
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 001-33829



Keurig Dr Pepper Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

98-0517725

(I.R.S. employer identification number)

53 South Avenue

Burlington, Massachusetts 01803

(Address of principal executive offices)

(781) 418-7000

(Registrant's telephone number, including area code)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☐ Emerging Growth Company ☐

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes ☐ No ☒

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock	KDP	The Nasdaq Stock Market LLC

As of June 30, 2024, the aggregate market value of the registrant's common equity held by non-affiliates of the registrant was approximately \$35.5 billion (based on the closing sales price of the registrant's common stock on that date). As of February 21, 2025, there were 1,356,750,877 shares of the registrant's common stock, par value \$0.01 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission in connection with the registrant's Annual Meeting of Stockholders are incorporated by reference in Part III.

KEURIG DR PEPPER INC.
FORM 10-K
FOR THE YEAR ENDED DECEMBER 31, 2024

PART I

<u>Item 1</u>	<u>Business</u>	<u>1</u>
<u>Item 1A</u>	<u>Risk Factors</u>	<u>9</u>
<u>Item 1B</u>	<u>Unresolved Staff Comments</u>	<u>22</u>
<u>Item 1C</u>	<u>Cybersecurity</u>	<u>22</u>
<u>Item 2</u>	<u>Properties</u>	<u>23</u>
<u>Item 3</u>	<u>Legal Proceedings</u>	<u>23</u>
<u>Item 4</u>	<u>Mine Safety Disclosures</u>	<u>23</u>

PART II

<u>Item 5</u>	<u>Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities</u>	<u>24</u>
<u>Item 6</u>	<u>[Reserved]</u>	<u>24</u>
<u>Item 7</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>25</u>
<u>Item 7A</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>42</u>
<u>Item 8</u>	<u>Financial Statements and Supplementary Data</u>	<u>43</u>
<u>Item 9</u>	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosures</u>	<u>106</u>
<u>Item 9A</u>	<u>Controls and Procedures</u>	<u>106</u>
<u>Item 9B</u>	<u>Other Information</u>	<u>107</u>
<u>Item 9C</u>	<u>Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</u>	<u>108</u>

PART III

<u>Item 10</u>	<u>Directors, Executive Officers, and Corporate Governance</u>	<u>109</u>
<u>Item 11</u>	<u>Executive Compensation</u>	<u>109</u>
<u>Item 12</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>109</u>
<u>Item 13</u>	<u>Certain Relationships and Related Transactions and Director Independence</u>	<u>109</u>
<u>Item 14</u>	<u>Principal Accountant Fees and Services</u>	<u>109</u>

PART IV

<u>Item 15</u>	<u>Exhibits and Financial Statement Schedules</u>	<u>110</u>
<u>Item 16</u>	<u>Form 10-K Summary</u>	<u>113</u>
	<u>Signatures</u>	<u>114</u>

**KEURIG DR PEPPER INC.
FORM 10-K
FOR THE YEAR ENDED DECEMBER 31, 2024**

MASTER GLOSSARY

Term	Definition
2009 Incentive Plan	Keurig Dr Pepper Inc. Omnibus Incentive Plan of 2009 (formerly known as the Dr Pepper Snapple Group, Inc. Omnibus Stock Incentive Plan of 2009)
2019 Incentive Plan	Keurig Dr Pepper Inc. Omnibus Incentive Plan of 2019
Revolving Credit Agreement	KDP's \$4 billion revolving credit agreement, which was executed in February 2022
ABC	The American Bottling Company, a wholly-owned subsidiary of KDP
ABI	Anheuser-Busch InBev SA/NV, a related party of KDP as of December 31, 2024
AOCI	Accumulated other comprehensive income or loss
ASU	Accounting Standards Update
Athletic Brewing	Athletic Brewing Holding Company, LLC, an equity method investment of KDP
Board	The Board of Directors of KDP
bps	basis points
Central States	The Central States, Southeast and Southwest Areas Pension Fund
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Chobani	FHU US Holdings LLC, an equity method investment of KDP
CISO	Chief Information Security Officer
Coca-Cola	The Coca-Cola Company
CODM	Chief Operating Decision Maker
CSD	Carbonated soft drink
DIO	Days inventory outstanding
DPO	Days of payables outstanding
DPS	Dr Pepper Snapple Group, Inc.
DPS Merger	The combination of the business operations of Keurig and DPS as of July 9, 2018
DSD	Direct Store Delivery, KDP's route-to-market whereby finished beverages are delivered directly to retailers
DSO	Days sales outstanding
EPS	Earnings per share
Exchange Act	Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
FX	Foreign exchange
GHOST	GHOST Lifestyle LLC, a Delaware limited liability company
GHOST Transactions	The series of transactions by which KDP acquired 60% of the interests in GHOST effective December 31, 2024, agreed to purchase the remaining 40% of the interests in GHOST in 2028, and obtained the rights to distribute GHOST products effective March 3, 2025
IT	Information technology
IRA	Inflation Reduction Act of 2022
IRS	Internal Revenue Service
JAB	JAB Holding Company S.a.r.l., and affiliates
JPMorgan	JPMorgan Chase Bank, N.A.
Kalil	Kalil Bottling Company
Kalil Acquisition	The acquisition of all production, sales, and distribution assets of Kalil by KDP on August 9, 2024

**KEURIG DR PEPPER INC.
FORM 10-K
FOR THE YEAR ENDED DECEMBER 31, 2024**

Term	Definition
Keurig	Keurig Green Mountain, Inc., a wholly-owned subsidiary of KDP, and the brand of our brewers
La Colombe	La Colombe Holdings, Inc.
LRB	Liquid refreshment beverages
Nasdaq	The Nasdaq Stock Market LLC
Notes	Collectively, KDP's senior unsecured notes
Nutrabolt	Woodbolt Holdings LLC, d/b/a Nutrabolt, an equity method investment of KDP
PepsiCo	PepsiCo, Inc.
Peet's	Peet's Coffee & Tea, Inc.
PET	Polyethylene terephthalate, which is used to make KDP's plastic bottles
PFAS	Per- and polyfluoroalkyl substances
PRMB	Post-retirement medical benefit
Proxy Statement	The definitive proxy statement for the Annual Meeting of Stockholders to be filed with the SEC within 120 days of December 31, 2024, pursuant to Regulation 14A under the Exchange Act
PSU	Performance stock unit
Revive	Revive Brands, a wholly-owned subsidiary of KDP
rPET	Post-consumer recycled PET
RSU	Restricted stock unit
RTD	Ready to drink
RVG	Residual value guarantee
S&P	Standard & Poor's
SEC	Securities and Exchange Commission
SG&A	Selling, general and administrative
SOFR	Secured Overnight Financing Rate
Term Loan Agreement	Term loan agreement entered into on October 25, 2024, among KDP, the lenders party thereto and Bank of America, N.A., as administrative agent.
Tractor	Tractor Beverages, Inc., an equity method investment of KDP
U.S. GAAP	Accounting principles generally accepted in the U.S.
Veyron SPEs	Special purpose entities with a single sponsor, Veyron Global
VIE	Variable interest entity
Vita Coco	The Vita Coco Company, Inc.
Walmart	Walmart Inc.
WD	Warehouse Direct, KDP's route-to-market whereby finished beverages are shipped to retailer warehouses, and then delivered by the retailer through its own delivery system to its stores
WIP	Work-in-process

References throughout this Annual Report on Form 10-K to "KDP", "we", "us", and "our", refer to Keurig Dr Pepper Inc. and all wholly-owned subsidiaries included in our audited Consolidated Financial Statements.

The following discussion should be read in conjunction with our audited Consolidated Financial Statements and the related Notes thereto included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that are based on management's current expectations, estimates, and projections about our business and operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements as a result of various factors, including the factors described under "Risk Factors" within Item 1A and elsewhere in this Annual Report on Form 10-K, and subsequent filings with the SEC.

PART I

ITEM 1. BUSINESS

OUR COMPANY

Keurig Dr Pepper Inc. is a leading beverage company in North America that manufactures, markets, distributes, and sells hot and cold beverages and single serve brewing systems. KDP has a broad portfolio of iconic beverage brands, including Dr Pepper, Canada Dry, Mott's, A&W, Peñafiel, Snapple, 7UP, Green Mountain Coffee Roasters, GHOST, Clamato, Core Hydration, and The Original Donut Shop, as well as the Keurig brewing system. We have some of the most recognized beverage brands in North America, with significant consumer awareness levels and long histories that evoke strong emotional connections with consumers. We have a portfolio of more than 125 owned, licensed, and partner brands, as well as powerful distribution capabilities.

KDP was created on July 9, 2018, through the combination of the business operations of Keurig, a leading producer of innovative single serve brewing systems and specialty coffee in the U.S. and Canada, and DPS, a company built over time through a series of strategic acquisitions that brought together iconic beverage brands in North America. Today, we trade on Nasdaq under the symbol KDP.

OUR STRENGTHS AND STRATEGY

Our strategic framework starts with our purpose to *Drink Well. Do Good.* We aim to enhance the experience of every beverage occasion and to make a positive impact for people, communities, and the planet. Our vision is to be a total beverage leader, offering a beverage for every need, anytime, anywhere. We support our purpose and vision with five key strategies:

Champion consumer-obsessed brand building. We own a diverse portfolio of well-known beverage brands. Many of our brands enjoy high levels of consumer awareness, preference, and loyalty rooted in their rich heritage. This portfolio provides our customers with a wide variety of products to meet consumers' needs and provides us with a platform for growth and profitability. We drive growth in our business through investments in innovation, renovation, and marketing to support our portfolio of owned brands and partnerships with other leading beverage brands. We lead with deep consumer insights that inform our brand positioning and surface opportunities to address unmet needs. We have a robust innovation program, which is designed to meet consumers' changing flavor and beverage preferences and to grow our share of beverage occasions.

Amplify our route-to-market advantage. We have strategically-located distribution capabilities, which enable us to better align our operations with our customers and our sales channels, to ensure our products are available to meet consumer demand, to reduce transportation costs, and to have greater control over the timing and coordination of new product launches. We actively manage transportation of our products using our fleet (owned and leased) of approximately 7,100 vehicles in the U.S. and 2,200 in Mexico, as well as third party logistics providers.

With our Keurig.com website, we have a leading direct-to-consumer e-commerce platform which provides us insights and expertise in the e-commerce channel. We have been able to translate those insights and experiences to our LRB business as the number of fulfillment options that are better suited economically for beverages has evolved, leading to growth in the e-commerce channel. We continually invest in digital tools and capabilities as part of our route-to-market strategy, and as one element of a holistic digital transformation across KDP.

Shape our now and next beverage portfolio. We have cultivated relationships with leading beverage brands to create long-term partnerships that enable us and our partners to benefit equitably in future value creation, and where appropriate, we bring these partner brands into our owned portfolio through acquisitions. We continually evaluate making investments in companies that fill in whitespace in our portfolio.

Generate fuel for growth. We focus on critical transformational investments that drive continuous productivity and network optimization. We also maintain an emphasis on lean overheads in order to drive increasing operating leverage and fund our investments in our growth opportunities.

Dynamically allocate capital. Our highly efficient business model, focused on an optimized capital structure, gives us optionality to invest internally and pursue investments, partnerships, acquisitions, or other opportunities to continue to drive growth and create value.

OUR PRODUCTS AND OPERATING STRUCTURE

We are a leading integrated brand owner, manufacturer, and distributor of beverages in the U.S., Canada, Mexico, and the Caribbean.

Operating and Reportable Segments

As of December 31, 2024, our operating structure consists of three operating and reportable segments: U.S. Refreshment Beverages, U.S. Coffee, and International. Segment financial data, including financial information about foreign and domestic operations, is included in Note 8 of the Notes to our Consolidated Financial Statements.

U.S. Refreshment Beverages

Our U.S. Refreshment Beverages segment is a brand owner, manufacturer, and distributor of LRBs in the U.S. In this segment, we manufacture and distribute beverage concentrates, syrups, and finished beverages of our brands to third-party bottlers, distributors, retailers, and, ultimately, the end consumer.

We manufacture beverage concentrates and syrups, which we then sell throughout the U.S. to third party bottlers or use them in our own manufacturing systems. Beverage concentrates, which are highly concentrated proprietary flavors, are combined with carbonation, water, sweeteners, and other ingredients, packaged in cans, bottles, or other packaging, and sold as a packaged beverage to retailers and, ultimately, the end consumer. Beverage concentrates are also manufactured into syrup, which is shipped to fountain customers, such as fast food restaurants, who mix the syrup with water and carbonation to create a finished beverage at the point of sale to consumers. Dr Pepper represents most of our fountain channel volume.

We manufacture and distribute finished beverages of our own beverage brands. Additionally, in order to maximize the size and scale of our manufacturing and distribution operations, we also distribute finished beverages for our partner brands and manufacture finished beverages for other third parties, including partners and private labels. We partner with other brands seeking effective route-to-market capabilities, including national selling and distribution scale. These brands can also give us exposure in certain markets to fast growing segments of the beverage industry in a capital-efficient manner. We sell finished beverages through our DSD and our WD systems, both of which include sales to all major retail channels.

Key brands in this segment include Dr Pepper, Canada Dry, Mott's, A&W, 7UP, Snapple, Sunkist soda, Squirt, C4 Energy, Hawaiian Punch, Electrolit, Core Hydration, Bai, Evian, Clamato, Yoo-Hoo, Vita Coco, and Big Red.

U.S. Coffee

Our U.S. Coffee segment is primarily a brand owner, manufacturer, and distributor of innovative single serve brewers, specialty coffee (including hot and iced varieties), and RTD coffee in the U.S. Our Keurig single serve brewers are aimed at changing the way consumers prepare and enjoy coffee and other beverages both at home and away from home in places such as offices, hotels, restaurants, cafeterias, and convenience stores. We create value by developing and selling our Keurig single serve brewers and by expanding Keurig brewer household adoption, which enables sales of specialty coffee and a variety of other specialty beverages in K-Cup pods (including hot and iced teas, hot cocoa, and other beverages) for use with Keurig brewers. We also compete in the broader coffee category through traditional whole bean and ground coffee in other package types, including bags, fractional packages, and cans, as well as RTD coffee beverages. We, together with our partners, are able to bring consumers high-quality coffee and other beverage experiences from the brands they love, all through the one-touch simplicity and convenience of Keurig brewers.

We manufacture and sell 100% of the K-Cup pods of our owned and licensed brands, including Green Mountain Coffee Roasters, The Original Donut Shop, and McCafé, to retailers, away from home channel participants, and end-use consumers. We manufacture K-Cup pods for our partner brands, who in turn sell them to retailers and consumers. Our partner brands include Starbucks, Dunkin', Folgers, and Peet's, among others. We have agreements for manufacturing, distributing, and selling K-Cup pods for tea under brands such as Celestial Seasonings and Bigelow. We produce and sell K-Cup pods for cocoa, including through a licensing agreement for the Swiss Miss brand, and hot apple cider, including under our own brand, Mott's. Generally, we are able to sell these partner brands to our away from home channel participants and directly to consumers through our website at www.keurig.com. We also participate in private label manufacturing arrangements.

Our U.S. Coffee segment manufactures K-Cup pods using freshly roasted and ground coffee as well as tea, cocoa, and other products. We offer high-quality, responsibly sourced coffee, including certified single-origin, organic, flavored, limited edition, and proprietary blends. We carefully select our coffee beans and roast them to optimize their taste and flavor differences. We engineer and design most of our single serve brewers and utilize third-party contract manufacturers located in various countries in Asia for brewer appliance manufacturing. We distribute our brewers using third-party distributors, retail partners and directly to consumers through our website at www.keurig.com.

International

Our International segment includes:

- Sales in Canada, Mexico, and other international markets from the manufacture and distribution of branded concentrates, syrup, and finished beverages, including sales of our own brands and third-party brands, to third-party bottlers, distributors, and retailers. Key beverage brands include Peñafiel, Clamato, Squirt, Canada Dry, Dr Pepper, Mott's, and Crush.
- Sales in Canada from the manufacture and distribution of finished goods relating to our single serve brewers, K-Cup pods, and other coffee products to partners and retailers, as well as directly to consumer through our website at www.keurig.ca. Key K-Cup pod brands include McCafé, Tim Hortons, and Van Houtte, as well as other partner and private label brands.

Product Innovation and New Partnerships

We are focused on a robust innovation pipeline within our portfolio of products to build household penetration of our business. We regularly launch new brewers with new features and benefits, technological advances, sustainable attributes, and changes in aesthetics to provide a variety of options to suit individual consumer preferences. We also continuously innovate and renovate our portfolio of K-Cup pods and beverages to provide an expansive array of flavors.

Effective December 31, 2024, we acquired a controlling interest in GHOST. Founded in 2016, GHOST is a lifestyle sports nutrition business with a portfolio anchored by GHOST Energy, a leading ready-to-drink energy brand. We initially purchased a 60% stake in GHOST, and we also entered into an agreement which requires us to buy the remaining 40% of GHOST in 2028.

During 2024, we launched our Keurig K-Brew+Chill brewer that features Quick Chill Technology which delivers iced beverages at temperatures below 60 degrees straight from the brewer, as well as the ability to brew hot beverages. In addition, we announced our multi-year innovation agenda with the Keurig Alta brewer and K-Rounds plastic- and aluminum-free pods.

We debuted Canada Dry Fruit Splash, which partners classic ginger ale with cherry flavors and a splash of real fruit juice, as well as a limited edition offering of Dr Pepper Creamy Coconut. We launched Mott's Active, a hydrating juice beverage for kids with naturally sourced electrolytes, no added sugar, and no artificial flavors, in Blazin' Berry and Watermelon Burst.

We entered into new partnerships with The Brooklyn Roasting Company, Kahawa 1893, Killah Coffee, and Punk Bunny Coffee, among others, to provide their signature coffee blends in K-Cup pod format.

We expanded our partnership with Black Rifle Coffee Company to include a sales and distribution agreement for Black Rifle Energy. We also entered into an agreement with Nutrabolt to distribute Bloom RTD energy beverages. We began distributing under both of these agreements during the fourth quarter of 2024.

CUSTOMERS

We primarily serve the following types of customers:

Retailers

Retailers include supermarkets, hypermarkets, mass merchandisers, club stores, e-commerce retailers, office superstores, vending machines, fountains, grocery and drug stores, convenience stores, and other small outlets. Retailers purchase finished beverages, K-Cup pods, appliances, and accessories directly from us. Our portfolio of strong brands, operational scale and experience in the beverage industry has enabled us to maintain strong relationships with major retailers throughout the U.S., Canada, and Mexico. Our largest retailer, Walmart, represented approximately 16% of our consolidated net sales in 2024. Net sales to Walmart are included in all reportable segments.

Bottlers and Distributors

In the U.S. and Canada, we generally grant manufacturing and distribution licenses for our carbonated soft drinks to bottlers for specific geographic areas that are typically exclusive and long-term. These bottlers may be affiliated with Coca-Cola or with PepsiCo, or they may be independent. These agreements prohibit bottlers and distributors from selling the licensed products outside their exclusive territory and from selling any imitative products in that territory. Generally, we may terminate bottling and distribution agreements only for cause or change in control, and the bottler or distributor may terminate without cause upon giving certain specified notice and complying with other applicable conditions. These bottlers and distributor agreements may also contain provisions for fountain distribution rights, which are not exclusive for a territory, but generally do restrict bottlers from carrying imitative product in the territory.

Certain other brands, such as Snapple, Bai, and Core, are licensed for distribution in various territories to bottlers and a number of smaller distributors such as beer wholesalers, wine and spirit distributors, independent distributors, and retail brokers.

Partners

We have differentiated ourselves and the Keurig brand through our ability to create and sustain partnerships with other leading coffee, tea, and beverage brand companies through multi-year licensing and manufacturing agreements that best suit each brand's interests and strengths. Typically, we manufacture K-Cup pods on behalf of our partners, who in turn sell them to retailers.

Away from Home Channel Participants

We distribute brewers, accessories, and K-Cup pods (owned, licensed, and partner brands) to away from home channel participants, which include office coffee distributors and hotel chains.

End-use Consumers

We have robust e-commerce platforms at www.keurig.com and www.keurig.ca where end-use consumers can purchase brewers, accessories, K-Cup pods, and other coffee products, such as bagged traditional coffee and cold brew.

COMPETITORS

The beverage industry is highly competitive and continues to evolve in response to changing consumer preferences. Competition is generally based on brand recognition, taste, quality, price, availability, selection, and convenience, among other factors. We compete with multinational corporations with significant financial resources. In our bottling and manufacturing operations, we also compete with a number of smaller bottlers and distributors and a variety of smaller, regional, and private label manufacturers.

Our primary competitors include Coca-Cola, PepsiCo, Starbucks Corporation, The J.M. Smucker Company, The Kraft Heinz Company, and Nestlé S.A. Although these companies offer competing brands in categories we participate in, many are also our partners or customers, as they purchase beverage concentrates or K-Cup pods directly from us.

MATERIAL RESOURCES

Raw Materials

The principal raw materials we use in our business, which we commonly refer to as ingredients and materials, represent approximately 55% of our cost of sales and include green coffee, water, aluminum cans and ends, PET bottles and caps, including both virgin and rPET, CO₂, sweeteners, paper products, K-Cup pod packaging materials, fruit, glass bottles and enclosures, cocoa, teas, juices, and other ingredients. We also use post-consumer recycled materials in the manufacturing of our single serve brewers.

The availability, quality, and costs of many of these materials have fluctuated, and may continue to fluctuate, over time. Additionally, under many of our supply arrangements for these raw materials, the price we pay fluctuates along with certain changes in indirect commodity costs, such as aluminum in the case of cans and ends, natural gas in the case of glass bottles, resin in the case of K-Cup pods, PET bottles and caps, corn in the case of sweeteners, and pulp in the case of paperboard packaging.

When appropriate, we mitigate the exposure to volatility in the prices of certain commodities used in our production process and transportation to our customers through the use of various commodity derivative contracts or supplier pricing agreements. The intent of the contracts and agreements is to provide a certain level of predictability in our operating margins and our overall cost structure, while remaining in what we believe to be a competitive cost position.

Green Coffee

We develop and pursue direct relationships with farms, estates, cooperatives, cooperative groups, and exporters in order to purchase green coffee and to support our broader traceability and sustainable supply chain initiatives. We also purchase green coffee through outside brokers.

Energy and Transportation Costs

In addition to ingredients and packaging costs, we are significantly impacted by changes in fuel costs, which can also fluctuate substantially, due to the large truck fleet we operate in our distribution operations (reflected within SG&A expenses) and the energy costs consumed in the production process (reflected within cost of sales).

We are also significantly impacted by changes in other transportation costs, such as ocean freight and tariffs. Transportation costs associated with the transportation and import of certain raw materials and finished goods to our manufacturing and distribution facilities are reflected within cost of sales.

Intellectual Property

Trademarks and Patents

We possess a variety of intellectual property rights that are important to our business. We rely on a combination of trademarks, copyrights, patents, and trade secrets to safeguard our proprietary rights, including our brands, our technologies, and ingredient and production formulas for our products.

We own numerous trademarks in our portfolio within the U.S., Canada, Mexico, and other countries. Depending upon the jurisdiction, trademarks are valid as long as they are in use and/or their registrations are properly maintained.

In many countries outside the U.S., Canada, and Mexico, the manufacturing and distribution rights to many of our CSD brands, including our Dr Pepper trademark and formula, are owned by third parties, including, in certain cases, competitors such as Coca-Cola.

We hold U.S. and international patents related to Keurig brewers and coffee pod technology. Of these, a majority are utility patents and the remainder are design patents. We view these patents as valuable assets but we do not view any single patent as critical to our success. We also have pending patent applications associated with our brewers and with coffee pod technology. We take steps that we believe are appropriate to protect such innovation.

Licensing Arrangements

We license various trade names from our partners in order to manufacture and distribute K-Cup pods. Although these licenses vary in length and other terms, they generally are long-term, cover the entire U.S. and/or Canada, and may include royalty payments, upfront payments, or some combination of the two, to the partner in order to use their trade names to manufacture and/or distribute the K-Cup pods.

We license various trademarks from third parties, which generally allow us to manufacture and distribute certain products or brands throughout the U.S. and/or Canada and Mexico. For example, we license trademarks for Sunkist soda and Rose's from third parties. Although these licenses vary in length and other terms, they generally are long-term, cover the entire U.S. and/or Canada and Mexico and generally include a royalty payment to the licensor.

For beverages in emerging and fast growing categories where we may not currently have a brand presence, we license various trademarks from third party partners, which generally allow us to sell and distribute certain products or brands throughout the U.S., Canada, or Mexico. These partners view us as a distributor with strong route-to-market resources to grow their brands. Although these licenses vary in length and other terms, they generally are long-term and require a payment from the partner if the licensing agreement is terminated. In some instances, we make investments in these companies, which may include a path to acquire the company. As of December 31, 2024, our portfolio of partner brands included, but was not limited to, C4 energy drinks, Electrolit instant hydration beverages, evian water, Vita Coco coconut water, Polar Beverages seltzer water, La Colombe shelf-stable RTD coffee, Black Rifle Coffee Company energy drinks, and Peet's RTD coffee.

SEASONALITY

The beverage market is subject to some seasonal variations. Our cold beverage sales are generally higher during the warmer months, while hot beverage sales are generally higher during the cooler months. Overall beverage sales can also be influenced by the timing of holidays and weather fluctuations. Sales of brewers and related accessories are generally higher during the second half of the year due to the holiday shopping season.

HUMAN CAPITAL RESOURCES

Our Employees

We have approximately 29,400 employees, primarily located in North America. In the U.S., we have approximately 22,400 employees, of which approximately 5,100 employees are covered by union collective bargaining agreements. In Mexico, we have approximately 5,300 employees, of which approximately 4,000 are covered by union collective bargaining agreements. In Canada, we have approximately 1,400 employees, with approximately 400 covered by union collective bargaining agreements. We also have approximately 300 employees in Europe and Asia.

Our collective bargaining agreements generally address working conditions, as well as wage rates and benefits, and expire over varying terms over the next several years. We generally believe that these agreements can be renegotiated on terms satisfactory to us as they expire and that we have good relationships with our employees and any representative organizations for our unionized employees.

Our compensation programs are designed to ensure that we attract and retain the right talent. We generally review and consider median market pay levels when assessing total compensation, but pay decisions are based on a more comprehensive set of considerations such as company performance, individual performance, experience, and internal equity. We continually monitor key talent metrics including employee engagement and employee turnover.

Our employee benefits programs strive to deliver competitive benefits that are effective in attracting and retaining talent, and that create a culture of well-being and inclusiveness, designed to support each team member's unique needs. Our total package of benefits is designed to support the physical, mental, and financial health of our employees, and we currently provide access to medical, dental, vision, life insurance, retirement benefits, and disability benefits, as well as assistance with major life activities such as adoption, childbirth, and eldercare, among other benefits.

Our Culture

Together with our employees, we created a set of core values that define how we work together and are the cornerstone of KDP's culture. We embrace a challenger mindset, which, together with our strategy and core values, are the unifying force for our team and guide our actions, each and every day. Our four core values are:

- **Team First.** Win together. Be the kind of person you want on your team.
- **Deliver Big.** Achieve our commitments. Then push beyond the expected.
- **Think Bold.** Challenge the usual. Dare to try something new.
- **Be Fearless and Fair.** Tell the truth with courage. Listen and act with respect.

Additionally, we have adopted a corporate code of conduct that applies to all of our employees, officers, and our Board, which lays the foundation for ethical behavior for our team. Our code of conduct is available on our website at <http://www.keurigdrpepper.com>.

Just as each of our brands brings its own personality to our product portfolio, each of our employees brings their own unique set of experiences, perspectives, and flavor to our business. We believe that to best innovate and deliver for our consumers and customers, our workforce should represent them.

Employee Health and Safety

KDP uses a wide variety of strategies and programs to support the health and safety of our employees. Our Environmental Health & Safety team considers all aspects of what our employees may encounter and works to minimize risk. Key to these efforts are data and preventive actions. KDP measures Lost Time Incident Rate, a reliable indication of Total Recordable Injuries Rate severity, and uses a risk reduction process that thoroughly analyzes injuries and near misses.

OUR IMPACT

As a leading beverage company, we have the opportunity and responsibility to make a positive impact for people, communities, and planet. *KDP Impact* is our multi-year environmental, social, and governance agenda comprised of strategic initiatives that aim to make a positive impact with every drink. Rooted in action, realized through partnerships, and measured in results, we focus our commitments in the seven key impact areas where we can create meaningful change. These seven key impact areas are as follows:

- Climate and nature action
- Water use and stewardship
- Packaging and circular economy
- Human rights, responsible sourcing, and supply chain livelihoods
- Consumer health and well-being
- Employee health, safety, and well-being; and
- Corporate governance and ethics.

We are committed to transparency and disclosure of our strategies, programs, progress, and governance. Our report on our impact, which is issued annually, is available on our website at www.keurigdrpepper.com.

GOVERNMENTAL REGULATIONS ON OUR BUSINESS

In the normal course of our business, we are subject to a variety of federal, state, and local laws and regulations in the countries in which we do business. Regulations in the U.S., as well as jurisdictions including Canada, Mexico, and the European Union, apply to many aspects of our business, including our products and their ingredients, manufacturing, safety, labeling, transportation, packaging, advertising, and sale. For example, our products and their manufacturing, labeling, marketing, and sale in the U.S. are subject to various aspects of the Federal Food, Drug, and Cosmetic Act, the Federal Trade Commission Act, the Robinson-Patman Act, the Clayton Act, the Sherman Act, the Lanham Act, state consumer protection laws, and state warning and labeling laws, such as the state of California's Safe Drinking Water and Toxic Enforcement Act of 1986.

Various countries, states, provinces, and other authorities have enacted eco-taxes, extended producer responsibility laws, deposit or reuse/refill mandates, fees on certain products or packaging, restrictions or bans on the use of certain types of packaging, including single-use plastics, and regulations on PFAS, and other chemicals of concern. Regulators have also expressed concerns about the processing and use of particular ingredients or additives in beverage products. Various jurisdictions have adopted, and others may seek to adopt, bans or restrictions on the use of certain ingredients or substances in products or packaging, as well as significant additional product labeling or warning requirements or limitations on the marketing or sale of our products because of what they contain or allegations that they cause adverse health effects. Certain cities and municipalities within the U.S. have passed various taxes on the distribution of sugar-sweetened and diet beverages, which are at different stages of enactment. We expect that legislation or regulations like those described above will continue to be proposed in the future at local, state and federal levels, both in the U.S. and elsewhere.

OTHER INFORMATION

We are required to file annual, quarterly, and current reports, proxy statements and other information with the SEC. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>.

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to the Exchange Act, are also available free of charge on our website at <http://www.keurigdrpepper.com> as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. Information on any of our websites is not incorporated by reference in this document or any of our other filings with the SEC.

MARKET AND INDUSTRY DATA

The market and industry data in this Annual Report on Form 10-K is from Circana, an independent industry source, and is based on retail dollar sales and sales volumes in 2024. Although we believe that this independent source is reliable, we have not verified the accuracy or completeness of this data or any assumptions underlying such data. Circana is a market information provider, primarily serving consumer packaged goods manufacturers and retailers. We use Circana data as our primary management tool to track market performance because it has broad and deep data coverage, is based on consumer transactions at retailers, and is reported to us weekly. Circana data provides measurement and analysis of marketplace trends such as market share, retail pricing, promotional activity, and distribution across various channels, retailers, and geographies. Measured categories provided to us by Circana include K-Cup pods, carbonated soft drinks, RTD teas and coffee, single serve and multi-serve juice and juice drinks, sports drinks, energy drinks, still waters, carbonated waters, and non-alcoholic mixers. Circana also provides data on other food items such as apple sauce. Circana data we present in this report is compiled from scanner transactions in key retail channels, including grocery stores, mass merchandisers (including Walmart), club stores (excluding Costco), drug chains, convenience stores, and gas stations. However, this data does not include the fountain or vending channels, or small independent retail outlets, which together represent a meaningful portion of the U.S. beverage market. This data does not include certain customers and e-commerce sales which represents a significant portion of our U.S. Coffee segment. Our market share data for our brewers is also based on information provided by Circana. The data presented for our brewers is based upon Circana's Consumer Tracking Service for Coffeemakers in the U.S. and represents the twelve month period ended December 31, 2024.

ITEM 1A. RISK FACTORS

RISKS RELATED TO OUR OPERATIONS

Disruption of our manufacturing and distribution operations or supply chain, including increased commodity, raw material, packaging, energy, transportation, and other input costs may adversely affect our financial condition or results of operations.

We have experienced, and could continue to experience, disruptions in our supply chain and our manufacturing and distribution operations, which could have a material adverse effect on our business. Some raw materials and supplies used in the production of our products, including packaging materials, are available from a limited number of suppliers or from a sole supplier or are in short supply when seasonal demand is at its peak. Certain raw materials and supplies used directly or indirectly in the production of our products are sourced from countries experiencing civil unrest, political instability, or unfavorable economic conditions. Adverse weather conditions may affect the supply of agricultural commodities from which key ingredients for our products are derived. We may not be able to maintain favorable arrangements and relationships with suppliers, and our contingency plans may not be effective to mitigate disruptions that may arise from shortages or discontinuation of any raw materials and other supplies that we use in the manufacture and distribution of our products. In order to ensure a continuous supply of high-quality raw materials, some of our inventory purchase obligations include long-term purchase commitments for certain strategic raw materials; the timing of these may not always coincide with the period in which we need the supplies to fulfill customer demand. Any sustained or significant disruption to the manufacturing or sourcing of raw materials could increase our costs and interrupt product supply, which could adversely impact our business.

The raw materials and other supplies, including agricultural commodities (such as coffee, apples, and corn), fuel and packaging materials, transportation, and other supply chain inputs that we use for the manufacturing, production, and distribution of our products are subject to price volatility and fluctuations in availability caused by many factors, which include changes in supply and demand; supplier capacity constraints; inflation; weather conditions (including the effects of climate change); wildfires and other natural disasters; disease or pests; agricultural uncertainty; cost increases in farm inputs; health epidemics, pandemics, or other contagious outbreaks; labor shortages, strikes, or work stoppages; changes in or the enactment of new laws and regulations; governmental actions or controls (including import/export restrictions, such as new, increased, or retaliatory tariffs, sanctions, quotas, or trade barriers); port congestion or delays; transport capacity constraints; cybersecurity incidents or other disruptions; political uncertainties; acts of terrorism; governmental instability; speculation in global trading of commodities, such as coffee; or fluctuations in foreign currency exchange rates. We have been affected by a number of these factors, led by inflationary pressures on input and other costs, which may continue.

Many of our raw materials and supplies are purchased in the open market, and the prices we pay for such items are subject to fluctuation. Under many of our supply arrangements, the price we pay for raw materials fluctuates along with certain changes in underlying commodities costs. This could lead to higher and more variable inventory levels or higher raw material costs for us. In our coffee business, the quality of the coffee we seek tends to trade on a negotiated basis at a premium above the “C” price of coffee. This premium depends upon the supply and demand at the time of purchase, and the amount of the premium can vary significantly. Volatility in coffee prices can impact our ability to enter into fixed-price purchase commitments, and we frequently enter into “price-to-be-fixed” supply contracts in which the quality, quantity, delivery period, and other negotiated terms are agreed upon, but the date, and therefore price, at which the base coffee commodity price component will be fixed has not yet been established.

When input prices increase unexpectedly or significantly, we may be unwilling or unable to increase our product prices or unable to effectively hedge against price increases to offset these increased costs without suffering reduced volume, revenue, margins, and operating results. To the extent that price increases are not sufficient to offset higher costs adequately or in a timely manner, or if they result in significant decreases in sales volume, our financial condition or results of operations may be adversely affected. In addition, price decreases in commodities that we have effectively hedged could also increase our cost of goods sold for mark-to-market changes in the derivative instruments.

We operate in intensely competitive categories, and our potential inability to compete effectively could adversely impact our business.

The beverage industry is highly competitive and continues to evolve in response to changing consumer preferences. We compete with multinational corporations that can rapidly respond to competitive pressures and changes in consumer preferences by introducing new products, changing their route to market, reducing prices, or increasing promotional activities. We also compete with various smaller or regional companies and private label manufacturers, which may be more innovative, better able to bring new products to market, and better able to quickly serve niche markets. Additionally, we compete for contract manufacturing with other bottlers and manufacturers.

A significant portion of our business is attributable to sales of K-Cup pods for use with Keurig brewing systems. Continued acceptance of Keurig brewers to further increase household penetration is a significant factor in our growth plans. Any substantial or sustained decline in the sale of Keurig brewers could materially and adversely affect our business. Keurig brewers compete against all sellers and types of coffeemakers, as well as cafes and coffee shops. Our competitive position may be weakened if we do not succeed in differentiating Keurig brewers from our competitors' products.

Our sales of beverages, Keurig brewers, K-Cup pods, and other products may be negatively affected by numerous factors including our inability to maintain or increase prices, our inability to effectively promote our products, new entrants into the market, the decision of wholesalers, retailers, or consumers to purchase competitors' products instead of ours, increased marketing costs, and higher in-store placement and slotting fees driven by our competitors' willingness to spend aggressively. In addition, the rapid growth of e-commerce may create additional consumer price deflation by, among other things, facilitating comparison shopping, and could potentially threaten the value of some of our legacy route-to-market strategies and thus negatively affect revenues. If we are unable to effectively compete, our business and our financial results would be negatively affected.

We may not effectively respond to changing consumer preferences and shopping behavior, which could impact our financial results.

Consumers' preferences continually evolve due to a variety of factors, including changing demographics of the population, social trends, changes in consumer lifestyles and consumption patterns, including from the use of weight loss drugs, concerns or perceptions regarding the health effects or environmental impact of our products or packaging, concerns regarding the location of origin or source of ingredients and products, changes in consumers' spending habits, negative publicity, economic downturn, or other factors. If we do not effectively anticipate and respond to changing trends and consumer beverage preferences, including through innovation and renovation, our sales and growth could suffer.

Addressing changes in consumer preferences may require successful development, introduction, and marketing of new products and line extensions. There are inherent risks associated with new product or packaging innovation, including uncertainties about trade and consumer acceptance or potential impacts on our existing product offerings. Successful innovation may depend on our ability to obtain, protect, and maintain necessary intellectual property rights and to avoid infringing upon the intellectual property rights of others. Failure to innovate successfully could compromise our competitive position and impact our product sales, financial condition, and operating results.

Consumers are increasingly focused on sustainability, with particular attention to the recyclability or reuse of product packaging, reducing consumption of single-use plastics and non-recyclable materials and the environmental impact of manufacturing operations. If we do not meet consumer demands by continuing to provide sustainable packaging options and focusing on sustainability throughout our manufacturing operations, our sales could suffer.

Consumer shopping behavior is also rapidly evolving. Changes in mobility, travel, and leisure activity patterns, the acceleration of e-commerce and other methods of purchasing products, inflation and economic uncertainty, and pandemics, epidemics or other disease outbreaks, among others, have impacted and could continue to impact consumer shopping behavior and demand for our products. If we are unable to meet the consumer where and when they desire their products or if we are unable to respond to changes in distribution channels, our financial results could be adversely impacted.

Concerns about the safety, quality, or health effects of our products could negatively affect our business.

The success of our business depends in part on our ability to maintain consumer confidence in the safety and quality of all of our products, including beverage products, their ingredients, their packaging, and our brewers. A failure or perceived failure to meet our quality, health, or safety standards, particularly as we expand our product offerings through innovation, partnerships or acquisitions into new beverage categories, including product contamination or tampering, undeclared allergens or allegations of mislabeling, whether actual or perceived, could occur in our operations or those of our bottlers, manufacturers, distributors or suppliers. This could result in time-consuming and expensive production interruptions, recalls, market withdrawals, product liability claims, and negative publicity. It could also result in the destruction of product inventory, lost sales due to the unavailability of product for a period of time, fines from applicable regulatory agencies, and higher-than-anticipated rates of warranty returns and other returns of goods. Moreover, negative publicity may result from false, unfounded, or nominal liability claims or limited recalls.

In addition, adverse public opinion, third-party studies, or other allegations, whether or not valid, regarding the perceived or potential negative health effects of processing or ingredients in our beverage products, such as concerns about the caloric intake associated with soft drinks or the use of synthetic colors, nutritive and non-nutritive sweeteners or other additives in our beverages, or chemicals of concern or other substances in our ingredients or materials, may contribute to actual or threatened legal action against us, negative consumer perception of our products, new or increased taxes on our products, or additional government regulation, including new or changing restrictions on the inclusion of our products in benefit programs, such as the U.S. supplemental nutrition assistance program known as SNAP, any of which could result in decreased demand for our products or reformulations of existing products to remove such ingredients or substances, which may be costly and reduce their appeal. Such risks may be increased if government officials make public statements about alleged risks purportedly associated with processing, particular ingredients used in our products, or unintentional contaminants that may be present in the water supply.

