changes in rebates receivable relate to volatility in raw material prices and the timing of cash receipts of rebates.

CONA Services LLC ("CONA")

Along with certain other Coca-Cola bottlers, the Company is a member of CONA, an entity formed to provide business process and information technology services to its members. The Company accounts for CONA as an equity method investment. The Company's investment in CONA, which was classified as other assets in the condensed consolidated balance sheets, was $29.1 million as of March 28, 2025 and $27.5 million as of December 31, 2024.

Pursuant to an amended and restated master services agreement with CONA, the Company is authorized to use the Coke One North America system (the "CONA System"), a uniform information technology system developed to promote operational efficiency and uniformity among North American Coca-Cola bottlers. In exchange for the Company's rights to use the CONA System and receive CONA-related services, it is charged service fees by CONA. The Company incurred service fees to CONA of $6.0 million in the first quarter of 2025 and $5.7 million in the first quarter of 2024.

Related Party Leases

The Company leases its headquarters office facility and an adjacent office facility in Charlotte, North Carolina from Beacon Investment Corporation, of which J. Frank Harrison, III is the majority stockholder and Morgan H. Everett, Vice Chair of the Company's Board of Directors, is a minority stockholder. The annual base rent the Company is obligated to pay under this lease is subject to an adjustment for an inflation factor and the lease expires on December 31, 2029. The principal balance outstanding under this lease was $18.5 million on March 28, 2025 and $19.3 million on December 31, 2024. Rental payments for this lease were $1.0 million in both the first quarter of 2025 and the first quarter of 2024.

Long-Term Performance Equity Plan

The Long-Term Performance Equity Plan compensates J. Frank Harrison, III based on the Company's performance. Awards granted to Mr. Harrison under the Long-Term Performance Equity Plan are earned based on the Company's attainment during a performance period of certain performance measures, each as specified by the Compensation Committee of the Company's Board of Directors. These awards may be settled in cash and/or shares of Class B Common Stock, based on the average of the closing prices of shares of Common Stock during the last 20 trading days of the performance period. Compensation expense for the Long-Term Performance Equity Plan, which was included in selling, delivery and administrative ("SD&A") expenses in the condensed consolidated statements of operations, was $2.1 million in the first quarter of 2025 and $2.0 million in the first quarter of 2024.

3. Revenue Recognition

The Company's sales are divided into two main categories: (i) bottle/can sales and (ii) other sales. Bottle/can sales include products packaged primarily in plastic bottles and aluminum cans. Bottle/can net pricing is based on the invoice price charged to customers reduced by any promotional allowances. Bottle/can net pricing per unit is impacted by the price charged per package, the sales volume generated for each package and the channels in which those packages are sold. Other sales include sales to other Coca-Cola bottlers, post-mix sales, transportation revenue and equipment maintenance revenue.

The Company's contracts are derived from customer orders, including customer sales incentives, generated through an order processing and replenishment model. Generally, the Company's service contracts and contracts related to the delivery of specifically identifiable products have a single performance obligation. Revenues do not include sales or other taxes collected from customers. The Company has defined its performance obligations for its contracts as either at a point in time or over time. Bottle/can sales, sales to other Coca-Cola bottlers and post-mix sales are recognized when control transfers to a customer, which is generally upon delivery and is considered a single point in time ("point in time"). Point in time sales accounted for approximately 98% of the Company's net sales in both the first quarter of 2025 and the first quarter of 2024.

Other sales, which include revenue for service fees related to the repair of cold drink equipment and delivery fees for freight hauling and brokerage services, are recognized over time ("over time"). Revenues related to cold drink equipment repair are recognized as the respective services are completed using a cost-to-cost input method. Repair services are generally completed in less than one day but can extend up to one month. Revenues related to freight hauling and brokerage services are recognized as the delivery occurs using a miles driven output method. Generally, delivery occurs and freight charges are recognized in the same day. Over time sales orders open at the end of a financial period are not material to the condensed consolidated financial statements.

The following table represents a disaggregation of revenue from contracts with customers:

	First Quarter	
(in thousands)	2025	2024
Point in time net sales:		
Nonalcoholic Beverages - point in time	$ 1,555,765	$ 1,561,145
Total point in time net sales	**$ 1,555,765**	**$ 1,561,145**
Over time net sales:		
Nonalcoholic Beverages - over time	$ 13,235	$ 13,567
All Other - over time	10,977	16,914
Total over time net sales	**$ 24,212**	**$ 30,481**
Total net sales	**$ 1,579,977**	**$ 1,591,626**

The Company's allowance for doubtful accounts in the condensed consolidated balance sheets includes a reserve for customer returns and an allowance for credit losses. The Company experiences customer returns primarily as a result of damaged or out-of-date product. At any given time, the Company estimates less than 1% of bottle/can sales and post-mix sales could be at risk for return by customers. Returned product is recognized as a reduction to net sales. The Company's reserve for customer returns was $5.3 million as of March 28, 2025 and $5.2 million as of December 31, 2024.

The Company estimates an allowance for credit losses, based on historic days' sales outstanding trends, aged customer balances, previously written-off balances and expected recoveries up to balances previously written off, in order to present the net amount expected to be collected. Accounts receivable balances are written off when determined uncollectible and are recognized as a reduction to the allowance for credit losses. Following is a summary of activity for the allowance for credit losses during the first quarter of 2025 and the first quarter of 2024:

	First Quarter	
(in thousands)	2025	2024
Beginning balance - allowance for credit losses	**$ 9,524**	**$ 11,560**
Additions charged to expenses and as a reduction to net sales	290	725
Deductions	(1,079)	(510)
Ending balance - allowance for credit losses	**$ 8,735**	**$ 11,775**

4. Segments

The Company evaluates segment reporting in accordance with FASB Accounting Standards Codification Topic 280, Segment Reporting, each reporting period, including evaluating the reporting package reviewed by the CODM. The Company has concluded the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer, as a group, represent the CODM. Segment asset information is not provided to the CODM.

The Company has three operating segments, each identified by its unique products and services. Nonalcoholic Beverages represents the vast majority of the Company's consolidated net sales and income from operations. The additional two operating segments, which include Data Ventures, Inc. and the Red Classic subsidiaries, do not meet the quantitative thresholds for separate reporting, either individually or in the aggregate, and, therefore, have been combined into "All Other." The accounting policies of the Nonalcoholic Beverages segment are the same as those described in the summary of significant accounting policies presented in Note 1 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for 2024.

The CODM uses net sales, gross profit and income from operations in the annual budgeting and forecasting process. Monthly, the CODM considers budget-to-actual variances and current year to prior year variances for these profit measures when making strategic business decisions and allocating resources to Company operations.

The Company's segment results are as follows:

(in thousands)	First Quarter 2025 Nonalcoholic Beverages	All Other	Eliminations[1]	Total
Net sales	$ 1,569,000	$ 75,988	$ (65,011)	$ 1,579,977
Cost of goods sold	954,935	45,293	(47,355)	952,873
Gross profit	614,065	30,695	(17,656)	627,104
Selling, delivery and administrative expenses:				
Payroll costs[2]	$ 265,933	$ 12,772	$ —	$ 278,705
Fleet costs[3]	23,827	7,683	—	31,510
Depreciation and amortization expense[4]	28,254	538	—	28,792
All other segment items[5]	108,808	7,125	(17,656)	98,277
Total selling, delivery and administrative expenses	426,822	28,118	(17,656)	437,284
Income from operations	**$ 187,243**	**$ 2,577**	**$ —**	**$ 189,820**
Total depreciation and amortization expense[4]	$ 48,048	$ 5,325	$ —	$ 53,373

(in thousands)	First Quarter 2024 Nonalcoholic Beverages	All Other	Eliminations[1]	Total
Net sales	$ 1,574,712	$ 88,102	$ (71,188)	$ 1,591,626
Cost of goods sold	946,456	56,761	(52,150)	951,067
Gross profit	628,256	31,341	(19,038)	640,559
Selling, delivery and administrative expenses:				
Payroll costs[2]	$ 262,697	$ 13,276	$ —	$ 275,973
Fleet costs[3]	26,078	8,115	—	34,193
Depreciation and amortization expense[4]	25,057	493	—	25,550
All other segment items[5]	102,282	6,193	(19,038)	89,437
Total selling, delivery and administrative expenses	416,114	28,077	(19,038)	425,153
Income from operations	**$ 212,142**	**$ 3,264**	**$ —**	**$ 215,406**
Total depreciation and amortization expense[4]	$ 43,098	$ 3,653	$ —	$ 46,751

(1) The entire net sales elimination represents net sales from the All Other segment to the Nonalcoholic Beverages segment. The entire cost of goods sold and SD&A eliminations represent costs incurred by the All Other segment in the generation of net sales to the Nonalcoholic Beverages segment.
(2) Payroll costs includes compensation, incentive plans, defined contribution plans, healthcare benefits and tax-advantaged spending accounts.
(3) Fleet costs includes fleet repairs, maintenance and fuel and oil costs.
(4) Total depreciation and amortization expense is included within both cost of goods sold and SD&A expenses. For segment reporting, the difference between total depreciation and amortization expense and the portion within SD&A expenses is the amount within cost of goods sold.
(5) All other segment items includes information technology costs, stewardship, insurance and other costs incurred in the selling and delivery of the Company's products.

5. Net Income Per Share

The following table sets forth the computation of basic net income per share and diluted net income per share under the two-class method:

(in thousands, except per share data)	First Quarter 2025	First Quarter 2024
Numerator for basic and diluted net income per Common Stock and Class B Common Stock share:		
Net income	$ 103,611	$ 165,741
Less dividends:		
Common Stock	19,282	138,088
Class B Common Stock	2,512	16,578
Total undistributed earnings	**$ 81,817**	**$ 11,075**
Common Stock undistributed earnings – basic	$ 72,385	$ 9,888
Class B Common Stock undistributed earnings – basic	9,432	1,187
Total undistributed earnings – basic	**$ 81,817**	**$ 11,075**
Common Stock undistributed earnings – diluted	$ 72,319	$ 9,874
Class B Common Stock undistributed earnings – diluted	9,498	1,201
Total undistributed earnings – diluted	**$ 81,817**	**$ 11,075**
Numerator for basic net income per Common Stock share:		
Dividends on Common Stock	$ 19,282	$ 138,088
Common Stock undistributed earnings – basic	72,385	9,888
Numerator for basic net income per Common Stock share	**$ 91,667**	**$ 147,976**
Numerator for basic net income per Class B Common Stock share:		
Dividends on Class B Common Stock	$ 2,512	$ 16,578
Class B Common Stock undistributed earnings – basic	9,432	1,187
Numerator for basic net income per Class B Common Stock share	**$ 11,944**	**$ 17,765**
Numerator for diluted net income per Common Stock share:		
Dividends on Common Stock	$ 19,282	$ 138,088
Dividends on Class B Common Stock assumed converted to Common Stock	2,512	16,578
Common Stock undistributed earnings – diluted	81,817	11,075
Numerator for diluted net income per Common Stock share	**$ 103,611**	**$ 165,741**
Numerator for diluted net income per Class B Common Stock share:		
Dividends on Class B Common Stock	$ 2,512	$ 16,578
Class B Common Stock undistributed earnings – diluted	9,498	1,201
Numerator for diluted net income per Class B Common Stock share	**$ 12,010**	**$ 17,779**
Denominator for basic net income per Common Stock and Class B Common Stock share:		
Common Stock weighted average shares outstanding – basic	7,713	8,369
Class B Common Stock weighted average shares outstanding – basic	1,005	1,005
Denominator for diluted net income per Common Stock and Class B Common Stock share:		
Common Stock weighted average shares outstanding – diluted (assumes conversion of Class B Common Stock to Common Stock)	8,726	9,387
Class B Common Stock weighted average shares outstanding – diluted	1,013	1,018

(in thousands, except per share data)	First Quarter 2025	First Quarter 2024
Basic net income per share:		
Common Stock	$ 11.88	$ 17.68
Class B Common Stock	$ 11.88	$ 17.68
Diluted net income per share:		
Common Stock	$ 11.87	$ 17.66
Class B Common Stock	$ 11.86	$ 17.46

NOTES TO TABLE

(1) For purposes of the diluted net income per share computation for Common Stock, all shares of Class B Common Stock are assumed to be converted; therefore, 100% of undistributed earnings is allocated to Common Stock.

(2) For purposes of the diluted net income per share computation for Class B Common Stock, weighted average shares of Class B Common Stock are assumed to be outstanding for the entire period and not converted.

(3) For periods presented during which the Company has net income, the denominator for diluted net income per share for Common Stock and Class B Common Stock includes the dilutive effect of unvested performance shares relative to the Long-Term Performance Equity Plan. For periods presented during which the Company has net loss, the unvested performance shares granted pursuant to the Long-Term Performance Equity Plan are excluded from the computation of diluted net loss per share, as the effect would have been anti-dilutive. See Note 2 for additional information on the Long-Term Performance Equity Plan.

(4) The Long-Term Performance Equity Plan awards may be settled in cash and/or shares of Class B Common Stock. Once an election has been made to settle an award in cash, the dilutive effect of unvested performance shares relative to such award is prospectively removed from the denominator in the computation of diluted net income per share.

(5) The Company did not have anti-dilutive unvested performance shares for any periods presented.

(6) On August 20, 2024, the Company announced that its Board of Directors had approved a share repurchase program under which the Company is authorized to repurchase up to $1.00 billion of the Company's Common Stock. The share repurchase authorization is discretionary and has no expiration date. There were no shares of Common Stock repurchased under the share repurchase program during the first quarter of 2025. As of March 28, 2025, the total remaining share repurchase authorization was $948.4 million.

(7) On March 4, 2025, the Company announced that its Board of Directors had approved a 10-for-1 forward stock split of Common Stock and Class B Common Stock to be effected through an amendment to the Company's Restated Certificate of Incorporation (the "Amendment"). The Amendment would also effect a proportionate increase in the number of authorized shares of Common Stock and Class B Common Stock. The Amendment is subject to stockholder approval at the Company's 2025 Annual Meeting of Stockholders, which is scheduled to take place on May 13, 2025. Subject to stockholder approval of the Amendment, each stockholder of record as of the close of business on May 16, 2025 will have nine additional shares for each share of Common Stock or Class B Common Stock held as of such date reflected in the stockholder's account on or about May 23, 2025. Trading is expected to begin on a split-adjusted basis on or about May 27, 2025. The Company calculated the basic and diluted net income per share on an unaudited pro forma basis giving effect to the stock split as if it had been effective for all periods presented. For the first quarter of 2025, both the basic net income per share and the diluted net income per share for both Common Stock and Class B Common Stock were $1.19 per share on a pro forma basis (as described above). For the first quarter of 2024, the basic net income per share for both Common Stock and Class B Common Stock were $1.77 per share and the diluted net income per share for Common Stock and Class B Common Stock were $1.77 per share and $1.75 per share, respectively, on a pro forma basis (as described above).

6. Short-Term Investments

Short-term investments that the Company has the positive intent and ability to hold to maturity are carried at amortized cost and classified as held-to-maturity. Short-term investments that are not classified as held-to-maturity are carried at fair value and classified as available-for-sale. As of March 28, 2025 and December 31, 2024, all of the Company's short-term investments were classified as available-for-sale. Realized gains and losses on available-for-sale investments are included in net income. Unrealized gains and losses, net of tax, on available-for-sale investments are included in the condensed consolidated balance sheets as a component of accumulated other comprehensive income.

As of March 28, 2025, the Company's available-for-sale investments consisted of the following cost, unrealized positions and estimated fair value, disaggregated by class of instrument:

		Gross Unrealized		
(in thousands)	Cost	Gains	Losses	Estimated Fair Value
U.S. Treasury securities	$ 204,941	$ 71	$ (31)	$ 204,981
Corporate bonds	123,894	29	(53)	123,870
Commercial paper instruments	10,137	—	—	10,137
Asset-backed securities	1,059	3	—	1,062
Total short-term investments	**$ 340,031**	**$ 103**	**$ (84)**	**$ 340,050**

As of December 31, 2024, the Company's available-for-sale investments consisted of the following cost, unrealized positions and estimated fair value, disaggregated by class of instrument:

		Gross Unrealized		
(in thousands)	Cost	Gains	Losses	Estimated Fair Value
U.S. Treasury securities	$ 178,016	$ 67	$ (44)	$ 178,039
Corporate bonds	103,970	77	(78)	103,969
Commercial paper instruments	17,657	6	—	17,663
Asset-backed securities	1,534	5	—	1,539
Total short-term investments	**$ 301,177**	**$ 155**	**$ (122)**	**$ 301,210**

As of March 28, 2025 and December 31, 2024, all of the Company's available-for-sale investments were classified as short-term investments in the condensed consolidated balance sheets and had weighted average maturities of less than one year. The Company did not identify any other-than-temporary impairment on its available-for-sale investments during the first quarter of 2025 or the first quarter of 2024.

The sale and/or maturity of available-for-sale investments resulted in proceeds of $112.8 million during the first quarter of 2025 and $1.1 million during the first quarter of 2024. There were no gross realized gains or losses on the Company's available-for-sale investments during the first quarter of 2025 or the first quarter of 2024.

7. Inventories

Inventories consisted of the following:

(in thousands)	March 28, 2025	December 31, 2024
Finished products	$ 222,720	$ 203,373
Manufacturing materials	74,096	84,096
Plastic shells, plastic pallets and other inventories	43,398	42,926
Total inventories	**$ 340,214**	**$ 330,395**

8. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

(in thousands)	March 28, 2025	December 31, 2024
Repair parts	$ 35,570	$ 34,465
Prepaid taxes	11,722	12,119
Prepaid software	11,555	8,616
Prepaid marketing	6,069	5,142
Commodity hedges at fair market value	1,838	2,472
Other prepaid expenses and other current assets	29,463	33,517
Total prepaid expenses and other current assets	**$ 96,217**	**$ 96,331**

9. Property, Plant and Equipment, Net

The principal categories and estimated useful lives of property, plant and equipment, net were as follows:

(in thousands)	March 28, 2025	December 31, 2024	Estimated Useful Lives
Land	$ 133,070	$ 132,543	
Buildings	494,821	493,810	8-50 years
Machinery and equipment	615,039	563,834	5-20 years
Transportation equipment	723,996	682,263	3-20 years
Furniture and fixtures	112,575	113,156	3-10 years
Cold drink dispensing equipment	461,185	456,984	3-17 years
Leasehold and land improvements	192,889	192,282	5-20 years
Software for internal use	43,838	50,293	3-10 years
Construction in progress	43,499	77,707	
Total property, plant and equipment, at cost	**2,820,912**	**2,762,872**	
Less: Accumulated depreciation and amortization	1,283,365	1,257,605	
Property, plant and equipment, net	**$ 1,537,547**	**$ 1,505,267**	

10. Leases

Following is a summary of the weighted average remaining lease term and the weighted average discount rate for the Company’s leases:

	March 28, 2025	December 31, 2024
Weighted average remaining lease term:		
Operating leases	6.2 years	6.4 years
Financing leases	2.8 years	2.9 years
Weighted average discount rate:		
Operating leases	4.1 %	4.1 %
Financing leases	5.2 %	5.2 %

Following is a summary of the Company’s leases within the condensed consolidated statements of operations:

	First Quarter	
(in thousands)	2025	2024
Operating lease costs	$ 6,594	$ 7,789
Short-term and variable leases	2,087	3,030
Depreciation expense from financing leases	411	412
Interest expense on financing lease obligations	58	92
Total lease cost	**$ 9,150**	**$ 11,323**

The future minimum lease payments related to the Company's leases include renewal options the Company has determined to be reasonably certain and exclude payments to landlords for real estate taxes and common area maintenance. Following is a summary of future minimum lease payments for all noncancelable operating leases and financing leases as of March 28, 2025:

(in thousands)	Operating Leases	Financing Leases
Remainder of 2025	$ 20,667	$ 2,160
2026	24,700	1,233
2027	21,101	338
2028	16,427	345
2029	15,046	352
Thereafter	27,482	268
Total minimum lease payments including interest	**$ 125,423**	**$ 4,696**
Less: Amounts representing interest	14,704	315
Present value of minimum lease principal payments	**110,719**	**4,381**
Less: Current portion of lease liabilities	23,199	2,660
Noncurrent portion of lease liabilities	**$ 87,520**	**$ 1,721**

Following is a summary of future minimum lease payments for all noncancelable operating leases and financing leases as of December 31, 2024:

(in thousands)	Operating Leases	Financing Leases
2025	$ 26,799	$ 2,869
2026	24,578	1,233
2027	21,101	338
2028	16,427	345
2029	15,046	352
Thereafter	27,482	268
Total minimum lease payments including interest	**$ 131,433**	**$ 5,405**
Less: Amounts representing interest	15,814	374
Present value of minimum lease principal payments	**115,619**	**5,031**
Less: Current portion of lease liabilities	23,257	2,685
Noncurrent portion of lease liabilities	**$ 92,362**	**$ 2,346**

Following is a summary of the Company's leases within the condensed consolidated statements of cash flows:

	First Quarter	
(in thousands)	2025	2024
Cash flows from operating activities impact:		
Operating leases	$ 6,243	$ 7,612
Interest payments on financing lease obligations	58	92
Total cash flows from operating activities impact	**$ 6,301**	**$ 7,704**
Cash flows from financing activities impact:		
Principal payments on financing lease obligations	$ 650	$ 601
Total cash flows from financing activities impact	**$ 650**	**$ 601**

11. Distribution Agreements, Net

Distribution agreements, net, which are amortized on a straight-line basis and have estimated useful lives of 20 to 40 years, consisted of the following:

(in thousands)	March 28, 2025	December 31, 2024
Distribution agreements at cost	$ 990,191	$ 990,191
Less: Accumulated amortization	204,162	197,939
Distribution agreements, net	**$ 786,029**	**$ 792,252**

12. Customer Lists, Net

Customer lists, net, which are amortized on a straight-line basis and have estimated useful lives of five to 12 years, consisted of the following:

(in thousands)	March 28, 2025	December 31, 2024
Customer lists at cost	$ 25,288	$ 25,288
Less: Accumulated amortization	19,815	19,410
Customer lists, net	**$ 5,473**	**$ 5,878**

13. Supply Chain Finance Program

The Company has an agreement with a third-party financial institution to facilitate a supply chain finance program (the "SCF program"), which allows qualifying suppliers to sell their receivables from the Company to the financial institution. The participating suppliers negotiate their outstanding receivable arrangements and associated fees directly with the financial institution, and the Company is not party to those agreements. Once a qualifying supplier elects to participate in the SCF program and reaches an agreement with the financial institution, the supplier elects which individual Company invoices it sells to the financial institution. The supplier invoices that have been confirmed as valid under the SCF program require payment in full by the financial institution to the supplier by the original maturity date of the invoice, or discounted payment at an earlier date as agreed upon with the supplier. The Company's obligations to its suppliers, including amounts due and scheduled payment terms, are not impacted by a supplier's participation in the SCF program.