Any or all of these events may lead to a loss of consumer confidence and trust, could damage the reputation of our brands and may cause consumers to choose other products and could negatively affect our business and financial performance.

Damage to our reputation or brand image can adversely affect our business.

Our ability to maintain our reputation and the brand image of our products is important to our success. Our corporate image and reputation has in the past been, and could in the future be, adversely impacted by a variety of factors, including: any failure by us or our business partners to achieve goals or maintain high standards relating to ethical and business practices, including with respect to human rights, child labor laws, workplace conditions, employee health and safety, the nutrition profile of our products, packaging, water use and impact on the environment; any failure to address health or other concerns about our products, products we distribute or particular ingredients in our products, including concerns regarding whether certain of our products contribute to obesity or an increase in public health costs; our research and development efforts; any product quality or safety issues, including the recall of any of our products; any failure to comply with laws and regulations; consumer perception of our advertising campaigns, sponsorship arrangements, marketing programs, use of social media and our response to political and social issues or catastrophic events; or any failure to effectively respond to negative or inaccurate comments about us on social media or otherwise regarding any of the foregoing. Damage to our reputation or brand image could decrease demand for our products, thereby adversely affecting our business.

If we do not successfully manage our acquisitions of and investments in new businesses or brands, our operating results may adversely be affected.

From time to time, we acquire or invest in businesses or brands, form joint ventures, and enter into licensing and distribution agreements. If we are unable to complete such transactions or successfully integrate and develop acquired businesses, including the effective management of integration activities, we could fail to achieve the expected increases in revenues and operating results or the anticipated synergies and cost savings. Additional acquisition risks include the diversion of management attention from our existing business, potential loss of key employees, suppliers, or customers from the acquired business, assumption of unforeseen risks and liabilities, and greater than anticipated operating costs of the acquired business. Any of these factors could adversely affect our financial results. Our quality management protocols, which are designed to ensure product quality and safety, may not be sufficiently robust to fully manage the expanded range of product offerings introduced through new investments, licensing or distribution agreements, which may increase our costs or subject us to negative publicity. In addition, we may also experience delays in extending our respective internal control over financial reporting to new acquisitions or investments, which may increase the risk of misstatements in our financial records and in our consolidated financial statements.

In evaluating strategic transactions, we are required to make difficult judgments regarding the value of business strategies, opportunities, technologies and other assets, and the risks and cost of potential liabilities. In the past we have been, and in the future we may be, unable to realize the expected benefits of acquisitions, investments or licensing or distribution agreements; it may also take longer than expected to realize the expected benefits. Our ability to manage and improve the performance of acquired businesses or brands and our other investments and ventures will impact our financial performance. We may not achieve the strategic and financial objectives for such transactions. If we are unable to achieve such objectives, our consolidated results could be negatively affected.

Failure to realize benefits or successfully manage the potential negative consequences of our productivity initiatives can adversely affect our financial performance.

We pursue strategic initiatives that are transformative in nature and are expected to generate significant cost savings, or productivity, over time. These strategic initiatives have included investments in new technologies and optimization of certain processes and of our manufacturing footprint. Some of our productivity initiatives may result in unintended consequences, such as business disruptions, distraction of management and employees, reduced morale and productivity, inability to obtain expected savings to reinvest into the business, an inability to attract or retain employees, negative publicity and disruption of the internal control structures of the affected business operations. If we are unable to successfully implement our productivity initiatives as planned or do not achieve expected savings as a result of these initiatives, we may not realize all or any of the anticipated benefits, resulting in adverse effects on our financial performance.

Our facilities and operations may require substantial investment and upgrading, including investments in new technologies and digital transformation, and such investments may not achieve the intended financial benefits.

We continue to incur significant costs to maintain or upgrade various technologies, facilities, and equipment or restructure our operations, including closing existing facilities or opening new ones. We invest in new and emerging technologies, including the use of automation, connected data, robotics, and artificial intelligence throughout our operations, including in our manufacturing and distribution facilities and our sales organization.

If the cost of our investments is higher than anticipated, the investments and upgrades are not sufficient to meet our near-term future business needs, our business does not develop as anticipated to appropriately utilize new or upgraded facilities, or third parties fail to complete the construction or renovation of facilities or production equipment in a timely manner or in accordance with our specifications, we may be delayed in realizing the intended benefits or our costs and financial performance could be negatively affected.

We have ongoing programs to invest and upgrade our manufacturing, distribution and other facilities, including expansive investments in our manufacturing facility in Spartanburg, South Carolina. These investments require us to rely on third parties for the construction and renovation of our facilities and manufacturing of our production equipment. We have experienced delays related to the production equipment contained within our manufacturing facilities, including delays in receiving the equipment or in operating the equipment according to specifications outlined by the manufacturer, which have led to increased costs, and we may continue to experience such delays and cost increases.

We depend on key information systems, and our use of information technology exposes us to business disruptions that could adversely affect us.

Our information systems contain proprietary and other confidential information related to our business. These systems and services are vulnerable to interruptions or other failures resulting from, among other things, natural disasters, terrorist attacks, software, equipment or telecommunications failures, processing errors, computer viruses, other security issues or supplier defaults. Security, backup and disaster recovery measures may not be adequate or implemented properly to avoid such disruptions or failures. Any disruption or failure of these systems or services could cause substantial errors, processing inefficiencies, security breaches, inability to use the systems or process transactions, loss of customers or other business disruptions, all of which could negatively affect our business and financial performance. Our users' data and customer information may be improperly accessed, used or disclosed if we fail to adopt or adhere to adequate information security practices, or fail to comply with their respective online policies, or in the event of a breach of our networks, which could subject us to legal action, reputational harm, or otherwise negatively impact our business and financial performance.

Substantial disruption at our manufacturing and distribution facilities could occur.

A disruption at our manufacturing and distribution facilities could have a material adverse effect on our business, as could a disruption at the facilities of our bottlers, contract manufacturers or distributors. Disruptions could occur for many reasons, including fire, natural disasters, weather, water scarcity, manufacturing problems, disease, widespread illness, strikes, labor shortages, transportation or supply interruption, contractual dispute, government regulation, cybersecurity attacks or terrorism. Moreover, if demand increases beyond our production capabilities, we would need to expand our capabilities internally or acquire additional capacity. Alternative facilities with sufficient capacity or capabilities may not be available, may cost substantially more than existing facilities or may take a significant time to start production, each of which could negatively affect our business and financial performance.

Our intellectual property rights could be infringed or we could infringe the intellectual property rights of others, and adverse events regarding licensed intellectual property could harm our business.

We possess intellectual property that is important to our business. This intellectual property includes ingredient formulas, trademarks, copyrights, patents, business processes and other trade secrets. We cannot be certain that the legal steps taken to protect our rights will be sufficient or that others will not infringe or misappropriate our rights. If we fail to adequately protect our intellectual property rights, or if changes in laws diminish or remove the current legal protections available to them, the competitiveness of our products may be eroded and our business could suffer. We and third parties, including competitors, could come into conflict over intellectual property rights, resulting in disruptive and expensive litigation. If we are unable to protect our intellectual property rights, our brands, products and business could be harmed.

We also license various intellectual property rights from third parties and license certain intellectual property rights to third parties. In some countries, third parties own certain intellectual property that we own in other countries. For example, the Dr Pepper trademark and formula is owned by Coca-Cola in some countries outside North America. Adverse events affecting those third parties or their products could also negatively impact our brands.

Failure to attract, retain, develop and motivate a highly skilled and diverse workforce, or failure to effectively manage changes in our workforce such as labor shortages, employee turnover and increases in wages, could significantly impact our operations.

The labor market has experienced and may continue to experience labor shortages, inflation in labor costs and increased employee turnover, which has impacted and may continue to impact our ability to attract and retain a highly skilled and diverse workforce. Competition in the labor market for qualified employees has increased alongside current and prospective employees' changing expectations for compensation, benefits, and flexible work models. Unplanned turnover or failure to develop and implement succession plans for senior management and other key personnel could deplete our institutional knowledge base and erode our competitiveness. Failure to attract, retain, develop, and motivate a highly skilled and diverse workforce, including employees with specialized capabilities, can damage our business results and our reputation.

We may not be able to renew collective bargaining agreements on satisfactory terms, or we could experience union activity, including new unionization, labor disputes or work stoppages.

Many of our employees that are involved in the manufacturing or distribution of our products are covered by collective bargaining agreements. Additional employees have sought and may continue to seek to be covered by collective bargaining agreements, which may be facilitated by changing labor laws and regulations. These agreements typically expire every three to four years at various dates. We may not be able to renew our existing collective bargaining agreements on satisfactory terms or at all. This could result in labor disputes, strikes, or work stoppages, which could impair our ability to manufacture and distribute our products and result in a substantial loss of sales. The terms of existing, renewed or expanded agreements could also significantly increase our costs or negatively affect our ability to increase operational efficiency.

Increases in our cost of employee benefits in the future could reduce our profitability.

Our profitability is substantially affected by costs for employee health care, pension and other retirement programs and other benefits. In recent years, these costs have increased significantly due to factors such as increases in health care costs, declines in investment returns on pension assets, and changes in discount rates used to calculate pension and related liabilities. These factors will continue to put pressure on our business and financial performance. There can be no assurance that we will succeed in limiting future cost increases, and continued upward cost pressure could have a material adverse effect on our business and financial performance.

RISKS RELATED TO OUR FINANCIAL PERFORMANCE

We negotiate with our suppliers to optimize our terms and conditions, including payment terms, and reductions in our payment terms with our suppliers could adversely affect our liquidity.

We negotiate with our suppliers to optimize our terms and conditions, which includes the consideration of payment terms. Excluding our suppliers who require cash at date of purchase or sale, our current payment terms with our suppliers generally range from 10 to 360 days. The length of our payment terms has been reduced in recent periods and will continue to be reduced, including as a result of a supplier being replaced, renegotiation of a supplier's contract during the procurement process, through efforts to increase the overall pool of potential suppliers for selection, or in order to receive favorable pricing or other terms during commercial negotiations. Reductions in our payment terms have negatively affected, and could continue to negatively affect, our liquidity and our ability to maintain our cash conversion cycle to maximize our working capital. Reduced payment terms have contributed to, and could continue to contribute to, our need to utilize various financing arrangements for short-term liquidity.

We cannot guarantee that our share repurchase program will be fully consummated or that our share repurchase program will enhance long-term stockholder value.

In October 2021, our Board authorized KDP to repurchase up to \$4 billion of our outstanding common stock over a four-year period, beginning on January 1, 2022, potentially enabling us to return value to shareholders. Our repurchase program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. Under the terms of our share repurchase program, shares may be repurchased from time to time in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means (including through the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act) in accordance with federal securities laws. We may fund our share repurchases through cash flow from operations, borrowings, a combination of the two, or other sources of liquidity. The actual manner, timing, amount, value and counterparties of any repurchases under the program will be determined at our discretion and will depend on a number of factors, including the market price of our common stock, trading volume, other capital management objectives and opportunities, applicable legal requirements, applicable tax effects, and general market and economic conditions.

We cannot guarantee that we will repurchase shares (or the terms or amount of any such repurchase) or conduct future share repurchase programs, and we cannot guarantee that any such programs will result in long-term increases to shareholder value. The existence of our stock repurchase program could also cause the price of our common stock to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our common stock. Additionally, significant changes in laws or regulations may reduce our ability or inclination to take advantage of our share repurchase program.

Determinations in the future that a significant impairment of the value of our goodwill and other indefinite-lived intangible assets has occurred could have a material adverse effect on our financial statements.

As of December 31, 2024, we had \$53,430 million of total assets, of which \$20,053 million were goodwill and \$23,634 million were other intangible assets. Intangible assets include both definite and indefinite-lived intangible assets in connection with brands, trade names, acquired technology, customer relationships, and contractual arrangements. We conduct impairment tests on goodwill and all indefinite-lived intangible assets annually, as of October 1, or more frequently if circumstances indicate that all or a portion of the carrying amount of an asset may not be recoverable. In addition, definite-lived intangible assets, property, plant, and equipment, and equity method investments are evaluated for impairment or accelerated depreciation as circumstances indicate.

The impairment tests require us to make an estimate of the fair value of our reporting units and other intangible assets. We have in the past recorded impairments, including during the year ended December 31, 2024, and could do so again as a result of changes in assumptions, estimates or circumstances, some of which are beyond our control. Factors which could result in an impairment include changes in our financial and operating outlook and changes in our discount rates, which could change due to factors such as movement in risk free interest rates, changes in general market interest rates and market beta volatility, and changes to management's view of forecasted risk, among others. Since a number of factors may influence determinations of fair value of intangible assets, we are unable to predict whether impairments of goodwill or other indefinite-lived intangibles will occur in the future. Any such impairment would result in us recognizing a non-cash charge in our Consolidated Statements of Income, which could adversely affect our results of operations and our effective tax rate.

RISKS RELATING TO OUR RELATIONSHIPS WITH THIRD PARTIES

We depend on third-party bottling and distribution companies for a significant portion of our business.

We license rights to third parties to bottle and distribute our products. A portion of our income from operations is generated from sales of beverage concentrates to third-party bottling companies that we do not own. Some of these bottlers are also our direct competitors, or also bottle and distribute products for our competitors. In addition, some of the finished products we manufacture are distributed by third parties. As independent companies, these bottlers and distributors may have the right to determine whether, and to what extent, they produce and distribute our products, our competitors' products and their own products. They may devote more resources to other products, prioritize their own products, or take other actions detrimental to our brands.

In most cases, they are able to terminate their bottling and distribution arrangements with us without cause. In some cases, the license agreements include buy-out rights that allow us to exit for a fee, and we may have additional limited termination rights. The termination of any material license arrangement could adversely affect our business and financial performance, and any disputes could be costly and divert management attention. We may need to increase support for our brands in certain territories to maintain our route to market and may not be able to pass price increases through to third-party bottlers and distributors. Deteriorating economic conditions could negatively impact the financial viability of third-party bottlers.

Changes in the retail landscape or in sales to any key customer can adversely affect our business.

The retail industry is experiencing continued consolidation of ownership and purchasing power, resulting in large retailers or buying groups with increased purchasing power, which impacts our ability to compete. Retailers may seek lower prices from us, may demand increased marketing or promotional expenditures in support of their businesses, and may be more likely to use their distribution networks to introduce and develop private-label brands, any of which could negatively affect our profitability. In addition, our industry is being affected by rapid growth in discount retailers and in e-commerce retailers, including traditional retailers who are expanding their e-commerce capabilities, and our business will be adversely affected if we are unable to maintain and develop successful relationships with such retailers. Further, we must maintain mutually beneficial relationships with our key customers to compete effectively. Any inability to resolve a significant dispute with any of our key customers, a change in the business condition (financial or otherwise) of any of our key customers, even if unrelated to us, a significant reduction in sales to any key customer, or the loss of any of our key customers may adversely affect our business.

Failure to maintain strategic relationships with brand owners and private label brands could adversely impact our future growth and business, potentially resulting in the termination of those agreements.

We regularly enter into strategic relationships for the manufacturing, distribution, and sale of K-Cup pods with partner customers, as well as with retailers for their private label brands. As independent companies, our strategic partners make their own business decisions which may not align with our interests. If we are unable to provide an appropriate mix of incentives to our strategic partners through a combination of premium performance and service, pricing, and marketing and advertising support, or if these strategic partners are not satisfied with our technological or other development efforts, they may take actions that adversely impact us, including entering into agreements with competing contract manufacturers or vertically integrating to manufacture their own Keurig-compatible pods. Increasing competition among Keurig-compatible pod manufacturers and moving to vertical integration may result in price compression, which could have an adverse effect on our gross margins. The loss of strategic partners could also adversely impact our future profitability and growth, awareness of Keurig brewers, our ability to attract additional brands or private label parties to do business with us or our ability to attract new consumers to buy Keurig brewers.

We also regularly enter into strategic relationships for the manufacture and/or distribution of beverage products from partner brand owners, including in emerging or fast-growing segments in which we may not currently have a brand presence. If our partner brands terminate their agreements with us, it could negatively affect our revenues and results of operations.

Equity method investments are managed independently of us and may have different interests than we do. Their decisions could impact our financial performance.

We regularly review our product portfolio and evaluate strategic transactions, such as equity method investments, generally to gain entry into categories where we do not participate or to expand our presence in areas where our participation is currently limited. The success of these transactions is dependent upon, among other things, our ability to realize the full extent of the expected returns and benefits as a result of the transaction, within the anticipated time frame, or at all. As these equity method investments are managed independently, we may be impacted by their business decisions or other actions, as they may have different interests than we do. We recognize a portion of our investees' financial results within our net income based upon our ownership interest, unless the investment agreement indicates an alternative allocation of earnings or losses.

We also assess our equity method investments as and when required by GAAP to determine whether they are impaired and, if they are, we record appropriate impairment charges. Our equity method investees also perform similar recoverability and impairment tests, and we record our share of impairment charges recorded by them, if any, adjusted, as appropriate, for the impact of items such as basis differences, deferred taxes and deferred gains. It is possible that we may be required to record significant impairment charges or our proportionate share of significant impairment charges recorded by equity method investees in the future and, if we do so, our net income could be materially adversely affected.

The use of information technology by our third party commercial partners and service providers exposes us to business disruptions or other negative impacts that could adversely affect us.

We rely on third-party service providers, including cloud data service and other information technology service providers, suppliers, distributors, contractors and other business partners, for certain areas of our business, including certain finance, accounting, and IT functions, workforce management, and payroll processing. Some of our commercial partners may also receive or store information provided by us or our users through their websites, including information entrusted to them by customers. Our users' data and customer information may be improperly accessed, used or disclosed if these third-party commercial partners fail to adopt or adhere to adequate information security practices, or fail to comply with their respective online policies, or in the event of a breach of our or their networks. If any of these third-party service providers or vendors do not perform effectively, or if we fail to adequately monitor their performance (including compliance with service level agreements or regulatory or legal requirements), we may experience business disruption, systems performance degradation, processing inefficiencies or other systems disruptions, the loss of or damage to intellectual property or sensitive data through security breaches or otherwise, incorrect or adverse effects on financial reporting, litigation, claims, legal or regulatory proceedings, inquiries or investigations, fines or penalties, remediation costs, damage to our reputation, a negative impact on employee morale or the loss of current or potential customers, all of which can adversely affect our business.

These third parties are subject to similar risks as we are relating to cybersecurity, privacy violations, business interruption, and systems and employee failures, and are subject to legal, regulatory and market risks of their own. We do not have control over their business operations or governance and compliance systems, practices and procedures, which increases our financial, legal, reputational and operational risk. We have in the past, and may in the future, experience indirect impacts of events that take place at our third-party service providers and other business partners. If we are unable to effectively manage our third-party relationships, or for any reason our third-party service providers or business partners fail to satisfactorily fulfill their commitments and responsibilities, our financial results could suffer.

We rely on the performance of a limited number of suppliers and manufacturers for our brewers, and a limited number of order fulfillment companies for our brewers, beverage concentrates and syrups.

A small number of companies, located primarily in Asia, co-manufacture the vast majority of our brewers. Our manufacturers may not be able to scale their manufacturing operations to match increasing consumer demand for our brewers at competitive costs. If our manufacturers were to cease or interrupt production or otherwise fail to supply brewers to us as agreed, we would be unable to obtain brewers for an indeterminate period of time, which could adversely affect our product sales and operating results.

The majority of the distribution of our brewers, beverage concentrates and syrups is handled by third-party order fulfillment companies in the U.S. Our third-party manufacturers and order fulfillment companies are subject to disruption, including as a result of health epidemics, natural disasters, information technology failures, commercial or international trade disputes, governmental regulatory and enforcement actions, labor stoppages or strikes, financial issues, or otherwise. These issues could delay importation and increase the cost of products, delay the fulfillment of the brewers, beverage concentrates and syrups to our customers or require us to locate alternative manufacturers or order fulfillment companies to avoid disruption, which could adversely affect our product sales and operating results.

GENERAL RISK FACTORS

Our financial results may be negatively impacted by recession, financial and credit market disruptions and other political, social or economic conditions.

Changes in economic and financial conditions in the U.S., Canada, Mexico, or other geographies where we do business may negatively impact consumer confidence and consumer spending, which could result in a reduction in our sales volume and/or switching to lower price offerings. Similarly, disruptions in financial and credit markets worldwide may impact our ability to manage normal commercial relationships with customers, suppliers, and creditors. These disruptions could have a negative impact on the ability of our customers to pay their obligations on time, the ability of our vendors to supply materials in a timely manner, or the risk of counterparty default, each of which could reduce our cash flow.

We cannot predict how current or future economic conditions will affect our business partners, including financial institutions with whom we do business, and any negative impact on any of the foregoing may also have an adverse impact on our business. Disruptions in financial and credit markets could also have a negative effect on our ability to raise capital through the issuance of unsecured commercial paper or senior notes. In addition, declines in the securities and credit markets could affect our pension and PRMB assets and obligations, which in turn could increase our funding requirements.

Unstable geopolitical conditions or events in certain markets, including civil unrest, acts of war, terrorism, or governmental changes, or changes in international relations could undermine global consumer confidence and reduce consumers' purchasing power, thereby reducing demand for our products. Restrictions on business activities, which have been or may be imposed or expanded as a result of political and economic instability, deterioration of economic relations between countries, such as changes in or terminations of existing trade agreements, or the imposition of tariffs (including recent U.S. tariffs imposed or threatened to be imposed on Canada, Mexico, China, and other countries, and any retaliatory actions taken by such countries), or otherwise, could impact our profitability or otherwise have an adverse effect on our business.

We have no operations in Russia, Ukraine, or the Middle East, but due to the impact of the ongoing conflicts in those regions on the global economy, we have experienced and may continue to experience supply chain constraints; inflation in input costs, logistics, manufacturing, and labor costs; volatility in fuel and commodity prices and fluctuations in foreign exchange rates and interest rates, any of which could adversely impact our results of operations.

U.S. and international laws and regulations could adversely affect our business.

We are subject to a variety of federal, state, and local laws and regulations in the U.S., Canada, Mexico, and other countries in which we conduct business. These laws and regulations apply to many aspects of our business, including the manufacture, safety, sourcing, labeling, storing, transportation, marketing, advertising, distribution, pricing, and sale of our products. Other laws and regulations that may impact our business relate to competition and antitrust, the environment, relations with distributors and retailers, employment, privacy, health, and trade practices. Our expanding international business will also expose us to economic factors, regulatory requirements, increasing competition, and other risks associated with doing business in foreign countries, including import or export restrictions and tariffs. Our international business is also subject to U.S. laws, regulations, and policies, including anti-corruption and export laws and regulations.

Any significant change in laws or regulations or their interpretation, in any of these jurisdictions, or the introduction of higher standards or more stringent laws or regulations, could result in increased compliance costs or capital expenditures or significant challenges to our ability to continue to produce and sell products that generate a significant portion of our sales and profits. Certain jurisdictions in which our products are sold have either imposed, or are considering imposing, new or increased taxes on the manufacture, distribution or sale of certain of our products, particularly our beverages, as a result of ingredients (including sweeteners or alcohol) or packaging and packaging materials, which could increase the cost of certain of our products, reduce overall consumption of our products or lead to negative publicity, resulting in an adverse effect on our business and financial performance. Increasing governmental and societal attention to environmental, social, and governance matters has resulted and could continue to result in new laws or regulatory requirements, including new or expanded disclosure requirements that are expected to continue to expand the nature, scope, and complexity of matters on which we are required to report. In addition, the entry into new markets or categories has resulted in and could continue to result in our business being subject to additional regulations resulting in higher compliance costs. Violations of laws or regulations could damage our reputation and/or result in criminal, civil, or administrative actions with substantial financial penalties and operational limitations.

Litigation or legal proceedings could expose us to significant liabilities and damage our reputation.

We have been, and in the future may be, a party to various litigation, claims, legal (including regulatory) proceedings, inquiries, and investigations that may include employment, tort, contract, real estate, antitrust, environmental, recycling/sustainability, intellectual property, commercial, securities, false advertising, packaging, product labeling, consumer protection, discriminatory pricing, privacy, tax, insurance, and other claims. We have been, and in the future may be, a defendant in class action litigation, including litigation regarding employment practices, product labeling, including under California's "Proposition 65," public statements and disclosures under securities laws, antitrust, advertising, consumer protection, and wage and hour laws. Plaintiffs in class action litigation may seek to recover amounts that are large and may be indeterminable for some period of time. We evaluate litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and estimate, if possible, the amount of potential losses, and we establish a reserve as appropriate based upon assessments and estimates in accordance with our accounting policies. We base our assessments, estimates and disclosures on the information available to us at the time and rely on legal and management judgment. Actual outcomes or losses may differ materially from assessments and estimates. Costs to defend litigation claims and legal proceedings and the cost and any required actions arising out of actual settlements, judgments or resolutions of these claims and legal proceedings may negatively affect our business and financial performance. Any adverse publicity resulting from allegations made in litigation claims or legal proceedings may also adversely affect our reputation, which in turn could adversely affect our results of operations.

Increased concerns related to the use or disposal of plastics or other packaging materials can adversely affect our business and financial performance.

We rely on diverse packaging solutions to safely deliver products to our customers and consumers. Concern has grown with respect to the use or disposal of plastics and their potential impact on health and the environment, which may contribute to actual or threatened legal action against us, negative consumer perception of our products, additional government regulation, or new or increased taxes on our products. Various jurisdictions in which our products are sold have imposed or are considering imposing laws, regulations, or policies intended to encourage the use of sustainable packaging, waste reduction, or increased recycling rates, or to restrict the sale of products utilizing certain packaging. These laws, regulations, and policies vary in form and scope between jurisdictions and include extended producer responsibility policies, plastic or packaging taxes, restrictions on certain products and materials, requirements for bottle caps to be tethered to bottles, restrictions or bans on the use of certain types of packaging, including single-use plastics and packaging containing PFAS, or other chemicals of concern, restrictions on labeling related to recyclability, and requirements to charge deposit fees. These laws and regulations have in the past and could continue to increase the cost of our products, impact demand for our products, result in negative publicity and require us and our business partners to increase capital expenditures to invest in reducing the amount of virgin plastic or other materials used in our packaging, to develop alternative packaging or product formats or to revise product labeling, all of which can adversely affect our business and financial performance. Changes in legislation could restrict the sale of our products that use such packaging materials, which could reduce our sales and profits.

Significant additional labeling or warning requirements or limitations on the marketing or sale of our products may inhibit sales of affected products.

Various jurisdictions have adopted and may seek to adopt bans or restrictions on the use of certain ingredients or substances in products, as well as significant additional product labeling or warning requirements or limitations on the marketing or sale of our products because of what they contain or allegations that they cause adverse health effects. For example, under one such law in California, known as Proposition 65, if the state has determined that a substance causes cancer or harms human reproduction or development, a warning must be provided for any product sold in the state that exposes consumers to that substance, unless the exposure falls under an established safe harbor level or another exemption is applicable. If we were required to add Proposition 65 warnings on the labels of one or more of our products produced for sale in California, the resulting consumer reaction to the warnings and potential adverse publicity could negatively affect our sales both in California and in other markets. Regulators have also expressed concerns about the processing and use of particular ingredients or additives in beverage products. The imposition or proposed imposition of bans or restrictions on the use of certain ingredients or substances in products, or of additional limitations on the marketing or sale of our products, has in the past and could continue to reduce overall consumption of our products, lead to negative publicity or leave consumers with the perception that our products do not meet their health and wellness needs, resulting in an adverse effect on our business and financial performance.

Our use of information technology and third-party service providers exposes us to cybersecurity breaches and other business disruptions that could adversely affect us.

We, and our third-party service providers, use information technology to support our global business processes and activities, including supporting critical business operations; communicating with our suppliers, customers, and employees; maintaining financial information and effective accounting processes and financial and disclosure controls; engaging in mergers and acquisitions and other corporate transactions; conducting research and development activities; meeting regulatory, legal and tax requirements; and executing various digital marketing and consumer promotion activities. Global shared service centers managed by third parties provide an increasing amount of services to conduct our business, including a number of accounting, internal control, information technology, human resources, and computing functions. Continuity of business applications and services has been, and may in the future be, disrupted by events such as infection by viruses or malware. In addition, our continuity of business applications and operations has been, and may in the future be, disrupted by other issues, including cybersecurity attacks (which may include social engineering, business email compromise, cyber extortion, denial of service, attempts to exploit vulnerabilities, hacking, website defacement, theft of passwords and other credentials, or unauthorized use of computing resources for digital currency mining); issues with or errors in systems' maintenance or security; migration of applications to the cloud; power outages; hardware or software failures; telecommunication failures; natural disasters; terrorist attacks; unintentional or malicious actions of employees or contractors; and fires and other catastrophic occurrences and other cyber incidents.

Like most major corporations, we are regularly subject to cyberattacks and other cyber incidents, including the types of attacks and incidents described above. If we do not allocate and effectively manage the resources necessary to continue building and maintaining our information technology infrastructure, or if we fail to identify in a timely manner or appropriately respond to cyberattacks or other cyber incidents, including with respect to third-party service providers, our business has been and can continue to be adversely affected, which has resulted in and can continue to result in some or all of the following: business disruption, systems performance degradation, processing inefficiencies or other systems disruptions, the loss of or damage to intellectual property or sensitive data (including confidential information that we process and maintain about our employees or consumers through our e-commerce platform) through security breaches or otherwise, incorrect or adverse effects on financial reporting, litigation, claims, legal or regulatory proceedings, inquiries or investigations, fines or penalties, remediation costs, damage to our reputation or a negative impact on employee morale or the loss of current or potential customers, all of which can adversely affect our business. In addition, these risks also exist in acquired businesses, joint ventures, or companies we invest in or partner with that use separate information systems or that have not yet been fully integrated into our information systems.

Similar risks exist with respect to our third-party service providers, including cloud data service and other information technology service providers, suppliers, distributors, contractors, and other business partners, that we rely upon for certain areas of our business, including payroll processing, health and benefit plan administration, and certain finance and accounting functions. When risks such as these materialize, the need for us to coordinate with various third-party service providers, including with respect to timely notification and access to personnel and information concerning an incident, and for third party service providers to coordinate amongst themselves might make it more challenging to resolve the related issues. As a result, we are subject to the risk that the activities associated with our third-party service providers can adversely affect our business even if the attack or breach does not directly impact our systems or information.

Although the cybersecurity incidents that we have experienced to date, as well as those reported to us by our third-party service providers, have not had a material effect on our business, financial condition, or results of operations, such incidents could have a material adverse effect on us in the future. Security measures, including network security, backup and disaster recovery, upgrading systems and networks, enhanced training, and other security measures to protect our systems and data, cannot guarantee that we will be successful in preventing or responding to all cyber incidents, systems disruptions, system compromises, or misuses of data. In addition, due to the constantly evolving nature of security threats, we cannot predict the form and impact of any future incident, and the cost and operational expense of implementing, maintaining, and enhancing protective measures to guard against increasingly complex and sophisticated cyber threats could increase significantly. Although we maintain insurance coverage that may, subject to policy terms and conditions, cover certain aspects of a breach or disruption, such insurance coverage may be insufficient to cover all losses.

Failure to comply with personal data protection and privacy laws can adversely affect our business.

We are subject to a variety of continuously evolving and developing laws and regulations in numerous jurisdictions regarding privacy, data protection, and data security, including those related to the collection, storage, handling, use, disclosure, transfer, and security of personal data. Privacy and data protection laws may be interpreted and applied differently from one jurisdiction to another and may create inconsistent or conflicting requirements. In addition, new legislation in this area may be enacted in other jurisdictions at any time. Our efforts to comply with privacy and data protection laws may impose significant costs and challenges that are likely to increase over time, and we could experience substantial penalties, litigation, claims, legal or regulatory proceedings, inquiries or investigations, damage to our reputation, and fines or penalties related to violation of existing or future data privacy laws and regulations.

Further, as a retailer accepting debit and credit cards for payment, as well as other digital payment tools, we are subject to industry data protection standards and protocols such as the Payment Card Industry Data Security Standard. In certain circumstances, our contracts with payment card processors and payment card networks (such as Visa, Mastercard, American Express, and Discover) generally require us to adhere to payment card network rules which could make us liable to payment card issuers and others if information in connection with payment cards and payment card transactions that we process is compromised, which liabilities could be substantial.

Climate change or related legislation could adversely affect our business.

Climate change may increase the frequency or severity of natural disasters and other extreme weather conditions, which could pose physical risks to our facilities, impair our production capabilities, disrupt our supply chain, or impact demand for our products. Climate change is already affecting the agricultural sector, and disruptions to crop growing conditions are expected to increase with extreme weather events, increasing temperatures, and changing water availability. Disruptions to crop growing conditions can cause changes in geographical ranges of crops, as well as weeds, diseases, and pests that affect those crops. These impacts have in the past and may in the future limit availability or increase the price volatility of key agricultural commodities, such as coffee, corn, citrus, cocoa, and apples, which are important sources of ingredients for our products.

Concern over climate change, including global warming, has led to legislative and regulatory initiatives limiting greenhouse gas emissions and increasing disclosure obligations. Increased compliance costs due to legal or regulatory requirements, along with initiatives to meet our sustainability goals, may cause higher costs associated with, or disruptions in, the manufacturing and distribution of our beverage products. As a result, the effects of climate change and legal or regulatory initiatives to address climate change could have an adverse impact on our business and results of operations. In addition, any failure to achieve or properly report on our goals with respect to reducing our impact on the environment or perception of a failure to act responsibly with respect to the environment or to effectively respond to regulatory requirements concerning climate change can lead to adverse publicity, which could result in reduced demand for our products, damage to our reputation or increase the risk of litigation. Any of the foregoing can adversely affect our business.

Water scarcity and quality could adversely affect our business.

Water is the primary ingredient in many of our products and is used across our operations. The competition for water among domestic, agricultural, and manufacturing users is increasing in the countries where we operate. Even where water is widely available, water purification and waste treatment infrastructure limitations and regulations could increase costs or constrain our operations. As water becomes scarcer, the quality of the water deteriorates, including due to the effects of climate change, or requirements on water purification or filtration increase, we may experience increased production costs; manufacturing constraints; supply chain disruption; higher compliance costs; increased capital expenditures; the interruption or cessation of operations at, or relocation of, our facilities or the facilities of our business partners; challenges to efficiency gains due to higher water usage in compliance with more stringent water quality standards; failure to achieve our water efficiency and conservation goals; perception of our failure to act responsibly with respect to water use or to effectively respond to legal or regulatory requirements concerning water scarcity and quality; or damage to our reputation, any of which can adversely affect our business.

Fluctuations in our effective tax rate may result in volatility in our financial results.

We are subject to income taxes and non-income-based taxes in many U.S. and certain foreign jurisdictions. Tax legislation may be enacted, domestically or abroad, that impacts our effective tax rate. Changes in tax laws, regulations, related interpretations, and tax accounting standards in the U.S. and various foreign jurisdictions in which we operate may impact our effective tax rate and adversely affect our financial results. In addition, our effective tax rate in any given financial statement period may be significantly impacted by changes in the mix and level of earnings or by changes to existing accounting rules, tax regulations, or interpretations of existing law. Significant judgment is required in determining our annual income tax expense and in evaluating our tax positions. Although we believe our tax estimates, including intercompany transfer pricing policies, are reasonable, the final determination of tax audits and any related disputes could be materially different from our historical income tax provisions, estimates, and accruals. The results of audits or related disputes could have a material adverse effect on our financial statements for the period or periods for which the applicable final determinations are made and for periods for which the statute of limitations is open.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

We, and our third-party service providers, use information technology to support our global business processes and activities, which exposes us to cybersecurity risks. KDP's overall risk management system includes ongoing cybersecurity risk assessment and reporting, incident management, and a diligence and risk management process for third-party service providers. Employees with network access participate in ongoing phishing, social engineering, and cybersecurity awareness training efforts, and we also conduct periodic tabletop exercises led by external consultants.

Our cybersecurity risk assessment and reporting process leverages the National Institute of Standards and Technology's Cybersecurity Framework and is managed by our CISO, whose team comprises both internal personnel and third-party cybersecurity consultants. The CISO provides periodic reports to management, including our CEO, as well as other executive leadership members, and to the Audit and Finance Committee of our Board, which has oversight for cybersecurity risk management. These reports include updates on critical cybersecurity risks and the threat landscape; updates on the status of ongoing cybersecurity improvement initiatives, the internal control environment, and ongoing internal audit activities; and, if relevant, the status of actions taken with respect to certain cybersecurity incidents identified during the period.

We have an overall incident management plan, which is intended to provide guidance and protocols to facilitate timely notification and communication to key internal and external stakeholders, as appropriate, during an incident. A subset of this incident management plan is our Security Incident Response Plan, or SIRP, which is based on leading cybersecurity incident response practices. Incidents may be escalated to the CISO, our Chief Information Officer, our Chief Legal Officer, or other members of management or the Board, depending on the severity of the incident, and are handled according to the SIRP protocols, which includes incident detection and analysis; containment, eradication and recovery; and post-incident monitoring. We have developed a framework for assessing the materiality of any such incidents, including a committee responsible for determining whether the incident is material for disclosure. The committee includes our CISO, our Chief Information Officer, our Chief Legal Officer, our Senior Vice President and Controller (Principal Accounting Officer), our head of Internal Audit, and other members of management with relevant subject matter expertise.

Our CISO has more than 26 years of experience in cybersecurity and information technology, including, prior to joining KDP in 2019, more than 11 years as a principal in Ernst & Young's cybersecurity practice. Our CISO reports directly to our Chief Information Officer, who also has over 37 years of experience in information technology and cybersecurity.

To date, we have not identified any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, which have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations, or financial condition. For additional description of cybersecurity risks and potential related impacts on us, refer to the risk factors captioned "*Our use of information technology and third-party service providers exposes us to cybersecurity breaches and other business disruptions that could adversely affect us*" and "*The use of information technology by our third party commercial partners and service providers exposes us to business disruptions or other negative impacts that could adversely affect us*" in Item 1A, Risk Factors, in this Annual Report on Form 10-K.

ITEM 2. PROPERTIES

We have two global corporate headquarters, located in Burlington, Massachusetts and Frisco, Texas, both of which are leased.

The following table summarizes our principal manufacturing plants and principal warehouse and distribution facilities by geography and reportable segment as of December 31, 2024:

	U.S. Refreshment Beverages		U.S. Coffee		International		Total	
	Owned	Leased	Owned	Leased	Owned	Leased	Owned	Leased
United States								
Production facilities	7	12	1	4	—	—	8	16
Warehouse and distribution facilities	27	64	—	8	—	—	27	72
Foreign								
Production facilities	1	—	—	—	3	2	4	2
Warehouse and distribution facilities	—	—	—	—	5	65	5	65
Total	35	76	1	12	8	67	44	155

We believe our facilities are well-maintained and adequate, that they are being appropriately utilized, and that they have sufficient capacity for their present intended purposes. The extent of utilization of such facilities varies based on seasonal demand for our products and the status of our investments to maintain or upgrade various technologies or equipment within such facilities. During the year ended December 31, 2024, we announced the planned closure of our Windsor, Virginia manufacturing facility, which is expected to take place in 2025.

We periodically review our space requirements, and we look to consolidate and dispose or sublet facilities we no longer need as appropriate.