All outstanding amounts related to suppliers participating in the SCF program are recorded in accounts payable, trade in the condensed consolidated balance sheets, and associated payments are included in operating activities in the condensed consolidated statements of cash flows. The Company's outstanding confirmed obligations included in accounts payable, trade in the condensed consolidated balance sheets were $58.6 million as of March 28, 2025 and $52.2 million as of December 31, 2024.

14. Other Accrued Liabilities

Other accrued liabilities consisted of the following:

(in thousands)	March 28, 2025	December 31, 2024
Current portion of acquisition related contingent consideration	$ 72,520	$ 63,982
Accrued insurance costs	62,677	58,040
Accrued marketing costs	43,987	55,879
Employee and retiree benefit plan accruals	28,932	33,446
Accrued interest payable	27,057	7,611
Accrued taxes (other than income taxes)	7,952	6,821
All other accrued expenses	23,781	20,908
Total other accrued liabilities	**$ 266,906**	**$ 246,687**

15. Commodity Derivative Instruments

The Company is subject to the risk of increased costs arising from adverse changes in certain commodity prices. In the normal course of business, the Company manages this risk through a variety of strategies, including the use of commodity derivative instruments. The Company does not use commodity derivative instruments for trading or speculative purposes. These commodity derivative instruments are not designated as hedging instruments under GAAP and are used as "economic hedges" to manage certain commodity price risk. The Company uses several different financial institutions for commodity derivative instruments to minimize the concentration of credit risk. While the Company would be exposed to credit loss in the event of nonperformance by these counterparties, the Company does not anticipate nonperformance by these counterparties.

Commodity derivative instruments held by the Company are marked to market on a quarterly basis and are recognized in earnings consistent with the expense classification of the underlying hedged item. The Company generally pays a fee for these commodity derivative instruments, which is amortized over the corresponding period of each commodity derivative instrument. Settlements of commodity derivative instruments are included in cash flows from operating activities in the condensed consolidated statements of cash flows. The following table summarizes pre-tax changes in the fair values of the Company's commodity derivative instruments and the classification of such changes in the condensed consolidated statements of operations:

	First Quarter	
(in thousands)	**2025**	**2024**
Cost of sales	$ (799)	$ (1,156)
Selling, delivery and administrative expenses	165	(43)
Total loss	**$ (634)**	**$ (1,199)**

All commodity derivative instruments are recorded at fair value as either assets or liabilities in the condensed consolidated balance sheets. The Company has master agreements with the counterparties to its commodity derivative instruments that provide for net settlement of derivative transactions. Accordingly, the net amounts of derivative assets are recognized in either prepaid expenses and other current assets or other assets in the condensed consolidated balance sheets and the net amounts of derivative liabilities are recognized in either other accrued liabilities or other liabilities in the condensed consolidated balance sheets. The following table summarizes the fair values of the Company's commodity derivative instruments and the classification of such instruments in the condensed consolidated balance sheets:

(in thousands)	**March 28, 2025**	**December 31, 2024**
Prepaid expenses and other current assets	$ 1,838	$ 2,472
Total assets	**$ 1,838**	**$ 2,472**

The following table summarizes the Company's gross commodity derivative instrument assets and gross commodity derivative instrument liabilities in the condensed consolidated balance sheets:

(in thousands)	**March 28, 2025**	**December 31, 2024**
Gross commodity derivative instrument assets	$ 1,838	$ 2,472
Gross commodity derivative instrument liabilities	—	—

The following table summarizes the Company's outstanding commodity derivative instruments:

(in thousands)	**March 28, 2025**	**December 31, 2024**
Notional amount of outstanding commodity derivative instruments	$ 47,214	$ 50,928
Latest maturity date of outstanding commodity derivative instruments	December 2025	December 2025

16. Fair Values of Financial Instruments

GAAP requires assets and liabilities carried at fair value to be classified and disclosed in one of the following categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3: Unobservable inputs that are not corroborated by market data.

The below methods and assumptions were used by the Company in estimating the fair values of its financial instruments. There were no transfers of assets or liabilities between levels in any period presented.

Financial Instrument	Fair Value Level	Methods and Assumptions
Deferred compensation plan assets and liabilities	Level 1	The fair value of the Company's nonqualified deferred compensation plan for certain executives and other highly compensated employees is based on the fair values of associated assets and liabilities, which are held in mutual funds and are based on the quoted market prices of the securities held within the mutual funds.
Short-term investments	Level 1	The fair values of the Company's Level 1 short-term investments, which are U.S. Treasury securities, corporate bonds and asset-backed securities, are based on the quoted market prices of those securities which are actively traded on national exchanges.
Short-term investments	Level 2	The fair values of the Company's Level 2 short-term investments, which are commercial paper instruments, are based on estimated current market prices and have readily determinable fair market values.
Commodity derivative instruments	Level 2	The fair values of the Company's commodity derivative instruments are based on current settlement values at each balance sheet date, which represent the estimated amounts the Company would have received or paid upon termination of those instruments. The Company's credit risk related to the commodity derivative instruments is managed by requiring high standards for its counterparties and periodic settlements. The Company considers nonperformance risk in determining the fair values of commodity derivative instruments.
Debt	Level 2	The carrying amounts of the Company's variable rate debt approximate the fair values due to variable interest rates with short reset periods. The fair values of the Company's fixed rate debt are based on estimated current market prices.
Acquisition related contingent consideration	Level 3	The fair value of the Company's acquisition related contingent consideration is based on internal forecasts and the weighted average cost of capital ("WACC") derived from market data.

The following tables summarize the carrying amounts and the fair values by level of the Company's deferred compensation plan assets and liabilities, short-term investments, commodity derivative instruments, debt and acquisition related contingent consideration:

	March 28, 2025				
(in thousands)	Carrying Amount	Total Fair Value	Fair Value Level 1	Fair Value Level 2	Fair Value Level 3
Assets:					
Deferred compensation plan assets	$ 81,218	$ 81,218	$ 81,218	$ —	$ —
Short-term investments	340,050	340,050	329,913	10,137	—
Commodity derivative instruments	1,838	1,838	—	1,838	—
Liabilities:					
Deferred compensation plan liabilities	81,218	81,218	81,218	—	—
Debt	1,786,949	1,828,900	—	1,828,900	—
Acquisition related contingent consideration	681,800	681,800	—	—	681,800

	December 31, 2024				
(in thousands)	Carrying Amount	Total Fair Value	Fair Value Level 1	Fair Value Level 2	Fair Value Level 3
Assets:					
Deferred compensation plan assets	$ 81,123	$ 81,123	$ 81,123	$ —	$ —
Short-term investments	301,210	301,210	283,547	17,663	—
Commodity derivative instruments	2,472	2,472	—	2,472	—
Liabilities:					
Deferred compensation plan liabilities	81,123	81,123	81,123	—	—
Debt	1,786,348	1,803,500	—	1,803,500	—
Acquisition related contingent consideration	654,191	654,191	—	—	654,191

The acquisition related contingent consideration was valued using a probability weighted discounted cash flow model based on internal forecasts and the WACC derived from market data, which are considered Level 3 inputs. Each reporting period, the Company adjusts its acquisition related contingent consideration liability related to the distribution territories subject to acquisition related sub-bottling payments to fair value by discounting future expected acquisition related sub-bottling payments required under the CBA using the Company's estimated WACC.

The future expected acquisition related sub-bottling payments extend through the life of the related distribution assets acquired in each distribution territory, which is generally 40 years. As a result, the fair value of the acquisition related contingent consideration liability is impacted by the Company's WACC, management's estimate of the acquisition related sub-bottling payments that will be made in the future under the CBA, and current acquisition related sub-bottling payments (all Level 3 inputs). Changes in any of these Level 3 inputs, particularly the underlying risk-free interest rate used to estimate the Company's WACC, could result in material changes to the fair value of the acquisition related contingent consideration liability and could materially impact the amount of non-cash expense (or income) recorded each reporting period.

The acquisition related contingent consideration liability is the Company's only Level 3 asset or liability. A summary of the Level 3 activity is as follows:

	First Quarter	
(in thousands)	2025	2024
Beginning balance - Level 3 liability	**$ 654,191**	**$ 669,337**
Payments of acquisition related contingent consideration	(19,819)	(9,700)
Reclassification to current payables	4,700	(4,500)
Increase (decrease) in fair value	42,728	(5,541)
Ending balance - Level 3 liability	**$ 681,800**	**$ 649,596**

As of March 28, 2025 and March 29, 2024, a WACC of 9.0% and 8.9%, respectively, was utilized in the valuation of the Company's acquisition related contingent consideration liability. The increase in the fair value of the acquisition related contingent consideration liability during the first quarter of 2025 was primarily driven by a decrease in the WACC used to calculate the fair value of the liability, as compared to December 31, 2024. This fair value adjustment was recorded in mark-to-market on acquisition related contingent consideration in the condensed consolidated statement of operations for the first quarter of 2025.

For the next five future years, the Company anticipates that the amount it could pay annually under the acquisition related contingent consideration arrangements for the distribution territories subject to acquisition related sub-bottling payments will be in the range of approximately $50 million to $80 million.

17. Income Taxes

The Company's effective income tax rate was 25.7% for the first quarter of 2025 and 25.6% for the first quarter of 2024. The Company's income tax expense was $35.9 million for the first quarter of 2025 and $57.1 million for the first quarter of 2024. The decrease in income tax expense was primarily attributable to lower income before taxes during the first quarter of 2025 compared to the first quarter of 2024.

The Company had uncertain tax positions, including accrued interest, of $0.4 million on both March 28, 2025 and December 31, 2024, all of which would affect the Company's effective income tax rate if recognized. While it is expected the amount of uncertain tax positions may change in the next 12 months, the Company does not expect such change would have a material impact on the condensed consolidated financial statements.

Prior tax years beginning in year 2021 remain open to examination by the Internal Revenue Service, and various tax years beginning in year 2001 remain open to examination by certain state tax jurisdictions due to loss carryforwards.

18. Pension and Postretirement Benefit Obligations

Pension Plan

The Company sponsors a pension plan, the Bargaining Plan (the "Bargaining Plan"). The Bargaining Plan is for certain employees under collective bargaining agreements. Benefits under the Bargaining Plan are determined in accordance with negotiated formulas for the respective participants.

The components of net periodic pension cost were as follows:

	First Quarter	
(in thousands)	**2025**	**2024**
Service cost	$ 973	$ 1,091
Interest cost	653	589
Expected return on plan assets	(820)	(763)
Recognized net actuarial gain	(9)	—
Amortization of prior service costs	4	4
Net periodic pension cost	**$ 801**	**$ 921**

Contributions to the Bargaining Plan are based on actuarially determined amounts and are limited to the amounts currently deductible for income tax purposes. The Company did not make any contributions to the Bargaining Plan during the first quarter of 2025. The Company expects to make cash contributions to the Bargaining Plan of up to $5 million during 2025.

Postretirement Benefits

The Company provides postretirement benefits for employees meeting specified qualifying criteria. The Company recognizes the cost of postretirement benefits, which consist principally of medical benefits, during employees' periods of active service. The Company does not prefund these benefits and has the right to modify or terminate certain of these benefits in the future.

The components of net periodic postretirement benefit cost were as follows:

	First Quarter	
(in thousands)	**2025**	**2024**
Service cost	$ 323	$ 310
Interest cost	857	781
Recognized net actuarial loss	—	26
Net periodic postretirement benefit cost	**$ 1,180**	**$ 1,117**

19. Other Liabilities

Other liabilities consisted of the following:

(in thousands)	**March 28, 2025**	**December 31, 2024**
Noncurrent portion of acquisition related contingent consideration	$ 609,280	$ 590,209
Accruals for executive benefit plans	147,036	163,444
Noncurrent deferred proceeds from related parties	96,346	97,112
Other	7,933	8,794
Total other liabilities	**$ 860,595**	**$ 859,559**

20. Debt

Following is a summary of the Company's debt:

(in thousands)	Maturity Date	Interest Rate	Interest Paid	Public/ Nonpublic	March 28, 2025	December 31, 2024
Senior bonds (the "2025 Senior Bonds")(1)	11/25/2025	3.800%	Semi-annually	Public	$ 350,000	$ 350,000
Senior notes	10/10/2026	3.930%	Quarterly	Nonpublic	100,000	100,000
Senior bonds (the "2029 Senior Bonds")(2)	6/1/2029	5.250%	Semi-annually	Public	700,000	700,000
Revolving credit facility(3)	6/10/2029	Variable	Varies	Nonpublic	—	—
Senior notes	3/21/2030	3.960%	Quarterly	Nonpublic	150,000	150,000
Senior bonds (the "2034 Senior Bonds")(4)	6/1/2034	5.450%	Semi-annually	Public	500,000	500,000
Unamortized discount on senior bonds(1)(2)(4)	Various				(1,412)	(1,482)
Debt issuance costs					(11,639)	(12,170)
Total debt					**1,786,949**	**1,786,348**
Less: Current portion of debt(1)					349,781	349,699
Total long-term debt					**$ 1,437,168**	**$ 1,436,649**

(1) The 2025 Senior Bonds were issued at 99.975% of par. As of March 28, 2025 and December 31, 2024, the 2025 Senior Bonds, net of debt issuance costs and unamortized discount, were classified as current portion of debt in the condensed consolidated balance sheets.
(2) The 2029 Senior Bonds were issued at 99.843% of par.
(3) The Company's revolving credit facility has an aggregate maximum borrowing capacity of $500 million. The Company currently believes all banks participating in the revolving credit facility have the ability to and will meet any funding requests from the Company.
(4) The 2034 Senior Bonds were issued at 99.893% of par.

The Company mitigates its financing risk by using multiple financial institutions and only entering into credit arrangements with institutions with investment grade credit ratings. The Company monitors counterparty credit ratings on an ongoing basis.

The indentures under which the 2025 Senior Bonds, the 2029 Senior Bonds and the 2034 Senior Bonds were issued do not include financial covenants, but do limit the incurrence of certain liens and encumbrances as well as indebtedness by the Company's subsidiaries in excess of certain amounts. The agreements under which the Company's nonpublic debt, including its revolving credit facility, was issued include two financial covenants: a consolidated cash flow/fixed charges ratio and a consolidated funded indebtedness/cash flow ratio, each as defined in the respective agreement. The Company was in compliance with these covenants as of March 28, 2025. These covenants have not restricted the Company's liquidity or capital resources.

All outstanding debt has been issued by the Company and none has been issued by any of its subsidiaries. There are no guarantees of the Company's debt.

21. Commitments and Contingencies

Manufacturing Cooperatives

The Company is obligated to purchase at least 80% of its requirements of plastic bottles for certain designated territories from Southeastern. The Company is also obligated to purchase 16.0 million cases of finished product from SAC on an annual basis through June 2034. The Company purchased 6.3 million cases and 6.1 million cases of finished product from SAC in the first quarter of 2025 and the first quarter of 2024, respectively.

The following table summarizes the Company's purchases from these manufacturing cooperatives:

	First Quarter	
(in thousands)	2025	2024
Purchases from Southeastern	$ 27,274	$ 36,964
Purchases from SAC	53,018	50,556
Total purchases from manufacturing cooperatives	**$ 80,292**	**$ 87,520**

The Company guarantees a portion of SAC's debt, which matures in 2028, based on the ratio of SAC's total liabilities to SAC's shareholders' equity as of December 31 of each year. As of March 28, 2025 and December 31, 2024, the ratio of SAC's total liabilities to SAC's shareholders' equity was such that the Company was not required to guarantee any of SAC's debt. In the event SAC fails to fulfill its commitments under the related debt, the Company would be responsible for payment to the lenders up to the level of the guarantee. The Company does not anticipate SAC will fail to fulfill its commitments related to the debt. The Company further believes SAC has sufficient assets, including production equipment, facilities and working capital, and the ability to adjust the selling prices of its products to adequately mitigate the risk of material loss relating to the Company's guarantee.

The Company holds no assets as collateral against the SAC guarantee, the fair value of which is immaterial to the condensed consolidated financial statements. The Company monitors its investment in SAC and would be required to write down its investment if an impairment, other than a temporary impairment, was identified. No impairment of the Company's investment in SAC was identified as of March 28, 2025, and there was no impairment identified in 2024.

Other Commitments and Contingencies

The Company has standby letters of credit, primarily related to its property and casualty insurance programs. These letters of credit totaled $39.0 million on both March 28, 2025 and December 31, 2024.

The Company participates in long-term marketing contractual arrangements with certain prestige properties, athletic venues and other locations. As of March 28, 2025, the future payments related to these contractual arrangements, which expire at various dates through 2034, amounted to $128.5 million.

The Company is involved in various claims and legal proceedings which have arisen in the ordinary course of its business. Although it is difficult to predict the ultimate outcome of these claims and legal proceedings, management believes the ultimate disposition of these matters will not have a material adverse effect on the financial condition, results of operations or cash flows of the Company. No material amount of loss in excess of recorded amounts is believed to be reasonably possible as a result of these claims and legal proceedings.

The Company is subject to audits by tax authorities in jurisdictions where it conducts business. These audits may result in assessments that are subsequently resolved with the authorities or potentially through the courts. Management believes the Company has adequately provided for any assessments likely to result from these audits; however, final assessments, if any, could be different than the amounts recorded in the condensed consolidated financial statements.

22. Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) ("AOCI(L)") is composed of adjustments to the Company's pension and postretirement medical benefit plans and unrealized gains/losses on the Company's short-term investments.

Following is a summary of AOCI(L) for the first quarter of 2025 and the first quarter of 2024:

(in thousands)	December 31, 2024	Pre-tax Activity	Tax Effect	March 28, 2025
Net pension activity:				
Actuarial gain	$ 4,418	$ (9)	$ 3	$ 4,412
Prior service costs	(85)	4	(1)	(82)
Net postretirement benefits activity:				
Actuarial gain	2,960	—	—	2,960
Prior service costs	(624)	—	—	(624)
Unrealized gain on short-term investments	25	(14)	3	14
Reclassification of stranded tax effects	(4,809)	—	—	(4,809)
Total AOCI(L)	**$ 1,885**	**$ (19)**	**$ 5**	**$ 1,871**

(in thousands)	December 31, 2023	Pre-tax Activity	Tax Effect	March 29, 2024
Net pension activity:				
Actuarial gain	$ 533	$ —	$ —	$ 533
Prior service costs	(97)	4	(1)	(94)
Net postretirement benefits activity:				
Actuarial gain	721	26	(6)	741
Prior service costs	(624)	—	—	(624)
Unrealized loss on short-term investments	—	(232)	56	(176)
Reclassification of stranded tax effects	(4,809)	—	—	(4,809)
Total AOCI(L)	**$ (4,276)**	**$ (202)**	**$ 49**	**$ (4,429)**

23. Supplemental Disclosures of Cash Flow Information

Changes in current assets and current liabilities affecting cash were as follows:

	First Quarter	
(in thousands)	**2025**	**2024**
Short-term investments	$ (1,451)	$ (1,181)
Accounts receivable, trade	10,467	(12,081)
Allowance for doubtful accounts	(664)	515
Accounts receivable from The Coca-Cola Company	(6,814)	(8,804)
Accounts receivable, other	(4,595)	437
Inventories	(9,819)	(39,154)
Prepaid expenses and other current assets	114	(1,008)
Accounts payable, trade	9,572	(1,812)
Accounts payable to The Coca-Cola Company	47,630	66,995
Other accrued liabilities	20,219	16,471
Accrued compensation	(84,335)	(64,635)
Change in current assets less current liabilities	**$ (19,676)**	**$ (44,257)**

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations of Coca‑Cola Consolidated, Inc., a Delaware corporation (together with its majority-owned subsidiaries, the "Company," "we," "us" or "our"), is intended to help the reader understand our financial condition and results of operations and is provided as an addition to, and should be read in conjunction with, our condensed consolidated financial statements and the accompanying notes to the condensed consolidated financial statements. The condensed consolidated financial statements include the accounts and the consolidated operations of the Company and its majority-owned subsidiaries. All comparisons are to the corresponding period in the prior year unless specified otherwise.

Each of the Company's quarters, other than the fourth quarter, ends on the Friday closest to the last day of the corresponding quarterly calendar period. The Company's fourth quarter and fiscal year end on December 31 regardless of the day of the week on which December 31 falls. The condensed consolidated financial statements presented are:

- The financial position as of March 28, 2025 and December 31, 2024.
- The results of operations, comprehensive income and changes in stockholders' equity for the three-month periods ended March 28, 2025 (the "first quarter" of fiscal 2025 ("2025")) and March 29, 2024 (the "first quarter" of fiscal 2024 ("2024")).
- The changes in cash flows for the first quarter of 2025 and the first quarter of 2024.

Our Business and the Nonalcoholic Beverage Industry

We distribute, market and manufacture nonalcoholic beverages in territories spanning 14 states and the District of Columbia. The Company was incorporated in 1980 and, together with its predecessors, has been in the nonalcoholic beverage manufacturing and distribution business since 1902. We are the largest Coca‑Cola bottler in the United States. Approximately 85% of our total bottle/can sales volume to retail customers consists of products of The Coca‑Cola Company, which include some of the most recognized and popular beverage brands in the world. We also distribute products for several other beverage companies, including Keurig Dr Pepper Inc. ("Dr Pepper") and Monster Energy Company. Our Purpose is to honor God in all we do, to serve others, to pursue excellence and to grow profitably. Our Common Stock, par value $1.00 per share ("Common Stock"), is traded on The Nasdaq Global Select Market under the symbol "COKE."

We offer a range of nonalcoholic beverage products and flavors, including both sparkling and still beverages, designed to meet the demands of our consumers. Sparkling beverages are carbonated beverages and the Company's principal sparkling beverage is Coca‑Cola. Still beverages include energy products and noncarbonated beverages such as bottled water, ready-to-drink tea, ready-to-drink coffee, enhanced water, juices and sports drinks.

Our sales are divided into two main categories: (i) bottle/can sales and (ii) other sales. Bottle/can sales include products packaged primarily in plastic bottles and aluminum cans. Bottle/can net pricing is based on the invoice price charged to customers reduced by any promotional allowances. Bottle/can net pricing per unit is impacted by the price charged per package, the sales volume generated for each package and the channels in which those packages are sold. Other sales include sales to other Coca‑Cola bottlers, post-mix sales, transportation revenue and equipment maintenance revenue. Post-mix products are dispensed through equipment that mixes fountain syrups with carbonated or still water, enabling fountain retailers to sell finished products to consumers in cups or glasses.

The Company's products are sold and distributed in the United States through various channels, which include selling directly to customers, including grocery stores, mass merchandise stores, club stores, convenience stores and drug stores, selling to on-premise locations, where products are typically consumed immediately, such as restaurants, schools, amusement parks and recreational facilities, and selling through other channels such as vending machine outlets. The Company also distributes its products using alternative routes to market, which include third-party distributors, the manufacturer of the product or the customer's supply chain infrastructure.

The nonalcoholic beverage industry is highly competitive for both sparkling and still beverages. Our competitors include bottlers and distributors of nationally and regionally advertised and marketed products, as well as bottlers and distributors of private label beverages. Our principal competitors include local bottlers of PepsiCo, Inc. products and, in some regions, local bottlers of Dr Pepper products.