ITEM 3. LEGAL PROCEEDINGS

We are occasionally subject to litigation or other legal proceedings relating to our business. Refer to Note 18 of the Notes to our Consolidated Financial Statements related to commitments and contingencies, which is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

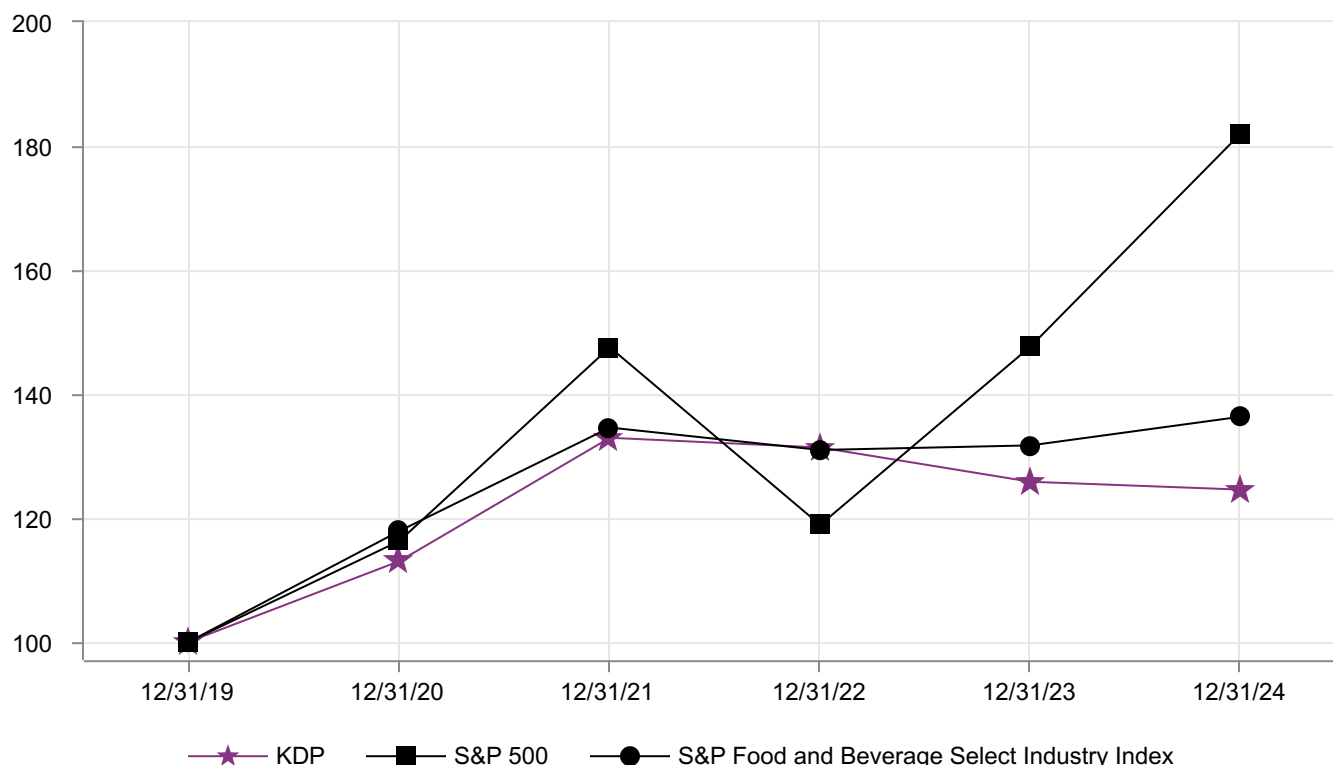
PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on Nasdaq's Global Select Market under the ticker symbol "KDP". As of December 31, 2024, there were 7,692 stockholders of record of our common stock. KDP's Board has declared a regular quarterly cash dividend and expects to continue to pay such dividends on a quarterly basis.

COMPARISON OF TOTAL STOCKHOLDER RETURN

The following performance graph compares the cumulative total returns of KDP for a five-year period with the cumulative total returns of the S&P 500 Index and the S&P Food and Beverage Select Industry Index. The graph assumes that \$100 was invested on December 31, 2019, with dividends reinvested quarterly. Performance shown in the graph is not necessarily indicative of future performance.



ISSUER REPURCHASES OF EQUITY SECURITIES

On October 1, 2021, our Board authorized a share repurchase program of up to \$4 billion of our outstanding common stock, potentially enabling us to return value to shareholders. The \$4 billion authorization is effective for four years, beginning on January 1, 2022 and expiring on December 31, 2025, and does not require the purchase of any minimum number of shares. As of December 31, 2024, \$1,810 million remained available for repurchase under the authorized share repurchase program. We did not repurchase any shares during the fourth quarter of 2024.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section of this Annual Report on Form 10-K generally discusses the years ended December 31, 2024 and 2023 and year-over-year comparisons between the years ended December 31, 2024 and 2023. Discussions of the periods prior to the year ended December 31, 2023 that are not included in this Annual Report on Form 10-K are found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2023 and the discussion therein for the year ended December 31, 2023 compared to the year ended December 31, 2022 is incorporated by reference into this Annual Report.

This Annual Report on Form 10-K contains the names of some of our owned or licensed trademarks, trade names and service marks, which we refer to as our brands. All of the product names included in this Annual Report on Form 10-K are either our registered trademarks or those of our licensors.

OVERVIEW

KDP is a leading beverage company in North America that manufactures, markets, distributes and sells hot and cold beverages and single serve brewing systems. We have a broad portfolio of iconic beverage brands, including Keurig, Dr Pepper, Canada Dry, Mott's, A&W, Peñafiel, Snapple, 7UP, Green Mountain Coffee Roasters, GHOST, Clamato, Core Hydration, and The Original Donut Shop. KDP has some of the most recognized beverage brands in North America, with significant consumer awareness levels and long histories that evoke strong emotional connections with consumers. We offer more than 125 owned, licensed, and partner brands, available nearly everywhere people shop and consume beverages through our sales and distribution network.

KDP operates as an integrated brand owner, manufacturer, and distributor. We believe our integrated business model strengthens our route-to-market and provides opportunities for net sales and profit growth through the alignment of the economic interests of our brand ownership and our manufacturing and distribution businesses through both our DSD system and our WD system. We market and sell our products to retailers, including supermarkets, mass merchandisers, club stores, pure-play e-commerce retailers, and office superstores; to restaurants, hotel chains, office product and coffee distributors, and partner brand owners; and directly to consumers through our website. Our integrated business model enables us to be more flexible and responsive to the changing needs of our large retail customers and allows us to more fully leverage our scale and reduce costs by creating greater geographic manufacturing and distribution coverage.

SEGMENTS

Our operating and reportable segments are as follows:

- The U.S. Refreshment Beverages segment reflects sales in the U.S. from the manufacture and distribution of branded concentrates, syrup, and finished beverages, including the sales of our own brands and third-party brands, to third-party bottlers, distributors, and retailers.
- The U.S. Coffee segment reflects sales in the U.S. from the manufacture and distribution of finished goods relating to our K-Cup pods, single serve brewers, and other coffee products to partners, retailers, and directly to consumers through our Keurig.com website.
- The International segment reflects sales in international markets, including the following:
 - Sales in Canada, Mexico, the Caribbean, and other international markets from the manufacture and distribution of branded concentrates, syrup, and finished beverages, including sales of our own brands and third-party brands, to third-party bottlers, distributors, and retailers.
 - Sales in Canada from the manufacture and distribution of finished goods relating to our single serve brewers, K-Cup pods, and other coffee products.

VOLUME

In evaluating our performance, we use different volume measures for LRB and for K-Cup pods and appliances.

For LRB, we measure our sales volume in 288 fluid ounce equivalent cases.

- For beverage concentrates, we measure our sales volume as concentrate case sales for concentrates sold by us to our bottlers and distributors. A concentrate case is the amount of concentrate needed to make one case of 288 fluid ounces of finished beverage, the equivalent of 24 twelve ounce servings. It does not include any other component of the finished beverage other than concentrate.
- For packaged beverages, we measure volume as case sales to customers. A case sale represents a unit of measurement equal to 288 fluid ounces of packaged beverage sold by us. Case sales include both our owned brands and certain brands licensed to and/or distributed by us.

For our K-Cup pods and appliances, we measure our sales volume as the number of appliances and the number of individual K-Cup pods sold to our customers.

EXECUTIVE SUMMARY

Financial Overview

As Reported, in millions (except Diluted EPS)



Key Events During and Subsequent to the Fourth Quarter of 2024

On October 23, 2024, we entered into a definitive agreement with GHOST, and certain other parties named therein, to acquire a controlling interest in GHOST. Founded in 2016, GHOST is a lifestyle sports nutrition business with a portfolio anchored by GHOST Energy, a leading ready-to-drink energy brand.

Under the terms of the agreement, we initially purchased a 60% stake in GHOST for aggregate consideration of approximately \$1 billion on December 31, 2024. We also entered into an agreement requiring us to purchase the remaining equity interests in GHOST in 2028. The initial payment was funded primarily by proceeds drawn from the Term Loan Agreement. We also executed an agreement with GHOST and ABI which transfers the distribution rights for GHOST products from ABI to us, effective March 3, 2025, for a termination payment to ABI of \$225 million which will be paid during the first quarter of 2025. Refer to Note 4 of the Notes to our Consolidated Financial Statements for additional information.

On January 31, 2025, we repaid the amount outstanding under the Term Loan Agreement using proceeds from commercial paper.

Uncertainties and Trends Affecting Our Business

We believe the North American beverage market is influenced by certain key trends and uncertainties. Refer to Item 1A, *Risk Factors*, as well as the *Uncertainties and Trends Affecting Liquidity and Capital Resources* section below, for more information about risks and uncertainties facing us.

Refer to Note 6 of the Notes to our Consolidated Financial Statements and Item 7A, *Quantitative and Qualitative Disclosures About Market Risk* for management's discussion of how we manage our exposure to commodity risk.

RESULTS OF OPERATIONS

We eliminate from our financial results all intercompany transactions between entities included in our consolidated financial statements and the intercompany transactions with our equity method investees.

References in the financial tables to percentage changes that are not meaningful are denoted by "NM".

For the Year Ended December 31, 2024 Compared to the Year Ended December 31, 2023:

Consolidated Operations

The following table sets forth our consolidated results of operations for the years ended December 31, 2024 and 2023:

(in millions, except per share amounts)	For the Year Ended December 31,		Dollar Change	Percentage Change
	2024	2023		
Net sales	\$ 15,351	\$ 14,814	\$ 537	3.6 %
Cost of sales	6,822	6,734	88	1.3
Gross profit	8,529	8,080	449	5.6
Selling, general, and administrative expenses	5,013	4,912	101	2.1
Impairment of goodwill	306	—	306	NM
Impairment of other intangible assets	412	2	410	NM
Other operating expense (income), net	207	(26)	233	NM
Income from operations	2,591	3,192	(601)	(18.8)
Interest expense, net	735	496	239	48.2
Impairment of investments and note receivable	2	—	2	NM
Other (income) expense, net	(60)	(61)	1	NM
Income before provision for income taxes	1,914	2,757	(843)	(30.6)
Provision for income taxes	473	576	(103)	(17.9)
Net income	\$ 1,441	\$ 2,181	\$ (740)	(33.9)%
Earnings per common share:				
Basic	\$ 1.06	\$ 1.56	\$ (0.50)	(32.1)%
Diluted	1.05	1.55	(0.50)	(32.3)%
Gross margin	55.6 %	54.5 %		110 bps
Operating margin	16.9 %	21.5 %		(460) bps
Effective tax rate	24.7 %	20.9 %		380 bps

Sales Volume. The following table provides the change in sales volume compared to the prior year:

	Percentage Change
LRB	1.8 %
K-Cup pods	0.8 %
Appliances	7.4 %

Net Sales. Net sales increased \$537 million, or 3.6%, to \$15,351 million for the year ended December 31, 2024 compared to \$14,814 million in the prior year. This performance reflected volume/mix growth of 2.7% and favorable net price realization of 1.2%, slightly offset by unfavorable impacts from FX translation of 0.3%.

Gross Profit. Gross profit increased \$449 million, or 5.6%, to \$8,529 million for the year ended December 31, 2024 compared to \$8,080 million in the prior year. This performance primarily reflected the gross profit impact of net sales growth (3 percentage points), a net benefit from changes in ingredients, materials, and productivity (2 percentage points), and earned equity from the achievement of milestones associated with certain distribution agreements (1 percentage point), partially offset by net increases in other manufacturing costs (1 percentage point).

Selling, General and Administrative Expenses. SG&A expenses increased \$101 million, or 2.1%, to \$5,013 million for the year ended December 31, 2024 compared to \$4,912 million in the prior year, led by increases in transportation and warehousing expenses (2 percentage points) and people costs (1 percentage point), partially offset by reduced costs associated with productivity projects (1 percentage point).

Impairment of Goodwill. Impairment of goodwill reflected a non-cash impairment charge of \$306 million within the U.S. Warehouse Direct reporting unit in the U.S. Refreshment Beverages segment. Refer to Note 5 of the Notes to our Consolidated Financial Statements for further information.

Impairment of Other Intangible Assets. Impairment of intangible assets reflected non-cash impairment charges of \$412 million for intangible brand assets, primarily led by Snapple. Refer to Note 5 of the Notes to our Consolidated Financial Statements for further information.

Other operating expense (income), net. Other operating (expense) income, net reflected an unfavorable change of \$233 million for the year ended December 31, 2024, primarily driven by the accrued \$225 million termination fee associated with ABI. Refer to Note 4 of the Notes to our Consolidated Financial Statements for further information.

Income from Operations. Income from operations decreased \$601 million, or 18.8%, to \$2,591 million for the year ended December 31, 2024 compared to \$3,192 million in the prior year, as our increase in gross profit (14 percentage points) was more than offset by the impacts of our non-cash impairment charges for goodwill and other intangible assets (22 percentage points) and the accrued termination fee associated with ABI (7 percentage points).

Interest Expense, Net. Interest expense, net increased \$239 million, or 48.2%, to \$735 million for the year ended December 31, 2024 compared to \$496 million for the prior year, primarily driven by increased debt and higher financing costs (32 percentage points) and an unfavorable year-over-year change in unrealized mark-to-market activity (17 percentage points).

Effective Tax Rate. The effective tax rate increased 380 bps to 24.7% for the year ended December 31, 2024, compared to 20.9% in the prior year, primarily driven by the impact of our non-cash goodwill impairment charge (270 bps) and the unfavorable comparison to the prior year tax benefit received from a non-cash adjustment (100 bps).

Net Income. Net income decreased \$740 million, or 33.9%, to \$1,441 million for the year ended December 31, 2024 as compared to \$2,181 million in the prior year.

Diluted EPS. Diluted EPS decreased 32.3% to \$1.05 per diluted share as compared to \$1.55 in the prior year.

Results of Operations by Segment

The following tables set forth net sales and income from operations for our reportable segments for the years ended December 31, 2024 and 2023, as well as the other amounts necessary to reconcile our total segment results to our consolidated results presented in accordance with U.S. GAAP:

(in millions)	For the Year Ended December 31,	
	2024	2023
Net sales		
U.S. Refreshment Beverages	\$ 9,331	\$ 8,821
U.S. Coffee	3,967	4,071
International	2,053	1,922
Total net sales	\$ 15,351	\$ 14,814

(in millions)	For the Year Ended December 31,	
	2024	2023
Income from Operations		
U.S. Refreshment Beverages	\$ 1,878	\$ 2,483
U.S. Coffee	1,079	1,158
International	545	475
Unallocated corporate costs	(911)	(924)
Total income from operations	\$ 2,591	\$ 3,192

U.S. Refreshment Beverages

The following table provides selected information about our U.S. Refreshment Beverages segment's results:

(in millions)	For the Year Ended December 31,		Dollar Change	Percentage Change
	2024	2023		
Net sales	\$ 9,331	\$ 8,821	\$ 510	5.8 %
Income from operations	1,878	2,483	(605)	(24.4)%
Operating margin	20.1 %	28.1 %		(800) bps

Sales Volume. Sales volumes for the year ended December 31, 2024 increased approximately 1.0% compared to the prior year period. Growth in carbonated soft drinks and the contributions from partnerships, such as Electrolit and C4, was partially offset by softness in our still beverages portfolio.

Net Sales. Net sales increased 5.8% to \$9,331 million in the year ended December 31, 2024, compared to \$8,821 million in the prior year period, driven by favorable net price realization of 3.1% and volume/mix growth of 2.7%.

Income from Operations. Income from operations decreased \$605 million, or 24.4%, to \$1,878 million for the year ended December 31, 2024 compared to \$2,483 million for the prior year period. This decrease was primarily driven by the non-cash goodwill and intangible impairment charges (29 percentage points) and the accrued termination fee associated with ABI (9 percentage points). Other drivers include the benefit to gross profit of net sales growth (13 percentage points), a net benefit from changes in ingredients, materials, and productivity (3 percentage points), and earned equity from the achievement of milestones associated with certain distribution agreements (3 percentage points), partially offset by increased transportation and warehousing expenses (3 percentage points).

U.S. Coffee

The following table provides selected information about our U.S. Coffee segment's results:

(in millions)	For the Year Ended December 31,		Dollar Change	Percentage Change
	2024	2023		
Net sales	\$ 3,967	\$ 4,071	\$ (104)	(2.6)%
Income from operations	1,079	1,158	(79)	(6.8)%
Operating margin	27.2 %	28.4 %		(120) bps

Sales Volume. K-Cup pod volume was flat for the year ended December 31, 2024 compared to the prior year period. Appliance volume increased 7.3% in the year ended December 31, 2024, driven by Keurig market share momentum and improving coffeemaker category trends.

Net Sales. Net sales decreased 2.6% to \$3,967 million for the year ended December 31, 2024 compared to \$4,071 million in the prior year period, driven by unfavorable net price realization of 3.6%, partially offset by volume/mix growth of 1.0%.

Income from Operations. Income from operations decreased \$79 million, or 6.8%, to \$1,079 million for the year ended December 31, 2024, compared to \$1,158 million in the prior year period, driven by the gross profit impact of the net sales decrease (11 percentage points), partially offset by a net benefit from changes in ingredients, materials, and productivity (3 percentage points).

International

The following table provides selected information about our International segment's results:

(in millions)	For the Year Ended December 31,		Dollar Change	Percentage Change
	2024	2023		
Net sales	\$ 2,053	\$ 1,922	\$ 131	6.8 %
Income from operations	545	475	70	14.7 %
Operating margin	26.5 %	24.7 %		180 bps

Sales Volume. The following table provides the percentage change in sales volumes for the International segment compared to the prior year period:

	Percentage Change
LRB	5.6 %
K-Cup pods	6.6
Appliances	8.2

Net Sales. Net sales increased 6.8% to \$2,053 million in the year ended December 31, 2024, compared to \$1,922 million in the prior year period, reflecting volume/mix growth of 6.2% and higher net price realization of 3.0%, partially offset by unfavorable FX translation of 2.4%.

Income from Operations. Income from operations increased \$70 million, or 14.7%, to \$545 million for the year ended December 31, 2024 compared to \$475 million in the prior year period. This performance reflected the gross profit impact of volume/mix growth and higher net price realization (25 percentage points) and a net benefit from changes in ingredients, materials, and productivity (5 percentage points), partially offset by increased transportation and warehousing expenses (5 percentage points) and higher marketing investment (5 percentage points).

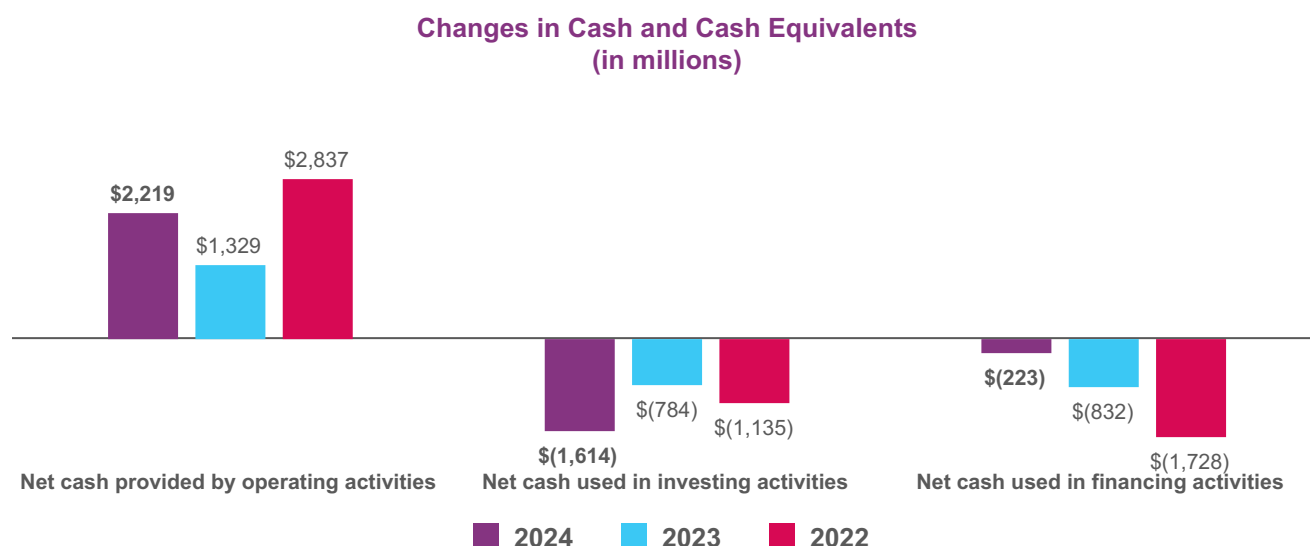
LIQUIDITY AND CAPITAL RESOURCES

Overview

We believe our financial condition and liquidity remain strong. We continue to manage all aspects of our business, including, but not limited to, monitoring the financial health of our customers, suppliers, and other third-party relationships, implementing gross margin enhancement strategies through our productivity initiatives, and developing new opportunities for growth such as innovation and agreements with partners to distribute brands that are accretive to our portfolio.

Cash generated by our foreign operations is generally repatriated to the U.S. periodically as working capital funding requirements, where allowed. We do not expect restrictions or taxes on repatriation of cash held outside the U.S. to have a material effect on our overall business, liquidity, financial condition, or results of operations for the foreseeable future.

The following summarizes our cash activity for the years ended December 31, 2024, 2023, and 2022:



Principal Sources of Capital Resources

Our principal sources of liquidity are our existing cash and cash equivalents, cash generated from our operations, and borrowing capacity currently available under our Revolving Credit Agreement and our Term Loan Agreement. Additionally, we have an uncommitted commercial paper program where we can issue unsecured commercial paper notes on a private placement basis. Based on our current and anticipated level of operations, we believe that our operating cash flows will be sufficient to meet our anticipated obligations for the next twelve months and thereafter for the foreseeable future. To the extent that our operating cash flows are not sufficient to meet our liquidity needs, we may utilize cash on hand or amounts available under our financing arrangements, if necessary. At any time, and from time to time, we may seek additional deleveraging, refinancing, or liquidity enhancing transactions, including entering into transactions to repurchase or redeem outstanding indebtedness or otherwise seek transactions to reduce interest expense, extend debt maturities, and improve our capital and liquidity structure.

Sources of Liquidity - Operations

Net cash provided by operating activities increased \$890 million for the year ended December 31, 2024, as compared to the year ended December 31, 2023, driven by the favorable comparison in working capital versus the prior year period.

Cash Conversion Cycle

Our cash conversion cycle is defined as DIO and DSO less DPO. The calculation of each component of the cash conversion cycle is provided below:

Component	Calculation (on a trailing twelve month basis)
DIO	(Average inventory divided by cost of sales) * Number of days in the period
DSO	(Accounts receivable divided by net sales) * Number of days in the period
DPO	(Accounts payable * Number of days in the period) divided by cost of sales and SG&A expenses

The following table summarizes our cash conversion cycle:

	December 31,	
	2024	2023
DIO	68	71
DSO	36	34
DPO	92	113
Cash conversion cycle	12	(8)

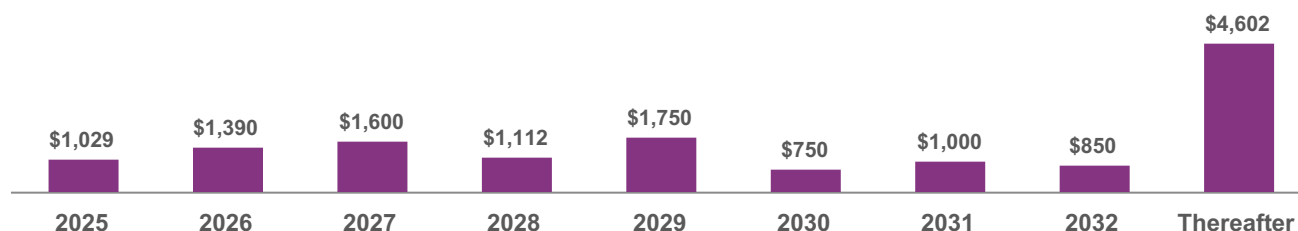
Our cash conversion cycle increased 20 days to approximately 12 days as of December 31, 2024 as compared to (8) days as of December 31, 2023, which was primarily driven by the decrease in DPO, reflecting the reduction of payment terms for certain suppliers.

Accounts Payable Program

We work with our suppliers to optimize our terms and conditions, which includes payment terms. Excluding our suppliers who require cash at date of purchase or sale, our current payment terms with our suppliers generally range from 10 to 360 days. We also enter into agreements with third party administrators to allow participating suppliers to track payment obligations from us, and, if voluntarily elected by the supplier, sell payment obligations from us to financial institutions. Suppliers can sell one or more of our payment obligations at their sole discretion and our rights and obligations to our suppliers are not impacted. We have no economic interest in a supplier's decision to enter into these agreements and no direct financial relationship with the financial institutions. Our obligations to our suppliers, including amounts due and scheduled payment terms, are not impacted. Refer to Note 2 of the Notes to our Consolidated Financial Statements for additional information on our obligations to participating suppliers.

Sources of Liquidity - Financing

Scheduled Repayments of Principal Borrowings as of December 31, 2024 (in millions)



Refer to Note 3 of the Notes to our Consolidated Financial Statements for management's discussion of our financing arrangements.

We also have an active shelf registration statement, filed with the SEC on August 19, 2022, which allows us to issue an indeterminate number or amount of common stock, preferred stock, debt securities, and warrants from time to time in one or more offerings at the direction of our Board.

Debt Ratings

Our credit ratings are as follows:

Rating Agency	Long-Term Debt Rating	Commercial Paper Rating	Outlook
Moody's	Baa1	P-2	Stable
S&P	BBB	A-2	Stable

These debt and commercial paper ratings impact the interest we pay on our financing arrangements. A downgrade of one or both of our debt and commercial paper ratings could increase our interest expense and decrease the cash available to fund anticipated obligations.

As of December 31, 2024, we were in compliance with all debt covenants and we have no reason to believe that we will be unable to satisfy these covenants.

Principal Uses of Capital Resources

Our capital allocation priorities are investing to grow our business both organically and inorganically, continuing to strengthen our balance sheet, and returning cash to shareholders through regular quarterly dividends and opportunistic share repurchases. We dynamically adjust our cash deployment plans based on the specific opportunities available in a given period, but over time we allocate capital to balance each of these priorities.

Regular Quarterly Dividends

We have declared total dividends of \$0.89 per share and \$0.83 per share for the years ended December 31, 2024 and 2023, respectively.

Repurchases of Common Stock

Our Board authorized a four-year share repurchase program, ending December 31, 2025, of up to \$4 billion of our outstanding common stock. Repurchases and retirements of common stock, including payments on our share excise tax obligation, were \$1,110 million and \$706 million during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024, \$1,810 million remained available for repurchase under the authorized share repurchase program.

Capital Expenditures

Purchases of property, plant, and equipment were \$563 million and \$425 million for the years ended December 31, 2024 and 2023, respectively.

Capital expenditures, which includes both purchases of property, plant, and equipment and amounts included in accounts payable and accrued expenses, for the years ended December 31, 2024 and 2023, primarily related to investments in manufacturing capabilities, both in the U.S. and internationally. Capital expenditures included in accounts payable and accrued expenses were \$220 million and \$276 million for the years ended December 31, 2024 and 2023, respectively, which primarily related to these investments.

Investments in Unconsolidated Affiliates

From time to time, we invest in beverage startup companies or in brand ownership companies to grow our presence in certain product categories, or enter into various licensing and distribution agreements to expand our product portfolio. Our investments generally involve acquiring a minority interest in equity securities of a company, in certain cases with a protected path to ownership at our future option. Investments in unconsolidated affiliates were \$7 million and \$316 million for the years ended December 31, 2024 and 2023, respectively.

Acquisitions of Businesses and Purchases of Intangible Assets

We have invested in the expansion of our DSD network through transactions with strategic independent bottlers or third-party brand ownership companies to enhance competitive distribution scale. From time to time, we additionally acquire brand ownership companies to expand our portfolio. These transactions could be accounted for either as an acquisition of a business or as an asset acquisition, if the majority of the transaction price represents the acquisition of a single intangible asset. During the year ended December 31, 2024, we completed several acquisitions. Refer to Note 4 of the Notes to our Consolidated Financial Statements for further information about these acquisitions. Purchases of intangible assets were \$59 million and \$56 million for the years ended December 31, 2024 and 2023, respectively.

RESIDUAL VALUE GUARANTEES

We have a number of leasing arrangements and one licensing arrangement with VIEs for which we are not the primary beneficiary. Each one of these arrangements contain an RVG. As of December 31, 2024, we have not recorded any liabilities as it is not probable that we will have to make any payments required under the RVGs. Refer to Note 19 of the Notes to our Consolidated Financial Statements for further information.

UNCERTAINTIES AND TRENDS AFFECTING LIQUIDITY AND CAPITAL RESOURCES

Disruptions in financial and credit markets, including those caused by global economic uncertainty and fluctuations in interest rates, may impact our ability to manage normal commercial relationships with our customers, suppliers, and creditors. These disruptions could have a negative impact on the ability of our customers to timely pay their obligations to us, thus reducing our cash flow, or the ability of our vendors to timely supply materials.

Customer and consumer demand for our products may also be impacted by the risk factors discussed under "Risk Factors" in Part 1, Item 1A in this Annual Report on Form 10-K, as well as subsequent filings with the SEC, that could have a material effect on production, delivery, and consumption of our products, which could result in a reduction in our sales volume.

We believe that the following events, trends and uncertainties may also impact liquidity:

- Our ability to either repay existing debt maturities through cash flow from operations or refinance through future issuances of senior unsecured notes;
- Our ability to access and/or renew our committed financing arrangements;
- Our ability to issue unsecured uncommitted commercial paper notes on a private placement basis;
- Future mergers, acquisitions, or debt or equity investments, which may include brand ownership companies, regional bottling companies, distributors, and/or distribution rights to further extend our geographic coverage;
- Seasonality and other variability in our operating cash flows, which could impact short-term liquidity;
- Our continued payment of regular quarterly dividends;
- Future repurchases of our common stock or special dividends to drive total shareholder return;
- Our continued capital expenditures;
- Fluctuations in our tax obligations; and
- A potential significant downgrade in our credit ratings, which could limit i) our ability to issue debt at terms that are favorable to us, or ii) a financial institution's willingness to participate in our accounts payable program and reduce the attractiveness of the accounts payable program to participating suppliers who may sell payment obligations from us to financial institutions, which could impact our accounts payable program.

CRITICAL ACCOUNTING ESTIMATES

The process of preparing our consolidated financial statements in conformity with U.S. GAAP requires the use of estimates and judgments that affect the reported amounts of assets, liabilities, revenue, and expenses. Critical accounting estimates are both fundamental to the portrayal of a company's financial condition and results and require difficult, subjective or complex estimates and assessments. These estimates and judgments are based on historical experience, future expectations and other factors and assumptions we believe to be reasonable under the circumstances. The most significant estimates and judgments are reviewed on an ongoing basis and revised when necessary. We have not made any material changes in the accounting methodology we use to assess or measure our critical accounting estimates. We have identified the items described below as our critical accounting estimates. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use in our critical accounting estimates. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to gains or losses that could be material to our consolidated financial statements. See Note 2 of the Notes to our Consolidated Financial Statements for a discussion of these and other accounting policies.

Impairment Assessment of Goodwill and Other Indefinite Lived Intangible Assets

We conduct tests for impairment of our goodwill and our other indefinite lived intangible assets annually, as of October 1, or more frequently if events or circumstances indicate the carrying amount may not be recoverable. We use present value and other valuation techniques to make this assessment. If the carrying amount of goodwill or an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. For purposes of impairment testing, we assign goodwill to the reporting unit that benefits from the synergies arising from each business combination, and we also assign indefinite lived intangible assets to our reporting units.

Our reportable segments as of October 1, 2024 were:

- **U.S. Refreshment Beverages** (reporting units: U.S. Beverage Concentrates, U.S. Warehouse Direct, and Direct Store Delivery)
- **U.S. Coffee** (reporting unit: U.S. Coffee)
- **International** (reporting units: Canada Beverage Concentrates, Canada Warehouse Direct, Canada Coffee, and Latin America Beverages)

For both goodwill and other indefinite lived intangible assets, we have the option to first assess qualitative factors to determine whether the fair value of either the reporting unit or indefinite lived intangible asset is "more likely than not" less than its carrying value, also known as a Step 0 analysis.

If a quantitative analysis is required:

- The impairment test for indefinite lived intangible assets encompasses calculating a fair value of an indefinite lived intangible asset and comparing the fair value to its carrying value. If the carrying value exceeds the estimated fair value, impairment is recorded.
- The impairment tests for goodwill include comparing fair value of the respective reporting unit with its carrying value, including goodwill and considering any indefinite lived intangible asset impairment charges.

As of October 1, 2024, we performed a quantitative analysis for goodwill and certain of our indefinite lived brand assets, whereby we used an income approach, or in some cases a combination of income and market based approaches, to determine the fair value of our assets, as well as an overall consideration of market capitalization and enterprise value. These types of analyses contain uncertainties because they require management to make assumptions and to apply judgment to estimate industry and economic factors and the profitability of future business strategies. These assumptions could be negatively impacted by various risks discussed in Item 1A, *Risk Factors*, in this Annual Report on Form 10-K.

Critical assumptions and estimates for quantitative analyses include revenue growth and profit performance over the next five year period, based on our strategic plan, as well as an appropriate discount rate and long-term growth rate, as applicable. Our strategic plan is updated as part of our annual planning process and is reviewed and approved by management, and includes assumptions related to macroeconomic conditions, competitive activities, productivity initiatives, and available market data. Discount rates are based on a weighted average cost of equity and cost of debt, adjusted with various risk premiums. Long-term growth rates are based on the long-term inflation forecast, industry and category growth trends, and the long-term economic growth potential.

The following table provides the range of rates used in the analysis as of October 1, 2024:

Rate	Minimum	Maximum
Discount rates	7.0 %	9.5 %
Long-term growth rates	— %	3.5 %

The following table shows the non-cash impairment charges that were recorded for goodwill and for indefinite lived brand assets for the years presented:

(in millions)	Year Ended December 31,		
	2024	2023	2022
Goodwill ⁽¹⁾	\$ 306	\$ —	\$ —
Indefinite lived brand assets ⁽²⁾	412	—	472

(1) Goodwill attributed to the U.S. WD reporting unit was impaired by the amount its carrying value exceeded its fair value.

(2) Indefinite lived brand assets, led primarily by Snapple for the year ended December 31, 2024, and Bai for the year ended December 31, 2022, were impaired to bring the respective carrying value equal to its fair value.

Sensitivity Analysis - Discount Rate

For goodwill, holding all other assumptions in the analysis constant, including the revenue and profit performance assumption, the effect of a 0.50% increase in the discount rate used to determine the fair value of the reporting units as of October 1, 2024, would result in additional non-cash impairment charges of \$198 million to our U.S. WD reporting unit, but would not change our conclusion on any other reporting units.

For the indefinite-lived priority brand assets quantitatively assessed, holding all other assumptions in the analysis constant, including the revenue and profit performance assumption, the effect of a 0.50% increase in the discount rate used to determine the fair value of those assets as of October 1, 2024, would impact the amount of headroom over the carrying value of the following assets as follows (in millions):

Headroom Percentage	Selected Discount Rate		Discount Rate Increase of 0.50%	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Brands				
0% ⁽¹⁾	\$ 280	\$ 280	\$ 1,730	\$ 1,620
Less than 25%	2,580	2,900	1,130	1,290
25 - 50%	1,488	2,160	1,627	2,210
In excess of 50%	14,481	34,490	14,342	31,650

(1) Carrying value at the selected discount rate reflects the results of the annual impairment analysis recognized during the year ended December 31, 2024.

Sensitivity Analysis - Long-Term Growth Rate

For goodwill, holding all other assumptions in the analysis constant, including the discrete period revenue and profit performance assumptions as well as the discount rates, the effect of a 0.50% decrease in the long-term growth rate used to determine the fair value of the reporting units as of October 1, 2024, would result in additional non-cash impairment charges of \$147 million to our U.S. WD reporting unit, but would not change our conclusion on any other reporting units.

For the indefinite-lived priority brand assets quantitatively assessed, holding all other assumptions in the analysis constant, including the discrete period revenue and profit performance assumptions as well as the discount rates, the effect of a 0.50% decrease in the long-term revenue growth rate used to determine the fair value of those assets as of October 1, 2024, would impact the amount of headroom over the carrying value of the following assets as follows (in millions):

Headroom Percentage	Selected Long-Term Growth Rate		Long-Term Growth Rate Decrease of 0.50%	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Brands				
0% ⁽¹⁾	\$ 280	\$ 280	\$ 1,730	\$ 1,660
Less than 25%	2,580	2,900	1,130	1,310
25 - 50%	1,488	2,160	1,627	2,240
In excess of 50%	14,481	34,490	14,342	32,150

(1) Carrying value at the selected long-term growth rate reflects the results of the annual impairment analysis recognized during the year ended December 31, 2024.

Refer to Note 5 of the Notes to our Consolidated Financial Statements for additional information about our impairment assessments.

Revenue Recognition

We recognize revenue when performance obligations under the terms of a contract with the customer are satisfied. Accruals for customer incentives, sales returns, and marketing programs are established for the expected payout based on contractual terms, volume-based metrics, and/or historical trends.

Our customer incentives, sales returns, and marketing accrual methodology contains uncertainties because it requires management to make assumptions and to apply judgment regarding our contractual terms in order to estimate our customer participation and volume performance levels which impact the revenue recognition. Our estimates are based primarily on a combination of known or historical transaction experiences. Differences between estimated revenue and actual revenue are normally insignificant and are recognized into earnings in the period differences are determined.

Additionally, judgment is required to ensure the classification of the spend is correctly recorded as either a reduction from gross sales or advertising and marketing expense, which is a component of our SG&A expenses.

A 10% change in the accrual for our customer incentives, sales returns and marketing programs would have affected our income from operations by \$52 million for the year ended December 31, 2024.

Income Taxes

We establish income tax liabilities to remove some or all of the income tax benefit of any of our income tax positions based upon one of the following:

- the tax position is not “more likely than not” to be sustained,
- the tax position is “more likely than not” to be sustained, but for a lesser amount, or
- the tax position is “more likely than not” to be sustained, but not in the financial period in which the tax position was originally taken.

Our liability for uncertain tax positions contains uncertainties because management is required to make assumptions and to apply judgment to estimate the exposures associated with our various tax positions.

Our income tax returns, like those of most companies, are periodically audited by domestic and foreign tax authorities. These audits include questions regarding our tax positions, including the timing and amount of deductions and the allocation of income among various tax jurisdictions. As these audits progress, events may occur that cause us to change our liability for uncertain tax positions. To the extent we prevail in matters for which a liability for uncertain tax positions has been established, or are required to pay amounts in excess of our established liability, our effective tax rate in a given financial statement period could be materially affected. An unfavorable tax settlement generally would require use of our cash and may result in an increase in our effective tax rate in the period of resolution. A favorable tax settlement may be recognized as a reduction in our effective tax rate in the period of resolution.

Business Combinations

We record acquisitions using the purchase method of accounting. All of the assets acquired and liabilities assumed are recorded at fair value as of the acquisition date. The excess of the purchase price over the estimated fair values of the net tangible and intangible assets acquired is recorded as goodwill.

The application of the purchase method of accounting for business combinations requires management to make significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed, in order to properly allocate purchase price consideration between assets that are depreciated and amortized from goodwill. The fair value assigned to tangible and intangible assets acquired and liabilities assumed are based on management's estimates and assumptions, as well as other information compiled by management, including valuations that utilize customary valuation procedures and techniques. Significant assumptions and estimates include, but are not limited to, the cash flows that an asset is expected to generate in the future, the appropriate weighted-average cost of capital, and the cost savings expected to be derived from acquiring an asset, if applicable.

Further, certain of our acquisitions may include other forms of consideration, including mandatorily redeemable liabilities and other earn-out arrangements. As of the acquisition date, we record such consideration, as applicable, at the estimated fair value of the expected future payments associated with the obligation. Any changes to the recorded fair value of the consideration are recognized in earnings in the period in which they occur.

If the actual results differ from the estimates and judgments used in these estimates, the amounts recorded in the financial statements may be exposed to potential impairment of the intangible assets and goodwill, as discussed in *Impairment Assessment of Goodwill and Other Indefinite Lived Intangible Assets* above.

Impairment Assessment of Equity Method Investments Without Readily Determinable Fair Values

Equity method investments are reviewed quarterly to determine whether a significant event or change in circumstances has occurred that may have an adverse effect on the fair value of each investment. When such events or changes occur, we evaluate the fair value compared to our carrying value of the investment. For investments in non-publicly traded companies, management's assessment of fair value is based on various valuation methodologies, including the option pricing model when the investment is in a preferred class of security, discounted cash flows, market multiples, and the impact of our contractual terms with the investee, as appropriate. We consider the assumptions that we believe a market participant would use in evaluating estimated future cash flows when employing the discounted cash flow methodologies. The ability to accurately predict future cash flows, especially in emerging and developing markets, may impact the determination of fair value. In the event the fair value of an investment declines below our carrying value, management is required to determine if the decline in fair value is other than temporary. If management determines the decline is other than temporary, an impairment charge is recorded.

Investments in Variable Interest Entities

We hold equity investments in entities that are considered VIEs, including Nutrabolt and Chobani. We would be required to consolidate a VIE for which we are determined to be the primary beneficiary. To determine if we are the primary beneficiary of a VIE, we assess specific criteria and use judgment when determining if we have the power to direct the significant activities of the VIE and the obligation to absorb losses or receive benefits from the VIE that may be significant to the VIE. Factors considered include risk and reward sharing, voting rights, involvement in day-to-day capital and operating decisions, representation on a VIE's governance structure, existence of unilateral kick-out rights exclusive of protective rights or voting rights, and level of economic disproportionality between us and the VIE's other partner(s).

We have determined that we are not the primary beneficiary of any VIEs. Refer to Note 19 of the Notes to our Consolidated Financial Statements for additional information on our investments in VIEs.

EFFECT OF RECENT ACCOUNTING PRONOUNCEMENTS

Refer to Note 2 of the Notes to our Consolidated Financial Statements for a discussion of recently issued accounting standards and recently adopted provisions of U.S. GAAP.

SUPPLEMENTAL GUARANTOR FINANCIAL INFORMATION

The Notes are fully and unconditionally guaranteed by certain of our direct and indirect subsidiaries (the "Guarantors"), as defined in the indentures governing the Notes. The Guarantors are 100% owned either directly or indirectly by us and jointly and severally guarantee, subject to the release provisions described below, our obligations under the Notes. None of our subsidiaries organized outside of the U.S., any of the subsidiaries held by Maple Parent Holdings Corp. prior to the DPS Merger, or any of the subsidiaries acquired after the DPS Merger (collectively, the "Non-Guarantors") guarantee the Notes. The subsidiary guarantees with respect to the Notes are subject to release upon the occurrence of certain events, including the sale of all or substantially all of a subsidiary's assets, the release of the subsidiary's guarantee of our other indebtedness, our exercise of the legal defeasance option with respect to the Notes, and the discharge of our obligations under the applicable indenture.

The following schedules present the summarized financial information for Keurig Dr Pepper Inc. (the "Parent") and the Guarantors on a combined basis after intercompany eliminations; the Parent and the Guarantors' amounts due from and amounts due to Non-Guarantors are disclosed separately. The consolidating schedules are provided in accordance with the reporting requirements of Rule 13-01 under SEC Regulation S-X for the issuer and guarantor subsidiaries.

The summarized financial information for the Parent and Guarantors were as follows:

(in millions)	For the Year Ended December 31, 2024	
Net sales	\$	9,720
Gross profit		5,082
Income from operations		600
Net income attributable to KDP		1,441

(in millions)	December 31,	
	2024	2023
Current assets	\$ 2,373	\$ 1,957
Non-current assets	49,827	48,029
Total assets ⁽¹⁾	<u>\$ 52,200</u>	<u>\$ 49,986</u>
Current liabilities	\$ 6,101	\$ 6,749
Non-current liabilities	20,984	16,689
Total liabilities ⁽²⁾	<u>\$ 27,085</u>	<u>\$ 23,438</u>

(1) Includes \$115 million and \$56 million of intercompany receivables due to the Parent and Guarantors from the Non-Guarantors as of December 31, 2024 and December 31, 2023, respectively.

(2) Includes \$1,997 million and \$1,399 million of intercompany payables due to the Non-Guarantors from the Parent and Guarantors as of December 31, 2024 and December 31, 2023, respectively.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks arising from changes in market rates and prices, including movements in foreign currency exchange rates, interest rates, and commodity prices. We regularly enter into derivatives or other financial instruments to hedge or mitigate commercial risks. We do not enter into derivative instruments for speculative purposes. Refer to Note 6 of the Notes to our Consolidated Financial Statements for further information about our derivative instruments.

FOREIGN EXCHANGE RISK

The majority of our net sales, expenses, and capital purchases are transacted in U.S. dollars. However, we have exposure with respect to foreign exchange rate fluctuations. Our primary exposure to foreign exchange rates is the Canadian dollar, the Mexican peso, and the Euro against the U.S. dollar. Exchange rate gains or losses related to foreign currency transactions are recognized as transaction gains or losses in earnings as incurred.

We use derivative instruments such as foreign exchange forward contracts to manage a portion of our exposure to changes in foreign exchange rates. As of December 31, 2024, we had derivative contracts outstanding with notional values of \$976 million maturing at various dates through September 2026. The fair value of foreign currency derivatives that qualify for hedge accounting resulted in a net unrealized gain of \$41 million as of December 31, 2024, and the impact of a 10% weakening in the U.S. dollar is estimated to decrease the fair value by approximately \$50 million. The fair value of foreign currency derivatives that do not qualify for hedge accounting resulted in a net unrealized gain of \$10 million as of December 31, 2024, and the impact of a 10% weakening in the U.S. dollar is estimated to decrease the fair value by approximately \$38 million. Any increase or decrease in the value of the foreign currency derivatives would have an approximately offsetting change in the underlying hedged risk.

INTEREST RATE RISK

We centrally manage our debt portfolio through the use of interest rate contracts and monitor our mix of fixed-rate and variable-rate debt. As of December 31, 2024, the face value of our fixed-rate debt, excluding lease obligations, was \$12,743 million, and our variable-rate debt was \$2,956 million, inclusive of commercial paper. From time to time, we also enter into interest rate contracts that effectively result in variable-rate interest payments or receipts. These derivative instruments are generally based on SOFR and a credit spread. As of December 31, 2024, all of our outstanding forward starting swaps, with a total notional value of \$1,700 million, are expected to begin such payments or receipts in 2025.

We estimate that the potential impact to our interest rate expense associated with variable rate interest payments resulting from a hypothetical interest rate change of 1%, based on amounts outstanding as of December 31, 2024, would be an increase or decrease of approximately \$47 million. Our estimate of the annual impact to interest expense reflects our assumption that SOFR will not fall below 0%.

COMMODITY RISK

We are subject to market risks with respect to commodities because our ability to recover increased costs through higher pricing may be limited by the competitive environment in which we operate. Our principal commodities risks relate to our purchases of coffee beans, PET, aluminum, diesel fuel, corn (for high fructose corn syrup), apple juice concentrate, sucrose, and natural gas (for use in processing and packaging).

We utilize commodities derivative instruments and supplier pricing agreements to hedge the risk of movements in commodity prices for limited time periods for certain commodities. As of December 31, 2024, we had derivative contracts outstanding with a notional value of \$515 million maturing at various dates through July 2026. The fair market value of these contracts as of December 31, 2024 was a net liability of \$51 million. As of December 31, 2024, a 10% change (up or down) in commodity prices is estimated to increase or decrease the fair value of these derivative instruments by approximately \$51 million. Any increase or decrease in the value of the commodities derivatives instruments would have an approximately offsetting change in the underlying hedged risk.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Page Number

Consolidated Statements of Income	44
Consolidated Statements of Comprehensive Income	45
Consolidated Balance Sheets	46
Consolidated Statements of Cash Flows	47
Consolidated Statements of Changes in Stockholders' Equity	49
Notes to Consolidated Financial Statements	50
1. Business and Basis of Presentation	50
2. Significant Accounting Policies	51
3. Long-Term Obligations and Borrowing Arrangements	63
4. Acquisitions	66
5. Goodwill and Other Intangible Assets	68
6. Derivatives	71
7. Leases	74
8. Segments	76
9. Revenue Recognition	79
10. Earnings per Share	80
11. Employee Benefit Plans	80
12. Stock-Based Compensation	85
13. Investments	87
14. Income Taxes	88
15. Accumulated Other Comprehensive Income (Loss)	91
16. Property, Plant, and Equipment	92
17. Other Financial Information	93
18. Commitments and Contingencies	96
19. Transactions with Variable Interest Entities	97
20. Restructuring and Integration Costs	99
21. Related Parties	100
22. Subsequent Events	101
Reports of Independent Registered Accounting Firm (PCAOB ID No. 34)	102

KEURIG DR PEPPER INC.
CONSOLIDATED STATEMENTS OF INCOME

<i>(in millions, except per share data)</i>	Year Ended December 31,		
	2024	2023	2022
Net sales	\$ 15,351	\$ 14,814	\$ 14,057
Cost of sales	6,822	6,734	6,734
Gross profit	8,529	8,080	7,323
Selling, general, and administrative expenses	5,013	4,912	4,645
Impairment of goodwill	306	—	—
Impairment of other intangible assets	412	2	477
Gain on litigation settlement	—	—	(299)
Other operating expense (income), net	207	(26)	(105)
Income from operations	2,591	3,192	2,605
Interest expense, net	735	496	693
Loss on early extinguishment of debt	—	—	217
Gain on sale of equity method investment	—	—	(50)
Impairment of investments and note receivable	2	—	12
Other (income) expense, net	(60)	(61)	14
Income before provision for income taxes	1,914	2,757	1,719
Provision for income taxes	473	576	284
Net income including non-controlling interest	1,441	2,181	1,435
Less: Net loss attributable to non-controlling interest	—	—	(1)
Net income	\$ 1,441	\$ 2,181	\$ 1,436
Earnings per common share:			
Basic	\$ 1.06	\$ 1.56	\$ 1.01
Diluted	1.05	1.55	1.01
Weighted average common shares outstanding:			
Basic	1,362.2	1,399.3	1,416.8
Diluted	1,368.3	1,408.4	1,428.5

The accompanying notes are an integral part of these consolidated financial statements.

KEURIG DR PEPPER INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<i>(in millions)</i>	Year Ended December 31,		
	2024	2023	2022
Net income including non-controlling interest	\$ 1,441	\$ 2,181	\$ 1,435
Other comprehensive income			
Foreign currency translation adjustments	(612)	288	(167)
Net change in pension and post-retirement liability, net of tax of \$—, \$2, and \$3, respectively	—	(4)	(6)
Net change in cash flow hedges, net of tax of \$(24), \$29, and \$(87), respectively	21	(98)	328
Total other comprehensive (loss) income	(591)	186	155
Comprehensive income	850	2,367	1,590
Less: Comprehensive income attributable to non-controlling interest	—	—	—
Comprehensive income attributable to KDP	\$ 850	\$ 2,367	\$ 1,590

The accompanying notes are an integral part of these consolidated financial statements.

KEURIG DR PEPPER INC. **CONSOLIDATED BALANCE SHEETS**

<i>(in millions, except share and per share data)</i>	December 31,	
	2024	2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 510	\$ 267
Restricted cash and restricted cash equivalents	80	—
Trade accounts receivable, net	1,502	1,368
Inventories	1,299	1,142
Prepaid expenses and other current assets	606	598
Total current assets	3,997	3,375
Property, plant, and equipment, net	2,964	2,699
Investments in unconsolidated affiliates	1,543	1,387
Goodwill	20,053	20,202
Other intangible assets, net	23,634	23,287
Other non-current assets	1,200	1,149
Deferred tax assets	39	31
Total assets	\$ 53,430	\$ 52,130
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 2,985	\$ 3,597
Accrued expenses	1,584	1,242
Structured payables	41	117
Short-term borrowings and current portion of long-term obligations	2,642	3,246
Other current liabilities	835	714
Total current liabilities	8,087	8,916
Long-term obligations	12,912	9,945
Deferred tax liabilities	5,435	5,760
Other non-current liabilities	2,753	1,833
Total liabilities	29,187	26,454
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 15,000,000 shares authorized, no shares issued	—	—
Common stock, \$0.01 par value, 2,000,000,000 shares authorized, 1,356,664,609 and 1,390,446,043 shares issued and outstanding as of December 31, 2024 and 2023, respectively	14	14
Additional paid-in capital	19,712	20,788
Retained earnings	4,793	4,559
Accumulated other comprehensive (loss) income	(276)	315
Total stockholders' equity	24,243	25,676
Total liabilities and stockholders' equity	\$ 53,430	\$ 52,130

The accompanying notes are an integral part of these consolidated financial statements.

KEURIG DR PEPPER INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)	Year Ended December 31,		
	2024	2023	2022
Operating activities:			
Net income	\$ 1,441	\$ 2,181	\$ 1,436
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation expense	422	402	399
Amortization of intangibles	133	137	138
Other amortization expense	178	181	172
Provision for sales returns	70	61	61
Deferred income taxes	(254)	(4)	(289)
Employee stock-based compensation expense	98	116	52
Loss on early extinguishment of debt	—	—	217
Gain on sale of equity method investment	—	—	(50)
Loss (gain) on disposal of property, plant, and equipment	16	(1)	(80)
Unrealized loss (gain) on foreign currency	33	(13)	26
Unrealized loss on derivatives	91	31	383
Settlements of interest rate contracts	—	54	125
Equity in (earnings) loss of unconsolidated affiliates	(42)	(33)	5
Earned equity from distribution arrangements	(94)	(44)	—
Impairment of goodwill	306	—	—
Impairment of intangible assets	412	2	477
Impairment of investments and note receivable of unconsolidated affiliate	2	—	12
Other, net	(2)	6	28
Changes in assets and liabilities, excluding the effects of business acquisitions:			
Trade accounts receivable	(209)	70	(398)
Inventories	(92)	182	(426)
Income taxes receivable and payables, net	133	(199)	(105)
Other current and non-current assets	(227)	(192)	(456)
Accounts payable and accrued expenses	(196)	(1,618)	903
Other current and non-current liabilities	—	10	207
Net change in operating assets and liabilities	(591)	(1,747)	(275)
Net cash provided by operating activities	2,219	1,329	2,837
Investing activities:			
Acquisitions of businesses, net of cash acquired	(1,000)	—	—
Proceeds from sale of investment in unconsolidated affiliates	—	—	50
Purchases of property, plant, and equipment	(563)	(425)	(353)
Proceeds from sales of property, plant, and equipment	4	9	168
Purchases of intangibles	(59)	(56)	(26)
Issuance of related party note receivable	—	—	(18)
Investments in unconsolidated affiliates	(7)	(316)	(962)
Other, net	11	4	6
Net cash used in investing activities	\$ (1,614)	\$ (784)	\$ (1,135)

The accompanying notes are an integral part of these consolidated financial statements.

KEURIG DR PEPPER INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Continued)

(in millions)	Year Ended December 31,		
	2024	2023	2022
Financing activities:			
Proceeds from issuance of Notes	\$ 3,000	\$ —	\$ 3,000
Repayment of Notes	(1,150)	(500)	(3,365)
Net (repayment) issuance of commercial paper	(480)	1,697	250
Proceeds from term loan	990	—	—
Proceeds from structured payables	49	130	155
Payments on structured payables	(129)	(148)	(158)
Cash dividends paid	(1,194)	(1,142)	(1,080)
Repurchases of common stock	(1,110)	(706)	(379)
Tax withholdings related to net share settlements	(61)	(62)	(15)
Payments on finance leases	(115)	(95)	(90)
Other, net	(23)	(6)	(46)
Net cash used in financing activities	(223)	(832)	(1,728)
Cash, cash equivalents, restricted cash, and restricted cash equivalents:			
Net change from operating, investing and financing activities	382	(287)	(26)
Effect of exchange rate changes	(41)	19	(7)
Beginning balance	267	535	568
Ending balance	\$ 608	\$ 267	\$ 535
Supplemental cash flow disclosures of non-cash investing and financing activities:			
Capital expenditures included in accounts payable and accrued expenses	\$ 220	\$ 276	\$ 213
Earned equity from distribution arrangements	94	44	—
Equity received in exchange for modification of related party contract	19	—	—
Acquisitions of businesses	98	—	—
Transaction costs included in accounts payable and accrued expenses	—	6	8
Conversion of note receivable to equity method investment	—	—	6
Non-cash purchases of intangibles	—	—	19
Dividends declared but not yet paid	312	299	281
Mandatory redemption liability	689	—	—
Accrued excise tax on net share repurchases	9	5	—
Supplemental cash flow disclosures:			
Cash paid for interest	494	443	363
Cash paid for income taxes	331	507	686

The accompanying notes are an integral part of these consolidated financial statements.

KEURIG DR PEPPER INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

<i>(in millions, except per share data)</i>	Common Stock Issued		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' Equity	Non-Controlling Interest	Total Equity
	Shares	Amount						
Balance as of December 31, 2021	1,418.1	\$ 14	\$ 21,785	\$ 3,199	\$ (26)	\$ 24,972	\$ —	\$ 24,972
Net income	—	—	—	1,436	—	1,436	(1)	1,435
Other comprehensive income	—	—	—	—	155	155	—	155
Dividends declared, \$0.775 per share	—	—	—	(1,096)	—	(1,096)	—	(1,096)
Repurchases of common stock	(10.6)	—	(379)	—	—	(379)	—	(379)
Shares issued under employee stock-based compensation plans and other	0.9	—	—	—	—	—	—	—
Tax withholdings related to net share settlements	—	—	(15)	—	—	(15)	—	(15)
Stock-based compensation and stock options exercised	—	—	53	—	—	53	—	53
Balance as of December 31, 2022	1,408.4	14	21,444	3,539	129	25,126	(1)	25,125
Net income	—	—	—	2,181	—	2,181	—	2,181
Other comprehensive income	—	—	—	—	186	186	—	186
Dividends declared, \$0.83 per share	—	—	—	(1,160)	—	(1,160)	—	(1,160)
Repurchases of common stock, inclusive of excise tax obligation	(21.7)	—	(711)	—	—	(711)	—	(711)
Shares issued under employee stock-based compensation plans and other	3.7	—	—	—	—	—	—	—
Tax withholdings related to net share settlements	—	—	(62)	—	—	(62)	—	(62)
Stock-based compensation and stock options exercised	—	—	117	—	—	117	—	117
Non-controlling interest surrender of shares	—	—	—	(1)	—	(1)	1	—
Balance as of December 31, 2023	1,390.4	14	20,788	4,559	315	25,676	—	25,676
Net income	—	—	—	1,441	—	1,441	—	1,441
Other comprehensive loss	—	—	—	—	(591)	(591)	—	(591)
Dividends declared, \$0.89 per share	—	—	—	(1,207)	—	(1,207)	—	(1,207)
Repurchases of common stock, inclusive of excise tax obligation	(38.0)	—	(1,114)	—	—	(1,114)	—	(1,114)
Shares issued under employee stock-based compensation plans and other	4.3	—	—	—	—	—	—	—
Tax withholdings related to net share settlements	—	—	(61)	—	—	(61)	—	(61)
Stock-based compensation and stock options exercised	—	—	99	—	—	99	—	99
Balance as of December 31, 2024	1,356.7	\$ 14	\$ 19,712	\$ 4,793	\$ (276)	\$ 24,243	\$ —	\$ 24,243

The accompanying notes are an integral part of these consolidated financial statements.

KEURIG DR PEPPER INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Business and Basis of Presentation

ORGANIZATION AND NATURE OF OPERATIONS

Keurig Dr Pepper Inc. is a leading coffee and beverage company in North America that manufactures, markets, distributes, and sells hot and cold beverages and single serve brewing systems.

References in this Annual Report on Form 10-K to "KDP", "we", "us", and "our" refer to Keurig Dr Pepper Inc. and all wholly-owned subsidiaries included in the consolidated financial statements. Definitions of terms used in this Annual Report on Form 10-K are included within the Master Glossary.

This Annual Report on Form 10-K refers to some of our owned or licensed trademarks, trade names, and service marks, which are referred to as our brands. All of the product names included herein are either KDP registered trademarks or those of our licensors.

BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared in accordance with U.S. GAAP.

FISCAL YEAR END

Our fiscal year end is December 31, and our interim fiscal quarters are March 31, June 30, and September 30. KDP's significant subsidiary, Maple Parent Holdings Corp., has a fiscal year end of the last Saturday in December, and its interim fiscal quarters end every thirteenth Saturday. The fiscal year for Maple Parent Holdings Corp. includes 52 weeks for the years ended December 31, 2024 and 2023 and 53 weeks for the year ended December 31, 2022. We do not adjust for the difference in fiscal year, as the difference is within the range permitted by the Exchange Act.

PRINCIPLES OF CONSOLIDATION

We consolidate all wholly owned subsidiaries.

We consolidate investments in companies in which we hold the majority interest. In these cases, the third party equity interest is referred to as non-controlling interest. Generally, non-controlling interests are presented as a separate component within equity in the Consolidated Balance Sheets, and net earnings attributable to the non-controlling interests are presented separately in the Consolidated Statements of Income. However, if the investment agreement contains a mandatorily redeemable financial instrument for the non-controlling interests, such mandatorily redeemable interests are recorded as a liability, rather than equity, in the Consolidated Balance Sheets, and no earnings are attributable to the non-controlling interests.

We would be required to consolidate VIEs for which KDP has been determined to be the primary beneficiary. To determine if we are the primary beneficiary, we assess specific criteria and use judgment when determining if we have the power to direct the significant activities of the VIE and the obligation to absorb losses or receive benefits from the VIE that may be significant to the VIE. Factors considered include risk and reward sharing, voting rights, involvement in day-to-day capital and operating decisions, representation on a VIE's governance structure, existence of unilateral kick-out rights exclusive of protective rights or voting rights, and level of economic disproportionality between KDP and the VIE's other partner(s). We have determined that we are not the primary beneficiary of any VIEs. However, future events may require us to consolidate VIEs if we become the primary beneficiary.

We use the equity method to account for investments in companies if the investment provides us with the ability to exercise significant influence over operating and financial policies of the investee. Consolidated net income includes KDP's proportionate share of the net income or loss of these companies. Judgment regarding the level of influence over each equity method investment includes considering key factors such as ownership interest, representation on the Board or similar governing body, participation in policy-making decisions, and material intercompany transactions.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

We eliminate from our financial results all intercompany transactions between entities included in the consolidated financial statements.

RECLASSIFICATIONS

We reclassified amounts in the Financing Activities section of the consolidated Statement of Cash Flows for the years ended December 31, 2023 and 2022 in order to conform to current year presentation, as maturities for our commercial paper program in both periods are 90 days or less.

(in millions)	Prior Presentation	Year Ended December 31,	
		2023	2022
Net (repayment) issuance of commercial paper	Proceeds from issuance of commercial paper	\$ 36,940	\$ 1,198
Net (repayment) issuance of commercial paper	Repayments of commercial paper	(35,243)	(948)

2. Significant Accounting Policies

USE OF ESTIMATES

The process of preparing our consolidated financial statements in conformity with U.S. GAAP requires the use of estimates and judgments that affect reported amounts. These estimates and judgments are based on historical experience, future expectations, and other factors and assumptions we believe to be reasonable under the circumstances. These estimates and judgments are reviewed on an ongoing basis and are revised when necessary. Changes in estimates are recorded in the period of change. Actual amounts may differ from these estimates.

SIGNIFICANT ACCOUNTING POLICIES

Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Based upon the transparency of inputs to the valuation of an asset or liability, a three-level hierarchy has been established for fair value measurements. The three-level hierarchy for disclosure of fair value measurements is as follows:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 - Valuations with one or more unobservable significant inputs that reflect the reporting entity's own assumptions.

The fair value of Notes and marketable securities as of December 31, 2024 and 2023 are based on quoted market prices for publicly traded securities.

We estimate fair values of financial instruments measured at fair value in the consolidated financial statements on a recurring basis to ensure they are calculated based on market rates to settle the instruments. These values represent the estimated amounts we would pay or receive to terminate agreements, taking into consideration current market rates and creditworthiness.

As of December 31, 2023, we did not have any assets or liabilities measured on a recurring basis without observable market values that would require a high level of judgment to determine fair value (Level 3). As of December 31, 2024, the mandatory redemption liability for GHOST is a liability measured on a recurring basis that is considered Level 3 within the fair value hierarchy. Refer to the *Mandatory Redemption Liability* section below for further information.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

Transfers between levels are recognized at the end of each reporting period. There were no transfers of financial instruments between the three levels of fair value hierarchy during the years ended December 31, 2024, 2023, and 2022.

Acquisitions

We evaluate the facts and circumstances of each acquisition to determine whether the transaction should be accounted for as an asset acquisition or a business combination.

Asset Acquisitions

When substantially all of the fair value of the assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets, the transaction is accounted for as an asset acquisition. Direct transaction costs associated with asset acquisitions are capitalized.

Business Combinations

We include the results of operations of the acquired business in the consolidated financial statements prospectively from the acquisition date. We allocate the purchase consideration to the assets acquired and liabilities assumed in the acquired entity generally based on their fair values at the acquisition date. The excess of the fair value of purchase consideration over the fair value of these assets acquired and liabilities assumed in the acquired entity is recorded as goodwill. During the measurement period, we will continue to obtain information to assist in determining the fair value of net assets acquired, which may differ from these preliminary estimates. Measurement period adjustments, if applicable, will be applied in the reporting period in which the adjustment amounts are determined. Certain of our acquisitions may include other forms of consideration, including mandatorily redeemable liabilities and other earn-out arrangements. As of the acquisition date, we record such consideration, as applicable, at the estimated fair value of the expected future payments associated with the obligation. Any changes to the recorded fair value of the consideration are recognized in earnings in the period in which they occur.

Transaction expenses are recognized separately from the business combination and are expensed as incurred. These charges primarily include direct third-party professional fees for advisory and consulting services and other incremental costs related to the acquisition.

Cash and Cash Equivalents

Cash and cash equivalents include cash and investments in short-term, highly liquid securities, with original maturities of three months or less.

We are exposed to potential risks associated with its cash and cash equivalents. We place our cash and cash equivalents with high credit quality financial institutions. Deposits with these financial institutions may exceed the amount of insurance provided; however, these deposits typically are redeemable upon demand and, therefore, we believe the financial risks associated with these financial instruments are minimal.

Trade Accounts Receivable and Allowance for Expected Credit Losses

Trade accounts receivable are recorded at the invoiced amount and do not bear interest.

We are exposed to potential credit risks associated with our accounts receivable, as we generally do not require collateral on our accounts receivable. We determine the required allowance for expected credit losses using information such as customer credit history and financial condition, industry and market segment information, credit reports, and economic trends and conditions. Allowances can be affected by changes in the industry, customer credit issues or customer bankruptcies, or expectations of any such events in a future period when reasonable and supportable. Historical information is utilized beyond reasonable and supportable forecast periods. Amounts are charged against the allowance when it is determined that expected credit losses may occur.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Activity in the allowance for expected credit loss accounts was as follows:

(in millions)	For the Year Ended December 31,		
	2024	2023	2022
Balance, beginning of the period	\$ 10	\$ 9	\$ 7
Charges to (reversals of) bad debt expense	—	3	3
Write-offs and adjustments	(1)	(2)	(1)
Balance, end of the period	<u>\$ 9</u>	<u>\$ 10</u>	<u>\$ 9</u>

Concentration of credit risk with respect to accounts receivable is limited due to the large number of customers in various channels comprising our customer base. Walmart is a major customer as described in Note 8. As of December 31, 2024 and 2023, Walmart accounted for approximately \$205 million and \$204 million of trade receivables, respectively, which exceeded 10% of KDP's total trade accounts receivable.

Inventories

Inventories consist of raw materials, work in process, and finished goods. Raw materials include various commodity costs for our ingredients and materials sourced from various providers. The costs of finished goods inventories manufactured by us include raw materials, direct labor, and indirect production and overhead costs. Finished goods also include the purchases of brewing systems and certain beverages from third-party manufacturers. Inventories are stated at the lower of cost or net realizable value. Cost is measured using standard cost, which approximates first-in, first-out. We regularly review whether the net realizable value of inventory is lower than its carrying value. If the valuation shows that the net realizable value is lower than the carrying value, we take a charge to cost of sales and directly reduce the carrying value of the inventory.

We estimate any required write downs for inventory obsolescence by examining inventories on a quarterly basis to determine if there are indicators that the carrying values exceed net realizable value. Indicators that could result in additional inventory write downs include age of inventory, damaged inventory, slow moving products, and products at the end of their life cycles. While management believes that inventory is appropriately stated, judgment is involved in determining the net realizable value of inventory. Adjustments for excess and obsolete inventories are based on an assessment of slow-moving and obsolete inventories, determined by historical usage and demand.

Property, Plant, and Equipment, Net

Property, plant, and equipment is stated at cost plus capitalized interest on borrowings during the actual construction period of major capital projects, net of accumulated depreciation. Significant improvements which substantially extend the useful lives of assets are capitalized, and expenditures for repairs and maintenance which do not improve or extend the life of the assets are expensed as incurred. We capitalize certain computer software and software development costs incurred in connection with developing or obtaining computer software for internal use, which are included in property, plant, and equipment. When property, plant, and equipment is sold, the costs and the related accumulated depreciation are removed from the accounts, and any net gain or loss is recorded in Other operating expense (income), net in the Consolidated Statements of Income.

For financial reporting purposes, depreciation is computed on the straight-line method over the estimated useful asset lives as follows:

Type of Asset	Useful Life
Buildings and improvements	3 to 40 years
Machinery and equipment	2 to 20 years
Cold drink equipment	2 to 7 years
Computer software	2 to 8 years

Leasehold improvements, which are primarily considered building improvements, are depreciated over the shorter of the estimated useful life of the assets or the lease term. Estimated useful lives are periodically reviewed and, when warranted, are updated.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

We periodically review long-lived assets for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. In order to assess recoverability, we compare the estimated undiscounted future pre-tax cash flows from the use of the group of assets, as defined, to the carrying amount of such assets. Measurement of an impairment loss is based on the excess of the carrying amount of the group of assets over the long-lived asset's fair value, and any impairment loss is recorded in Other operating expense (income), net, in the Consolidated Statements of Income. For the years ended December 31, 2024, 2023, and 2022, no impairment loss was recorded related to these assets.

Leases

We lease certain facilities and machinery and equipment, including fleet. These leases expire at various dates through 2044. Some lease agreements contain standard renewal provisions that allow us to renew the lease at rates equivalent to fair market value at the end of the lease term. Our lease agreements do not contain any material restrictive covenants. Certain leases of manufacturing and distribution properties and our Frisco headquarters contain an RVG at the end of the term. Refer to Note 19 for additional information about RVGs.

Operating leases are included within other non-current assets, other current liabilities, and other non-current liabilities within the Consolidated Balance Sheets. Finance leases are included within Property, plant, and equipment, net, other current liabilities, and other non-current liabilities. Leases with an initial term of 12 months or less are not recognized on the Consolidated Balance Sheets.

Right of use assets and lease liabilities are recognized in the Consolidated Balance Sheets at the present value of future minimum lease payments over the lease term on the commencement date. When the rate implicit in the lease is not provided to us, we use our incremental borrowing rate based on information available at the commencement date to determine the present value of future minimum lease payments. Our incremental borrowing rate is determined using a portfolio of secured borrowing rates commensurate with the term of the lease and is reassessed on a quarterly basis.

We have lease agreements with lease and non-lease components, which are generally accounted for as a single lease component.

Sale-and-leaseback transactions occur when we sell assets to a third-party and subsequently lease them back. The resulting leases that qualify for sale-and-leaseback accounting are evaluated and accounted for as operating leases. A transaction that does not qualify for sale-and-leaseback accounting as a result of finance lease classification or the failure to meet certain revenue recognition criteria is accounted for as a financing transaction. For a financing transaction, we retain the assets sold within Property, plant, and equipment, net and record a financing obligation equal to the amount of cash proceeds received. Rental payments under such transactions are recognized as a reduction of the financing obligation and as interest expense using an effective interest method.

Investments

Deferred Compensation Plan

We have a U.S. non-qualified defined contribution plan. Contributions under the non-qualified defined contribution plan are maintained in a rabbi trust and are not readily available to us. The rabbi trust consists of readily marketable equity securities, which are included in Other non-current assets in the Consolidated Balance Sheets. Gains or losses from such investments are charged to Other (income) expense, net in the Consolidated Statements of Income.

The corresponding deferred compensation liability is included in Other non-current liabilities in the Consolidated Balance Sheets, with changes in this obligation recognized as adjustments to compensation expense and recorded in SG&A expenses.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

Investments in Other Equity Securities

We consolidate investments in companies in which we hold the majority interest. In these cases, the third party equity interest is referred to as non-controlling interest. Generally, non-controlling interests are presented as a separate component within equity in the Consolidated Balance Sheets, and net earnings attributable to the non-controlling interests are presented separately in the Consolidated Statements of Income. However, if the investment agreement contains a mandatorily redeemable financial instrument for the non-controlling interests, such mandatorily redeemable interests are recorded as a liability, rather than equity, in the Consolidated Balance Sheets, and no earnings are attributable to the non-controlling interests.

On July 31, 2023, the remaining shareholders of Revive surrendered their ownership interests. As a result, KDP holds 100% ownership interest in Revive and has eliminated the Non-controlling interest component within the Consolidated Statements of Changes in Stockholders' Equity. As of December 31, 2024, we hold a majority interest in GHOST. This investment contains a mandatorily redeemable financial instrument for the non-controlling interests. Refer to Note 4 for further information about the GHOST Transactions.

We also hold investments in certain entities which are accounted for as equity method investments, equity securities with readily determinable fair value, or equity securities without readily determinable value.

The companies over which we exert significant influence, but do not control the financial and operating decisions, are accounted for as equity method investments. Equity method investments are reported at cost, which includes third-party transaction costs, and are adjusted each period for dividends paid, if any, as well as our share of the investee's net income or loss, unless the investment agreement indicates an alternative allocation of earnings or losses. Our share of the net income or loss resulting from these investments is recorded in Other (income) expense, net in the Consolidated Statements of Income. To the extent we earn additional equity in these investments from achieving certain contractual milestones in our distribution activities, the earned equity is recorded as a reduction in Cost of sales and included in the Earned equity from distribution arrangements line on the Consolidated Statements of Cash Flows. Any gains and losses resulting from the sale of these investments are recorded in Gain on sale of equity method investment. The carrying value of our equity method investments is reported in Investments in unconsolidated affiliates in the Consolidated Balance Sheets. Distributions received from equity method investments are classified using the cumulative earnings approach on the Consolidated Statements of Cash Flows.

Investments with readily determinable fair values for which we do not have the ability to exercise significant influence are measured at fair value and reported in Other non-current assets in the Consolidated Balance Sheets. As of December 31, 2024 and 2023, all such investments were categorized as Level 1. Unrealized gains and losses on these investments are recorded in Other (income) expense, net in the Consolidated Statements of Income.

Investments without readily determinable fair values for which we do not have the ability to exercise significant influence are accounted for at cost and reported in Other non-current assets in the Consolidated Balance Sheets. Any gains or losses resulting from the sales of these investments are recorded in Other operating expense (income), net, in the Consolidated Statements of Income.

Our equity method investments in certain privately held entities do not have readily determinable fair values and are periodically evaluated for impairment. An impairment loss would be recorded whenever a decline in value of an investment below its carrying amount is determined to be other than temporary. We recorded impairment charges of \$2 million and \$12 million for the years ended December 31, 2024 and 2022, respectively, on the Impairment of investments and note receivable line in the Consolidated Statements of Income. No impairment charges were recorded for the year ended December 31, 2023.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

Goodwill and Other Intangible Assets

Other intangible assets are classified into two categories:

- intangible assets with definite lives subject to amortization, and
- intangible assets with indefinite lives not subject to amortization.

The majority of the intangible asset balance is made up of brands which we have determined to have indefinite useful lives. In arriving at the conclusion that a brand has an indefinite useful life, we review factors such as size, diversification, and market share of each brand. We expect to acquire, hold, and support brands for an indefinite period through consumer marketing and promotional support. We also consider factors such as our ability to continue to protect the legal rights that arise from these intangible assets indefinitely or the absence of any regulatory, economic, or competitive factors that could truncate the life of these intangible assets. If the criteria are not met, the brand is considered to have a finite useful life.

Identifiable intangible assets deemed to have determinable finite useful lives are amortized on a straight-line basis over the period of which the expected economic benefit is derived. Amortization expense is recorded in Selling, general, and administrative expenses in the Consolidated Statements of Income. The estimated useful lives of intangible assets with definite lives are as follows:

Type of Asset	Useful Life
Acquired technology	20 years
Brands	5 years
Contractual arrangements	10 to 20 years
Customer relationships	10 to 40 years
Distribution rights	4 to 10 years
Trade names	10 years

For intangible assets with definite lives, tests for impairment are performed if conditions exist that indicate the carrying value may not be recoverable.

For goodwill and indefinite-lived intangible assets, we perform quarterly analyses to evaluate whether any triggering events have occurred which may indicate that the carrying amount of an asset may not be recoverable. We also conduct tests for impairment annually on the first day of the fourth quarter, or more frequently if events or circumstances indicate the carrying amount may not be recoverable.

For both goodwill and other indefinite lived intangible assets, we have the option to first assess qualitative factors to determine whether the fair value of either the reporting unit or indefinite lived intangible asset is "more likely than not" less than its carrying value, also known as a Step 0 analysis. When performing a quantitative, or Step 1, analysis, we use the income approach, or in some cases a combination of income and market based approaches, to determine the fair value of our assets, as well as an overall consideration of market capitalization and enterprise value

The tests for impairment include significant judgment in estimating the fair value of reporting units and intangible assets. Management's estimates of fair value, which fall under Level 3 and are non-recurring, are based on historical and forecasted revenues and profit performance and discount rates. Fair value is based on what the reporting units and intangible assets would be worth to a third party market participant. Discount rates are based on a weighted average cost of equity and cost of debt, adjusted with various risk premiums.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Goodwill is assigned to reporting units for purposes of impairment testing. A reporting unit is the same as an operating segment or one level below an operating segment. As of October 1, 2024, KDP's reporting units were as follows:

Reportable Segments	Reporting Units
U.S. Refreshment Beverages	U.S. Beverage Concentrates
	U.S. WD
	DSD
U.S. Coffee	U.S. Coffee
International	Canada Beverage Concentrates
	Canada WD
	Canada Coffee
	Latin America Beverages

If the carrying value of the reporting unit or intangible asset exceeds its fair value, an impairment charge will be recorded in current earnings for the difference up to the carrying value of the goodwill or intangible asset recorded. Refer to Note 5 for additional information.

Capitalized Customer Incentive Programs

KDP provides support to certain customers to cover various programs and initiatives to increase net sales, including contributions to customers or vendors for cold drink equipment used to market and sell our products. These programs and initiatives generally directly benefit KDP over a period of time. Accordingly, costs of these programs and initiatives are recorded in Prepaid expenses and other current assets and Other non-current assets in the Consolidated Balance Sheets. Refer to Note 17 for additional information. The costs for these programs are amortized over the period to be directly benefited based upon a methodology consistent with our contractual rights under these arrangements.

Accounts Payable

We have agreements with third party administrators which allow participating suppliers to track payment obligations from KDP, and, if voluntarily elected by the supplier, to sell payment obligations from KDP to financial institutions. Suppliers can sell one or more of KDP's payment obligations at their sole discretion, and the rights and obligations of KDP to its suppliers are not impacted. KDP has no economic interest in a supplier's decision to enter into these agreements and no direct financial relationship with the financial institutions. KDP's obligations to its suppliers, including amounts due and scheduled payment terms, are not impacted.

The table below summarizes activity in our outstanding obligations under supplier financing arrangements, which are confirmed as valid and included in accounts payable:

<i>(in millions)</i>	For the Year Ended December 31, 2024
Balance as of December 31, 2023	\$ 2,389
Additions	2,999
Settlements	(3,639)
Effect of exchange rate changes	(9)
Balance as of December 31, 2024	<u>\$ 1,740</u>

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

Structured Payables

We have entered into an agreement with a supply chain payment processing intermediary, for the intermediary to act as a virtual credit card sponsor, whereby the card sponsor pays amounts on behalf of KDP and sells the amounts due from KDP to a participating financial institution. The card sponsor then bills KDP the original payment amount, effectively financing the transaction. The agreement permits us to utilize the third party and participating financial institutions to make a broad range of payments, including commercial payables to suppliers, business acquisitions, purchases of property, plant, and equipment, and employee-related payments.

Additionally, we have commercial arrangements with suppliers who use third party administrators to sell payment obligations from KDP to financial institutions. We evaluate these commercial arrangements with suppliers to determine if they are more representative of debt or accounts payable classification. If we determine these commercial arrangements are more representative of a financing transaction, then we record those payment obligations as structured payables.

Structured payables have equal priority with accounts payable and are treated as non-recourse obligations. We record interest for the period the structured payables obligation is outstanding and reflect the proceeds and payments related to these transactions as a financing activity on the Consolidated Statements of Cash Flows.

Mandatory Redemption Liability

Certain of our acquisitions may include other forms of consideration, including mandatorily redeemable liabilities and other earn-out arrangements. As of the acquisition date, we record such consideration, as applicable, at the estimated fair value of the expected future payments associated with the obligation. Any changes to the recorded fair value of the consideration are recognized in earnings in the period in which they occur.

Subsequent to the date of acquisition, if future payments are expected to differ from our estimate as of the date of acquisition, any related fair value adjustments are recognized in the period that such expectation is considered probable. Changes in the fair value of payments are recorded within Other nonoperating (income) expense, net, in the Consolidated Statements of Operations.