The principal methods of competition in the nonalcoholic beverage industry are new brand and product introductions, point-of-sale merchandising, new vending and dispensing equipment, packaging changes, pricing, sales promotions, product quality, retail space management, customer service, frequency of distribution and advertising. We believe we are competitive in our territories with respect to these methods of competition.

Business seasonality results primarily from higher unit sales of the Company's products in the second and third quarters of the fiscal year, as sales of our products are typically correlated with warmer weather. We believe that we and other manufacturers from whom we purchase finished products have adequate production capacity to meet sales demand for sparkling and still beverages during these peak periods. Sales volume can also be impacted by weather conditions. Fixed costs, such as depreciation expense, are not significantly impacted by business seasonality.

Executive Summary

Volume was down 6.6% in the first quarter of 2025. The first quarter of 2025 had two fewer selling days as compared to the first quarter of 2024, which accounted for approximately 2.1% of the volume decline in the quarter, as discussed in the "Comparable and Adjusted Results (Non-GAAP)" section. Adjusting for the two additional selling days in the first quarter of 2024, our Sparkling and Still category volume declined 3.0% and 9.0%, respectively. Volume in the first quarter of 2025 was also lower as compared to the prior year due to the timing of the Easter holiday. In the second quarter of 2024, we shifted the distribution of casepack Dasani water sold in Walmart stores to a non-direct store delivery ("DSD") method of distribution. As a result, these cases are not included in our reported case sales volume for the first quarter of 2025. The impact of this distribution change reduced our reported case sales volume by 1.3% during the first quarter of 2025.

Net sales decreased 0.7% to $1.6 billion in the first quarter of 2025. Net sales in the first quarter of 2025 was negatively impacted by two fewer selling days as compared to the first quarter of 2024, which accounted for approximately $40 million of net sales, or 2.5% of net sales change in the quarter. The calendar impacts of two fewer selling days and a shift of the Easter holiday were partially offset by our annual 2025 pricing actions that took effect during the quarter.

Sparkling and Still net sales declined 1.9% and 0.5%, respectively, compared to the first quarter of 2024. The decline in Sparkling category sales during the quarter was partially driven by softness in the Coca-Cola Original Taste brand. Sales of most remaining core products within the Sparkling category, including zero-sugar and other flavor offerings, demonstrated solid growth compared to the prior year. Excluding Dasani, net sales within our Still category increased by 1.8%, led primarily by growth within our sports drinks, protein and enhanced water products.

Gross profit in the first quarter of 2025 was $627.1 million, a decrease of $13.5 million, or 2.1%, while gross margin decreased 50 basis points to 39.7%. During the first quarter of 2025, our product mix shifted slightly towards Still beverages, which typically carry lower gross margins. Additionally, the timing of annual price increases in the first quarter of 2025 also contributed to the gross margin compression.

Selling, delivery and administrative ("SD&A") expenses in the first quarter of 2025 increased $12.1 million, or 2.9%. SD&A expenses as a percentage of net sales in the first quarter of 2025 increased 100 basis points to 27.7% as compared to the first quarter of 2024. The increase in SD&A expenses was primarily driven by an increase in labor costs related to annual wage adjustments and inflationary pressures across expense categories during the first quarter of 2025. SD&A expense growth was partially offset by the impact of the two fewer selling days.

Income from operations in the first quarter of 2025 was $189.8 million, compared to $215.4 million in the first quarter of 2024, a decrease of 11.9%. The two fewer selling days in the first quarter of 2025 accounted for approximately $10 million of the decline in income from operations. The timing of the Easter holiday also contributed to the decline in income from operations. Operating margin for the first quarter of 2025 was 12.0% as compared to 13.5% for the first quarter of 2024, a decrease of 150 basis points.

Net income in the first quarter of 2025 was $103.6 million, compared to $165.7 million in the first quarter of 2024, a decline of $62.1 million. On an adjusted basis, as defined in the "Comparable and Adjusted Results (Non-GAAP)" section, net income in the first quarter of 2025 was $136.3 million, compared to $162.5 million in the first quarter of 2024, a decrease of $26.2 million. Net income for the first quarter of 2025 was adversely impacted by routine, non-cash fair value adjustments to our acquisition related contingent consideration liability, driven primarily by a decrease in the discount rate used to compute the fair value of the liability.

Cash flows from operations for the first quarter of 2025 were $198.2 million, compared to $194.3 million for the first quarter of 2024. In the first quarter of 2025, we invested approximately $98 million in capital expenditures as we continue to optimize our supply chain and invest for future growth. In 2025, we expect capital expenditures to be approximately $300 million.

Areas of Emphasis

Key priorities for the Company include executing our commercial strategy, executing our revenue management strategy, optimizing our supply chain, generating cash flow, determining the optimal route to market and creating and maintaining a digitally enabled selling platform.

Commercial Execution: Our success is dependent on our ability to execute our commercial strategy within our customers' stores. Our ability to obtain shelf space within stores and remain in-stock across our portfolio of brands and packages in a profitable manner will have a significant impact on our results. We are focused on execution at every step in our supply chain, including raw material and finished product procurement, manufacturing conversion, transportation, warehousing and distribution, to ensure in-store execution can occur. We continue to invest in tools and technology to enable our teammates to operate more effectively and efficiently with our customers and to drive long-term value in our business. We also continue to focus on opportunities to enhance the customer experience by adapting to changes in our customer landscape, enabling operational flexibility and focusing on customer service.

Revenue Management: Our revenue management strategy focuses on pricing our brands and packages optimally within product categories and channels, creating effective working relationships with our customers and making disciplined fact-based decisions. Pricing decisions are made considering a variety of factors, including brand strength, competitive environment, input costs, the roles certain brands play in our product portfolio and other market conditions.

Supply Chain Optimization: We are continually focused on optimizing our supply chain, which includes identifying nearby warehousing and distribution operations that can be consolidated into new facilities to increase capacity, expand production capabilities, reduce overall production costs and add automation to allow the Company to better serve its customers and consumers. The Company expects to continue to make significant capital investments to optimize our supply chain and to invest for future growth during 2025. During the first quarter of 2025, the Company began operations in a new 430,000-square foot automated distribution center in Columbus, Ohio.

Cash Flow Generation: We have several initiatives in place to optimize cash flow, improve profitability, prudently manage capital expenditures and enhance capital returns to our stockholders. We believe strengthening our balance sheet gives us the flexibility to make optimal capital allocation decisions for long-term value creation. We have returned, and expect to continue to return, value to our stockholders.

Optimal Route to Market: We are focused on implementing optimal methods of distribution of our products within our territory. DSD is our preferred and primary route to market. Our typical DSD method uses Company-owned vehicles and warehouses, but we increasingly shifted to alternative methods of distribution during 2024 and the first quarter of 2025. For example, in instances of post-mix delivery for use in fountain machines, we have shifted, and continue to shift, our delivery method towards alternative distributors in order to enhance profitability and customer service. We receive a fee from our brand partners on these post-mix gallons delivered to locally managed customers in our territory, which is recorded as a reduction to cost of sales.

In instances of bottle/can delivery, we have shifted certain products for certain customers and channels of business to alternative routes to market. These alternative routes to market include third-party distributors, the manufacturer of the product or the customer's supply chain infrastructure. These bottle/can arrangements generally come with favorable commercial terms for the Company.

During the first quarter of 2025, nearly two-thirds of our post-mix gallons and less than 10% of our bottle/can volume was delivered through alternative routes to market.

Digitally Enabled Selling Platform: Through our investment in CONA Services LLC, we, along with other Coca-Cola bottlers, have built a digitally enabled selling platform called MyCoke that we believe has enabled, and will continue to enable, us to better serve our customers. This platform creates a more seamless order and payment platform for certain customers and we expect this platform will continue to enable us to enhance customer service and create more selling opportunities for our teammates. This platform is currently targeted to certain on-premise and small store customers.

Results of Operations

First Quarter Results

The Company's results of operations for the first quarter of 2025 and the first quarter of 2024 are highlighted in the table below and discussed in the following paragraphs.

	First Quarter		
(in thousands)	**2025**	**2024**	**Change**
Net sales	$ 1,579,977	$ 1,591,626	$ (11,649)
Cost of sales	952,873	951,067	1,806
Gross profit	627,104	640,559	(13,455)
Selling, delivery and administrative expenses	437,284	425,153	12,131
Income from operations	189,820	215,406	(25,586)
Interest expense (income), net	6,874	(2,716)	9,590
Mark-to-market on acquisition related contingent consideration	42,728	(5,541)	48,269
Other expense, net	745	828	(83)
Income before taxes	139,473	222,835	(83,362)
Income tax expense	35,862	57,094	(21,232)
Net income	103,611	165,741	(62,130)
Other comprehensive loss, net of tax	(14)	(153)	139
Comprehensive income	**$ 103,597**	**$ 165,588**	**$ (61,991)**

Net Sales

Net sales decreased $11.6 million, or 0.7%, to $1.58 billion in the first quarter of 2025, as compared to $1.59 billion in the first quarter of 2024. The largest driver of the decrease in net sales was two fewer selling days during the first quarter of 2025 as compared to the first quarter of 2024. During the first quarter of 2025, lower case sales volume within both the Still and Sparkling categories, which was partially attributable to the two fewer selling days, decreased net sales by approximately $85 million. Net sales in the first quarter of 2025 was also lower as compared to the first quarter of 2024 due to the timing of the Easter holiday.

The decrease in net sales was partially offset by higher average bottle/can sales price per unit charged to retail customers, which increased net sales by approximately $40 million. Net sales was also positively impacted by shifts in product mix during the first quarter of 2025, as certain of the Company's higher-priced products, including sports drinks, protein and enhanced water products, had strong sales during the quarter.

Net sales by product category were as follows:

	First Quarter		
(in thousands)	**2025**	**2024**	**% Change**
Bottle/can sales:			
Sparkling beverages	$ 933,837	$ 951,992	(1.9) %
Still beverages	509,157	511,642	(0.5) %
Total bottle/can sales	**1,442,994**	**1,463,634**	**(1.4)%**
Other sales:			
Sales to other Coca-Cola bottlers	85,936	78,703	9.2 %
Post-mix sales and other	51,047	49,289	3.6 %
Total other sales	**136,983**	**127,992**	**7.0 %**
Total net sales	**$ 1,579,977**	**$ 1,591,626**	**(0.7)%**

Product category sales volume of standard physical cases (as defined below) and the percentage change by product category were as follows:

(in thousands)	First Quarter 2025	First Quarter 2024	% Change
Bottle/can sales volume:			
Sparkling beverages	58,629	61,785	(5.1) %
Still beverages	18,098	20,326	(11.0) %
Total bottle/can sales volume	**76,727**	**82,111**	**(6.6)%**

A standard physical case is a volume metric used to standardize differing package configurations in order to measure delivered cases on an equivalent basis. As the Company evaluates its volume metrics, it reassesses the way in which physical case volume is measured, which may lead to differences from previously presented results in order to conform with current period standard volume measurement techniques, as used by management. Additionally, as the Company introduces new products, it reassesses the category assigned to its products at the SKU level, therefore categorization could differ from previously presented results in order to conform with current period categorization. Any differences are not material.

The bottle/can sales volume above represents volume that is delivered directly to our customer outlets using Company-owned vehicles and warehouses. In order to serve our customers in the most efficient way, respond to customer demands and increase profitability, the Company has, in certain circumstances, shifted the delivery of our products to third-party distributors, the manufacturer of the product or the customer's supply chain infrastructure, rather than using Company-owned vehicles and warehouses. We have shifted the distribution of casepack Dasani water sold in Walmart stores to a non-DSD method of distribution. As a result, these cases are not included in our reported case sales volume for the first quarter of 2025. The impact of this distribution change reduced our reported case sales volume by 1.3% during the first quarter of 2025. There was no impact related to this distribution change during the first quarter of 2024, as the shift had not yet taken place.