For the year ended December 31, 2024, the fair value of our mandatory redemption liability for Ghost was estimated using the Monte Carlo simulation method, which incorporates significant inputs not observable in the market (Level 3 inputs) including forecasted EBITDA expectations, adjusting for market risks and volatility, calculating redemption prices, discounting to present terms with the cost of debt, and averaging results across scenarios to determine fair value, incorporating the market price of risk and volatility estimates from similar companies. Mandatory redemption liabilities are included within Other non-current liabilities within the Consolidated Balance Sheets. Refer to Note 17 for additional information.

Pension and Post-retirement Medical Benefits

KDP has U.S. and foreign pension and PRMB plans which provide benefits to a defined group of employees who satisfy age and length of service requirements at the discretion of KDP. As of December 31, 2024, KDP has several stand-alone non-contributory defined benefit plans and PRMB plans. Depending on the plan, pension and PRMB benefits are based on a combination of factors, which may include salary, age, and years of service.

Employee pension and PRMB plan obligations and the associated expense included in the consolidated financial statements are determined from actuarial analyses based on plan assumptions, employee demographic data, years of service, compensation, benefits and claims paid, and employer contributions. Non-cash settlement charges occur when the total amount of lump sum payments made to participants of various U.S. defined pension plans exceed the estimated annual interest and service costs.

The components of net periodic benefit cost other than the service cost component are included in Other (income) expense, net, in the Consolidated Statements of Income. The service cost component is included in either Cost of sales or SG&A expenses, depending on the classification of the employee's other compensation costs.

The objective with respect to the funding of our pension plans is to provide adequate assets for the payment of future benefits. Pursuant to this objective, KDP will fund the pension plans as required by governmental regulations and may consider discretionary contributions as conditions warrant.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

KDP participates in several multi-employer pension plans and makes contributions to those plans, which are recorded in either Cost of sales or SG&A expenses, depending on the classification of the employee's other compensation costs.

Risk Management Programs

We retain selected levels of property, casualty, workers' compensation, health, cyber, and other business risks. Many of these risks are covered under conventional insurance and reinsurance programs with deductibles or self-insured retentions. Accrued liabilities related to the retained casualty and health risks are calculated based on loss experience and development factors, which contemplate a number of variables including claim history and expected trends, and are recorded in Other current liabilities and Other non-current liabilities in the Consolidated Balance Sheets.

Income Taxes

Income taxes are accounted for using the asset and liability approach, which involves determining the temporary differences between assets and liabilities recognized for financial reporting and the corresponding amounts recognized for tax purposes and computing the tax-related carryforwards at the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be reversed. The resulting amounts are deferred tax assets or liabilities. The total of taxes currently payable per the tax return, the deferred tax expense or benefit, and the impact of uncertain tax positions represents the income tax expense or benefit for the year for financial reporting purposes.

We periodically assess the likelihood of realizing our deferred tax assets based on the amount that we believe is more likely than not to be realized. We base our judgment of the recoverability of deferred tax assets primarily on historical earnings, our estimate of current and expected future earnings, and prudent and feasible tax planning strategies.

We establish income tax liabilities to remove some or all of the income tax benefit of any of our income tax positions at the time we determine that the positions become uncertain based upon one of the following: (1) the tax position is not "more likely than not" to be sustained, (2) the tax position is "more likely than not" to be sustained, but for a lesser amount, or (3) the tax position is "more likely than not" to be sustained, but not in the financial period in which the tax position was originally taken. The evaluation of whether or not a tax position is uncertain is based on the following: (1) we presume the tax position will be examined by the relevant taxing authority such as the IRS that has full knowledge of all relevant information, (2) the technical merits of a tax position are derived from authorities such as legislation and statutes, legislative intent, regulations, rulings, and case law, and their applicability to the facts and circumstances of the tax position, and (3) each tax position is evaluated without considerations of the possibility of offset or aggregation with other tax positions taken. We adjust these income tax liabilities when our judgment changes as a result of new information. Any change will impact income tax expense in the period in which such determination is made.

Derivative Instruments

KDP is exposed to market risks arising from adverse changes in interest rates, commodity prices, and FX rates. We manage these risks through a variety of strategies, including the use of interest rate contracts, FX forward contracts, commodity forward, future, swap and option contracts, and supplier pricing agreements. We do not hold or issue derivative financial instruments for trading or speculative purposes.

All derivative instruments are recorded on a gross basis, including those subject to master netting arrangements.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

We formally designate and account for certain foreign exchange forward contracts and interest rate contracts that meet established accounting criteria under U.S. GAAP as cash flow hedges. For such contracts, the effective portion of the gain or loss on the derivative instruments is recorded, net of applicable taxes, in AOCI. When net income is affected by the variability of the underlying transaction, the applicable offsetting amount of the gain or loss from the derivative instrument deferred in AOCI is reclassified to net income. Cash flows from derivative instruments designated in a qualifying hedging relationship are classified in the same category as the cash flows from the underlying hedged items. If a cash flow hedge were to cease to qualify for hedge accounting, or were terminated, the derivatives would continue to be carried on the balance sheet at fair value until settled and hedge accounting would be discontinued prospectively. If the underlying hedged transaction ceases to exist, any associated amounts reported in AOCI would be reclassified to earnings at that time.

For derivatives that are not designated or for which the designated hedging relationship is discontinued, the gain or loss on the instrument is recognized in earnings in the period of change.

We have exposure to credit losses from derivative instruments in an asset position in the event of nonperformance by the counterparties to the agreements. Historically, we have not experienced material credit losses as a result of counterparty nonperformance. We select and periodically review our counterparties based on credit ratings, limit our exposure to a single counterparty under defined guidelines and monitor the market position of the programs upon execution of a hedging transaction and at least on a quarterly basis.

Loss Contingencies

Legal Matters

KDP is involved from time to time in various claims, proceedings, and litigation, including those described in Note 18. We establish reserves for specific legal proceedings when we determine that the likelihood of an unfavorable outcome is probable and the amount of loss can be reasonably estimated. Management has also identified certain other legal matters where it believes an unfavorable outcome is reasonably possible and/or for which no estimate of possible losses can be made, and where applicable, provides disclosure of such legal matters in Note 18.

Product Warranties

We provide for the estimated cost of product warranties associated with our brewers in cost of sales, at the time product revenue is recognized. Warranty costs are estimated primarily using historical warranty information in conjunction with current engineering assessments applied to the expected repair or replacement costs. The estimate for warranties requires assumptions relating to expected warranty claims which are based on historical claims and known current year factors.

Revenue Recognition

We recognize revenue when performance obligations under the terms of a contract with the customer are satisfied. Branded product sales, which include LRBs, K-Cup pods, appliances, and other, occur once control is transferred upon delivery to the customer. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods. The amount of consideration we receive and revenue we recognize varies with changes in customer incentives offered to our customers and their customers. These incentives and discounts, which are recorded as a reduction of revenue, include cash discounts, price allowances, volume-based rebates, product placement fees, and other financial support for items such as trade promotions, displays, new products, consumer incentives, and advertising assistance. Accruals are established for the expected payout based on contractual terms, volume-based metrics, and/or historical trends, and require management judgment with respect to estimating customer participation and performance levels. Sales taxes and other similar taxes are excluded from revenue. Costs associated with shipping and handling activities, such as merchandising, are included in SG&A expenses as revenue is recognized.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

Cost of Sales

Cost of goods sold includes all costs to acquire and manufacture our products including raw materials, direct and indirect labor, manufacturing overhead, including depreciation expense, and all other costs incurred to bring the product to salable condition. All other costs incurred after this condition is met are considered selling costs and included in SG&A expenses.

Selling, General and Administrative Expenses

Transportation and Warehousing Costs

We incurred \$1,910 million, \$1,783 million, and \$1,746 million of transportation and warehousing costs during the years ended December 31, 2024, 2023, and 2022, respectively. These amounts, which primarily relate to shipping and handling costs, are recorded in SG&A expenses in the Consolidated Statements of Income.

Advertising and Marketing Expense

Advertising and marketing production costs related to television, print, radio, and other marketing investments are expensed as of the first date the advertisement takes place. All other advertising and marketing costs are expensed as incurred. Advertising and marketing expenses were approximately \$657 million, \$640 million, and \$537 million for the years ended December 31, 2024, 2023, and 2022, respectively. Advertising and marketing expenses are recorded in SG&A expenses in the Consolidated Statements of Income. Prepaid advertising and marketing costs are recorded as Other current and Other non-current assets in the Consolidated Balance Sheets.

Research and Development Costs

Research and development costs are expensed when incurred and amounted to \$70 million, \$66 million, and \$65 million for the years ended December 31, 2024, 2023, and 2022, respectively. These expenses are recorded primarily in SG&A expenses in the Consolidated Statements of Income.

Stock-Based Compensation Expense

Stock-based compensation expense is recognized within SG&A expenses in the Consolidated Statements of Income related to the fair value of employee stock-based awards, ratably over the vesting period, and only for awards expected to vest. Estimated forfeiture rates are based on historical data and are periodically reassessed.

Compensation cost is based on the grant-date fair value. The fair value of RSUs is determined based on the number of units granted and the grant date price of common stock. The fair value of PSUs is estimated at the date of grant using a Monte-Carlo simulation.

Restructuring and Integration Costs

We implement restructuring programs from time to time and incur costs that are designed to improve operating effectiveness and lower costs. When these programs are implemented, we incur expenses, such as employee separations, lease terminations, and other direct exit costs, that qualify as exit and disposal costs under U.S. GAAP. Severance costs are recorded once they are both probable and estimable. Restructuring liabilities that qualify as exit and disposal costs under U.S. GAAP are included in accounts payable and accrued expenses on the consolidated financial statements.

We also incur expenses that are an integral component of, and directly attributable to, the restructuring activities, which do not qualify as exit and disposal costs, such as accelerated depreciation, asset impairments, IT implementation costs, and other incremental costs. We have recorded these costs within SG&A expenses on the Consolidated Statements of Income, and these costs are held within unallocated corporate costs.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

Foreign Currency Translation and Transaction

We translate assets and liabilities of our foreign subsidiaries from their respective functional currencies to U.S. dollars at the appropriate spot rates as of the balance sheet date. The functional currency of our operations outside the U.S. is generally the local currency of the country where the operations are located, or U.S. dollars. The results of operations are translated into U.S. dollars at a monthly average rate, calculated using daily exchange rates.

Differences arising from the translation of opening balance sheets of these entities to the rate at the end of the financial year are recognized in AOCI. The differences arising from the translation of foreign results at the average rate are also recognized in AOCI. Such translation differences are recognized as income or expense in the period in which we dispose of the operations.

Transactions in foreign currencies are recorded at the approximate rate of exchange at the transaction date. Assets and liabilities resulting from these transactions are translated at the rate of exchange in effect at the balance sheet date. Such differences are recorded in Cost of sales or Other (income) expense, net in the Consolidated Statements of Income, depending on the nature of the underlying transaction.

Earnings per Share

Basic EPS is computed by dividing Net income by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the assumed conversion of all dilutive securities determined through the treasury stock method.

Repurchases of Common Stock

Shares repurchased under authorized share repurchase programs are retired, and the excess purchase price over the par value is recorded to additional paid-in capital.

The IRA imposes a 1% excise tax on net share repurchases that occur after December 31, 2022. The tax associated with shares repurchased is recorded to additional paid-in capital. Cash paid related to the excise tax on net share repurchases is included in the Repurchases of common stock line in the Consolidated Statements of Cash Flows.

RECENTLY ISSUED ACCOUNTING STANDARDS

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The objective of ASU 2023-09 is to enhance disclosures related to income taxes, including specific thresholds for inclusion within the tabular disclosure of income tax rate reconciliation and specified information about income taxes paid. ASU 2023-09 is effective for public companies starting in annual periods beginning after December 15, 2024. We are currently evaluating ASU 2023-09 but expect the impact of the disclosures to be immaterial to KDP's consolidated financial statements.

In February 2024, the FASB issued ASU 2024-03, *Income Statement Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)*. The objective of ASU 2024-03 is to require entities to provide enhanced disclosures of income statement expenses through disaggregation of specific expense captions. ASU 2024-03 is effective for public companies starting in annual periods beginning after December 15, 2026 and in interim periods beginning after December 15, 2027. We are currently evaluating ASU 2024-03 and the impact of the disclosures to KDP's consolidated financial statements.

RECENTLY ADOPTED PROVISIONS OF U.S. GAAP

As of January 1, 2024 we adopted ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The objective of ASU 2023-07 is to require entities to provide enhanced disclosures on significant segment expenses. ASU 2023-07 is effective for public companies in annual periods beginning after December 15, 2023, and interim periods beginning after December 15, 2024. Refer to Note 8 for additional information on our segment related disclosures.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

3. Long-term Obligations and Borrowing Arrangements

The following table summarizes our long-term obligations:

<i>(in millions)</i>	December 31,	
	2024	2023
Notes	\$ 12,948	\$ 11,095
Term loan	990	—
Less: current portion of long-term obligations	(1,026)	(1,150)
Long-term obligations	<u>\$ 12,912</u>	<u>\$ 9,945</u>

The following table summarizes our short-term borrowings and current portion of long-term obligations:

<i>(in millions)</i>	December 31,	
	2024	2023
Commercial paper notes	\$ 1,616	\$ 2,096
Current portion of long-term obligations:		
Notes	1,026	1,150
Short-term borrowings and current portion of long-term obligations	<u>\$ 2,642</u>	<u>\$ 3,246</u>

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

SENIOR UNSECURED NOTES

Our Notes consisted of the following:

<i>(in millions)</i>			December 31,	
			2024	2023
Issuance	Maturity Date	Rate		
2024 Notes	March 15, 2024	0.750%	\$ —	\$ 1,150
2025 Merger Notes	May 25, 2025	4.417%	529	529
2025 Notes	November 15, 2025	3.400%	500	500
2026 Notes	September 15, 2026	2.550%	400	400
2027-B Notes	March 15, 2027	Floating ⁽²⁾	350	—
2027-C Notes	March 15, 2027	5.100%	750	—
2027 Notes	June 15, 2027	3.430%	500	500
2028 Merger Notes	May 25, 2028	4.597%	1,112	1,112
2029-B Notes	March 15, 2029	5.050%	750	—
2029 Notes	April 15, 2029	3.950%	1,000	1,000
2030 Notes	May 1, 2030	3.200%	750	750
2031 Notes	March 15, 2031	2.250%	500	500
2031-B Notes	March 15, 2031	5.200%	500	—
2032 Notes	April 15, 2032	4.050%	850	850
2034 Notes	March 15, 2034	5.300%	650	—
2038 Merger Notes	May 25, 2038	4.985%	211	211
2045 Notes	November 15, 2045	4.500%	550	550
2046 Notes	December 15, 2046	4.420%	400	400
2048 Merger Notes	May 25, 2048	5.085%	391	391
2050 Notes	May 1, 2050	3.800%	750	750
2051 Notes	March 15, 2051	3.350%	500	500
2052 Notes	April 15, 2052	4.500%	1,150	1,150
Principal amount			13,093	11,243
Adjustment from principal amount to carrying amount ⁽¹⁾			(145)	(148)
Carrying amount			\$ 12,948	\$ 11,095

(1) The carrying amount includes unamortized discounts, debt issuance costs and fair value adjustments related to the DPS Merger.

(2) The 2027-B Notes bear interest at a rate equal to Compounded SOFR (as defined in the respective supplemental indenture) plus 0.88% per annum, and the rate is reassessed quarterly.

On March 7, 2024, we completed the issuance of the 2027-B Notes, the 2027-C Notes, the 2029-B Notes, the 2031-B Notes, and the 2034 Notes, with an aggregate principal amount of \$3 billion. The discount associated with these notes was approximately \$5 million, and we incurred \$16 million in debt issuance costs. The proceeds from the issuance were used for our share repurchase program, to repay outstanding commercial paper, and to repay the 2024 Notes at maturity, with the remainder intended for general corporate purposes.

Notes, among other things, contain customary default provisions and limit our ability to incur indebtedness secured by principal properties, to enter into certain sale and leaseback transactions, and to enter into certain mergers or transfers of substantially all of KDP's assets. The Notes are fully and unconditionally guaranteed by certain of our direct and indirect subsidiaries. As of December 31, 2024, we were in compliance with all financial covenant requirements of the Notes.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

VARIABLE-RATE BORROWING ARRANGEMENTS

Term Loan Agreement

On October 25, 2024, we entered into the Term Loan Agreement among KDP, as borrower, the lenders party thereto and Bank of America, N.A., as administrative agent. The deferred financing fees incurred in connection with the Term Loan Agreement were insignificant.

The Term Loan Agreement provides for a delayed draw term loan facility in an aggregate principal amount of \$1.25 billion, available in a first tranche of up to \$1 billion and second tranche of up to \$250 million. The proceeds of the Term Loan Agreement may be used by KDP for general corporate purposes, including to finance acquisitions (including the payment of any fees and expenses incurred in connection therewith). Borrowings under the Term Loan Agreement are unsecured. Borrowings under the first tranche and second tranche must be repaid on April 25, 2026, and February 23, 2027, respectively, but may be repaid earlier without penalty. On December 31, 2024, we drew \$990 million on the first tranche of the Term Loan Agreement, and the remaining capacity of the first tranche was forfeited. As of December 31, 2024, the second tranche of up to \$250 million remains available.

The interest rate applicable to borrowings under the Term Loan Agreement ranges from (i) a rate equal to SOFR plus a spread adjustment of 0.100% and a margin of 0.875% to 1.500% to (ii) a rate equal to a base rate plus a margin of 0.000% to 0.500%, in each case depending on our credit rating as determined by Moody's and S&P. The Term Loan Agreement also contains (i) certain customary affirmative covenants, including those that impose certain reporting and/or performance obligations on KDP and its subsidiaries, (ii) certain customary negative covenants that generally limit, subject to various exceptions, KDP and its subsidiaries from taking certain actions, including, without limitation, incurring liens, consummating certain fundamental changes, and entering into transactions with affiliates, (iii) a financial covenant in the form of a minimum interest coverage ratio of 3.25 to 1.00, and (iv) customary events of default (including a change of control) for financings of this type. As of December 31, 2024, we were in compliance with our minimum interest coverage ratio relating to the Term Loan Agreement.

Revolving Credit Agreement

On February 23, 2022, we entered into the Revolving Credit Agreement among KDP, as borrower, the lenders from time to time party thereto and JPMorgan Chase, Bank, N.A., as administrative agent. We incurred approximately \$4 million in deferred financing fees related to the issuance.

The following table summarizes information about the Revolving Credit Agreement:

<i>(in millions)</i>		December 31, 2024		December 31, 2023
Issuance	Maturity Date	Capacity	Carrying Value	Carrying Value
Revolving Credit Agreement ⁽¹⁾	February 23, 2027	\$ 4,000	\$ —	\$ —

(1) The Revolving Credit Agreement has \$200 million letters of credit available, none of which were utilized as of December 31, 2024.

Borrowings under the Revolving Credit Agreement will bear interest at a rate per annum equal to, at KDP's option, an adjusted SOFR rate plus a margin of 0.875% to 1.500% or a base rate plus a margin of 0.000% to 0.500%, in each case, depending on the rating of certain index debt of KDP. The Revolving Credit Agreement contains customary representations and warranties for investment grade financings. The Revolving Credit Agreement also contains (i) certain customary affirmative covenants, including those that impose certain reporting and/or performance obligations on KDP and its subsidiaries, (ii) certain customary negative covenants that generally limit, subject to various exceptions, KDP and its subsidiaries from taking certain actions, including, without limitation, incurring liens, consummating certain fundamental changes and entering into transactions with affiliates, (iii) a financial covenant in the form of a minimum interest coverage ratio of 3.25 to 1.00, and (iv) customary events of default (including a change of control) for financings of this type. As of December 31, 2024, we were in compliance with our minimum interest coverage ratio relating to the Revolving Credit Agreement.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Commercial Paper Program

KDP has a commercial paper program, under which we may issue unsecured commercial paper notes on a private placement basis. Effective November 10, 2023, the maximum aggregate amount available under the facility was increased to \$4,000 million. The maturities of the commercial paper notes vary, but commercial paper notes are classified as short-term, as maturities do not exceed one year. We issue commercial paper notes as needed for general corporate purposes. Outstanding commercial paper notes rank equally with all of the commercial paper notes' existing and future unsecured borrowings.

The following table provides information about our weighted average borrowings under our commercial paper program:

(in millions, except %)	For the Year Ended December 31,		
	2024	2023	2022
Weighted average commercial paper borrowings	\$ 2,270	\$ 1,267	\$ 40
Weighted average borrowing rates	5.42 %	5.41 %	2.36 %

Letters of Credit Facility

In addition to the portion of the Revolving Credit Agreement reserved for issuance of letters of credit, we have an incremental letter of credit facility. Under this facility, \$150 million is available for the issuance of letters of credit, \$74 million of which was utilized as of December 31, 2024 and \$76 million of which remains available for use.

FAIR VALUE DISCLOSURES

The fair value of our commercial paper approximates the carrying value and is considered Level 2 within the fair value hierarchy.

The fair values of our Notes are based on current market rates available to us and are considered Level 2 within the fair value hierarchy. The difference between the fair value and the carrying value represents the theoretical net premium or discount that would be paid or received to retire all the Notes and related unamortized costs to be incurred at such date. The fair value of our Notes was \$12,036 million and \$10,486 million as of December 31, 2024 and 2023, respectively.

4. Acquisitions

GHOST TRANSACTIONS

On October 23, 2024, we entered into a definitive agreement with GHOST, and certain other parties named therein, to acquire a controlling interest in GHOST. Founded in 2016, GHOST is a lifestyle sports nutrition business with a portfolio anchored by GHOST Energy, a leading ready-to-drink energy brand.

Under the terms of the agreement, we initially purchased a 60% stake in GHOST for aggregate consideration of \$999 million, which included customary adjustments. We also entered into an agreement which requires us to purchase the remaining equity interests in GHOST in 2028.

Separately from the above transaction, we also executed an agreement with GHOST and ABI which terminates the distribution rights for certain GHOST products by ABI, effective March 3, 2025, for a termination payment to ABI of \$225 million. At that time, we will assume the distribution of such products. The termination payment was accrued as of December 31, 2024, with the corresponding expense included within Other operating expense (income), net in the Consolidated Statements of Income.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Under the acquisition method of accounting, total consideration was as follows:

<i>(in millions)</i>	Total Consideration
Initial payment to acquire 60% of GHOST	\$ 999
Fair value of mandatory redemption liability for the remainder of the business on December 31, 2024 ⁽¹⁾	689
Total consideration	\$ 1,688

(1) The fair value of our mandatory redemption liability is estimated using the Monte Carlo simulation method which includes forecasted EBITDA expectations, adjusting for market risks and volatility, calculating redemption prices, discounting to present terms with the cost of debt, and averaging results across scenarios to determine fair value, incorporating the market price of risk and volatility estimates from similar companies.

The initial payment of \$999 million was funded primarily by proceeds drawn from the Term Loan Agreement. Refer to Note 3 for additional information.

Allocation of Consideration

Our preliminary allocation of consideration to the net tangible and intangible assets acquired and liabilities assumed in the GHOST Transactions is based on estimated fair values as of December 31, 2024. The following is a summary of the preliminary allocation of consideration to the estimated fair values of assets acquired and liabilities assumed in the GHOST Transactions as of December 31, 2024:

<i>(in millions)</i>	Fair Value
Brand	\$ 1,146
Assets acquired, net of liabilities assumed	82
Customer relationships	23
Goodwill	437
Total consideration	1,688
Less: Holdback placed in escrow ⁽¹⁾	(90)
Acquisition of business	\$ 1,598

(1) Amount includes both the current and non-current portion of the holdback liability. Refer to Note 17 for additional information.

The GHOST Transactions preliminarily resulted in \$437 million of goodwill. The goodwill to be recognized is attributable to revenue synergies, driven by a strong portfolio of brands with exposure to higher growth segments and the ability to leverage our collective distribution strength, as well as operational and general and administrative cost synergies. The goodwill created in the GHOST Transactions is expected to be deductible for tax purposes. All of the goodwill is included in our U.S. Refreshment Beverages segment.

We have not presented estimated unaudited pro forma results of operations for the GHOST Transactions or the actual results of GHOST because it is not material to our consolidated financial statements.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

OTHER IMMATERIAL ACQUISITIONS

Kalil Acquisition

On May 30, 2024, we entered into an agreement with Kalil, under which we agreed to acquire all of Kalil's production, sales, and distribution assets for total consideration of \$103 million, subject to certain adjustments outlined in the agreement. Kalil is an independent bottler with bottling and distribution rights in Arizona to key KDP brands, including Canada Dry, 7UP, A&W, Snapple, and Core Hydration. On August 9, 2024, we completed the Kalil Acquisition, and approximately \$8 million of cash was held back and placed in escrow.

Our preliminary allocation of consideration exchanged to the net tangible and intangible assets acquired and liabilities assumed in the Kalil Acquisition is based on estimated fair values as of August 9, 2024, and the consideration was primarily allocated to property, plant, and equipment and other intangible assets.

Other

We spent \$6 million in connection with an immaterial acquisition during the year ended December 31, 2024.

5. Goodwill and Other Intangible Assets

GOODWILL

Changes in the carrying amount of goodwill by reportable segment are as follows:

<i>(in millions)</i>	U.S. Refreshment Beverages	U.S. Coffee	International	Total
Balance as of December 31, 2022	\$ 8,714	\$ 8,622	\$ 2,736	\$ 20,072
Foreign currency translation	—	—	130	130
Balance as of December 31, 2023	8,714	8,622	2,866	20,202
Acquisitions ⁽¹⁾	447	—	—	447
Impairment ⁽²⁾	(306)	—	—	(306)
Foreign currency translation	—	—	(290)	(290)
Balance as of December 31, 2024 ⁽³⁾	<u>\$ 8,855</u>	<u>\$ 8,622</u>	<u>\$ 2,576</u>	<u>\$ 20,053</u>

(1) Acquisition activity during the year ended December 31, 2024 represents goodwill recorded as a result of the 2024 acquisitions. Refer to Note 4 for additional information.

(2) Impairment activity during the year ended December 31, 2024 represents impairment of our U.S. WD reporting unit. Refer to *Impairment Analysis - 2024 Impairment Analysis* below for further information.

(3) As of December 31, 2024, goodwill for the U.S. Refreshment Beverages segment is inclusive of accumulated impairment losses of \$306 million. There were no accumulated impairment losses for goodwill as of December 31, 2023 or 2022.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

INTANGIBLE ASSETS OTHER THAN GOODWILL

The net carrying amounts of intangible assets other than goodwill are as follows:

(in millions)	December 31, 2024			December 31, 2023		
	Gross Amount	Accumulated Amortization	Net Amount	Gross Amount	Accumulated Amortization	Net Amount
Intangible assets with definite lives:						
Acquired technology	\$ 1,146	\$ (621)	\$ 525	\$ 1,146	\$ (548)	\$ 598
Customer relationships	666	(270)	396	638	(236)	402
Contractual arrangements	144	(21)	123	146	(13)	133
Trade names	126	(124)	2	126	(114)	12
Brands	51	(32)	19	51	(25)	26
Distribution rights	66	(23)	43	29	(22)	7
Total intangible assets with definite lives	\$ 2,199	\$ (1,091)	\$ 1,108	\$ 2,136	\$ (958)	\$ 1,178
Intangible assets with indefinite lives:						
Brands ⁽¹⁾			\$ 19,848			\$ 19,476
Trade names			2,478			2,478
Distribution rights ⁽²⁾			200			155
Total intangible assets with indefinite lives			22,526			22,109
Other intangible assets, net			\$ 23,634			\$ 23,287

(1) The change in brands with indefinite lives was driven by the acquisition of the GHOST brand in the amount of \$1,146 million, which was partially offset by non-cash impairment charges of \$412 million and unfavorable foreign currency translation impacts of \$362 million during the year ended December 31, 2024. Refer to *Impairment Analysis - 2024 Impairment Analysis* below for further information.

(2) The increase in distribution rights with indefinite lives during the year ended December 31, 2024 was primarily driven by acquired distribution rights related to Electrolit of \$49 million.

Amortization expense for intangible assets with definite lives was as follows:

(in millions)	Year Ended December 31,		
	2024	2023	2022
Amortization expense	\$ 133	\$ 137	\$ 138

Amortization expense of these intangible assets is expected to be as follows:

(in millions)	For the Years Ending December 31,				
	2025	2026	2027	2028	2029
Expected amortization expense	\$ 127	\$ 123	\$ 107	\$ 99	\$ 96

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

GOODWILL AND OTHER INTANGIBLE ASSETS IMPAIRMENT

2024 Impairment Analysis

For the year ended December 31, 2024, we performed a Step 0 analysis for certain indefinite lived intangible assets, including trade names and distribution rights, and did not identify any indicators of impairment. For goodwill and indefinite-lived brands, we performed a Step 1 analysis. As a result, non-cash impairment charges of \$412 million were recorded specific to certain brands in the U.S. Refreshment Beverages segment, and a non-cash impairment charge of \$306 million was recorded to goodwill related to the U.S. Warehouse Direct reporting unit in the U.S. Refreshment Beverages segment. The primary factors that led to the brand impairment determination as of October 1, 2024, primarily led by Snapple, were a downward outlook for operating cash flows in our strategic plan, which led to a reduction in the long-term growth rate. The primary factors that led to the goodwill impairment determination as of October 1, 2024, driven by our U.S. Warehouse Direct reporting unit, were headwinds experienced by certain brands in our still portfolio, including a downward outlook for operating cash flows in our strategic plan, which led to a reduction in the long-term growth rate.

2023 Impairment Analysis

For the year ended December 31, 2023, we performed a Step 1 analysis on all goodwill and indefinite-lived intangible assets. No impairments were recorded as a result of these analyses.

2022 Impairment Analysis

In the third quarter of 2022, management identified specific performance and margin challenges for the Bai brand and performed a Step 1 quantitative discounted cash flow analysis using the income approach. As a result of this analysis, we recorded an impairment charge of \$311 million in the U.S. Refreshment Beverages segment.

During our annual impairment analysis, we performed a Step 0 analysis for certain indefinite lived intangible assets, including trade names, contractual arrangements, and distribution rights, and did not identify any indicators of impairment. For goodwill and the primary indefinite-lived brands, we performed a Step 1 analysis which resulted in non-cash impairment charges of \$161 million were recorded specific to certain brands during the year. The primary factors that led to the brand impairment determination as of October 1, 2022, driven primarily by Schweppes, were the change in the macroeconomic environment leading to increases in discount rates, as well as supply chain disruptions within third-party distribution networks.

Additional Impairment Considerations

The following table provides the range of rates considered to be significant inputs that were used in the annual impairment analyses as of October 1, 2024, 2023, and 2022:

Rate	2024		2023		2022	
	Minimum	Maximum	Minimum	Maximum	Minimum	Maximum
Discount rates	7.0 %	9.5 %	8.0 %	13.5 %	7.3 %	10.3 %
Long-term growth rates	— %	3.5 %	— %	4.0 %	— %	3.8 %
Royalty rates ⁽¹⁾	1.0 %	1.0 %	1.0 %	10.0 %	N/A	N/A

- (1) Royalty rates were used in a Step 1 quantitative analysis of certain non-priority brands for the years ended December 31, 2024 and 2023, and trade names for the year ended December 31, 2023. For the year ended December 31, 2022, royalty rates were not used, as we performed a Step 0 qualitative analysis for both trade names and certain non-priority brands.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

The results of the impairment analyses of our indefinite lived brands as of October 1, 2024, 2023, and 2022 are as follows:

Headroom Percentage	2024		2023		2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Brands						
0% ⁽¹⁾	\$ 280	\$ 280	\$ —	\$ —	\$ 2,136	\$ 2,136
Less than 25%	2,580	2,900	2,274	2,493	2,186	2,547
26 - 50%	1,488	2,160	2,339	3,018	—	—
In excess of 50%	14,481	34,490	14,767	29,002	14,848	28,942

(1) Carrying value reflects the results of the annual impairment analysis recognized during the years ended December 31, 2024 and 2022.

6. Derivatives

INTEREST RATES

Economic Hedges

We are exposed to interest rate risk related to our borrowing arrangements and obligations. We enter into interest rate contracts to provide predictability in our overall cost structure and to manage the balance of fixed-rate and variable-rate debt. We primarily enter into receive-fixed, pay-variable and receive-variable, pay-fixed swaps, and swaption contracts. A natural hedging relationship exists in which changes in the fair value of the instruments act as an economic offset to changes in the fair value of the underlying items. Changes in the fair value of these instruments are recorded in earnings throughout the term of the derivative instrument and are generally reported in Interest expense, net in the Consolidated Statements of Income. As of December 31, 2024, economic interest rate derivative instruments have maturities ranging from May 2035 to July 2043.

Cash Flow Hedges

In April 2022, KDP terminated \$1.5 billion of notional amount of its \$2.5 billion forward starting swaps, which had been designated as cash flow hedges. Upon termination, KDP received \$125 million to settle the contracts with the counterparties, which is amortized to Interest expense, net over the respective terms of the issued Notes.

On September 30, 2022, KDP de-designated \$500 million of notional amount of the forward starting swaps. As the forecasted debt transaction was still probable to occur, the fair value of the these instruments as of the de-designation was recorded to AOCI. Changes in fair value of the these instruments from the point of de-designation were recorded as unrealized gains or losses in Interest expense, net in the Consolidated Statements of Income until the instruments were terminated in the third quarter of 2023, at which time the realized gains in excess of the fair value as of the date of de-designation were recorded in Interest expense, net. The fair value of the instruments as of the date of de-designation remained in AOCI until March 2024, when the forecasted debt transaction took place with the issuance of the 2034 Notes, and the fair value of the instruments began amortizing to Interest expense, net over the term of the 2034 Notes.

During the first quarter of 2023, KDP terminated the remaining forward starting swaps which were designated as cash flow hedges. As the forecasted debt transaction associated with the terminated forward starting swaps was no longer considered probable, the realized gains associated with the termination were recorded in Interest expense, net during the first quarter of 2023.

FOREIGN EXCHANGE

We are exposed to foreign exchange risk in our foreign subsidiaries and with certain counterparties in foreign jurisdictions, which may transact in currencies that are different from the functional currencies of our legal entities. Additionally, the balance sheets of these subsidiaries are subject to exposure from movements in exchange rates.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Economic Hedges

We hold FX forward contracts to economically manage the balance sheet exposures resulting from changes in the FX rates described above. The intent of these FX contracts is to minimize the impact of FX risk associated with balance sheet positions not in local currency. In these cases, a hedging relationship exists in which changes in the fair value of the instruments act as an economic offset to changes in the fair value of the underlying items. Changes in the fair value of these instruments are recorded in earnings throughout the term of the derivative instrument and are reported in the same caption of the Consolidated Statements of Income as the associated risk. As of December 31, 2024, these FX contracts have maturities ranging from January 2025 to September 2026.

Cash Flow Hedges

We designate certain FX forward contracts as cash flow hedges in order to manage the exposures resulting from changes in the FX rates described above. These designated FX forward contracts relate to forecasted inventory purchases in U.S. dollars of our Canadian and Mexican businesses. The intent of these FX contracts is to provide predictability in our overall cost structure. As of December 31, 2024, these FX contracts have maturities ranging from January 2025 to December 2025.

COMMODITIES

Economic Hedges

We centrally manage the exposure to volatility in the prices of certain commodities used in our production process and transportation through various derivative contracts. We generally hold some combination of future, swap and option contracts that economically hedge certain risks. In these cases, a hedging relationship exists in which changes in the fair value of the instruments act as an economic offset to changes in the fair value of the underlying items or as an offset to certain costs of production. Changes in the fair value of these instruments are recorded in earnings throughout the term of the derivative instrument and are reported in the same line item of the Consolidated Statements of Income as the hedged transaction. Unrealized gains and losses are recognized as a component of unallocated corporate costs until our reportable segments are affected by the completion of the underlying transaction, at which time the gain or loss is reflected as a component of the respective segment's income from operations. As of December 31, 2024, these commodity contracts have maturities ranging from January 2025 to July 2026.

NOTIONAL AMOUNTS OF DERIVATIVE INSTRUMENTS

The following table presents the notional amounts of our outstanding derivative instruments by type:

(in millions)	December 31,	
	2024	2023
Interest rate contracts		
Forward starting swaps, not designated as hedging instruments	\$ 1,700	\$ 1,700
Swaptions, not designated as hedging instruments	—	3,200
FX contracts		
Forward contracts, not designated as hedging instruments	\$ 490	\$ 710
Forward contracts, designated as cash flow hedges	486	425
Commodity contracts, not designated as hedging instruments ⁽¹⁾	515	500

(1) Notional value for commodity contracts is calculated as the expected volume times strike price per unit on a gross basis.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

FAIR VALUE OF DERIVATIVE INSTRUMENTS

The fair values of commodity contracts, interest rate contracts and FX forward contracts are determined based on inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. The fair values of commodity contracts are valued using the market approach based on observable market transactions, primarily underlying commodities futures or physical index prices, at the reporting date. Interest rate contracts are valued using models based primarily on readily observable market parameters, such as SOFR forward rates, for all substantial terms of our contracts and credit risk of the counterparties. FX forward contracts are valued using quoted FX forward rates at the reporting date. Therefore, we have categorized these contracts as Level 2.

Not Designated as Hedging Instruments

The following table summarizes the location of the fair value of our derivative instruments which are not designated as hedging instruments within the Consolidated Balance Sheets. All such instruments are considered level 2 within the fair value hierarchy.

(in millions)	Balance Sheet Location	December 31,	
		2024	2023
Assets:			
FX forward contracts	Prepaid expenses and other current assets	\$ 7	\$ 5
Commodity contracts	Prepaid expenses and other current assets	32	9
FX forward contracts	Other non-current assets	4	—
Commodity contracts	Other non-current assets	2	3
Liabilities:			
Interest rate contracts	Other current liabilities	\$ 22	\$ 80
FX forward contracts	Other current liabilities	4	3
Commodity contracts	Other current liabilities	82	53
Interest rate contracts	Other non-current liabilities	345	186
FX forward contracts	Other non-current liabilities	—	4
Commodity contracts	Other non-current liabilities	3	11

Designated as Hedging Instruments

The following table summarizes the fair value hierarchy and the location of the fair value of our derivative instruments which are designated as hedging instruments within the Consolidated Balance Sheets. All such instruments are considered level 2 within the fair value hierarchy.

		December 31,	
(in millions)	Balance Sheet Location	2024	2023
Assets:			
FX contracts	Prepaid expenses and other current assets	\$ 41	\$ 1
Liabilities:			
FX contracts	Other current liabilities	\$ —	\$ 14

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

IMPACT OF DERIVATIVE INSTRUMENTS NOT DESIGNATED AS HEDGING INSTRUMENTS

The following table presents the amount of (gains) losses recognized in the Consolidated Statements of Income related to derivative instruments not designated as hedging instruments under U.S. GAAP during the periods presented. Amounts include both realized and unrealized gains and losses.

(in millions)	Income Statement Location	For the Year Ended December 31,		
		2024	2023	2022
Interest rate contracts	Interest expense, net	\$ 63	\$ (26)	\$ 231
Interest rate contracts	Loss on early extinguishment of debt	—	—	31
FX forward contracts	Cost of sales	(6)	(2)	(7)
FX forward contracts	Other (income) expense, net	(10)	5	(9)
Commodity contracts	Cost of sales	28	22	12
Commodity contracts	SG&A expenses	10	17	(46)

IMPACT OF CASH FLOW HEDGES

The following table presents the amount of (gains) losses, net, reclassified from AOCI into the Consolidated Statements of Income related to derivative instruments designated as cash flow hedging instruments during the periods presented:

(in millions)	Income Statement Location	For the Year Ended December 31,		
		2024	2023	2022
Interest rate contracts ⁽¹⁾	Interest expense, net	\$ (12)	\$ (74)	\$ (6)
FX contracts	Cost of sales	(3)	—	5

(1) Amounts recognized during the year ended December 31, 2023 include the realized gains associated with the termination of forward starting swaps designated as cash flow hedges of approximately \$66 million.

We expect to reclassify approximately \$13 million and \$38 million of pre-tax net gains from AOCI into net income during the next twelve months related to interest rate contracts and FX contracts, respectively.