As a result of not physically delivering the product, the sales volume delivered using these alternative methods of distribution is not reflected in our volume metrics. However, because we have the exclusive distribution rights for nonalcoholic beverages within our franchise territory, we receive fees from our brand partners for the delivery of qualified product in our territory. These fees are reported in net sales. Changes in the delivery of our products to our customers have increasingly impacted our reported volume and net sales over the past several years as the transition has occurred and accelerated. Less than 10% of the bottle/can volume sold in our franchise territory during the first quarter of 2025 was delivered using these alternative distribution methods.

The following table summarizes the percentage of the Company's total bottle/can sales volume to its largest customers, as well as the percentage of the Company's total net sales that such volume represents:

	First Quarter 2025	First Quarter 2024
Approximate percent of the Company's total bottle/can sales volume:		
Walmart Inc.[1]	21 %	21 %
The Kroger Co.[2]	15 %	15 %
Total approximate percent of the Company's total bottle/can sales volume	**36 %**	**36 %**
Approximate percent of the Company's total net sales:		
Walmart Inc.[1]	17 %	17 %
The Kroger Co.[2]	12 %	12 %
Total approximate percent of the Company's total net sales	**29 %**	**29 %**

(1) Includes bottle/can sales volume related to the Walmart, Sam's Club and Walmart Neighborhood Market chains.
(2) Includes bottle/can sales volume related to the Kroger and Harris Teeter chains.

Cost of Sales

Inputs representing a substantial portion of the Company's cost of sales include: (i) purchases of finished products, (ii) raw material costs, including aluminum cans, plastic bottles, carbon dioxide and sweetener, (iii) concentrate costs and (iv) manufacturing costs, including labor, overhead and warehouse costs. In addition, cost of sales includes shipping, handling and fuel costs related to the movement of finished products from manufacturing plants to distribution centers, amortization expense of distribution rights, distribution fees of certain products and marketing credits and post-mix funding from brand companies. Input costs, including underlying commodity costs for aluminum cans, plastic bottles, carbon dioxide and sweetener, as well as labels and other packaging materials, and excluding concentrate, represent approximately 20% of total annual cost of sales.

Cost of sales increased $1.8 million, or 0.2%, to $952.9 million in the first quarter of 2025, as compared to $951.1 million in the first quarter of 2024. The increase in cost of sales was primarily driven by higher input costs and shifts in product mix as compared to the first quarter of 2024. The increase in cost of sales was largely offset by lower case sales volume during the first quarter of 2025 as compared to the first quarter of 2024, which was partially attributable to the impact of the two fewer selling days during the first quarter of 2025.

The Company relies extensively on advertising and sales promotions in the marketing of its products. The Coca-Cola Company and other beverage companies that supply concentrates, syrups and finished products to the Company make substantial marketing and advertising expenditures, including national advertising programs, to develop their brand identities and to promote sales in the Company's territories. Our brand partners also provide funding related to the delivery of post-mix gallons to locally managed customers within the Company's territory. Certain of these marketing, advertising and other funding expenditures are made pursuant to annual arrangements. Total funding support from The Coca-Cola Company and other beverage companies, which includes both direct payments to the Company and payments to customers for marketing programs, was $45.2 million in the first quarter of 2025 and $45.3 million in the first quarter of 2024.

Selling, Delivery and Administrative Expenses

SD&A expenses include the following: sales management labor costs, distribution costs resulting from transporting finished products from distribution centers to customer locations, distribution center overhead including depreciation expense, distribution center warehousing costs, delivery vehicles and cold drink equipment, point-of-sale expenses, advertising expenses, cold drink equipment repair costs, amortization of intangible assets and administrative support labor and operating costs. Labor costs represent approximately 60% of total annual SD&A expenses.

SD&A expenses increased $12.1 million, or 2.9%, to $437.3 million in the first quarter of 2025, as compared to $425.2 million in the first quarter of 2024. SD&A expenses as a percentage of net sales increased to 27.7% in the first quarter of 2025 from 26.7% in the first quarter of 2024. The increase in SD&A expenses was primarily driven by an increase in labor costs related to annual wage adjustments and inflationary pressures across expense categories during the first quarter of 2025. The increase in SD&A expenses was partially offset by the impact of two fewer selling days during the first quarter of 2025 as compared to the first quarter of 2024.

Shipping and handling costs included in SD&A expenses were approximately $194 million in the first quarter of 2025 and approximately $193 million in the first quarter of 2024.

Interest Expense (Income), Net

Interest expense (income), net changed $9.6 million to $6.9 million of interest expense, net in the first quarter of 2025, as compared to $2.7 million of interest income, net in the first quarter of 2024. The change in interest expense (income), net was primarily a result of an increase in interest expense on higher debt balances in the first quarter of 2025, as compared to the first quarter of 2024, partially offset by an increase in interest income due to higher cash, cash equivalent and short-term investment balances.

Mark-to-Market on Acquisition Related Contingent Consideration

Each reporting period, the Company adjusts its acquisition related contingent consideration liability to fair value, which is determined by discounting future expected acquisition related sub-bottling payments using the Company's estimated weighted average cost of capital ("WACC") and future cash flow projections, and records the fair value adjustment as mark-to-market on acquisition related contingent consideration in the condensed consolidated statement of operations.

Mark-to-market on acquisition related contingent consideration was an increase of $42.7 million in the first quarter of 2025 and a decrease of $5.5 million in the first quarter of 2024. During the first quarter of 2025, the $42.7 million increase in the fair value of the acquisition related contingent consideration liability was primarily driven by a decrease in the WACC used to calculate the fair value of the liability, as compared to December 31, 2024. During the first quarter of 2024, the $5.5 million decrease in the fair value of the acquisition related contingent consideration liability was primarily driven by an increase in the WACC used to calculate the fair value of the liability, partially offset by higher projections of future cash flows in the distribution territories subject to acquisition related sub-bottling payments.

Other Expense, Net

Other expense, net decreased \$0.1 million to \$0.7 million in the first quarter of 2025, as compared to \$0.8 million in the first quarter of 2024. The decrease in other expense, net was primarily driven by changes in the actuarial assumptions related to our pension and postretirement medical benefit plan liabilities.

Income Tax Expense

The Company's effective income tax rate was 25.7% for the first quarter of 2025 and 25.6% for the first quarter of 2024. The Company's income tax expense decreased \$21.2 million, or 37.2%, to \$35.9 million for the first quarter of 2025, as compared to \$57.1 million for the first quarter of 2024. The decrease in income tax expense was primarily attributable to lower income before taxes during the first quarter of 2025 compared to the first quarter of 2024.

Other Comprehensive Loss, Net of Tax

Other comprehensive loss, net of tax was \$0.0 million in the first quarter of 2025, as compared to \$0.2 million in the first quarter of 2024.

Segment Operating Results

The Company evaluates segment reporting in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 280, Segment Reporting, each reporting period, including evaluating the reporting package reviewed by the Chief Operating Decision Maker (the "CODM"). The Company has concluded the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer, as a group, represent the CODM. Segment asset information is not provided to the CODM.

The Company has three operating segments, each identified by its unique products and services. Nonalcoholic Beverages represents the vast majority of the Company's consolidated net sales and income from operations. The additional two operating segments, which include Data Ventures, Inc. and the Red Classic subsidiaries, do not meet the quantitative thresholds for separate reporting, either individually or in the aggregate, and, therefore, have been combined into "All Other." The accounting policies of the Nonalcoholic Beverages segment are the same as those described in the summary of significant accounting policies presented in Note 1 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for 2024.

The CODM uses net sales, gross profit and income from operations in the annual budgeting and forecasting process. Monthly, the CODM considers budget-to-actual variances and current year to prior year variances for these profit measures when making strategic business decisions and allocating resources to Company operations.

The Company's segment results are as follows:

(in thousands)	Nonalcoholic Beverages	All Other	Eliminations[1]	Total
	First Quarter 2025			
Net sales	$ 1,569,000	$ 75,988	$ (65,011)	$ 1,579,977
Cost of goods sold	954,935	45,293	(47,355)	952,873
Gross profit	614,065	30,695	(17,656)	627,104
Selling, delivery and administrative expenses:				
Payroll costs[2]	$ 265,933	$ 12,772	$ —	$ 278,705
Fleet costs[3]	23,827	7,683	—	31,510
Depreciation and amortization expense[4]	28,254	538	—	28,792
All other segment items[5]	108,808	7,125	(17,656)	98,277
Total selling, delivery and administrative expenses	426,822	28,118	(17,656)	437,284
Income from operations	**$ 187,243**	**$ 2,577**	**$ —**	**$ 189,820**
Total depreciation and amortization expense[4]	$ 48,048	$ 5,325	$ —	$ 53,373

(in thousands)	Nonalcoholic Beverages	All Other	Eliminations[1]	Total
	First Quarter 2024			
Net sales	$ 1,574,712	$ 88,102	$ (71,188)	$ 1,591,626
Cost of goods sold	946,456	56,761	(52,150)	951,067
Gross profit	628,256	31,341	(19,038)	640,559
Selling, delivery and administrative expenses:				
Payroll costs[2]	$ 262,697	$ 13,276	$ —	$ 275,973
Fleet costs[3]	26,078	8,115	—	34,193
Depreciation and amortization expense[4]	25,057	493	—	25,550
All other segment items[5]	102,282	6,193	(19,038)	89,437
Total selling, delivery and administrative expenses	416,114	28,077	(19,038)	425,153
Income from operations	**$ 212,142**	**$ 3,264**	**$ —**	**$ 215,406**
Total depreciation and amortization expense[4]	$ 43,098	$ 3,653	$ —	$ 46,751

(1) The entire net sales elimination represents net sales from the All Other segment to the Nonalcoholic Beverages segment. The entire cost of goods sold and SD&A eliminations represent costs incurred by the All Other segment in the generation of net sales to the Nonalcoholic Beverages segment.
(2) Payroll costs includes compensation, incentive plans, defined contribution plans, healthcare benefits and tax-advantaged spending accounts.
(3) Fleet costs includes fleet repairs, maintenance and fuel and oil costs.
(4) Total depreciation and amortization expense is included within both cost of goods sold and SD&A expenses. For segment reporting, the difference between total depreciation and amortization expense and the portion within SD&A expenses is the amount within cost of goods sold.
(5) All other segment items includes information technology costs, stewardship, insurance and other costs incurred in the selling and delivery of the Company's products.

Comparable and Adjusted Results (Non-GAAP)

The Company reports its financial results in accordance with accounting principles generally accepted in the United States ("GAAP"). However, management believes that certain non-GAAP financial measures provide users of the financial statements with additional, meaningful financial information that should be considered, in addition to the measures reported in accordance with GAAP, when assessing the Company's ongoing performance. Management also uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating the Company's performance. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company's reported results prepared in accordance with GAAP. The Company's non-GAAP financial information does not represent a comprehensive basis of accounting.

The tables below reconcile reported results (GAAP) to comparable and adjusted results (non-GAAP). Results for the first quarter of 2024 include two additional selling days compared to the first quarter of 2025. For comparison purposes, the estimated impact of the additional selling days in the first quarter of 2024 has been excluded from our comparable volume results.

	First Quarter		
(in thousands)	2025	2024	Change
Standard physical case volume	**76,727**	**82,111**	**(6.6)%**
Volume related to extra days in fiscal period	—	(1,760)	
Comparable standard physical case volume	**76,727**	**80,351**	**(4.5)%**

	First Quarter 2025					
(in thousands, except per share data)	Gross profit	SD&A expenses	Income from operations	Income before taxes	Net income	Basic net income per share
Reported results (GAAP)	**$ 627,104**	**$ 437,284**	**$ 189,820**	**$ 139,473**	**$ 103,611**	**$ 11.88**
Fair value adjustment of acquisition related contingent consideration[1]	—	—	—	42,728	32,174	3.69
Fair value adjustments for commodity derivative instruments[2]	799	165	634	634	477	0.05
Total reconciling items	**799**	**165**	**634**	**43,362**	**32,651**	**3.74**
Adjusted results (non-GAAP)	**$ 627,903**	**$ 437,449**	**$ 190,454**	**$ 182,835**	**$ 136,262**	**$ 15.62**

	First Quarter 2024					
(in thousands, except per share data)	Gross profit	SD&A expenses	Income from operations	Income before taxes	Net income	Basic net income per share
Reported results (GAAP)	**$ 640,559**	**$ 425,153**	**$ 215,406**	**$ 222,835**	**$ 165,741**	**$ 17.68**
Fair value adjustment of acquisition related contingent consideration[1]	—	—	—	(5,541)	(4,172)	(0.45)
Fair value adjustments for commodity derivative instruments[2]	1,156	(43)	1,199	1,199	903	0.10
Total reconciling items	**1,156**	**(43)**	**1,199**	**(4,342)**	**(3,269)**	**(0.35)**
Adjusted results (non-GAAP)	**$ 641,715**	**$ 425,110**	**$ 216,605**	**$ 218,493**	**$ 162,472**	**$ 17.33**

Following is an explanation of non-GAAP adjustments:

(1) This non-cash, fair value adjustment of acquisition related contingent consideration fluctuates based on factors such as long-term interest rates and future cash flow projections of the distribution territories subject to acquisition related sub-bottling payments.

(2) The Company enters into commodity derivative instruments from time to time to hedge some or all of its projected purchases of aluminum, PET resin, diesel fuel and unleaded gasoline in order to mitigate commodity price risk. The Company accounts for its commodity derivative instruments on a mark-to-market basis.

Financial Condition

Total assets were $5.40 billion as of March 28, 2025, which was an increase of $90.6 million from December 31, 2024. Net working capital, defined as current assets less current liabilities, was $1.32 billion as of March 28, 2025, which was an increase of $89.1 million from December 31, 2024.

Significant changes in net working capital as of March 28, 2025 as compared to December 31, 2024 were as follows:

- An increase in short-term investments of $38.8 million, primarily due to $150.2 million in purchases of short-term investments during the first quarter of 2025, partially offset by disposals of short-term investments of $112.8 million.
- An increase in accounts payable to The Coca-Cola Company of $47.6 million, primarily due to the timing of cash payments.
- A decrease in accrued compensation of $84.3 million, primarily as a result of the timing of bonus and incentive payments in the first quarter of 2025.

Liquidity and Capital Resources

The Company's sources of capital include cash flows from operations, available credit facilities and the issuance of debt and equity securities. As of March 28, 2025, the Company had $1.15 billion in cash and cash equivalents. The Company's cash equivalent balance as of March 28, 2025 consisted predominantly of investments in money market funds, time deposits and commercial paper with maturities of 90 days or less. As of March 28, 2025, the Company had $340.1 million in short-term investments, which consisted primarily of U.S. Treasury securities and investment-grade corporate bonds with maturities of one year or less. The Company has obtained its debt from public markets, private placements and bank facilities. Management believes the Company has sufficient sources of capital available to finance its business plan, to meet its working capital requirements and to maintain an appropriate level of capital spending for at least the next 12 months from the issuance of the condensed consolidated financial statements.

On March 4, 2025, the Company announced that its Board of Directors had approved a 10-for-1 forward stock split of Common Stock and the Company's Class B Common Stock, par value $1.00 per share ("Class B Common Stock"), to be effected through an amendment to the Company's Restated Certificate of Incorporation (the "Amendment"). The Amendment would also effect a proportionate increase in the number of authorized shares of Common Stock and Class B Common Stock. The Amendment is subject to stockholder approval at the Company's 2025 Annual Meeting of Stockholders, which is scheduled to take place on May 13, 2025. Subject to stockholder approval of the Amendment, each stockholder of record as of the close of business on May 16, 2025 will have nine additional shares for each share of Common Stock or Class B Common Stock held as of such date reflected in the stockholder's account on or about May 23, 2025. Trading is expected to begin on a split-adjusted basis on or about May 27, 2025.

On August 20, 2024, the Company announced that its Board of Directors had approved a share repurchase program under which the Company is authorized to repurchase up to $1.00 billion of Common Stock. The Company expects share repurchases to be made from time to time in the open market or through private transactions or block trades. The timing and amount of repurchases will depend on market conditions, the prevailing market price, applicable legal requirements and other factors. The share repurchase authorization is discretionary and has no expiration date. There were no shares of Common Stock repurchased under the share repurchase program during the first quarter of 2025. As of March 28, 2025, the total remaining share repurchase authorization was $948.4 million.

The Company's debt as of March 28, 2025 and December 31, 2024 was as follows:

(in thousands)	**Maturity Date**	**March 28, 2025**	**December 31, 2024**
Senior bonds (the "2025 Senior Bonds")[1]	11/25/2025	$ 350,000	$ 350,000
Senior notes	10/10/2026	100,000	100,000
Senior bonds (the "2029 Senior Bonds")[2]	6/1/2029	700,000	700,000
Revolving credit facility[3]	6/10/2029	—	—
Senior notes	3/21/2030	150,000	150,000
Senior bonds (the "2034 Senior Bonds")[4]	6/1/2034	500,000	500,000
Unamortized discount on senior bonds[1][2][4]	Various	(1,412)	(1,482)
Debt issuance costs		(11,639)	(12,170)
Total debt		**1,786,949**	**1,786,348**
Less: Current portion of debt[1]		349,781	349,699
Total long-term debt		**$ 1,437,168**	**$ 1,436,649**

(1) The 2025 Senior Bonds were issued at 99.975% of par. As of March 28, 2025 and December 31, 2024, the 2025 Senior Bonds, net of debt issuance costs and unamortized discount, were classified as current portion of debt in the condensed consolidated balance sheets.
(2) The 2029 Senior Bonds were issued at 99.843% of par.
(3) The Company's revolving credit facility has an aggregate maximum borrowing capacity of $500 million. The Company currently believes all banks participating in the revolving credit facility have the ability to and will meet any funding requests from the Company.
(4) The 2034 Senior Bonds were issued at 99.893% of par.

The indentures under which the 2025 Senior Bonds, the 2029 Senior Bonds and the 2034 Senior Bonds were issued do not include financial covenants, but do limit the incurrence of certain liens and encumbrances as well as indebtedness by the Company's subsidiaries in excess of certain amounts. The agreements under which the Company's nonpublic debt, including its revolving credit facility, was issued include two financial covenants: a consolidated cash flow/fixed charges ratio and a consolidated funded indebtedness/cash flow ratio, each as defined in the respective agreement. The Company was in compliance with these covenants as of March 28, 2025. These covenants have not restricted, and are not expected to restrict, the Company's liquidity or capital resources.

All outstanding debt has been issued by the Company and none has been issued by any of its subsidiaries. There are no guarantees of the Company's debt.

The Company's credit ratings are reviewed periodically by certain nationally recognized rating agencies. Changes in the Company's operating results or financial position could result in changes in the Company's credit ratings. Lower credit ratings could result in higher borrowing costs for the Company or reduced access to capital markets, which could have a material adverse impact on the Company's operating results or financial position. As of March 28, 2025, the Company's credit ratings and outlook for its debt were as follows:

	Credit Rating	Rating Outlook
Moody's	Baa1	Stable
Standard & Poor's	BBB+	Stable

The Company's Board of Directors has declared, and the Company has paid, dividends on the Common Stock and the Class B Common Stock and each class of common stock has participated equally in all dividends declared by the Board of Directors and paid by the Company for more than 30 years. The amount and frequency of future dividends will be determined by the Company's Board of Directors in light of the earnings and financial condition of the Company at such time, and no assurance can be given that dividends will be declared or paid in the future.

We review supplier terms and conditions on an ongoing basis, and we have negotiated payment term extensions in recent years in connection with our efforts to improve cash flow and working capital. Separate from those term extension actions, the Company has an agreement with a third-party financial institution to facilitate a supply chain finance program (the "SCF program"), which allows qualifying suppliers to sell their receivables from the Company to the financial institution in order to negotiate shorter payment terms on their outstanding receivable arrangements. The Company's obligations to its suppliers, including amounts due and scheduled payment terms, are not impacted by a supplier's participation in the SCF program. See Note 13 to the condensed consolidated financial statements for additional information related to the SCF program.

The Company's only Level 3 asset or liability is the acquisition related contingent consideration liability. There were no transfers of assets or liabilities from Level 1 or Level 2 in any period presented. Fair value adjustments were non-cash and, therefore, did not impact the Company's liquidity or capital resources. Following is a summary of the Level 3 activity:

	First Quarter	
(in thousands)	2025	2024
Beginning balance - Level 3 liability	**$ 654,191**	**$ 669,337**
Payments of acquisition related contingent consideration	(19,819)	(9,700)
Reclassification to current payables	4,700	(4,500)
Increase (decrease) in fair value	42,728	(5,541)
Ending balance - Level 3 liability	**$ 681,800**	**$ 649,596**

Cash Sources and Uses

A summary of cash-based activity is as follows:

	First Quarter	
(in thousands)	2025	2024
Cash Sources:		
Net cash provided by operating activities[1]	$ 198,171	$ 194,273
Proceeds from the disposal of short-term investments	112,755	1,116
Proceeds from the sale of property, plant and equipment	157	100
Total cash sources	**$ 311,083**	**$ 195,489**
Cash Uses:		
Purchases of short-term investments	$ 150,157	$ 183,806
Additions to property, plant and equipment	97,866	77,040
Cash dividends paid	21,794	154,666
Payments of acquisition related contingent consideration	19,819	9,700
Investment in equity method investees	4,584	3,632
Payments on financing lease obligations	650	601
Debt issuance fees	232	53
Total cash uses	**$ 295,102**	**$ 429,498**
Net increase (decrease) in cash during period	**$ 15,981**	**$ (234,009)**

(1) Net cash provided by operating activities in the first quarter of 2025 included net income tax payments of $1.9 million and net interest payments of $2.5 million. Net cash provided by operating activities in the first quarter of 2024 included net income tax payments of $2.7 million and net interest payments of $2.6 million.

Cash Flows From Operating Activities

During the first quarter of 2025, cash provided by operating activities was $198.2 million, which was an increase of $3.9 million as compared to the first quarter of 2024.

Cash Flows From Investing Activities

During the first quarter of 2025, cash used in investing activities was $139.7 million, which was a decrease of $123.6 million as compared to the first quarter of 2024. The decrease was primarily a result of fewer purchases of short-term investments, net of proceeds, as compared to the first quarter of 2024. Purchases of short-term investments, net of proceeds, were $37.4 million during the first quarter of 2025 and $182.7 million during the first quarter of 2024. This decrease was partially offset by an increase in additions to property, plant and equipment in the first quarter of 2025 as compared to the first quarter of 2024. Additions to property, plant and equipment, were $97.9 million during the first quarter of 2025 and $77.0 million during the first quarter of 2024. There were $28.0 million and $24.3 million of additions to property, plant and equipment accrued in accounts payable, trade as of March 28, 2025 and March 29, 2024, respectively.