7. Leases

The following table presents the components of lease cost:

(in millions)	For the Year Ended December 31,		
	2024	2023	2022
Operating lease cost	\$ 170	\$ 159	\$ 137
Finance lease cost			
Amortization of right-of-use assets	95	81	76
Interest on lease liabilities	33	25	23
Variable lease cost ⁽¹⁾	37	39	35
Short-term lease cost	2	1	2
Sublease income	(1)	—	—
Total lease cost	\$ 336	\$ 305	\$ 273

(1) Variable lease cost primarily consists of common area maintenance costs, property taxes, and adjustments for inflation.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

The following table presents supplemental cash flow and other information about our leases:

(in millions)	For the Year Ended December 31,		
	2024	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 161	\$ 149	\$ 125
Operating cash flows from finance leases	32	25	23
Financing cash flows from finance leases	115	95	90
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	\$ 118	\$ 112	\$ 320
Finance leases	196	109	104

The following table presents information about our weighted average discount rate and remaining lease term:

	December 31,	
	2024	2023
Weighted average discount rate		
Operating leases	5.3 %	5.3 %
Finance leases	4.5 %	3.9 %
Weighted average remaining lease term		
Operating leases	9 years	10 years
Finance leases	9 years	9 years

SCHEDULE OF FUTURE MINIMUM LEASE PAYMENTS

Future minimum lease payments for non-cancellable leases that have commenced and are reflected on the Consolidated Balance Sheets as of December 31, 2024 were as follows:

(in millions)	Operating Leases	Finance Leases
2025	\$ 158	\$ 158
2026	161	193
2027	136	102
2028	107	89
2029	100	82
Thereafter	494	339
Total future minimum lease payments	1,156	963
Less: imputed interest	(238)	(161)
Present value of minimum lease payments	\$ 918	\$ 802

SIGNIFICANT LEASES THAT HAVE NOT YET COMMENCED

As of December 31, 2024, we have entered into leases that have not yet commenced with estimated aggregated future lease payments of approximately \$148 million. These leases will commence between 2025 and 2027, with initial lease terms ranging from 1 year to 7 years.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

ASSET SALE-LEASEBACK TRANSACTIONS

In 2022 and 2023, we entered into a number of asset sale-leaseback transactions with a single sponsor, the Veyron SPEs. Gains on the sale-leasebacks are recorded in Other operating expense (income), net, and the leasebacks are accounted for as operating leases. Gains on sale-leaseback transactions were as follows:

(in millions)	For the Year Ended December 31,		
	2024	2023	2022
Gain on sale	\$ —	\$ 6	82

The initial term of each leaseback is 15 years, with two 10-year renewal options. The renewal options are not reasonably assured as (i) KDP's position that the dynamic environment in which we operate precludes our ability to be reasonably certain of exercising the renewal options in the distant future and (ii) the options are contingent on KDP remaining investment grade and no change-in-control as of the end of the lease term. Each leaseback has an RVG. Refer to Note 19 for additional information about RVGs associated with asset sale-leaseback transactions.

8. Segments

Effective January 1, 2023, we revised our segment structure to align with changes in how our CODM manages the business, assesses performance and allocates resources. The prior period segment disclosures reflect the revised presentation.

Our operating and reportable segments consist of the following:

- The U.S. Refreshment Beverages segment reflects sales in the U.S. from the manufacture and distribution of branded concentrates, syrup, and finished beverages, including the sales of our own brands and third-party brands, to third-party bottlers, distributors, and retailers.
- The U.S. Coffee segment reflects sales in the U.S. from the manufacture and distribution of finished goods relating to our K-Cup pods, single serve brewers and accessories, and other coffee products to partners, retailers, and directly to consumers through the Keurig.com website.
- The International segment reflects sales in international markets, including the following:
 - Sales in Canada, Mexico, the Caribbean, and other international markets from the manufacture and distribution of branded concentrates, syrup, and finished beverages, including sales of our own brands and third-party brands, to third-party bottlers, distributors, and retailers.
 - Sales in Canada from the manufacture and distribution of finished goods relating to our single serve brewers, K-Cup pods, and other coffee products.

Segment results are based on management reports provided to the CODM, which is Tim Cofer, our CEO. Net sales and income from operations are the significant financial measures used to assess the operating performance of KDP's operating segments. The CODM periodically monitors our actual results and remaining forecast versus our annual budget for these financial measures, and this information is used to assess performance of the reportable segments, determine the payout of short-term incentive plan compensation, and to establish management's base salaries.

Intersegment sales are recorded at cost and are eliminated in the Consolidated Statements of Income. We have not provided disclosures of intersegment sales or total assets for each reportable segment, as our CODM does not review and is not provided with this information. "Other segment expense (income)" includes Other operating expense (income), net, as well as other financial statement captions for infrequent charges, such as impairment of goodwill or intangible assets, used to arrive at "Income from operations - reportable segments". "Unallocated corporate costs" are excluded from our measurement of segment performance and include unrealized commodity derivative gains and losses and certain general corporate expenses.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Information about our operations and significant expenses by reportable segment is as follows:

<i>(in millions)</i>	U.S. Refreshment Beverages	U.S. Coffee	International	Total
For the Year Ended December 31, 2024				
Net sales	\$ 9,331	\$ 3,967	\$ 2,053	\$ 15,351
Cost of sales	3,608	2,210	996	
SG&A expenses	2,904	684	521	
Other segment expense (income) ⁽¹⁾	941	(6)	(9)	
Income from operations - reportable segments	\$ 1,878	\$ 1,079	\$ 545	\$ 3,502
Unallocated corporate costs				(911)
Income from operations				2,591
Interest expense, net				735
Impairment of investments and note receivable				2
Other (income) expense, net				(60)
Income before provision for income taxes				\$ 1,914

- (1) During the year ended December 31, 2024, Other segment items within the U.S. Refreshment Beverages segment primarily consisted of non-cash impairment charges of \$412 million recorded specific to certain indefinite-lived brand assets and \$306 million recorded to the WD reporting unit goodwill. Refer to Note 5 for additional information about these non-cash impairment charges. Other segment items within the U.S. Refreshment Beverages segment also included the \$225 million termination payment to ABI for distribution rights related to the GHOST Transactions. Refer to Note 4 for additional information.

<i>(in millions)</i>	U.S. Refreshment Beverages	U.S. Coffee	International	Total
For the Year Ended December 31, 2023				
Net sales	\$ 8,821	\$ 4,071	\$ 1,922	\$ 14,814
Cost of sales	3,536	2,228	979	
SG&A expenses	2,810	691	476	
Other segment income	(8)	(6)	(8)	
Income from operations - reportable segments	\$ 2,483	\$ 1,158	\$ 475	\$ 4,116
Unallocated corporate costs				(924)
Income from operations				\$ 3,192
Interest expense, net				496
Other (income) expense, net				(61)
Income before provision for income taxes				\$ 2,757

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

<i>(in millions)</i>	U.S. Refreshment Beverages	U.S. Coffee	International	Total
For the Year Ended December 31, 2022				
Net sales	\$ 8,083	\$ 4,302	\$ 1,672	\$ 14,057
Cost of sales	3,318	2,415	891	
SG&A expenses	2,637	726	422	
Other segment expense (income) ⁽¹⁾	167	(54)	(14)	
Income from operations - reportable segments	\$ 1,961	\$ 1,215	\$ 373	\$ 3,549
Unallocated corporate costs				(944)
Income from operations				\$ 2,605
Interest expense, net				693
Loss on early extinguishment of debt				217
Gain on sale of equity method investment				(50)
Impairment of investments and note receivable				12
Other (income) expense, net				14
Income before provision for income taxes				<u>\$ 1,719</u>

(1) During the year ended December 31, 2022, Other segment items under the U.S. Refreshment Beverages segment primarily consisted of noncash impairment charges of \$472 million recorded specific to certain indefinite-lived brand assets. Refer to Note 5 for additional information. This was offset by a \$271 million gain on litigation settlement. Other segment items under the U.S. Coffee segment primarily consisted of a \$30 million gain on sale related to asset sale-leaseback transaction.

GEOGRAPHIC DATA

The following tables present information about our operations by geographic region:

<i>(in millions)</i>	For the Year Ended December 31,		
	2024	2023	2022
Net sales			
U.S.	\$ 13,368	\$ 12,961	\$ 12,454
Foreign	1,983	1,853	1,603
Net sales	<u>\$ 15,351</u>	<u>\$ 14,814</u>	<u>\$ 14,057</u>

<i>(in millions)</i>	December 31,	
	2024	2023
Property, plant, and equipment, net		
U.S.	\$ 2,450	\$ 2,247
Foreign	514	452
Total property, plant, and equipment, net	<u>\$ 2,964</u>	<u>\$ 2,699</u>

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

MAJOR CUSTOMER

Walmart is considered a major customer, accounting for more than 10% of our total net sales, and is represented in all three of our reportable segments. The following table provides our net sales to Walmart:

(in millions)	For the Year Ended December 31,		
	2024	2023	2022
Net sales			
Walmart	\$ 2,514	\$ 2,476	\$ 2,184

Additionally, customers in our U.S. Refreshment Beverages and International segments buy concentrate from KDP, which is used in finished goods sold by our third party bottlers to Walmart. These indirect sales further increase the concentration of risk associated with our consolidated net sales as it relates to Walmart.

9. Revenue Recognition

The following table disaggregates our revenue by portfolio:

(in millions)	U.S. Refreshment Beverages	U.S. Coffee	International	Total
For the Year Ended December 31, 2024				
LRB	\$ 9,196	\$ 38	\$ 1,332	\$ 10,566
K-Cup pods	—	3,112	502	3,614
Appliances	—	694	78	772
Other	135	123	141	399
Net sales	<u>\$ 9,331</u>	<u>\$ 3,967</u>	<u>\$ 2,053</u>	<u>\$ 15,351</u>
For the Year Ended December 31, 2023				
LRB	\$ 8,675	\$ —	\$ 1,230	\$ 9,905
K-Cup pods	—	3,207	477	3,684
Appliances	—	725	74	799
Other	146	139	141	426
Net sales	<u>\$ 8,821</u>	<u>\$ 4,071</u>	<u>\$ 1,922</u>	<u>\$ 14,814</u>
For the Year Ended December 31, 2022				
LRB	\$ 7,951	\$ —	\$ 987	\$ 8,938
K-Cup pods	—	3,328	444	3,772
Appliances	—	837	86	923
Other	132	137	155	424
Net sales	<u>\$ 8,083</u>	<u>\$ 4,302</u>	<u>\$ 1,672</u>	<u>\$ 14,057</u>

LRB represents net sales of owned and partner brands within our portfolio and includes branded concentrates, syrup, and finished beverages, including contract manufacturing of KDP branded products for our bottlers and distributors. K-Cup pods represents net sales from owned brands, partner brands, and private label owners. Net sales for partner brands and private label owners are contractual and long-term in nature.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

10. Earnings Per Share

The following table presents our basic and diluted EPS and shares outstanding:

<i>(in millions, except per share data)</i>	For the Year Ended December 31,		
	2024	2023	2022
Net income	\$ 1,441	\$ 2,181	\$ 1,436
Weighted average common shares outstanding	1,362.2	1,399.3	1,416.8
Dilutive effect of stock-based awards	6.1	9.1	11.7
Weighted average common shares outstanding and common stock equivalents	<u>1,368.3</u>	<u>1,408.4</u>	<u>1,428.5</u>
Basic EPS	\$ 1.06	\$ 1.56	\$ 1.01
Diluted EPS	1.05	1.55	1.01
Anti-dilutive shares excluded from the diluted weighted average shares outstanding calculation	0.8	1.0	—

11. Employee Benefit Plans

DEFINED BENEFIT PENSION PLANS

Overview

We have several non-contributory defined benefit plans, each having a measurement date of December 31. To participate in the defined benefit plans, eligible employees must have been employed for at least one year. Employee benefit plan obligations and expenses included in the consolidated financial statements are determined using actuarial analyses based on plan assumptions including employee demographic data such as years of service and compensation, benefits and claims paid, and employer contributions, among others. We also participate in various multi-employer defined benefit plans.

One of our U.S. defined benefit pension plans, which is a cash balance plan, was suspended and the accrued benefit was frozen effective December 31, 2008. Participants in this plan no longer earn additional benefits for future services or salary increases. The cash balance plans maintain individual record-keeping accounts for each participant, which are annually credited with interest credits equal to the 12-month average of one-year U.S. Treasury Bill rates, plus 1%, with a required minimum rate of 5%.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Financial Statement Impact

The following table sets forth amounts recognized in our financial statements and the pension plans' funded status:

<i>(in millions)</i>	As of December 31,	
	2024	2023
Projected benefit obligations		
Beginning balance	\$ 169	\$ 159
Service cost	3	3
Interest cost	9	9
Actuarial (gains) losses, net	(5)	11
Benefits paid	(5)	(5)
Impact of changes in FX rates	(4)	2
Settlements	(8)	(10)
Ending balance	\$ 159	\$ 169
Fair value of plan assets		
Beginning balance	\$ 134	\$ 126
Actual return on plan assets	—	11
Employer contributions	6	12
Benefits paid	(5)	(5)
Settlements	(8)	(10)
Ending balance	\$ 127	\$ 134
Net liability recognized	\$ (32)	\$ (35)
Current liability	\$ (1)	\$ (2)
Non-current liability	(31)	(33)

The accumulated benefit obligations for all defined benefit pension plans were \$156 million and \$165 million as of December 31, 2024 and 2023, respectively. The following table summarizes key pension plan information regarding plans whose accumulated benefit obligations exceed the fair value of their respective plan assets:

<i>(in millions)</i>	As of December 31,	
	2024	2023
Aggregate projected benefit obligation	\$ 159	\$ 169
Aggregate accumulated benefit obligation	156	165
Aggregate fair value of plan assets	127	134

The following table summarizes the components of our net periodic benefit cost:

<i>(in millions)</i>	For the Year Ended December 31,		
	2024	2023	2022
Service cost	\$ 3	\$ 3	\$ 4
Interest cost	9	9	7
Expected return on assets	(6)	(8)	(7)
Settlements	1	1	(1)
Total net periodic benefit costs	\$ 7	\$ 5	\$ 3

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

We use the corridor approach for amortization of actuarial gains or losses. The corridor is calculated as 10% of the greater of the plans' projected benefit obligation or assets. The amortization period for plans with active participants is the average future service of covered active employees, and the amortization period for plans with no active participants is the average future lifetime of plan participants. The estimated service costs or net actuarial losses for the defined benefit pension plans amortized from AOCI into periodic benefit cost in 2025 are expected to be insignificant.

The following table summarizes amounts included in AOCI for our defined benefit plans:

<i>(in millions)</i>	As of December 31,	
	2024	2023
Net actuarial loss	\$ 12	\$ 12
Prior service cost	2	3
Total	<u>\$ 14</u>	<u>\$ 15</u>

Contributions and Expected Benefit Payments

The following table summarizes the contributions made to our defined benefit plans for the years ended December 31, 2024, 2023, and 2022, as well as our projected contributions for the year ended December 31, 2025:

<i>(in millions)</i>	Projected	For the Year Ended December 31,			
	2025	2024	2023	2022	
Non-discretionary contributions	\$ 7	\$ 6	\$ 12	\$ 3	

The following table summarizes the estimated future benefit payments for our defined benefit plans:

<i>(in millions)</i>	2025	2026	2027	2028	2029	2030-2034
Estimated future benefit payments	\$ 15	\$ 13	\$ 14	\$ 13	\$ 14	\$ 69

Actuarial Assumptions

Our pension expense was calculated based upon a number of actuarial assumptions including discount rates, retirement age, mortality rates, compensation rate increases and expected long-term rate of return on plan assets for pension benefits.

The following information is provided for our U.S. defined benefit pension plans, as our foreign defined benefit pension plans are not material to our consolidated financial statements.

The discount rate that was utilized for determining our projected benefit obligations as of December 31, 2024 and 2023, as well as projected 2025 net periodic benefit cost, for U.S. plans was selected based upon an interest rate yield curve. The yield curve is constructed based on the yields of a large number of U.S. AA rated bonds as of December 31, 2024. The population of bonds utilized to calculate the discount rate includes those having an average yield between the 10th and 90th percentiles. Projected cash flows from the U.S. plans are then matched to spot rates along that yield curve in order to determine their present value and a single equivalent discount rate is calculated that produces the same present value as the spot rates.

Expected mortality is a key assumption in the measurement for pension benefit obligations. For our U.S. plans, we used the Pri-2012 mortality tables and the Mortality Improvement Scale MP-2021, published by the Society of Actuaries' Retirement Plans Experience Committee, for the years ended December 31, 2024 and 2023.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

The following table summarizes the weighted-average actuarial assumptions used to determine benefit obligations at the plan measurement dates for U.S. plans:

	As of December 31,	
	2024	2023
Discount rate	5.60 %	5.10 %
Rate of increase in compensation levels	3.00 %	3.00 %

The following table summarizes the weighted-average actuarial assumptions used to determine the net periodic benefit costs for U.S. plans:

	For the Year Ended December 31,		
	2024	2023	2022
Discount rate	5.60 %	5.10 %	5.40 %
Rate of increase in compensation levels	3.00 %	3.00 %	3.00 %
Expected long-term rate of return	4.95 %	4.75 %	6.00 %

For the years ended December 31, 2024, 2023, and 2022, the expected long-term rate of return on U.S. pension fund assets held by our pension trusts was determined based on several factors, including the impact of active portfolio management and projected long-term returns of broad equity and bond indices. The plans' historical returns were also considered.

Investment Policy and Strategy

We have established formal investment policies for the assets associated with our U.S. defined benefit pension plans. Our investment policy and strategy are mandated by our Investment Committee. The overriding investment objective is to provide for the availability of funds for pension obligations as they become due, to maintain an overall level of financial asset adequacy, and to maximize long-term investment return consistent with a reasonable level of risk. We actively manage the investments in our portfolio, with periodic review of investment performance both by investment manager and asset class, as well as review of overall market conditions and consideration of our long-term investment objectives. The equity and fixed income investments under our sponsored pension plan assets are currently well diversified. The plans' asset allocation policy is reviewed at least annually. Factors considered when determining the appropriate asset allocation include changes in plan liabilities, an evaluation of market conditions, tolerance for risk and cash requirements for benefit payments.

As of December 31, 2023, we were in compliance with the investment policy for the U.S. defined benefit pension plans, which contained allowable ranges in asset mix of 5-15% for U.S. equity securities, 5-15% for international equity securities, and 70-90% for fixed income securities.

During the year ended December 31, 2024, we revised our investment policy for our U.S. defined benefit pension plans. As of December 31, 2024, we were in compliance with the investment policy, which allows for a varying asset allocation dependent on each plan's funded status, as follows:

	Target allocation
Return-seeking ⁽¹⁾	40-60%
Liability-hedging ⁽²⁾	40-60%

- (1) Return-seeking assets generally consist of common collective trust funds comprised of equity securities, liquid alternatives, and fixed income securities.
- (2) Liability-hedging assets consist of common collective trust funds comprised of a mix of fixed income securities and hedging instruments aimed to achieve a target interest rate.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

FAIR VALUE OF THE PENSION ASSETS

Assets contributed by KDP to our pension plans become the property of the individual plans. Even though we no longer have control over these assets, we are indirectly impacted by subsequent fair value adjustments to these assets. The actual return on these assets impacts our future net periodic benefit cost, as well as amounts recognized in the Consolidated Balance Sheets. As such, we use a variety of valuation techniques depending on the type of instrument in order to measure the fair value of assets held by our pension plans.

In conjunction with the revised investment policy discussed above, we implemented changes to the structure of assets held by our pension plans. With the exception of Cash and cash equivalents, all pension assets are comprised of common collective trust funds, which are valued using NAV as a practical expedient. Such assets have not been categorized in the fair value hierarchy. The following table presents the total fair value of major categories of the pension plan assets for the year ended December 31, 2024:

<i>(in millions)</i>	Level 1	NAV	Total
Cash and cash equivalents	\$ 23	\$ —	\$ 23
Investments measured at NAV ⁽¹⁾	—	104	104
Total fair value of plan assets	<u>\$ 23</u>	<u>\$ 104</u>	<u>\$ 127</u>

(1) Primarily consists of common collective trust funds, which are valued at NAV based on the fair value of the underlying investments.

The following table presents the total fair value of major categories of the pension plan assets for the year ended December 31, 2023:

<i>(in millions)</i>	Level 1	Level 2	Total
Cash and cash equivalents	\$ 1	\$ —	\$ 1
U.S. equity securities ⁽¹⁾⁽²⁾	—	14	14
International equity securities ⁽¹⁾⁽²⁾	—	6	6
Fixed income securities ⁽³⁾	—	113	113
Total fair value of plan assets	<u>\$ 1</u>	<u>\$ 133</u>	<u>\$ 134</u>

(1) Equity securities are comprised of actively managed U.S. and international index funds.

(2) The NAV is based on the fair value of the underlying assets owned by the equity index fund or fixed income investment vehicle per share, multiplied by the number of units held as of the measurement date.

(3) Fixed income securities are comprised of domestic and international corporate bonds and U.S. government securities. Investments are provided by the investment managers using a unit price or NAV based on the fair value of the underlying investments.

PRMB PLANS

We have several non-contributory defined benefit PRMB plans, each having a measurement date of December 31. The majority of these PRMB plans have been frozen. To participate in the defined benefit plans, eligible employees must have been employed by KDP for at least one year. The PRMB plans are limited to qualified expenses and are subject to deductibles, co-payment provisions, and other provisions. Our PRMB plans are not significant to the consolidated financial statements as of December 31, 2024 and 2023.

MULTI-EMPLOYER PLANS

We participate in several multi-employer plans, which are trustee-managed multi-employer defined benefit pension plans for union-represented employees under certain collective bargaining agreements. The risks of participating in these multi-employer plans are different from single-employer plans, as assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers. Additionally, if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.

Contributions paid into the multi-employer plans are expensed as incurred. Multi-employer plan expenses were \$11 million, \$6 million, and \$5 million for each of the years ended December 31, 2024, 2023, and 2022, respectively.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Individually Significant Multi-Employer Plan

We participate in one multi-employer plan, Central States, which is considered to be individually significant. The following table presents information about Central States as of December 31, 2024:

Plan's employer identification number	36-6044243
Plan number	001
Expiration dates of collective bargaining agreements ⁽¹⁾	March 20, 2025 through May 3, 2027
Financial Improvement Plan/Rehabilitation Plan status	Implemented
pending/implemented	
Pension Protection Act zone status	Critical
Surcharge imposed	Yes

(1) Central States includes six collective bargaining agreements as of December 31, 2024. The largest agreement, which is set to expire February 28, 2027, covers approximately 61% of the employees included in Central States. Two of the collective bargaining agreements are set to expire during 2025, covering approximately 22% of the employees included in Central States. In January 2024, one union decertified, triggering a partial withdrawal liability. The impact was immaterial to our consolidated financial statements.

The most recent Pension Protection Act zone status available as of December 31, 2024 is for the plan's year-end as of December 31, 2023. Central States has not utilized any extended amortization provisions that affect the calculation of the zone status.

Our contributions to Central States did not exceed 5% of the total contributions made to Central States for the years ended December 31, 2024, 2023, and 2022.

Future estimated contributions to Central States based on the number of covered employees and the terms of the collective bargaining agreements are as follows:

<i>(in millions)</i>	2025	2026	2027	2028	2029
Future estimated contributions to Central States	\$ 2	\$ 2	\$ 2	\$ 2	\$ 2

DEFINED CONTRIBUTION PLANS

We sponsor various qualified defined contribution plans that cover U.S. and foreign based employees who meet certain eligibility requirements. The U.S. plans permit both pre-tax and after-tax contributions, which are subject to limitations imposed by IRS regulations. We make matching contributions and discretionary profit sharing contributions to these plans. We incurred contribution expense of \$67 million, \$64 million, and \$61 million to the defined contribution plans for the years ended December 31, 2024, 2023, and 2022, respectively.

We also sponsor a non-qualified defined contribution plan for employees which is maintained in a rabbi trust and is not readily available to us. The fair value of the securities within this plan was \$33 million and \$32 million as of December 31, 2024 and 2023, respectively. Refer to Note 17 for additional information on mark-to-market activity for the deferred defined compensation plan.

12. Stock-Based Compensation

The components of stock-based compensation expense are presented below:

<i>(in millions)</i>	For the Year Ended December 31,		
	2024	2023	2022
Total stock-based compensation expense ⁽¹⁾	\$ 98	\$ 116	\$ 52
Income tax benefit recognized in the Consolidated Statements of Income	(16)	(19)	(7)
Stock-based compensation expense, net of tax	\$ 82	\$ 97	\$ 45

(1) Effective January 1, 2022, we changed our accounting policy election to record expense only for awards expected to vest. The cumulative effect of this change in accounting policy was recorded effective January 1, 2022, as the impact of forfeitures on stock-based compensation has historically been insignificant. We recorded a one-time \$40 million reduction to stock-based compensation expense as a result of the change in forfeiture policy in the year ended December 31, 2022.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

DESCRIPTION OF STOCK-BASED COMPENSATION PLANS

We previously adopted the 2009 Incentive Plan, under which employees and non-employee directors could be granted stock options, stock appreciation rights, stock awards, RSUs, and PSUs. Grants subsequent to the DPS Merger and prior to the adoption of the 2019 Incentive Plan were granted under the 2009 Incentive Plan. The 2019 Incentive Plan was adopted in 2019, expires in 2029, and contains substantially similar provisions to the 2009 Incentive Plan. Together, these incentive plans provide for the issuance of up to an aggregate of 27,425,720 shares of our common stock in stock-based compensation awards.

RSUs generally vest on the following schedule:

Period Granted	Vesting Terms
RSUs granted after the DPS Merger through 2019	5-year term with cliff-vesting at the end of the term
RSUs granted in 2020 through 2024	5-year term with graded vesting as follows: 0% in year 1, 0% in year 2, 60% in year 3, 20% in year 4, 20% in year 5

However, from time to time, we grant RSUs outside of the normal grant cycle which have different terms and vesting conditions. For all RSU grants, we recognize the expense ratably over the vesting period.

RESTRICTED SHARE UNITS

The table below summarizes RSU activity:

	RSUs	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions)
Balance as of December 31, 2023	15,748,820	\$ 29.42	1.7	\$ 525
Granted	4,456,257	26.66		
Vested and released	(6,123,032)	26.87		187
Forfeited	(1,593,246)	29.31		
Balance as of December 31, 2024	<u>12,488,799</u>	<u>29.70</u>	<u>2.0</u>	<u>401</u>

The weighted average grant date fair value for RSUs granted for the years ended December 31, 2024, 2023, and 2022 was \$26.66, \$30.60, and \$35.76, respectively. The aggregate fair value of the RSUs vested and released for the years ended December 31, 2024, 2023, and 2022 was \$165 million, \$134 million, and \$28 million, respectively.

As of December 31, 2024, there was \$170 million of unrecognized compensation cost related to unvested RSUs that is expected to be recognized over a weighted average period of 3.2 years.

PERFORMANCE SHARE UNITS

In 2020, the Compensation Committee of the Board approved a PSU grant. Each PSU is equivalent in value to one share of our common stock. The PSUs vested three years from the beginning date of a predetermined performance period, to the extent that the performance criteria is met during the performance period. The performance criteria includes a specified market condition which compares total shareholder return to that of certain indices. Additionally, the PSUs are required to be held by the grantee for one year after the awards have vested. The maximum payout percentage for all PSUs granted by KDP is 100%.

The PSUs are valued using a Monte Carlo simulation model, which requires certain assumptions, including the risk-free interest rate, expected volatility, and the estimated dividend yield. The risk-free interest rate used in the Monte Carlo simulation model is based on zero-coupon yields implied by U.S. Treasury issues with remaining terms similar to the performance period on the PSUs. The performance period of the PSUs represents the period of time between the PSU grant date and the end of the performance period. Expected volatility is based on historical data of KDP and certain indices over the most recent time period equal to the performance period.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

The table below summarizes PSU activity:

	PSUs	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions)
Balance as of December 31, 2023	328,776	\$ 28.80	0.0	\$ 11
Granted	—	—		
Vested and released	(107,422)	28.80		3
Forfeited or expired	(221,354)	28.80		
Balance as of December 31, 2024	—	—	0.0	—

As of December 31, 2024, there was no remaining unrecognized compensation cost related to unvested PSUs.

STOCK OPTIONS

The table below summarizes stock option activity:

	Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions)
Balance as of December 31, 2023	37,452	\$ 14.76	3.2	\$ 1
Granted	—	—		
Exercised	(37,452)	14.76		1
Outstanding as of December 31, 2024	—	—	0.0	—
Exercisable as of December 31, 2024	—	—	0.0	—

13. Investments

The following table summarizes our investments in unconsolidated affiliates:

(in millions)	December 31,	
	2024	2023
Nutrabolt ⁽¹⁾	\$ 1,097	\$ 960
Chobani ⁽²⁾	313	307
Tractor ⁽³⁾	56	44
Athletic Brewing ⁽⁴⁾	47	50
Beverage startup companies ⁽⁵⁾	5	5
Other	25	21
Investments in unconsolidated affiliates	\$ 1,543	\$ 1,387

(1) KDP holds a 35.8% interest on an as-converted basis in Nutrabolt, consisting of 31.1% in Class A preferred shares acquired through our December 2022 investment, which are treated as in-substance common stock, and 4.7% in Class B common shares earned through the achievement of certain milestones included in the distribution agreement with Nutrabolt.

(2) KDP holds a 5.0% interest in Chobani.

(3) In May 2024, we modified our sales agent contract with Tractor. In exchange, we received additional equity interests, raising our total interest to 22.5% as of December 31, 2024.

(4) KDP holds an 11.6% interest in Athletic Brewing.

(5) Beverage startup companies represent equity method investments in development stage entities and may include entities which are pre-revenue, in test markets, or in early operations.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Chobani Investment

In August 2023, we invested \$300 million in exchange for common shares in La Colombe that represented a 33.3% ownership interest. We additionally capitalized \$7 million of incremental third-party costs into the investment balance.

In December 2023, La Colombe merged with a wholly-owned subsidiary of Chobani. Our investment in La Colombe was exchanged for common units in Chobani.

Nutrabolt Investment

Our interest in preferred units earns the greater of (i) a 5% annual coupon on the preferred equity units plus any accretion for amounts not yet paid or (ii) our share of Nutrabolt's earnings as if our preferred equity was converted into common units. We recorded preferred dividends of \$46 million, \$44 million, and \$3 million during the years ended December 31, 2024, 2023, and 2022, respectively, which increased the investment balance for Nutrabolt.

14. Income Taxes

Income before provision for income taxes was as follows:

<i>(in millions)</i>	For the Year Ended December 31,		
	2024	2023	2022
U.S.	\$ 696	\$ 1,665	\$ 789
Foreign	1,218	1,092	930
Total	<u>\$ 1,914</u>	<u>\$ 2,757</u>	<u>\$ 1,719</u>

The provision for income taxes has the following components:

<i>(in millions)</i>	For the Year Ended December 31,		
	2024	2023	2022
Current:			
Federal	\$ 377	\$ 270	\$ 320
State	108	117	97
Foreign	242	193	156
Total current provision	<u>\$ 727</u>	<u>\$ 580</u>	<u>\$ 573</u>
Deferred:			
Federal	\$ (199)	\$ 31	\$ (141)
State	(55)	2	(147)
Foreign	—	(37)	(1)
Total deferred provision	<u>(254)</u>	<u>(4)</u>	<u>(289)</u>
Total provision for income taxes	<u>\$ 473</u>	<u>\$ 576</u>	<u>\$ 284</u>

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

The following is a reconciliation of the provision for income taxes computed at the U.S. federal statutory tax rate to the provision for income taxes reported in the Consolidated Statements of Income:

<i>(in millions)</i>	For the Year Ended December 31,		
	2024	2023	2022
Statutory federal income tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net	2.1 %	3.2 %	2.6 %
Impact of foreign operations	(1.4)%	(1.7)%	(2.3)%
Tax credits	(6.2)%	(3.7)%	(3.9)%
Valuation allowance for deferred tax assets	0.6 %	— %	— %
U.S. taxation of foreign earnings	5.1 %	3.0 %	3.7 %
Goodwill impairment	2.7 %	— %	— %
Deferred rate change	(0.4)%	(0.3)%	(5.2)%
Uncertain tax positions	— %	0.1 %	0.3 %
U.S. federal provision to return	0.2 %	— %	(0.1)%
Excess tax deductions on stock-based compensation	(0.2)%	(0.3)%	(0.1)%
Other	1.2 %	(0.4)%	0.5 %
Total provision for income taxes	24.7 %	20.9 %	16.5 %

Deferred tax assets and liabilities were comprised of the following:

<i>(in millions)</i>	December 31,	
	2024	2023
Deferred tax assets:		
Operating lease liability	\$ 229	\$ 230
Net operating losses carryforwards	30	36
Tax credit carryforwards	10	10
Accrued expenses	154	145
Research and development capitalization	94	76
Accrued termination fees	56	—
Other	107	121
Total deferred tax assets	680	618
Valuation allowances	(25)	(51)
Total deferred tax assets, net of valuation allowances	\$ 655	\$ 567
Deferred tax liabilities:		
Brands, trade names and other intangible assets	\$ (5,486)	\$ (5,720)
Property, plant, and equipment	(299)	(334)
Right of use assets	(224)	(226)
Other	(42)	(16)
Total deferred tax liabilities	(6,051)	(6,296)
Net deferred tax liabilities	\$ (5,396)	\$ (5,729)

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

CARRYFORWARDS

As of December 31, 2024 and 2023, we had \$30 million and \$36 million, respectively, in tax-effected net operating loss carryforwards. Of the \$30 million of net operating loss carryforwards as of December 31, 2024, \$27 million will not expire, \$1 million related to state income tax will begin to expire in 2027, and the remaining \$2 million related to foreign income tax will begin to expire in the year 2035.

As of both December 31, 2024 and 2023, we had \$10 million of credit carryforwards. As of December 31, 2024, the \$10 million of state tax credit carryforwards will begin to expire in the year 2027.

VALUATION ALLOWANCES

For the tax year ended December 31, 2024, the Company recognized a net decrease of \$26 million in its valuation allowances, primarily due to net decreases in the deferred tax assets and related valuation allowances on certain equity method investments.

UNDISTRIBUTED FOREIGN EARNINGS

For the tax year ended December 31, 2024, undistributed earnings in foreign subsidiaries for which no deferred taxes have been provided totaled approximately \$879 million. An actual repatriation from our foreign subsidiaries could still be subject to additional foreign withholding taxes. We have analyzed our global working capital and cash requirements and continue to be indefinitely reinvested in our undistributed earnings, except for amounts in excess of our working capital and cash requirements. We have recorded any potential withholding tax liabilities, if necessary, attributable to repatriation.

OTHER TAX MATTERS

We file income tax returns for U.S. federal purposes and in various state jurisdictions. We also file income tax returns in various foreign jurisdictions, principally Canada, Ireland, Mexico, and Singapore. The U.S. and most state income tax returns for years prior to 2019 are closed to examination by applicable tax authorities. Canadian and Mexican income tax returns are generally open for audit for tax years 2019 and forward, and Ireland income tax returns are open for audit for tax years 2020 and forward.

We previously had a tax holiday in Singapore, which was effective through June 2024, whereby the local statutory rate is significantly reduced if certain conditions are met. The impact of the tax holiday increased net income by approximately \$2 million, \$4 million, and \$6 million for the years ended December 31, 2024, 2023, and 2022, respectively, resulting in no impact to basic and diluted EPS for each of the years ended December 31, 2024, 2023, and 2022.

On August 16, 2022, the IRA was signed into law in the United States. The IRA added new tax provisions allowing certain taxpayers to elect to transfer an eligible credit to an unrelated transferee taxpayer where the transferee taxpayer is then able to use the transferred tax credit against its own taxable income for taxable years after December 31, 2022. During the years ended December 31, 2024 and 2023, we executed agreements with eligible taxpayers to purchase federal tax credits of \$260 million and \$270 million, respectively, which will be used against KDP's federal tax liability. The discounts negotiated for the transfer of eligible federal tax credits of \$20 million and \$16 million were recorded as an income tax benefit on the Consolidated Statements of Income for the years ended December 31, 2024 and 2023, respectively.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

UNRECOGNIZED TAX BENEFITS

The following is a reconciliation of the changes in the gross balance of unrecognized tax benefits:

(in millions)	For the Year Ended December 31,		
	2024	2023	2022
Balance, beginning of the period	\$ 13	\$ 15	\$ 12
Increases related to tax positions taken during the current year	2	3	4
(Decreases) increases related to tax positions taken during the prior year	(1)	(2)	3
Decreases related to settlements with taxing authorities	—	—	(3)
Decreases related to lapse of applicable statute of limitations	(2)	(3)	(1)
Balance, end of the period	<u>\$ 12</u>	<u>\$ 13</u>	<u>\$ 15</u>

The total amount of unrecognized tax benefits that would reduce the effective tax rate if recognized is \$10 million after considering the federal impact of state income taxes. KDP does not expect a significant change to its unrecognized tax benefits, but it is reasonably possible that a change in the unrecognized tax benefits may occur within the next twelve months related to the settlement of audits or the lapse of applicable statutes of limitations.

KDP accrues interest and penalties on its uncertain tax positions as a component of its provision for income taxes. We recognized \$1 million of expense related to interest and penalties for uncertain tax positions for each of the years ended December 31, 2024 and 2023 and no expense for the year ended December 31, 2022. We had a total of \$3 million accrued for interest and penalties for our uncertain tax positions reported as part of other non-current liabilities as of both December 31, 2024 and 2023.

15. Accumulated Other Comprehensive Income (Loss)

The following table provides a summary of changes in AOCI, net of taxes:

(in millions)	Foreign Currency Translation	Pension and PRMB Liabilities	Cash Flow Hedges	Total
Balance as of December 31, 2021	\$ 81	\$ (4)	\$ (103)	\$ (26)
Other comprehensive (loss) income	(167)	(6)	329	156
Amounts reclassified from AOCI	—	—	(1)	(1)
Total other comprehensive (loss) income	(167)	(6)	328	155
Balance as of December 31, 2022	(86)	(10)	225	129
Other comprehensive income (loss)	288	(5)	(41)	242
Amounts reclassified from AOCI	—	1	(57)	(56)
Total other comprehensive income (loss)	288	(4)	(98)	186
Balance as of December 31, 2023	202	(14)	127	315
Other comprehensive (loss) income	(612)	(1)	33	(580)
Amounts reclassified from AOCI	—	1	(12)	(11)
Total other comprehensive (loss) income	(612)	—	21	(591)
Balance as of December 31, 2024	<u>\$ (410)</u>	<u>\$ (14)</u>	<u>\$ 148</u>	<u>\$ (276)</u>

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

The following table presents the amount of (gains) losses reclassified from AOCI into the Consolidated Statements of Income:

(in millions)	Income Statement Caption	For the Year Ended December 31,		
		2024	2023	2022
Pension and PRMB liabilities	SG&A expenses	\$ 2	\$ 1	\$ —
Income tax benefit		(1)	—	—
Total, net of tax		<u>\$ 1</u>	<u>\$ 1</u>	<u>\$ —</u>
Cash flow hedges:				
Interest rate contracts ⁽¹⁾	Interest expense	\$ (12)	\$ (74)	\$ (6)
FX contracts	Cost of sales	(3)	—	5
Total		(15)	(74)	(1)
Income tax expense (benefit)		3	17	—
Total, net of tax		<u>\$ (12)</u>	<u>\$ (57)</u>	<u>\$ (1)</u>

(1) Amounts reclassified from AOCI into interest expense during the year ended December 31, 2023 include the realized gains associated with the termination of forward starting swaps designated as cash flow hedges of approximately \$66 million. Refer to Note 6 for additional information on the terminated forward starting swaps.

16. Property, Plant, and Equipment

Property, plant, and equipment, net consisted of the following:

(in millions)	December 31,	
	2024	2023
Land	\$ 58	\$ 45
Buildings and improvements	825	744
Machinery and equipment	3,290	2,899
Cold drink equipment	142	118
Software	517	492
Construction-in-progress	384	365
Property, plant, and equipment, gross	<u>5,216</u>	<u>4,663</u>
Less: accumulated depreciation and amortization	<u>(2,252)</u>	<u>(1,964)</u>
Property, plant, and equipment, net	<u>\$ 2,964</u>	<u>\$ 2,699</u>

The following table summarizes the location of depreciation expense within the Consolidated Statements of Income:

(in millions)	For the Year Ended December 31,		
	2024	2023	2022
Cost of sales	\$ 234	\$ 231	\$ 229
SG&A expenses	188	171	170
Total depreciation expense	<u>\$ 422</u>	<u>\$ 402</u>	<u>\$ 399</u>

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

17. Other Financial Information

CASH AND CASH EQUIVALENTS

The carrying value of cash, cash equivalents, restricted cash, and restricted cash equivalents is valued as of the balance sheet date equating fair value and is classified as Level 1. The following table provides a reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents reported with the Consolidated Balance Sheets to the total of the same amounts shown in the Consolidated Statements of Cash Flows:

<i>(in millions)</i>	December 31,	
	2024	2023
Cash and cash equivalents	\$ 510	\$ 267
Restricted cash and restricted cash equivalents ⁽¹⁾	80	—
Non-current restricted cash and restricted cash equivalents ⁽²⁾	18	—
Total cash, cash equivalents, restricted cash, and restricted cash equivalents	<u>\$ 608</u>	<u>\$ 267</u>

(1) Restricted cash and restricted cash equivalents consists primarily of amounts held in escrow in connection with the acquisitions of GHOST and Kalil, and have a corresponding holdback liability recorded in Other current liabilities, as shown below. Refer to Note 4 for additional information.