The additions to property, plant and equipment reflect the Company's focus on optimizing its supply chain and investing for future growth. The Company anticipates additions to property, plant and equipment in 2025 will be approximately $300 million.

Cash Flows From Financing Activities

During the first quarter of 2025, cash used in financing activities was $42.5 million, which was a decrease of $122.5 million as compared to the first quarter of 2024. The primary driver of the decrease was lower dividend payments as compared to the first quarter of 2024. The Company made dividend payments of approximately $22 million (including a regular cash dividend of $2.50 per share) during the first quarter of 2025, as compared to dividend payments of approximately $155 million (including a special cash dividend of $16.00 per share and a regular cash dividend of $0.50 per share) during the first quarter of 2024.

The Company had cash payments for acquisition related contingent consideration of $19.8 million during the first quarter of 2025 and $9.7 million during the first quarter of 2024. For the next five future years, the Company anticipates that the amount it could pay annually under the acquisition related contingent consideration arrangements for the distribution territories subject to acquisition related sub-bottling payments will be in the range of approximately $50 million to $80 million.

Hedging Activities

The Company uses commodity derivative instruments to manage its exposure to fluctuations in certain commodity prices. Fees paid by the Company for commodity derivative instruments are amortized over the corresponding period of the instrument. The Company accounts for its commodity derivative instruments on a mark-to-market basis with any expense or income being reflected as an adjustment to cost of sales or SD&A expenses, consistent with the expense classification of the underlying hedged item.

The Company uses several different financial institutions for commodity derivative instruments to minimize the concentration of credit risk. The Company has master agreements with the counterparties to its commodity derivative instruments that provide for net settlement of derivative transactions. The net impact of the commodity derivative instruments on the condensed consolidated statements of operations was as follows:

	First Quarter	
(in thousands)	**2025**	**2024**
Increase in cost of sales	$ 993	$ 1,534
Increase in SD&A expenses	67	323
Net impact	**$ 1,060**	**$ 1,857**

Cautionary Note Regarding Forward-Looking Statements

Certain statements made in this report, or in other public filings, press releases, or other written or oral communications made by the Company, which are not historical facts, are forward-looking statements subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties which we expect will or may occur in the future and may impact our business, financial condition and results of operations. The words “anticipate,” “believe,” “expect,” “intend,” “project,” “may,” “will,” “should,” “could” and similar expressions are intended to identify those forward-looking statements. These forward-looking statements reflect the Company’s best judgment based on current information, and, although we base these statements on circumstances that we believe to be reasonable when made, there can be no assurance that future events will not affect the accuracy of such forward-looking information. As such, the forward-looking statements are not guarantees of future performance, and actual results may vary materially from the projected results and expectations discussed in this report. Factors that might cause the Company’s actual results to differ materially from those anticipated in forward-looking statements include, but are not limited to: increased costs (including due to inflation) or disruption, unavailability or shortages of raw materials, fuel and other supplies; the reliance on purchased finished products from external sources; changes in public and consumer perception and preferences, including concerns related to product safety and sustainability, artificial ingredients, brand reputation and obesity; changes in government regulations related to nonalcoholic beverages, including regulations related to obesity, public health, artificial ingredients, recycling, sustainability and product safety; decreases from historic levels of marketing funding support provided to us by The Coca-Cola Company and other beverage companies; material changes in the performance requirements for marketing funding support or our inability to meet such requirements; decreases from historic levels of advertising, marketing and product innovation spending by The Coca-Cola Company and other beverage companies, or advertising campaigns that are negatively perceived by the public; any failure of the several Coca-Cola system governance entities of which we are a participant to function efficiently or in our best interest and any failure or delay of ours to receive anticipated benefits from these governance entities; provisions in our beverage distribution and manufacturing agreements with The Coca-Cola Company that could delay or prevent a change in control of us or a sale of our Coca-Cola distribution or manufacturing businesses; the concentration of our capital stock ownership; our inability to meet requirements under our beverage distribution and manufacturing agreements; changes in the inputs used to calculate our acquisition related contingent consideration liability; technology failures or cyberattacks on our information technology systems or our effective response to technology failures or cyberattacks on our third-party service providers’, business partners’, customers’, suppliers’ or other third parties’ information technology systems; unfavorable changes in the general economy; changes in trade policies, including the imposition of, or increase in, tariffs on imported goods; the concentration risks among our customers and suppliers; lower than expected net pricing of our products resulting from continued and increased customer and competitor consolidations and marketplace competition; the effect of changes in our level of debt, borrowing costs and credit ratings on our access to capital and credit markets, operating flexibility and ability to obtain additional financing to fund future needs; the failure to attract, train and retain qualified employees while controlling labor costs and other labor issues; the failure to maintain productive relationships with our employees covered by collective bargaining agreements, including failing to renegotiate collective bargaining agreements; changes in accounting standards; our use of estimates and assumptions; changes in tax laws, disagreements with tax authorities or additional tax liabilities; changes in legal contingencies; natural disasters, changing weather patterns and unfavorable weather; climate change or legislative or regulatory responses to such change; and the risks discussed in “Item 1A. Risk Factors” of the Company’s Annual Report on Form 10-K for 2024 and elsewhere in this report.

Caution should be taken not to place undue reliance on the forward-looking statements included in this report. The Company assumes no obligation to update any forward-looking statements, except as may be required by law. In evaluating forward-looking statements, these risks and uncertainties should be considered, together with the other risks described from time to time in the Company’s reports and other filings with the United States Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Company is subject to interest rate risk on its revolving credit facility and did not have any outstanding borrowings on its revolving credit facility as of March 28, 2025. As such, assuming no changes in the Company’s capital structure, if market interest rates average 1% more over the next 12 months than the interest rates as of March 28, 2025, there would be no change to interest expense for the next 12 months.

The Company’s acquisition related contingent consideration liability, which is adjusted to fair value each reporting period, is also impacted by changes in interest rates. The risk-free interest rate used to estimate the Company’s WACC is a component of the discount rate used to calculate the present value of future expected acquisition related sub-bottling payments due under the Company’s comprehensive beverage agreements. As a result, any changes in the underlying risk-free interest rate could result in material changes to the fair value of the acquisition related contingent consideration liability and could materially impact the amount of non-cash expense (or income) recorded each reporting period. The Company estimates a 10-basis point change in the underlying risk-free interest rate used to estimate the Company’s WACC would result in a change of approximately $6 million to the Company’s acquisition related contingent consideration liability.

The Company is exposed to certain market risks and commodity price risk that arise in the ordinary course of business. The Company may enter into commodity derivative instruments to manage or reduce market risk. The Company does not use commodity derivative instruments for trading or speculative purposes.

The Company is also subject to commodity price risk arising from price movements for certain commodities included as part of its input costs, which predominately relate to our Sparkling products. The Company estimates a 10% increase in the market prices of its key commodities, including aluminum, PET resin and high-fructose corn syrup, and excluding concentrate, over the current market prices would cumulatively increase costs during the next 12 months by approximately $67 million assuming no change in volume.

The Company manages its commodity price risk in some cases by entering into contracts with adjustable prices to hedge commodity purchases, including our aluminum input costs and fuel expenses related to our selling and distribution activities. The Company periodically uses commodity derivative instruments in the management of this risk, and estimates a 10% decrease in the underlying commodity prices would have decreased the fair value of our commodity derivative instruments by approximately $1 million as of March 28, 2025.

Fees paid by the Company for agreements to hedge commodity purchases are amortized over the corresponding period of the agreement. The Company accounts for its commodity derivative instruments on a mark-to-market basis with any expense or income being reflected as an adjustment to cost of sales or SD&A expenses, consistent with the expense classification of the underlying hedged item.

The rate of inflation in the United States, as measured by year-over-year changes in the Consumer Price Index, was 2.4% in March 2025, as compared to 2.9% in December 2024 and 3.4% in December 2023. Inflation in the prices of those commodities important to the Company’s business is reflected in changes in the Consumer Price Index.

The principal effect of inflation in both commodity and consumer prices on the Company’s operating results is to increase both cost of goods sold and SD&A expenses. Although the Company can offset these cost increases by increasing selling prices for its products, consumers may not have the buying power to cover these increased costs and may reduce their volume of purchases of those products. In that event, selling price increases may not be sufficient to offset completely the Company’s cost increases.

Item 4. Controls and Procedures.

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) pursuant to Rule 13a-15(b) of the Exchange Act. Based upon 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.

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

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is involved in various claims and legal proceedings which have arisen in the ordinary course of its business. Although it is difficult to predict the ultimate outcome of these claims and legal proceedings, management believes the ultimate disposition of these matters will not have a material adverse effect on the financial condition, results of operations or cash flows of the Company. No material amount of loss in excess of recorded amounts is believed to be reasonably possible as a result of these claims and legal proceedings.

Item 1A. Risk Factors.

There have been no material changes in the Company's risk factors from those disclosed in "Item 1A. Risk Factors" of the Company's Annual Report on Form 10-K for 2024.

Item 5. Other Information.

Insider Trading Arrangements

During the quarter ended March 28, 2025, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted, modified or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" (as each term is defined in Item 408 of Regulation S-K).

Item 6. Exhibits.

Exhibit No.	Description	Incorporated by Reference or Filed/Furnished Herewith
3.1	Restated Certificate of Incorporation of the Company.	Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 2, 2017 (File No. 0-9286).
3.2	Certificate of Amendment to Restated Certificate of Incorporation of the Company.	Exhibit 3.1 to the Company's Current Report on Form 8-K filed on January 2, 2019 (File No. 0-9286).
3.3	Certificate of Amendment to Restated Certificate of Incorporation of the Company.	Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 (File No. 0-9286).
3.4	Amended and Restated By-laws of the Company.	Exhibit 3.2 to the Company's Current Report on Form 8-K filed on January 2, 2019 (File No. 0-9286).
10*	Consulting Agreement, dated as of February 19, 2025, by and between the Company and F. Scott Anthony.	Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed on February 20, 2025 (File No. 0-9286).
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
32	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	Filed herewith.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.	Filed herewith.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.	Filed herewith.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.	Filed herewith.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.	Filed herewith.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.	Filed herewith.
104	Cover Page Interactive Data File – the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	Filed herewith.

* Indicates a management contract or compensatory plan or arrangement.

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.

COCA-COLA CONSOLIDATED, INC.
(REGISTRANT)

Date: April 30, 2025	By:	/s/ Matthew J. Blickley
		Matthew J. Blickley Executive Vice President, Chief Financial Officer and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer of the Registrant)

CERTIFICATION

I, J. Frank Harrison, III, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Coca-Cola Consolidated, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2025

/s/ J. Frank Harrison, III

J. Frank Harrison, III
Chairman of the Board of Directors
and Chief Executive Officer

CERTIFICATION

I, Matthew J. Blickley, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Coca-Cola Consolidated, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2025

/s/ Matthew J. Blickley

Matthew J. Blickley
Executive Vice President, Chief Financial Officer and Chief Accounting Officer

Exhibit 32

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 on Form 10-Q of Coca-Cola Consolidated, Inc. (the “Company”) for the quarter ended March 28, 2025, as filed with the United States Securities and Exchange Commission on the date hereof (the “Report”), we, J. Frank Harrison, III, Chairman of the Board of Directors and Chief Executive Officer of the Company, and Matthew J. Blickley, Executive Vice President, Chief Financial Officer and Chief Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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/ J. Frank Harrison, III

J. Frank Harrison, III
Chairman of the Board of Directors and
Chief Executive Officer
April 30, 2025

/s/ Matthew J. Blickley

Matthew J. Blickley
Executive Vice President, Chief Financial Officer
and Chief Accounting Officer
April 30, 2025