(2) Non-current restricted cash and restricted cash equivalents, reported within Non-current assets on the Consolidated Balance Sheets, consists of amounts held in escrow in connection with the acquisition of GHOST, and has a corresponding holdback liability recorded in Other non-current liabilities. Refer to Note 4 for additional information.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

SELECTED BALANCE SHEET INFORMATION

The following tables provide selected financial information from the Consolidated Balance Sheets:

<i>(in millions)</i>	December 31,	
	2024	2023
Inventories:		
Raw materials	\$ 524	\$ 409
Work-in-progress	9	12
Finished goods	798	742
Total	1,331	1,163
Allowance for excess and obsolete inventories	(32)	(21)
Total inventories	\$ 1,299	\$ 1,142
Prepaid expenses and other current assets:		
Other receivables	\$ 146	\$ 135
Prepaid income taxes	33	196
Customer incentive programs	18	24
Derivative instruments	80	15
Prepaid marketing	29	20
Spare parts	126	111
Income tax receivable	75	16
Other	99	81
Total prepaid expenses and other current assets	\$ 606	\$ 598
Other non-current assets:		
Operating lease right-of-use assets	\$ 880	\$ 876
Customer incentive programs	45	45
Derivative instruments	6	3
Equity securities	89	69
Non-current restricted cash and restricted cash equivalents	18	—
Other	162	156
Total other non-current assets	\$ 1,200	\$ 1,149

Equity Securities

Fair values of equity securities are determined using quoted market prices from daily exchange traded markets, based on the closing price as of the balance sheet date, and are classified as Level 1. Unrealized mark-to-market gains and losses are recorded to Other (income) expense, net. The following table presents the amount of unrealized mark-to-market (gains) losses, net, on our equity securities recognized in the Consolidated Statements of Income related to these securities during the periods presented.

<i>(in millions)</i>	For the Year Ended December 31,		
	2024	2023	2022
Unrealized mark-to-market (gains) losses			
Vita Coco	\$ (17)	\$ (16)	\$ 4
Rabbi trust	(4)	(6)	8

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

(in millions)	December 31,	
	2024	2023
Accrued expenses:		
Accrued customer trade	\$ 439	\$ 477
Accrued compensation	235	208
Insurance reserve	57	50
Interest accrual	107	72
Accrued termination fees ⁽¹⁾	225	—
Accrued transferable tax credits	130	152
Other accrued expenses	391	283
Total accrued expenses	<u>\$ 1,584</u>	<u>\$ 1,242</u>
Other current liabilities:		
Dividends payable	\$ 312	\$ 299
Income taxes payable	67	29
Operating lease liability	128	114
Finance lease liability	125	106
Derivative instruments	108	150
Holdback liability	80	—
Other	15	16
Total other current liabilities	<u>\$ 835</u>	<u>\$ 714</u>
Other non-current liabilities:		
Operating lease liability	\$ 790	\$ 793
Finance lease liability	677	620
Mandatory redemption liability ⁽²⁾	689	—
Pension and post-retirement liability	31	35
Insurance reserves	95	85
Derivative instruments	348	201
Deferred compensation liability	33	32
Holdback liability	18	—
Other	72	67
Total other non-current liabilities	<u>\$ 2,753</u>	<u>\$ 1,833</u>

(1) In connection with the GHOST Transactions, we executed an agreement which terminates the distribution rights for certain GHOST products by ABI, effective March 3, 2025, for a termination fee of \$225 million. Refer to Note 4 for additional information.

(2) The fair value of our mandatory redemption liability is estimated using the Monte Carlo simulation method which includes forecasted EBITDA expectations, adjusting for market risks and volatility, calculating redemption prices, discounting to present terms with the cost of debt, and averaging results across scenarios to determine fair value, incorporating the market price of risk and volatility estimates from similar companies.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

18. Commitments and Contingencies

We are occasionally subject to litigation or other legal proceedings. Reserves are recorded for specific legal proceedings when we determine that the likelihood of an unfavorable outcome is probable and the amount of loss can be reasonably estimated. We had litigation reserves of \$2 million and \$12 million as of December 31, 2024 and 2023, respectively. We have also identified certain other legal matters where we believe an unfavorable outcome is reasonably possible and/or for which no estimate of possible losses can be made. We do not believe that the outcome of these, or any other, pending legal matters, individually or collectively, will have a material adverse effect on our results of operations, financial condition or liquidity.

ANTITRUST LITIGATION

In February 2014, TreeHouse Foods, Inc. and certain affiliated entities filed suit against KDP's wholly-owned subsidiary, Keurig (formerly known as Green Mountain Coffee Roasters, Inc.), in the U.S. District Court for the Southern District of New York ("SDNY") (TreeHouse Foods, Inc. et al. v. Green Mountain Coffee Roasters, Inc. et al.). The TreeHouse complaint asserted claims under the federal antitrust laws and various state laws, contending that Keurig had monopolized alleged markets for single serve coffee brewers and single serve coffee pods. The TreeHouse complaint sought treble monetary damages, declaratory relief, injunctive relief and attorneys' fees. In the months that followed, a number of additional actions, including claims from another coffee manufacturer (JBR, Inc.), as well as putative class actions on behalf of direct and indirect purchasers of Keurig's products, were filed in various federal district courts, asserting claims and seeking relief substantially similar to the claims asserted and relief sought in the TreeHouse complaint. Additional similar actions were filed by individual direct purchasers (including McLane Company, Inc., BJ's Wholesale Club, Inc., Winn-Dixie Stores Inc. and Bi-Lo Holding LLC) in 2019 and in 2021. All of these actions were transferred to the SDNY for coordinated pre-trial proceedings (In re: Keurig Green Mountain Single-Serve Coffee Antitrust Litigation) (the "Multidistrict Antitrust Litigation").

In July 2020, Keurig reached an agreement with one of the plaintiff groups in the Multidistrict Antitrust Litigation, the putative indirect purchaser class, to settle the claims asserted for \$31 million. The settlement class consisted of individuals and entities in the United States that purchased, from persons other than Keurig and not for purposes of resale, Keurig manufactured or licensed single serve beverage portion packs during the applicable class period (beginning in September 2010 for most states). The settlement was approved and paid, and the indirect purchasers' claims have been dismissed.

Discovery in all remaining matters pending in the Multidistrict Antitrust Litigation is concluded, with the plaintiffs collectively claiming more than \$5 billion of monetary damages. Keurig strongly disputes the merits of the claims and the calculation of damages. In 2021, the parties filed motions challenging the validity of certain of the other parties' proposed expert opinions. In January 2025, the court issued a ruling on these motions, granting challenges to certain expert testimony—including Keurig's challenge to JBR, Inc.'s damages expert—but largely denying the parties' motions. Keurig has also fully briefed summary judgment motions that, if successful, would end the cases entirely. Keurig is also pursuing its opposition to direct purchaser plaintiffs' motion for class certification.

Keurig intends to continue vigorously defending the remaining lawsuits. At this time, we are unable to predict the outcome of these lawsuits, the potential loss or range of loss, if any, associated with the resolution of these lawsuits or any potential effect they may have on KDP or its operations. Accordingly, we have not accrued for a loss contingency. Additionally, as the timelines in these cases may be beyond our control, KDP can provide no assurance as to whether or when there will be material developments in these matters.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

ENVIRONMENTAL, HEALTH, AND SAFETY MATTERS

We operate many manufacturing, bottling, and distribution facilities. In these and other aspects of our business, we are subject to a variety of federal, state, and local environmental, health, and safety laws and regulations. We maintain environmental, health, and safety policies and a quality environmental, health, and safety program designed to ensure compliance with applicable laws and regulations. However, the nature of our business exposes us to the risk of claims with respect to environmental, health, and safety matters, and there can be no assurance that material costs or liabilities will not be incurred in connection with such claims.

The federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, also known as the Superfund law, as well as similar state laws, generally impose joint and several liability for cleanup and enforcement costs on current and former owners and operators of a site without regard to fault or the legality of the original conduct. We were notified by the Environmental Protection Agency that we are a potentially responsible party for study and cleanup costs at Superfund sites in New Jersey and in Michigan. Investigation and remediation costs are yet to be determined, therefore no reasonable estimate exists on which to base a loss accrual.

PRODUCT WARRANTIES

We offer a one year warranty on all Keurig brewing systems. We provide for the estimated cost of product warranties, primarily using historical information and current repair or replacement costs, at the time product revenue is recognized. Product warranties are included in accrued expenses in the accompanying Consolidated Balance Sheets.

<i>(in millions)</i>	Accrued Product Warranties
Balance as of December 31, 2022	\$ 13
Accruals for warranties issued	17
Settlements	(19)
Balance as of December 31, 2023	11
Accruals for warranties issued	14
Settlements	(15)
Balance as of December 31, 2024	<u>\$ 10</u>

19. Transactions with Variable Interest Entities

INVESTMENTS IN UNCONSOLIDATED AFFILIATES WHICH QUALIFY AS VIEs

Certain of our equity investments are in entities which qualify as VIEs. We have determined that we are not the primary beneficiary of these VIEs and therefore are not required to consolidate them, as the primary shareholder of each respective VIE has control over the board and decision-making for the activities that most significantly impact the VIE's economic performance, including sales, marketing, and operations. As of December 31, 2024 and 2023, our investments in Nutrabolt and Chobani represent investments in entities which qualify as VIEs but for which we are not the primary beneficiary. We have no obligation to provide additional funding to these VIEs, and thus our maximum exposure and risk of loss related to these VIEs is limited to the carrying value of our investment. Refer to Note 13 for the carrying value of these investments.

OTHER TRANSACTIONS WITH VIEs

We have a number of leasing arrangements and one licensing arrangement with special purpose entities for which KDP is not the primary beneficiary, as KDP has limited power based on the contractual agreements to direct the activities that most significantly impact the VIEs' performance.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Leasing Arrangements

As of December 31, 2024, we have entered into sixteen lease transactions with VIEs. Each lease has an RVG based on a percentage of the VIEs' purchase price; however, we concluded it was not probable that we will owe an amount at the end of each individual lease term, as the fair values of the properties are not expected to fall below the RVGs at the end of each individual lease term. As such, we recorded each lease obligation excluding the associated RVG. The aggregate maximum undiscounted RVG associated with the leasing arrangements was \$652 million and \$653 million as of December 31, 2024 and 2023, respectively. This aggregate maximum value assumes that the fair value of each property at the end of either the original lease term or renewal term is equal to zero, which we have concluded is not probable.

The following table provides the carrying amounts of the right-to-use assets and lease obligations recorded on the Consolidated Balance Sheets associated with these leasing arrangements related to the VIEs as of December 31, 2024 and 2023:

<i>(in millions)</i>	December 31,	
	2024	2023
Non-current assets	\$ 386	\$ 412
Current liabilities	24	23
Non-current liabilities	376	402

The leasing agreements included as of December 31, 2024 and 2023 include nine manufacturing sites, five distribution centers, one multipurpose property, and our Frisco, Texas headquarters.

Licensing Arrangement

ABC, a wholly-owned subsidiary of KDP, has provided a guarantee in connection with its distribution agreement with the Veyron SPEs to be paid only in the event the Veyron SPEs sell specific distribution rights and the value of those distribution rights does not exceed \$142 million, which is the maximum undiscounted amount that KDP could pay under the RVG. All obligations with respect to the guarantee will cease upon termination of the distribution agreement, which would occur upon notice by ABC not to renew the distribution agreement, KDP no longer being investment grade at the end of the term, or the sale of the distribution rights by the Veyron SPEs. As of December 31, 2024, we have not recorded a liability as it is not probable that we will have to make any payments required under the RVG, as the fair value of the distribution rights is not expected to fall below \$142 million over the term of the agreement.

As of December 31, 2024, we had \$85 million in fixed service fee commitments related to the 15-year distribution agreement, which was effective on December 28, 2020, with the Veyron SPEs. These commitments were used to assist the Veyron SPEs in obtaining financing. Such fixed service fee payments began on January 1, 2021.

Fixed service fees over the next five years are expected to be as follows:

<i>(in millions)</i>	For the Years Ending December 31,				
	2025	2026	2027	2028	2029
Fixed service fees	\$ 8	\$ 7	\$ 8	\$ 8	\$ 8

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

20. Restructuring and Integration Costs

RESTRUCTURING PROGRAMS

2024 Network Optimization

In March 2024, we announced a restructuring program designed to more effectively and efficiently meet the needs of consumers and customers. The program initially included the closure of our manufacturing facility in Williston, Vermont, with operations and employees relocating to other existing manufacturing locations. The relocation began during the second quarter of 2024 and was completed in the third quarter of 2024. In July 2024, we also announced the closure of our Windsor, Virginia manufacturing facility, which is expected to begin in the first quarter of 2025. Our restructuring program also encompasses other costs intended to optimize our manufacturing and distribution footprint throughout our operations.

The restructuring program is expected to incur pre-tax restructuring charges in an estimated range of \$125 million to \$145 million, primarily comprised of asset related costs, through the second quarter of 2025.

2023 CEO Succession and Associated Realignment

In 2023, we began to enact several organization movements to ensure succession plans, to reinforce enterprise capabilities to support growth, and to control costs. A key component of the program was the appointment of Tim Cofer as Chief Operating Officer, effective November 6, 2023, with Mr. Cofer succeeding Robert Gamgort as our CEO during the second quarter of 2024. We have also realigned our executive and operating leadership structure to enable faster decision making and to better support various strategic initiatives. The program is expected to incur charges of approximately \$85 million, primarily driven by severance costs, which were substantially completed as of December 31, 2024, and the sign-on bonus for Mr. Cofer.

DPS Integration Program

As part of the DPS Merger, we developed a program to deliver \$600 million in synergies over a three-year period through supply chain optimization, reduction of indirect spend through new economies of scale, elimination of duplicative support functions, and advertising and promotion optimization. Although the program was initially expected to be completed in 2021, as a result of delays due to COVID-19, we continued to recognize expenditures for certain initiatives which began during the integration period through December 31, 2022. The restructuring and integration program resulted in cumulative pre-tax charges of approximately \$962 million, primarily consisting of professional fees related to the integration and transformation and costs associated with severance and employee terminations.

RESTRUCTURING CHARGES

Restructuring and integration expenses for the defined programs during the periods presented were as follows:

<i>(in millions)</i>	Year Ended December 31,		
	2024	2023	2022
2024 Network Optimization	\$ 51	\$ —	\$ —
2023 CEO Succession and Associated Realignment	40	35	—
DPS Integration	—	—	172
Total restructuring and integration charges	<u>\$ 91</u>	<u>\$ 35</u>	<u>\$ 172</u>

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

RESTRUCTURING LIABILITIES

Restructuring liabilities that qualify as exit and disposal costs under U.S. GAAP are included in accounts payable and accrued expenses on the consolidated financial statements. Restructuring liabilities, primarily consisting of workforce reduction costs, were as follows:

<i>(in millions)</i>	Restructuring Liabilities	
Balance as of December 31, 2022	\$	55
Charges to expense		18
Cash payments		(46)
Balance as of December 31, 2023		27
Charges to expense		34
Cash payments		(17)
Balance as of December 31, 2024	\$	44

21. Related Parties

IDENTIFICATION OF RELATED PARTIES

Prior to August 19, 2020, we were indirectly controlled by JAB, a privately held investor group. Since August 19, 2020, JAB continues to hold a significant but non-controlling interest in KDP. As of December 31, 2024, JAB beneficially owned approximately 16% of our outstanding common stock. JAB and its affiliates also hold investments in a number of other companies that have commercial relationships with us. These commercial relationships may take the form of our purchase of raw materials, our license of the companies' trademarks for use in the manufacturing of K-Cup pods, our sale of products for resale to retail customers, or our manufacture or distribution of products to, or on behalf of, these companies.

We hold investments in certain brand ownership companies, and in certain instances, we also have rights in specified territories to bottle and/or distribute the brands owned by such companies. We purchase inventory from these brand ownership companies and sell finished product to third-party customers, primarily in the U.S. Additionally, any transactions with significant partners in these investments, such as ABI, are considered related party transactions. ABI purchases Clamato from us and pays us a royalty for use of the brand name. Refer to Note 13 for additional information about our investments in unconsolidated affiliates.

OPERATING TRANSACTIONS WITH RELATED PARTIES

Trade accounts receivable, net from related parties were \$30 million and \$34 million as of December 31, 2024 and 2023, respectively, primarily related to product sales and royalty revenues. Accounts payable to related parties were \$35 million and \$21 million as of December 31, 2024 and 2023, respectively, primarily related to purchases of finished goods inventory for distribution.

Revenues from and expenses associated with these related parties were as follows:

<i>(in millions)</i>	For the Year Ended December 31,		
	2024	2023	2022
Revenues from related parties	\$ 163	\$ 143	\$ 127
Expenses associated with related parties ⁽¹⁾	128	132	64

- (1) Expenses associated with related parties includes a reduction of \$93 million and \$42 million related to earned equity for the achievement of certain milestones included in our distribution agreement with related parties, which were recognized as a reduction of cost of sales on the Consolidated Statements of Income for the years ended December 31, 2024 and 2023, respectively.

KEURIG DR PEPPER INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(CONTINUED)

OTHER TRANSACTIONS WITH RELATED PARTIES

In March 2024, JAB BevCo B.V., a subsidiary of JAB, sold 100 million shares of KDP's common stock through an underwritten secondary offering. In connection with this offering, we repurchased 35 million shares at the per-share price paid by the underwriter, for a total of \$1,012 million, which was effected under our existing share repurchase program.

Transactions with Related Parties for Distribution Rights

We executed an agreement between KDP, GHOST, and ABI, which terminates the distribution rights for certain GHOST products by ABI, effective March 3, 2025, for \$225 million, which was accrued as of December 31, 2024, and is expected to be paid during the first quarter of 2025. Refer to Note 4 for additional information.

We made payments to Nutrabolt totaling \$8 million and \$52 million to acquire certain distribution rights during the years ended December 31, 2024 and 2023, respectively. Refer to Note 5 for additional information.

22. Subsequent Events

On January 31, 2025, we repaid the first tranche of the Term Loan Agreement using proceeds from commercial paper.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Keurig Dr Pepper Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Keurig Dr Pepper Inc. and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Indefinite-Lived Intangible Assets and Goodwill Valuation - Certain of the Brand Assets and Reporting Units - Refer to Notes 2 and 5 to the financial statements

Critical Audit Matter Description

As discussed in Notes 2 and 5, the Company has indefinite-lived brand intangible assets (“brand assets”) and goodwill. The Company’s evaluation of brand assets and goodwill for impairment is performed annually as of October 1, or more frequently if events or circumstances indicate the carrying amount may not be recoverable and involves the comparison of the fair value of each brand asset or reporting unit to its carrying value. For the year ended December 31, 2024, the Company recorded an impairment charge of \$412 million related to certain brand assets and an impairment charge of \$306 million recorded to goodwill, both in the U.S. Refreshment Beverages segment. The Company used the income approach and a combination of income and market based approaches to estimate the fair value of brand assets and reporting units, respectively. These methods required management to make significant estimates and assumptions, specifically related to discount rates, and forecasted cash flows. Assumptions may be sensitive to future market or industry conditions, as well as company-specific conditions, and changes in these assumptions could have a significant impact on the calculation of fair value. Given the significant judgments made by management to estimate certain of the fair values, a high degree of auditor judgment and an increased extent of effort were required to perform audit procedures that evaluated the reasonableness of management’s estimates and assumptions.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures consisted of risk assessment and testing management’s impairment analyses including the underlying business and valuation assumptions for certain of the fair values. Those procedures included, but were not limited to, the following:

- We tested the effectiveness of controls over the Company’s brand assets and goodwill impairment review process which include controls related to management’s selection of the discount rate and forecasts of future revenues.
- We evaluated the reasonableness of management’s ability to forecast revenue growth and margins by considering:
 - Historical revenue and margins.
 - Analysis of current and future business strategies to the projected periods.
 - Information in industry reports.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the valuation methodologies and assumptions, including discount rates.

/s/ Deloitte & Touche LLP

Dallas, Texas

February 25, 2025

We have served as the Company’s auditor since 2016.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Keurig Dr Pepper Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Keurig Dr Pepper Inc. and subsidiaries (the "Company") as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated February 25, 2025, expressed an unqualified opinion on those financial statements.

As described in Management's Report on Internal Control over Financial Reporting, appearing under Item 9A, management excluded from its assessment the internal control over financial reporting at Ghost Lifestyle LLC which was acquired on December 31, 2024 and whose financial statements constitute less than 3% of total assets of the consolidated financial statement amounts as of December 31, 2024. Accordingly, our audit did not include the internal control over financial reporting at Ghost Lifestyle LLC.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting, appearing under Item 9A. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Dallas, Texas

February 25, 2025

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

As required by Rules 13a-15(b) and 15d-15(b) under the Exchange Act, management, with the participation of our CEO and CFO, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2024, and has concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for KDP, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with U.S. GAAP.

Our management, with the participation of the CEO and CFO, assessed the effectiveness of internal control over financial reporting. Based on the criteria for effective internal control over financial reporting established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, management concluded that the internal control over financial reporting was effective as of December 31, 2024.

Under guidelines established by the SEC, companies are allowed to exclude an acquired business from management's report on internal control over financial reporting for the first year subsequent to the acquisition while integrating the acquired operations. Accordingly, management has excluded GHOST from its annual report on internal control over financial reporting as of December 31, 2024. GHOST represented approximately 3% of our consolidated total assets as of December 31, 2024.

All internal control systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

ATTESTATION REPORT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The effectiveness of our internal control over financial reporting as of December 31, 2024 has been audited by Deloitte & Touche LLP, our independent registered public accounting firm, as stated in their attestation report, which is included in Item 8, "Financial Statements and Supplementary Data," of this Annual Report on Form 10-K.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

As of December 31, 2024, management has concluded that there have been no changes in our internal control over financial reporting that occurred during our fourth quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

USE OF RULE 10B5-1 TRADING ARRANGEMENTS

On October 30, 2024, Bob Gamgort, our Executive Chairman, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act (“Rule 10b5-1(c)”) for the sale of up to 2,500,000 shares of KDP’s common stock until March 1, 2026.

On November 1, 2024, Mary Beth DeNooyer, our Chief Human Resources Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) for the sale of up to 120,000 shares of KDP’s common stock until March 4, 2026.

During the fourth quarter of 2024, no other directors or executive officers of KDP adopted, modified, or terminated any contract, instruction or written plan for the purchase or sale of KDP securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement,” as defined in Item 408 of Regulation S-K.

AMENDED AND RESTATED BYLAWS

On February 20, 2025, the Board approved and adopted amended and restated bylaws of the Company to reflect the amendments summarized below (as so amended and restated, the “Amended and Restated Bylaws”), effective immediately.

Among other things, the amendments affected by the Amended and Restated Bylaws include updates in light of Rule 14a-19 under the Exchange Act, adopted by the SEC (“universal proxy rules”), certain recent amendments to the Delaware General Corporation Law (the “DGCL”) as well as other market practice updates and clarifying changes. To enhance readability and align with market practice, the Amended and Restated Bylaws reflect combined advance notice provisions relating to director nominations and proposals of other business in a new Section 6 of Article II and additional requirements in Section 7 of Article II. These advance notice provisions have been updated to (1) require (i) compliance with universal proxy rules, including the 67% solicitation requirement; (ii) director candidates to consent to being named in any proxy statement; (iii) documentation confirming the stockholder’s compliance with the Rule 14a-19 requirements; (iv) information from “control persons” when the stockholder or beneficial owner is an entity and certain Schedule 13D disclosure requirements to be addressed in stockholder notice; (v) stockholder nominees to provide a written representation and agreement with respect to certain voting, compensation and indemnification matters, completed director & officer questionnaires and the nominee’s agreement to comply with the Company’s policies and guidelines and that such representations, questionnaires and agreements be submitted at the same time as the stockholder notice of nomination, and (2) clarify that (i) the advance notice provisions set forth in Article II, Section 6 is the exclusive means for a stockholder to make nominations and propose business before an annual meeting (other than a Rule 14a-8 proposal); and (ii) an adjournment, recess or postponement of an annual meeting does not commence a new time period or extend the previously announced time period for the giving of a stockholder’s notice and that the number of nominees a stockholder may nominate for election at the annual meeting shall not exceed the number of directors to be elected at such annual meeting.

The Amended and Restated Bylaws have also been updated to reflect several recent DGCL amendments, including: (i) clarifying the adjournment procedures for virtual meetings of stockholders; (ii) clarifying that the Company’s notice of meetings will be provided in the manner required by the federal proxy rules, subject to compliance with the DGCL provisions addressing electronic notice; (iii) deleting the requirement to make available stockholder lists at stockholder meetings; and (iv) clarifying that written consents do not need to be filed with the minutes of the proceedings of the Board or committee in order to be effective.

Additionally, the Amended and Restated Bylaws also (i) reserve a white proxy card for the exclusive use of the Company; (ii) define and clarify the role of the chair of the meeting; (iii) remove reference to the director resignation policy, which will instead be addressed in corporate governance guidelines in line with market practice; (iv) remove the provision allowing director removal in the event of a director's breach of any agreement between such director and the Company relating to such director's service to the Company; (v) update provisions related to inspectors of elections and the rules and regulations for the conduct of meetings; (vi) make certain changes to the provisions relating to the Board and officer appointments to provide additional flexibility; and (vii) provide for the federal district courts of the United States of America to be the exclusive forum for actions arising under the Securities Act of 1933, as amended, unless the Company consents in writing to the selection of an alternative forum. The Amended and Restated Bylaws also incorporate technical and conforming revisions and clarifications.

The foregoing description of the Amended and Restated Bylaws is qualified in its entirety by reference to the Amended and Restated Bylaws which are filed as Exhibit 3.5 to this Annual Report on Form 10-K and incorporated herein by reference.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Information required to be set forth hereunder has been omitted and will be incorporated by reference, when filed, from our Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

Information required to be set forth hereunder has been omitted and will be incorporated by reference, when filed, from our Proxy Statement.

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

Information required to be set forth hereunder has been omitted and will be incorporated by reference, when filed, from our Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information required to be set forth hereunder has been omitted and will be incorporated by reference, when filed, from our Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required to be set forth hereunder has been omitted and will be incorporated by reference, when filed, from our Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

FINANCIAL STATEMENTS

The following financial statements are included in Part II, Item 8, "Financial Statements and Supplementary Data," in this Annual Report on Form 10-K:

- Consolidated Statements of Income for the years ended December 31, 2024, 2023, and 2022.
- Consolidated Statements of Comprehensive Income for the years ended December 31, 2024, 2023, and 2022.
- Consolidated Balance Sheets as of December 31, 2024 and 2023.
- Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023, and 2022.
- Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2024, 2023, and 2022.
- Notes to Consolidated Financial Statements for the years ended December 31, 2024, 2023, and 2022 and as of December 31, 2024 and 2023.

SCHEDULES

Schedules are omitted because they are not required or applicable, or the required information is included in the Consolidated Financial Statements or related notes.

EXHIBITS

See Exhibit Index.

EXHIBIT INDEX

<u>3.1</u>	Amended and Restated Certificate of Incorporation of Dr Pepper Snapple Group, Inc. (filed as Exhibit 3.1 to KDP's Current Report on Form 8-K (filed on May 12, 2008) and incorporated herein by reference).
<u>3.2</u>	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Dr Pepper Snapple Group, Inc. effective as of May 17, 2012 (filed as Exhibit 3.2 to KDP's Quarterly Report on Form 10-Q (filed on July 26, 2012) and incorporated herein by reference).
<u>3.3</u>	Certificate of Second Amendment to Amended and Restated Certificate of Incorporation of Dr Pepper Snapple Group, Inc. effective as of May 19, 2016 (filed as Exhibit 3.1 to KDP's Current Report on Form 8-K (filed on May 20, 2016) and incorporated herein by reference).
<u>3.4</u>	Certificate of Third Amendment to the Amended and Restated Certificate of Incorporation of Dr Pepper Snapple Group, Inc. effective as of July 9, 2018 (filed as Exhibit 3.1 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
<u>3.5*</u>	Amended and Restated By-Laws of Keurig Dr Pepper Inc. effective as of February 20, 2025.
<u>4.1</u>	Indenture, dated April 30, 2008, between Dr Pepper Snapple Group, Inc. and Wells Fargo Bank, N.A. (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on May 1, 2008) and incorporated herein by reference).
<u>4.2</u>	Registration Rights Agreement, dated April 30, 2008, between Dr Pepper Snapple Group, Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, UBS Securities LLC, BNP Paribas Securities Corp., Mitsubishi UFJ Securities International plc, Scotia Capital (USA) Inc., SunTrust Robinson Humphrey, Inc., Wachovia Capital Markets, LLC and TD Securities (USA) LLC (filed as Exhibit 4.5 to KDP's Current Report on Form 8-K (filed on May 1, 2008) and incorporated herein by reference).
<u>4.3</u>	Registration Rights Agreement Joinder, dated May 7, 2008, by the subsidiary guarantors named therein (filed as Exhibit 4.2 to KDP's Current Report on Form 8-K (filed on May 12, 2008) and incorporated herein by reference).
<u>4.4</u>	Supplemental Indenture, dated May 7, 2008, among Dr Pepper Snapple Group, Inc., the subsidiary guarantors named therein and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on May 12, 2008) and incorporated herein by reference).
<u>4.5</u>	Second Supplemental Indenture dated March 17, 2009, to be effective as of December 31, 2008, among Splash Transport, Inc., as a subsidiary guarantor, Dr Pepper Snapple Group, Inc., and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.8 to KDP's Annual Report on Form 10-K (filed on March 26, 2009) and incorporated herein by reference).
<u>4.6</u>	Third Supplemental Indenture, dated October 19, 2009, among 234DP Aviation, LLC, as a subsidiary guarantor; Dr Pepper Snapple Group, Inc., and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.9 to KDP's Quarterly Report on Form 10-Q (filed on November 5, 2009) and incorporated herein by reference).
<u>4.7</u>	Fourth Supplemental Indenture, dated as of January 31, 2017, among Bai Brands LLC, a New Jersey limited liability company, 184 Innovations Inc., a Delaware corporation (each as a new subsidiary guarantor under the Indenture dated April 30, 2008 (as referenced in Item 4.1 in this Exhibit Index)), Dr Pepper Snapple Group, Inc., each other then-existing Guarantor under the Indenture and Wells Fargo, National Bank, N.A., as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on February 2, 2017) and incorporated herein by reference).
<u>4.8</u>	Indenture, dated as of December 15, 2009, between Dr Pepper Snapple Group, Inc. and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on December 23, 2009) and incorporated herein by reference).
<u>4.9</u>	Fifth Supplemental Indenture, dated as of November 9, 2015, among Dr Pepper Snapple Group, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on November 10, 2015) and incorporated herein by reference).
<u>4.10</u>	3.40% Senior Note due 2025 (in global form), dated November 9, 2015, in the principal amount of \$500,000,000 (filed as Exhibit 4.2 to KDP's Current Report on Form 8-K (filed on November 10, 2015) and incorporated herein by reference).
<u>4.11</u>	4.50% Senior Note due 2045 (in global form), dated November 9, 2015, in the principal amount of \$250,000,000 (filed as Exhibit 4.3 to KDP's Current Report on Form 8-K (filed on November 10, 2015) and incorporated herein by reference).
<u>4.12</u>	Sixth Supplemental Indenture, dated as of September 16, 2016, among Dr Pepper Snapple Group, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on September 16, 2016) and incorporated herein by reference).
<u>4.13</u>	2.55% Senior Note due 2026 (in global form), dated September 16, 2016, in the principal amount of \$400,000,000 (filed as Exhibit 4.2 to KDP's Current Report on Form 8-K (filed on September 16, 2016) and incorporated herein by reference).

4.14	Seventh Supplemental Indenture, dated as of December 14, 2016, among Dr Pepper Snapple Group, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on December 14, 2016) and incorporated herein by reference).
4.15	3.43% Senior Note due 2027 (in global form), dated December 14, 2016, in the principal amount of \$400,000,000 (filed as Exhibit 4.4 to KDP's Current Report on Form 8-K (filed on December 14, 2016) and incorporated herein by reference).
4.16	4.42% Senior Note due 2046 (in global form), dated December 14, 2016, in the principal amount of \$400,000,000 (filed as Exhibit 4.5 to KDP's Current Report on Form 8-K (filed on December 14, 2016) and incorporated herein by reference).
4.17	Eighth Supplemental Indenture, dated as of January 31, 2017, among Bai Brands LLC, a New Jersey limited liability company, 184 Innovations Inc., a Delaware corporation (each as a new subsidiary guarantor under the Indenture dated April 30, 2008 (as referenced in Item 4.1 in this Exhibit Index), Dr Pepper Snapple Group, Inc., each other then-existing Guarantor under the Indenture) and Wells Fargo, National Bank, N.A., as trustee (filed as Exhibit 4.2 to KDP's Current Report on Form 8-K (filed on February 2, 2017) and incorporated herein by reference).
4.18	Ninth Supplemental Indenture, dated as of June 15, 2017, among Dr Pepper Snapple Group, Inc., the guarantors party thereto, and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on June 15, 2017) and incorporated herein by reference).
4.19	Investor Rights Agreement by and among Keurig Dr Pepper Inc. and The Holders Listed on Schedule A thereto, dated as of July 9, 2018 (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.20	Base Indenture, dated as of May 25, 2018 between Maple Escrow Subsidiary and Wells Fargo Bank, N.A. as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.21	Second Supplemental Indenture (including the form of note), dated as of May 25, 2018, among Maple Escrow Subsidiary, Inc. and Maple Parent Holdings Corp. as parent guarantor, and Wells Fargo Bank, N.A., as trustee relating to the 2023 Notes (filed as Exhibit 4.3 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.22	Third Supplemental Indenture (including the form of note), dated as of May 25, 2018, among Maple Escrow Subsidiary, Inc. and Maple Parent Holdings Corp. as parent guarantor, and Wells Fargo Bank, N.A., as trustee relating to the 2025 Notes (filed as Exhibit 4.4 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.23	Fourth Supplemental Indenture (including the form of note), dated as of May 25, 2018, among Maple Escrow Subsidiary, Inc. and Maple Parent Holdings Corp. as parent guarantor, and Wells Fargo Bank, N.A., as trustee relating to the 2028 Notes (filed as Exhibit 4.5 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.24	Fifth Supplemental Indenture (including the form of note), dated as of May 25, 2018, among Maple Escrow Subsidiary, Inc. and Maple Parent Holdings Corp. as parent guarantor, and Wells Fargo Bank, N.A., as trustee relating to the 2038 Notes (filed as Exhibit 4.6 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.25	Sixth Supplemental Indenture (including the form of note), dated as of May 25, 2018, among Maple Escrow Subsidiary, Inc. and Maple Parent Holdings Corp. as parent guarantor, and Wells Fargo Bank, N.A., as trustee relating to the 2048 Notes (filed as Exhibit 4.7 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.26	Seventh Supplemental Indenture, dated as of July 9, 2018, among Keurig Dr Pepper Inc., the subsidiary guarantors thereto, and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.8 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.27	Registration Rights Agreement, dated as of May 25, 2018, among Maple Escrow Subsidiary, Inc. and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC and Citigroup Global Markets Inc., as representative of the several purchasers of the Notes (filed as Exhibit 4.9 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.28	Joinder to the Registration Rights Agreement, dated as of May 25, 2018, among Maple Escrow Subsidiary, Inc. and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC and Citigroup Global Markets Inc., as representative of the several purchasers of the Notes (filed as Exhibit 4.10 to KDP's Current Report on Form 8-K (filed on July 9, 2018) and incorporated herein by reference).
4.29*	Description of registered securities.
4.30	Tenth Supplemental Indenture (including 3.20% Senior Notes Due 2030 and 3.80% Senior Notes Due 2050 (in global form)), dated as of April 13, 2020, among Keurig Dr Pepper Inc., the subsidiary guarantors thereto, and Wells Fargo Bank, N.A., as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on April 13, 2020) and incorporated herein by reference).

4.31	Eleventh Supplemental Indenture (including 0.750% Senior Notes Due 2024, 2.250% Senior Notes Due 2031, and 3.350% Senior Notes Due 2051 (in global form)), dated as of March 15, 2021, among Keurig Dr Pepper Inc., the subsidiary guarantors thereto, and Wells Fargo Bank, N.A. as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on March 15, 2021) and incorporated herein by reference).
4.32	Twelfth Supplemental Indenture, dated as of April 22, 2022, among Keurig Dr Pepper Inc., the guarantors party thereto and Computershare Trust Company, N.A., as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on April 22, 2022) and incorporated herein by reference).
4.33	Base Indenture, dated as of March 7, 2024, among Keurig Dr Pepper Inc., the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee (filed as Exhibit 4.1 to KDP's Current Report on Form 8-K (filed on March 7, 2024) and incorporated herein by reference).
4.34	First Supplemental Indenture (including Floating Rate Senior Notes Due 2027, 5.100% Senior Notes Due 2027, 5.050% Senior Notes Due 2029, 5.200% Senior Notes Due 2031, and 5.300% Senior Notes Due 2034 (in global form)), dated as of March 7, 2024, among Keurig Dr Pepper Inc., the subsidiary guarantors thereto and U.S. Bank Trust Company, National Association, as trustee (filed as Exhibit 4.2 to KDP's Current Report on Form 8-K (filed on March 7, 2024) and incorporated herein by reference).
4.35*	Term Loan Credit Agreement, dated as of October 25, 2024, among Keurig Dr Pepper Inc., the lenders party thereto and Bank of America, N.A., as administrative agent.
10.1	Restricted Stock Unit Award Terms and Conditions under the Keurig Dr Pepper Omnibus Incentive Plan of 2009 (filed as Exhibit 10.7 to KDP's Quarterly Report on Form 10-Q (filed on November 7, 2018) and incorporated herein by reference).++
10.2	Matching Restricted Stock Unit Award Terms and Conditions under the Keurig Dr Pepper Omnibus Incentive Plan of 2009 (filed as Exhibit 10.8 to KDP's Quarterly Report on Form 10-Q (filed on November 7, 2018) and incorporated herein by reference).++
10.3	Directors' Restricted Stock Unit Award Terms and Conditions under the Keurig Dr Pepper Omnibus Incentive Plan of 2009 (filed as Exhibit 10.9 to KDP's Quarterly Report on Form 10-Q (filed on November 7, 2018) and incorporated herein by reference).++
10.4	Keurig Dr Pepper Inc. Omnibus Stock Incentive Plan of 2019 (filed as Exhibit 10.1 to KDP's Current Report on Form 8-K (filed on June 11, 2019) and incorporated herein by reference).++
10.5	Restricted Stock Unit Award Terms and Conditions under the Keurig Dr Pepper Omnibus Stock Incentive Plan of 2019 (filed as Exhibit 10.13 to KDP's Quarterly Report on Form 10-Q (filed on August 8, 2019) and incorporated herein by reference).++
10.6	Matching Restricted Stock Unit Award Terms and Conditions under the Keurig Dr Pepper Omnibus Stock Incentive Plan of 2019 (filed as Exhibit 10.14 to KDP's Quarterly Report on Form 10-Q (filed on August 8, 2019) and incorporated herein by reference).++
10.7	Keurig Dr Pepper Inc. Severance Pay Plan for Executives, effective as of January 1, 2020 (filed as Exhibit 10.12 to KDP's Annual Report on Form 10-K (filed on February 27, 2020) and incorporated herein by reference).++
10.8	Restricted Stock Unit Award Terms and Conditions under the Keurig Dr Pepper Omnibus Stock Incentive Plan of 2019 (retention incentive awards for certain of KDP's Named Executive Officers) (filed as Exhibit 10.14 to KDP's Quarterly Report on Form 10-Q (filed on October 29, 2020) and incorporated herein by reference).++
10.9	Restricted Stock Unit Award Terms and Conditions under the Keurig Dr Pepper Omnibus Stock Incentive Plan of 2019, amended and restated as of December 7, 2020 (retention incentive award for one of KDP's Named Executive Officers).++
10.10	Keurig Dr Pepper Short-Term Incentive Plan and Sales Incentive Plan (filed as Exhibit 10.11 to KDP's Annual Report on Form 10-K (filed on February 24, 2022) and incorporated herein by reference).++
10.11	Credit Agreement, dated as of February 23, 2022, among Keurig Dr Pepper Inc., JPMorgan Chase Bank, N.A. as administrative agent, and the lenders and issuing banks party thereto (filed as Exhibit 10.15 to the KDP's Annual Report on Form 10-K (filed on February 24, 2022) and incorporated herein by reference).
10.12	Letter Agreement by and between KDP and Robert J. Gamgort dated April 5, 2022 (filed as Exhibit 10.1 to KDP's Current Report on Form 8-K (filed on April 5, 2022) and incorporated herein by reference).
10.13	Keurig Dr Pepper Inc. Executive Severance Plan, effective as of July 29, 2022 (filed as Exhibit 10.4 to KDP's Quarterly Report on Form 10-Q (filed on July 28, 2022) and incorporated herein by reference).++
10.14	Letter Agreement by and between KDP and Sudhanshu Priyadarshi dated October 21, 2022 (filed as Exhibit 10.18 to KDP's Annual Report on Form 10-K (filed on February 23, 2023) and incorporated herein by reference).++
10.15	Keurig Dr Pepper Short-Term Incentive Plan (filed as Exhibit 10.20 to KDP's Annual Report on Form 10-K (filed on February 23, 2023) and incorporated herein by reference).++

Table of Contents

<u>10.16</u>	Letter Agreement by and between KDP and Timothy Cofer dated September 18, 2023 (filed as Exhibit 10.1 to KDP's Quarterly Report on Form 10-Q (filed on October 26, 2023) and incorporated herein by reference).++
<u>10.17</u>	Letter Agreement by and between KDP and Andrew Archambault dated October 31, 2023.++
<u>10.18</u>	Restricted Stock Unit Award Terms and Conditions under the Keurig Dr Pepper Omnibus Stock Incentive Plan of 2019 (award for certain of KDP's Named Executive Officers).++
<u>10.19</u> *‡	Amended and Restated Contribution and Merger Agreement, dated December 31, 2024, by and among Ghost Lifestyle LLC, The American Bottling Company, Phantom Merger Sub I LLC and certain other parties thereto.
<u>10.20</u> *‡	Ghost Lifestyle LLC Second Amended and Restated Limited Liability Company Agreement, dated December 31, 2024.
<u>19.1</u> *	Insider Trading Policy
<u>21.1</u> *	List of Subsidiaries of Keurig Dr Pepper Inc.
<u>22.1</u>	List of Guarantor Subsidiaries (filed as Exhibit 22.1 to KDP's Quarterly Report on Form 10-Q (filed on June 30, 2020) and incorporated herein by reference).
<u>23.1</u> *	Consent of Deloitte & Touche LLP
<u>31.1</u> *	Certification of Chief Executive Officer of Keurig Dr Pepper Inc. pursuant to Rule 13a-14(a) or 15d-14(a) promulgated under the Exchange Act.
<u>31.2</u> *	Certification of Chief Financial Officer of Keurig Dr Pepper Inc. pursuant to Rule 13a-14(a) or 15d-14(a) promulgated under the Exchange Act.
<u>32.1</u> **	Certification of Chief Executive Officer of Keurig Dr Pepper Inc. pursuant to Rule 13a-14(b) or 15d-14(b) promulgated under the Exchange Act, and Section 1350 of Chapter 63 of Title 18 of the United States Code.
<u>32.2</u> **	Certification of Chief Financial Officer of Keurig Dr Pepper Inc. pursuant to Rule 13a-14(b) or 15d-14(b) promulgated under the Exchange Act, and Section 1350 of Chapter 63 of Title 18 of the United States Code.
<u>97.1</u>	Keurig Dr Pepper Inc. Clawback Policy, As Adopted on September 18, 2023++
<u>101</u> *	The following financial information from Keurig Dr Pepper Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Income, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Cash Flows, (v) Consolidated Statement of Changes in Stockholders' Equity, and (vi) the Notes to the Audited Consolidated Financial Statements.
<u>104</u> *	The cover page from this Annual Report on Form 10-K, formatted as Inline XBRL.

* Filed herewith.

** Furnished herewith.

++ Indicates a management contract or compensatory plan or arrangement.

‡ Certain portions of this exhibit have been omitted from this filing pursuant to Item 601 of Regulation S-K.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Keurig Dr Pepper Inc.

By: /s/ Sudhanshu Priyadarshi

Name: Sudhanshu Priyadarshi

Title: Chief Financial Officer
(Principal Financial Officer)

Date: February 25, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on February 25, 2025.

By: /s/ Timothy Cofer

Name: Timothy Cofer

Title: Chief Executive Officer
(Principal Executive Officer)

By: /s/ Sudhanshu Priyadarshi

Name: Sudhanshu Priyadarshi

Title: Chief Financial Officer
(Principal Financial Officer)

By: /s/ Angela A. Stephens

Name: Angela A. Stephens

Title: Senior Vice President and Controller
(Principal Accounting Officer)

By: /s/ Robert J. Gamgort

Name: Robert J. Gamgort

Title: Executive Chairman of the Board of
Directors

By: /s/ Oray Boston

Name: Oray Boston

Title: Director

By: /s/ Joachim Creus

Name: Joachim Creus

Title: Director

By: /s/ Frank Engelen

Name: Frank Engelen

Title: Director

By: /s/ Olivier Goudet

Name: Olivier Goudet

Title: Director

By: /s/ Juliette Hickman

Name: Juliette Hickman

Title: Director

By: /s/ Paul Michaels

Name: Paul Michaels

Title: Director

By: /s/ Pamela Patsley

Name: Pamela Patsley

Title: Director

By: /s/ Debra Sandler

Name: Debra Sandler

Title: Director

By: /s/ Robert Singer

Name: Robert Singer

Title: Director

Keurig Dr Pepper

2025 NOTICE OF ANNUAL MEETING AND PROXY STATEMENT



April 25, 2025

DEAR FELLOW STOCKHOLDERS,

2024 was a strong year for KDP across multiple dimensions. We delivered attractive financial performance in a dynamic operating environment, with net sales and adjusted earnings per share growth in line with our long-term algorithm. We also unveiled a refreshed strategy to guide our next chapter of value creation and made meaningful progress across each of its five strategic pillars:

- **Champion Consumer-Obsessed Brand Building:** we strengthened our core portfolio through winning innovation and marketing, driving attractive growth and share gains across many of our iconic brands, led by Dr Pepper and Canada Dry
- **Shape Our Now & Next Portfolio:** we entered compelling white space categories, including sports hydration with Electrolit and ready-to-drink coffee with La Colombe, onboarded several new coffee partners and acquired GHOST, a successful emerging brand that fortifies our position in the high-growth energy drink category
- **Amplify Our Route-to-Market Advantage:** we extended the reach and power of the KDP direct store delivery (DSD) network through territory acquisitions, most notably in Arizona, and via continued investments in digital tools and physical assets designed to strengthen our existing network
- **Generate Fuel for Growth:** we generated strong productivity savings at the top of our targeted range and managed overheads tightly, funding reinvestment while simultaneously driving margin expansion
- **Dynamically Allocate Capital:** we deployed accelerating free cash flow in a disciplined and balanced manner, including funding record share buyback activity, continued dividend growth, and strategic investments aimed at enhancing and future-proofing our portfolio

Our 2024 performance was a testament to the expertise, dedication, and hard work of the approximately 29,000 employees across the Company. KDP is distinguished by our challenger culture, and we are honored to lead such an exceptional and motivated team. We're also deeply appreciative of you, our stockholders, for your support of KDP and for the trust and confidence you have placed in our leadership team. With our clear and compelling value creation strategy, we are energized by the prospect of delivering strong and consistent shareholder returns for the years to come.

During the past year, we rounded out our journey from a closely-held company at formation in 2019 to the widely-held company we are today. As our ownership structure has evolved over time, we have likewise thoughtfully and deliberately refined our governance policies and Board composition, and this process will continue in 2025 and beyond.

Within our proxy statement, you will find details of key changes, including the addition to the Board of two new independent directors in April 2025: Mike Van de Ven, Executive Advisor and former President and Chief Operating Officer of Southwest Airlines Co., and Lawson Whiting, President and Chief Executive Officer of Brown-Forman Corporation. The Board also plans to form a standalone Nomination and Governance Committee in the next year to increase its focus on corporate governance matters and steward the recruitment of highly qualified independent directors in the future. Following a successful CEO transition to Tim, we also recently announced that Bob's role has progressed from Executive Chairman to non-employee Chairman of the Board. These are all steps in a purposeful evolution of our Board and governance structure in service of promoting a formidable and complementary range of backgrounds, perspectives, skills and experiences among our directors.

We are pleased to invite you to attend our Annual Meeting of Stockholders, which will take place online on June 18, 2025, at 11:00 a.m., Eastern Time. You may attend, vote, and submit questions during the meeting via the Internet at www.proxydocs.com/KDP. Your vote is very important, regardless of the number of shares you own. Whether or not you plan to attend the virtual annual meeting, we hope you will vote as soon as possible. Thank you for your continued support.

Sincerely,



Robert Gamgort
Chairman of the Board



Timothy Cofer
Chief Executive Officer



Robert Gamgort
Executive Chairman



Timothy Cofer
Chief Executive Officer

NOTICE OF 2025 ANNUAL MEETING OF STOCKHOLDERS



Date and Time

Wednesday, June 18, 2025
11:00 a.m. ET



Location

Virtual Annual Meeting
www.proxydocs.com/KDP



Record Date

April 21, 2025

Notice is hereby given that the virtual annual meeting of stockholders (the "Annual Meeting") of Keurig Dr Pepper Inc., a Delaware corporation ("KDP"), will be held on June 18, 2025, at 11:00 a.m. ET. You can attend the Annual Meeting online, vote your shares electronically and submit questions online during the meeting by visiting www.proxydocs.com/KDP; you must register to attend the meeting by 5:00 p.m. ET on June 17, 2025 by visiting www.proxydocs.com/KDP and entering the control number provided on your proxy card, voting instruction form or Notice of Internet Availability of Proxy Materials. If your shares are held in the name of a bank, broker or other nominee and you have any questions about your control number, please contact the bank, broker or other nominee that holds your shares. Once registered, you will receive an email with a unique link and instructions on how to attend the meeting one hour prior to the start of the meeting.

Items Of Business:

1. To elect the nine director nominees named in the accompanying Proxy Statement to hold office for a one-year term and until their respective successors shall have been duly elected and qualified;
2. To approve, on an advisory basis, KDP's executive compensation;
3. To ratify the appointment of Deloitte & Touche LLP as KDP's independent registered public accounting firm for fiscal year 2025; and

Stockholders will also transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Who May Vote: Stockholders of KDP common stock at the close of business on **April 21, 2025**.

Distribution Date: A Notice of Internet Availability of Proxy Materials or the Proxy Statement is first being made available to stockholders on or about **April 25, 2025**.

How You May Vote: (i) **VIA THE INTERNET**, (ii) **BY TELEPHONE**, or (iii) **BY MAIL**.

If your shares are held in the name of a bank, broker or other nominee, follow the instructions you receive from your bank, broker or other nominee on how to vote your shares.

Anthony Shoemaker
Chief Legal Officer & Secretary

YOUR VOTE IS VERY IMPORTANT. TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING, PLEASE VOTE ONLINE OR BY TELEPHONE OR, IF YOU RECEIVED A HARD COPY OF THE PROXY MATERIALS, COMPLETE AND RETURN THE ENCLOSED PROXY CARD. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, WE URGE YOU TO VOTE.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON JUNE 18, 2025:

The Company's Proxy Statement for the Annual Meeting and the Annual Report on Form 10-K for the year ended December 31, 2024 are available at www.proxydocs.com/KDP.

TABLE OF CONTENTS

PROXY SUMMARY	1	REPORT OF THE REMUNERATION AND NOMINATION COMMITTEE	35
2025 Annual Meeting Information	1		
Meeting Agenda and Voting Recommendations	1	EXECUTIVE COMPENSATION TABLES	36
Keurig Dr Pepper	1	Summary Compensation Table	36
Company Highlights	2	Grants of Plan-Based Awards	37
2025 Director Nominees	3	Outstanding Equity Awards	38
Corporate Governance Highlights	3	Stock Awards Vested	39
Key Executive Compensation Practices	3	Non-Qualified Deferred Compensation	39
KDP Purpose and Impact	4	Post-Termination Compensation	40
PROPOSAL 1 – ELECTION OF DIRECTORS	5	CEO PAY RATIO	45
Director Nomination Process	5		
Board Composition and Qualifications	5	PAY VERSUS PERFORMANCE	46
Director Skills Matrix	6		
Director Independence	6	SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS	50
Director Nominees	7		
CORPORATE GOVERNANCE PRACTICES	13	PROPOSAL 3 – RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	51
Board Leadership Structure	13	Independent Registered Public Accounting Firm's Fees	51
Board Meetings	14	Report of the Audit Committee	52
Committees	14	OWNERSHIP OF OUR EQUITY SECURITIES	53
The Board's Oversight Responsibilities	15		
Board and Committee Evaluations	17	OTHER MATTERS	55
Code of Conduct	17	Annual Report to Stockholders	58
Insider Trading Policy	17	Forward-Looking Statements	58
Certain Relationships and Related Party Transactions	18	Websites	58
Delinquent Section 16(a) Reports	18	APPENDIX A – NON-GAAP FINANCIAL MEASURES	A-1
Where to Find More Information	18		
Stockholder Outreach and Communications with the Board	19		
Director Compensation	19		
EXECUTIVE OFFICERS	21		
PROPOSAL 2 – ADVISORY RESOLUTION TO APPROVE KDP'S EXECUTIVE COMPENSATION	24		
COMPENSATION DISCUSSION AND ANALYSIS	25		
Overview	25		
Roles and Responsibilities with Regard to Compensation	27		
Peer Group, Market Data and Benchmarking	28		
2024 Compensation Decisions	29		
CEO Succession	33		
Other Matters	33		

PROXY SUMMARY

This summary highlights certain information in this Proxy Statement. Stockholders are encouraged to read the entire Proxy Statement and 2024 Annual Report carefully before voting.

2025 Annual Meeting Information



Date and Time
Wednesday, June 18, 2025
11:00 a.m. ET



Location
Virtual Annual Meeting
www.proxydocs.com/KDP



Record Date
April 21, 2025

Meeting Agenda and Voting Recommendations

Proposal	Board's Voting Recommendation	Page Reference
Company Proposals		
1. Election of Nine Director Nominees Named in this Proxy Statement	FOR (each nominee)	5
2. Advisory Resolution to Approve KDP's Executive Compensation	FOR	24
3. Ratification of Deloitte & Touche LLP's Appointment as the Company's Independent Auditor for 2025	FOR	51

Keurig Dr Pepper

Keurig Dr Pepper Inc. ("KDP," "we," "us," "our" or the "Company") is a leading beverage company in North America, with a portfolio of more than 125 owned, licensed and partner brands and powerful distribution capabilities to provide a beverage for every need, anytime, anywhere. With annual revenue of more than \$15 billion, we hold leadership positions in beverage categories including carbonated soft drinks, coffee, tea, water, juice and mixers, and have the #1 single serve coffee brewing system in the U.S. and Canada. Our innovative partnership model builds emerging growth platforms in categories such as premium coffee, energy, sports hydration and ready-to-drink coffee. Our brands include Keurig®, Dr Pepper®, Canada Dry®, Mott's®, A&W®, Peñafiel®, Snapple®, 7UP®, Green Mountain Coffee Roasters®, GHOST®, Clamato®, Core Hydration® and The Original Donut Shop®. Driven by a purpose to Drink Well. Do Good., our approximately 29,000 employees aim to enhance the experience of every beverage occasion and to make a positive impact for people, communities and the planet.

Company Highlights

KDP is a scaled and disruptive challenger in the attractive North American beverages industry.



~\$15B+

net sales in 2024

~\$4B

Adjusted operating income in 2024*



HQs:

Burlington, Massachusetts
Frisco, Texas
Montreal, Quebec
Mexico City, Mexico



150+

principal warehouses / distribution centers



125+

owned, licensed & partner beverage brands

Fortune 500

S&P 500

Nasdaq 100



approximately

29K

employees



30

Manufacturing locations

In a dynamic operating environment in 2024, the Company delivered healthy results, with approximately 4% constant currency net sales growth and 8% Adjusted diluted EPS growth, both consistent with KDP's long-term growth algorithm.* Our performance demonstrated excellent execution across the organization and was driven by continued momentum in our U.S. Refreshment Beverages and International segments, as well as strong productivity and overhead savings. Looking ahead, we expect to continue setting a high bar for operational excellence while further advancing our value-creation strategy.

During 2024, we completed our leadership succession plan, with Timothy Cofer ascending to the Chief Executive Officer role and joining the Board of Directors in April 2024, and Robert Gamgort continuing to serve as Executive Chairman. Following a successful year during which Mr. Cofer capably guided the Company as the new CEO and Mr. Gamgort partnered closely with the entire executive leadership team to advance KDP's strategic agenda, on April 24, 2025, Mr. Gamgort transitioned from the role of Executive Chairman to non-employee Chairman of the Board.

Additionally, the Company made a series of executive leadership appointments designed to advance its growth strategy. In January 2025, we elevated Eric Gorli to the role of President, U.S. Refreshment Beverages, Sean Cronican to the role of Chief Customer Officer and Drew Panayiotou to the role of Chief Marketing Officer. Also in January 2025, we appointed Justin Whitmore to the newly created role of President, KDP Energy, with responsibility for KDP's energy brand portfolio, including the integration of the recently-acquired GHOST brand. Our leadership team is talented, experienced and aligned in its vision for KDP's next chapter of growth and value creation.

Beginning in 2025, to further improve our ability to recruit and retain top beverage talent and in response to stockholder feedback, we added performance-based equity awards to our compensation program. We expect that this change will further incentivize our leaders to drive towards future growth and will more closely align enterprise focus with stockholder expectations.

Evolution in KDP Ownership and Governance

During the past year, KDP largely completed our journey from a closely-held company at formation to the widely-held company we are today. As we enter KDP's next chapter, we are continuing to evolve our Board and governance structure, including through the addition of independent directors with valuable skills, as demonstrated by our recent appointments of directors Mike Van de Ven, Executive Advisor and former President and Chief Operating Officer of Southwest Airlines Co., and Lawson Whiting, President and Chief Executive Officer of Brown-Forman Corporation. The Board also plans to form a standalone Nomination and Governance Committee in the next year to increase its focus on corporate governance matters and steward the recruitment of highly qualified independent directors in the future. Going forward, KDP expects to continue to thoughtfully and deliberately refine our governance policies and Board composition.

* Constant currency net sales growth and Adjusted diluted EPS growth are presented on a constant currency basis. Adjusted operating income, constant currency net sales growth and Adjusted diluted EPS growth are non-GAAP measures. Please refer to Appendix A to this Proxy Statement for a description and reconciliation of these non-GAAP financial measures relative to the reported GAAP financial measures.

2025 Director Nominees

Name	Principal Occupation	Years of Service	Independent	No. of Current Public Company Boards (including KDP)	Committees & Roles
Timothy Cofer	Chief Executive Officer of KDP	1		1	
Robert Gamgort	Former Executive Chairman and Chief Executive Officer of KDP	7		2	Chairman of the Board
Oray Boston	Worldwide President of TECA + Sports, Johnson & Johnson Orthopaedics Company	2	✓	1	RemCo
Juliette Hickman	Former Investment Analyst, Capital Group Companies	4	✓	2	Audit
Pamela Patsley	Former Executive Chairman and Chief Executive Officer of MoneyGram International, Inc.	17	✓	4	Lead Director RemCo (Chair)
Debra Sandler	President and Chief Executive Officer of La Grenade Group, LLC and Founder and Former CEO of Mavis Foods, LLC	4	✓	4	RemCo
Robert Singer	Former Chief Executive Officer of Barilla Holding S.p.A.	7	✓	2	Audit (Chair)
Mike Van de Ven	Executive Advisor and Former President and Chief Operating Officer of Southwest Airlines Co.	0	✓	2	Audit
Lawson Whiting	President and Chief Executive Officer of Brown-Forman Corporation	0	✓	2	RemCo

Corporate Governance Highlights

Board Independence and Structure	Board Practices	Oversight of Risk, Ethics and Corporate Responsibility
<ul style="list-style-type: none"> Seven of our nine director nominees are independent, with our current and former CEOs as our two additional nominees All Board committees comprised solely of independent directors Strong Lead Independent Director with clearly defined and robust responsibilities Commitment to a range of backgrounds, perspectives, skills and experiences represented on the Board 	<ul style="list-style-type: none"> Annual election of all directors Demonstrated successful Board refreshment Annual Board and committee evaluations Regular executive sessions of independent directors Director stock ownership guidelines require equity holdings of at least 5x annual cash retainer Directors who are not public company named executive officers are limited to no more than four public company boards (including KDP); public company named executive officers are limited to no more than two public company boards (including KDP) 	<ul style="list-style-type: none"> Full Board responsible for risk oversight, with specific areas delegated to relevant Board committees Code of Conduct applicable to all directors, officers and employees, with annual compliance training and certification Responsible advocacy policy and robust political activities disclosures on our website Full Board oversight of corporate responsibility strategy and the Company's long-term goals and commitments

Key Executive Compensation Practices

- Strong pay for performance philosophy designed to link pay delivery to the Company's financial and market performance
- Significant levels of direct investment and long-term stock ownership required for all executives to closely align the interests of executives with those of our stockholders
- Lengthy vesting periods for equity awards
- Independent compensation consultant retained by and reporting to the Remuneration and Nominating Committee (the "RemCo")
- Incentives do not encourage excessive risk taking

- Clawback policies that require recoupment of excess incentive compensation in the event of certain financial restatements and that also allow recovery of incentive compensation (including time-based equity) in the event of executive misconduct
- No excise tax gross-ups for changes of control
- Double-trigger vesting upon a change of control
- Hedging is prohibited
- Pledging must be pre-cleared by the Legal Department, and pledging KDP securities for speculative purposes is prohibited
- Minimal perquisites

KDP Purpose and Impact

KDP is driven by a purpose to Drink Well. Do Good. Our Company embodies great brands, great experiences and great impact. We have 125 iconic brands that consumers love and trust, and our beverages enhance everyday experiences and bring us together with family and friends. Our approximately 29,000 employees aim to enhance the experience of every beverage occasion and to make a positive impact for people, communities and the planet.

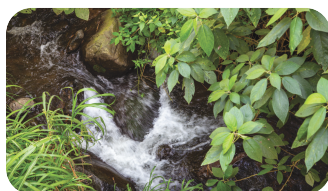
KDP Impact is our multi-year environmental and social agenda comprised of strategic initiatives that aim to make a positive impact with every drink. Rooted in action, realized through partnerships, and measured in results, we focus our commitments in the seven key impact areas where we can create meaningful change. These seven key impact areas are as follows:

- **Climate and nature action.** We are working to reduce resource use and to increase resiliency measures to account for a changing environment by focusing on climate mitigation and adaptation strategies for our business and supply chain.
- **Water use and stewardship.** As water is the primary ingredient in most of our beverages, we aim to be good stewards of water use in our operations, our communities, and throughout our supply chain.
- **Packaging and circular economy.** Sustainable packaging is a top priority for us, and we continue to innovate for circular solutions across our portfolio. We aim to reduce the use of unnecessary materials, offer packaging that is compatible with recycling, reuse and composting systems and incorporate post-consumer recycled content across our packaging portfolio.
- **Human rights, responsible sourcing, and supply chain livelihoods.** We are committed to respecting human rights, responsibly sourcing our brewers, coffee and cocoa and supporting the livelihoods of workers and their families in our supply chain.
- **Consumer health and well-being.** We are committed to providing a balanced portfolio of beverage options and the resources consumers need to make informed choices.
- **Employee health, safety, and well-being.** We aim to cultivate top beverage talent with a challenger mindset. We endeavor to create an inclusive, high-performing work environment in which all employees feel supported, and talent can thrive. We strive to provide meaningful career experiences, offer competitive benefits, well-being and development opportunities to attract, develop and retain a highly engaged workforce.
- **Corporate governance and ethics.** We have strong governance structures and ethical business practices in place designed to foster a culture built on integrity, transparency and responsibility with our stakeholders and to generate sustainable business performance.

We are committed to transparency and disclosure about these strategies, programs, progress and governance matters. Our report on KDP's impact is available on our website at www.keurigdrpepper.com.



Climate & Nature Action



Water Use & Stewardship



Packaging & Circular Economy



Human Rights, Responsible Sourcing & Supply Chain Livelihoods



Consumer Health & Well-Being



Employee Health, Safety & Well-Being



Corporate Governance & Ethics

PROPOSAL 1 – ELECTION OF DIRECTORS



Our Board recommends that you vote **“FOR”**
the election of each director nominee

The Board has nominated the nine candidates named in this proposal for election as directors at the Annual Meeting. All nominees are currently serving as KDP directors. Paul Michaels will not stand for re-election and will no longer serve on the Board upon election of the director nominees at the Annual Meeting. The size of the Board will be decreased to nine directors immediately upon election of directors at the Annual Meeting.

Directors are elected annually, and the director nominees standing for election at this Annual Meeting will serve until their term expires at the 2026 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. Each nominee has agreed to be named in this Proxy Statement and to serve if elected. For each director nominee to be elected, assuming a quorum is present, votes cast “FOR” each nominee must exceed votes cast “AGAINST” such nominee. A failure to vote, a broker non-vote, if any, or an abstention will not be counted as votes cast either “FOR” or “AGAINST” the election of the applicable nominee, and therefore will have no effect on the vote.

Director Nomination Process

The Board is responsible for nominating the Company’s director candidates, with assistance in identifying and recommending nominees from the RemCo. The RemCo uses a variety of methods for identifying and evaluating nominees for director. Candidates may come to the attention of the RemCo through management, current Board members, independent search firms, stockholders or other sources.

Members of the RemCo, the Lead Independent Director of the Board (the “Lead Director”), the Chairman of the Board and other members of the Board interview potential director candidates as part of the selection process when evaluating new director candidates. The RemCo reviews the background of all potential nominees and determines whether they individually possess the personal and professional attributes necessary to be a director. Any feedback obtained through the Board’s annual self-evaluation process with respect to the ability of individual directors to contribute to the Board is also considered in connection with the nomination process. The RemCo will consider director recommendations by stockholders and will evaluate nominees recommended by stockholders in largely the same manner as nominees recommended from other sources. In addition, stockholders can submit director nominations pursuant to the procedures set forth in our Amended and Restated Bylaws (the “Bylaws”).

The Company’s Corporate Governance Principles provide that directors are expected to limit the number of other boards on which they serve so as not to interfere with their service as a director of the Company and ordinarily may not serve on the board of more than three other public companies in addition to KDP (or one other public company in the case of a director currently serving as a named executive officer of a public company). Each of our directors is currently in compliance with these expectations, and the RemCo assesses and reviews compliance with these guidelines as part of the annual nomination process. Directors are required to advise the chair of the RemCo in advance of accepting an invitation to serve on another corporate board of directors.

Nominations of Messrs. Van de Ven and Whiting

To increase independent director representation, in early 2025, the Board undertook an extensive search and recruiting process overseen by the RemCo, the Lead Director, the then-Executive Chairman and the Chief Executive Officer. The Board retained an independent search firm to assist in identifying and evaluating possible candidates, and both Mike Van de Ven and Lawson Whiting were initially recommended as candidates by the search firm. In addition to the directors leading the search, other members of the Board also interviewed Messrs. Van de Ven and Whiting during the evaluation process. The RemCo and the Board considered the feedback obtained through the Board’s 2024 self-evaluation process and determined that Messrs. Van de Ven and Whiting possessed skills and attributes that the Board had identified as important for its newest directors during that self-evaluation process. Upon the recommendation of the RemCo, the Board approved the appointments of Messrs. Van de Ven and Whiting to the Board effective April 24, 2025.

Board Composition and Qualifications

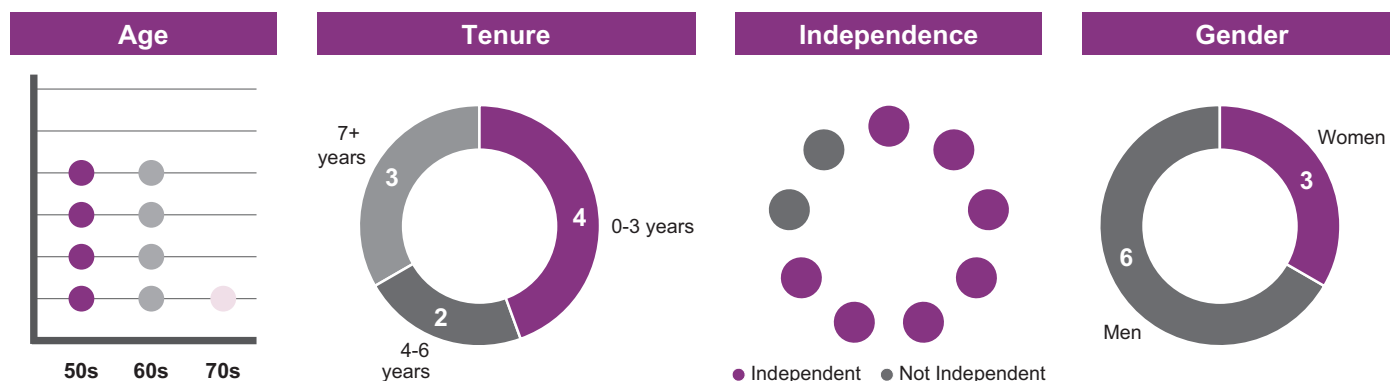
The Board is committed to the ongoing review of Board composition and regularly discusses the skills and characteristics required of KDP directors in the context of the current makeup of the Board, the operating requirements of the Company and the long-term interests of stockholders. The RemCo also reviews the collective experience of the Board and makes recommendations to the Board regarding the appropriate mix of skill sets, qualifications and attributes of the Board as a whole.

The Board seeks candidates with diverse personal backgrounds, perspectives and experiences and who are committed to active participation, sharing fresh perspectives and providing constructive feedback to management. Our Board prioritizes candidates with proven executive leadership capabilities; consumer product industry expertise; strategic planning experience; financial and accounting skills; and corporate governance, regulatory and risk management experience. The Board may also consider such factors as diversity in viewpoint, professional experience, education, relevant market experience, skills and other individual qualifications, and assesses its effectiveness in this regard as part of the annual evaluation process.

The following matrix and charts highlight the primary skills, attributes and experience of our director nominees, and the absence of a designation does not mean a director nominee does not possess that particular skill or qualification. Each director nominee also contributes other important skills, knowledge, experience, viewpoints, and perspectives to our Board that are not reflected in the matrix and charts below.

Director Skills Matrix

	Oray Boston	Timothy Cofer	Robert Gamgort	Juliette Hickman	Pamela Patsley	Debra Sandler	Robert Singer	Mike Van de Ven	Lawson Whiting
Skills and Experience									
Executive Leadership	•	•	•		•	•	•	•	•
Consumer Products	•	•	•			•	•		•
Strategic and M&A	•	•	•	•	•		•	•	•
Finance & Accounting				•	•		•	•	
Sustainability/Corporate Responsibility	•			•	•	•			•
Brand Marketing	•	•	•		•	•		•	•
Digital, Innovation & Technology	•	•	•		•			•	
Public Company Board Experience	•	•	•	•	•	•	•	•	•



Director Independence

The majority of the members of the Board are independent under Nasdaq's listing standards. In order to determine that a director is independent under Nasdaq's listing rules, the Board must affirmatively determine, after reviewing all relevant information, that a director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Based on these standards, the Board has determined that the following directors are independent: Oray Boston, Juliette Hickman, Paul Michaels, Pamela Patsley, Debra Sandler, Robert Singer, Mike Van de Ven and Lawson Whiting.

In making its independence determinations, the Board considered transactions occurring since the beginning of fiscal 2022 between KDP and entities associated with the independent directors or their immediate family members. Specifically, the Board considered that Brown-Forman Corporation, where Mr. Whiting is employed, does business in the ordinary course with KDP. The amount received by KDP or Brown-Forman Corporation in each of the last three fiscal years did not exceed 1% of either KDP's or Brown-Forman Corporation's consolidated gross revenues.

Timothy Cofer and Robert Gamgort do not qualify as independent due to their positions as our CEO and former Executive Chairman, respectively. Due to their roles with JAB, a large stockholder, our former directors Joachim Creus, Frank Engelen, Olivier Goudet, Peter Harf and Lubomira Rochet were not determined to be independent during the time when they served on the Board.

The Board also previously determined that Larry Young, a former director, was independent during the period he served as director; in making this determination, the Board considered that Mr. Young had not been employed by the Company in any capacity since his service as the CEO of Dr Pepper Snapple Group, Inc. (“DPS”) ended at the time of the 2018 merger between DPS and Keurig Green Mountain, Inc. (the “DPS Merger”) and that Mr. Young did not have any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Director Nominees



Director since 2024

56 years of age

Timothy Cofer

Biographical Information:

Timothy “Tim” Cofer has served as Chief Executive Officer of KDP and a member of the Board since April 26, 2024. He previously served as KDP’s Chief Operating Officer from November 2023 to April 25, 2024.

Mr. Cofer is a seasoned consumer packaged goods executive, with more than 30 years of multinational experience in driving growth, leading transformations and executing significant mergers and acquisitions. His career is highlighted by a track record of creating value and building high-performing teams. Prior to joining KDP, from October 2019 to September 2023, Mr. Cofer was the Chief Executive Officer and a member of the board of directors of Central Garden & Pet Company (Nasdaq: CENT) (Nasdaq: CENTA), a portfolio of brands in the lawn, garden and pet supplies industries, where he oversaw a multi-year period of double-digit revenue and profit growth and a series of strategic acquisitions.

Previously, he spent more than 25 years with Mondelēz International, a manufacturer of snack food products, and its predecessor company, Kraft Foods, with responsibility across a wide range of product categories, including coffee, chocolate and packaged food. In Mr. Cofer’s last position as EVP and Chief Growth Officer of Mondelēz International from 2016 to 2019, he was a critical architect behind the company’s successful growth strategy. He previously led several global regions, including as President of Asia Pacific, Middle East & Africa Mondelēz International and President of Kraft Foods Europe. In his U.S.-focused roles of President of Kraft Pizza Company and President of Oscar Mayer Foods, he oversaw manufacturing and distribution operations, including a nationwide direct store delivery network. He also led the global integration of Kraft and Cadbury, delivering on the merger’s strategic and financial objectives while nurturing a combined high-performing culture.

Mr. Cofer holds an MBA from the University of Minnesota and a BA in Economics and Political Science from St. Olaf College.

Qualifications:

Mr. Cofer has extensive experience as an executive in the consumer packaged goods industry, with a track record of driving growth, leading transformations and executing significant mergers and acquisitions. He has leadership experience in general management, manufacturing and distribution and strategic transactions, among other areas.

Other Current Public Company Directorships:

None



Director since 2018

62 years of age

Robert Gamgort

Biographical Information:

Robert “Bob” Gamgort serves as Chairman of the Board of KDP. He previously served as the Executive Chairman of KDP from April 26, 2024 to April 24, 2025. Prior to April 2024, he had served as Chief Executive Officer and a member of our Board since the formation of the Company in July 2018, other than a brief period of service as solely Executive Chairman in 2022. Under his leadership, KDP emerged as a leading beverage company in North America, with inclusion in the S&P 500 and Nasdaq 100. He was previously Chief Executive Officer of Keurig Green Mountain following its take-private transaction in 2016.

His 35-plus year career in consumer products and entertainment includes positions as Chief Executive Officer of Pinnacle Foods, North American President of Mars, Inc., and President of Major League Baseball Properties, as well as a progression of marketing, sales, strategy and general management roles at Kraft Foods and its predecessor company General Foods.

Mr. Gamgort serves on the boards of the Sherwin-Williams Company (NYSE: SHW) and National Veterinary Associates, Inc. (NVA/Ethos), a privately owned pet healthcare company. He also serves as a Senior Advisor for Blackstone Private Equity. He formerly was a Board member of Wayfair Inc. (NYSE: W), Trustee for Bucknell University, Director for the New Jersey State Employment Training Commission and Trustee for Schiff Natural Lands Trust.

Mr. Gamgort holds an MBA from the Kellogg Graduate School of Management at Northwestern University, a BA in Economics from Bucknell University and studied at the London School of Economics. He has been recognized for his influence in marketing, sports business and the beverage industry, including BEVNET’s “Person of the Year” award.

Qualifications:

Mr. Gamgort has extensive senior-level executive experience in the consumer products industry and substantial marketing and general management experience. Mr. Gamgort has significant experience overseeing transformational mergers and integrations.

Other Current Public Company Directorships:

The Sherwin-Williams Company



Director since 2022

58 years of age

Oray Boston

Biographical Information:

Oray B. Boston Jr. is the Worldwide President of TECA + Sports (Trauma, Extremities, Craniomaxillofacial, Sports and Animal Health) for DePuy Synthes, the Orthopaedics Company of Johnson & Johnson, a role he has held since August 2021, and joined KDP's Board in November 2022.

With a focus on driving commercial growth and enhancing customer relationships globally, Mr. Boston leads the TECA + Sports platform, strengthening the leadership position in Trauma, enhancing their position in Extremities, elevating their life-changing offerings in Craniomaxillofacial, and bolstering the critical efforts of their Animal Health business. His previous positions at Johnson & Johnson, a pharmaceutical and medical technologies corporation, include Ethicon President of Global Biosurgery (May 2018 to September 2021), Office of Technology Vice President of Commercialization, Ethicon Vice President of Franchise Operations, Biosurgery Vice President of Sales & Marketing, and OTC Vice President of Sales Strategy.

Mr. Boston holds a Bachelor of Science in Industrial Engineering from the University of Southwest Louisiana and a master's degree from the University of Pennsylvania.

Qualifications:

Mr. Boston has expertise in brand and marketing innovation, as well as sales and customer management with key consumer packaged goods retailers, developed through over 30 years of experience in operations, sales, marketing and other roles at global companies. In addition, Mr. Boston has experience with P&L management.

Other Current Public Company Directorships:

None



Director since 2021

51 years of age

Juliette Hickman

Biographical Information:

Juliette Hickman served as an investment analyst at the Capital Group Companies, an investment management company, from 1998 to 2020, with exposure to a broad range of industries on a global basis and specific expertise and focus on the global beverage industry. She joined KDP's Board in January 2021.

Throughout her career, Ms. Hickman has gained extensive expertise in corporate strategy, valuation, mergers and acquisitions, financial analysis and risk assessment. She is on the Board of Waldencast Plc.

Ms. Hickman holds a Bachelor of Arts degree in Politics and Public Administration from Nottingham Trent University and a Postgraduate Certificate in Sustainable Business from the Cambridge Institute of Sustainability Leadership (CISL).

Qualifications:

Ms. Hickman has extensive experience in the beverage industry and her exposure to a broad range of industries on a global basis from the perspective of an analyst allows her to provide unique shareholder insights. Ms. Hickman has more than 20 years of investing experience and expertise in corporate strategy, valuation, mergers and acquisitions, financial analysis and risk assessment.

Other Current Public Company Directorships:

Waldencast plc



Director since 2018

68 years of age

Pamela Patsley

Biographical Information:

Pamela “Pam” Patsley served as the Executive Chairman of MoneyGram International, Inc., a payments and money transfer company, from 2016 to 2018 and as its Executive Chairman and Chief Executive Officer from 2009 to 2015. She has been on KDP’s Board since the Company was created in July 2018, having previously served on the Board of Dr Pepper Snapple Group.

Ms. Patsley has extensive management experience at multinational companies. Prior to MoneyGram International, she held positions as Senior Executive Vice President of First Data Corporation, President of First Data International, and President and Chief Executive Officer of Paymentech, Inc. before its acquisition by First Data.

She serves on the Boards of Texas Instruments Incorporated, Hilton Grand Vacations, Inc. and Payoneer Global Inc. She was previously on the Boards of ACI Worldwide, Inc., Molson Coors Brewing Company, Pegasus Solutions, Inc., and Paymentech, Inc. She holds a degree in accounting from the University of Missouri.

Qualifications:

Ms. Patsley has extensive management experience at multiple multinational companies and a deep understanding of audit, financial control and technology matters. Ms. Patsley has extensive public company board and corporate governance experience.

Other Current Public Company Directorships:

Hilton Grand Vacations, Inc., Texas Instruments Incorporated, Payoneer Global Inc.



Director since 2021

65 years of age

Debra Sandler

Biographical Information:

Debra Sandler is the President and Chief Executive Officer of consulting firm La Grenade Group, LLC and the founder and former CEO of Mavis Foods, LLC, a food company focusing on direct-to-consumer sales. She has been on KDP's Board since March 2021.

Ms. Sandler has extensive experience in the consumer packaged goods industry and a deep understanding of consumer behavior and the evolving retail landscape. She previously served as Chief Health and Wellbeing Officer at Mars, Incorporated and Chief Consumer Officer and President of Mars Chocolate North America. She also held senior leadership positions with Johnson & Johnson, including as Worldwide President for McNeil Nutritionals LLC, and spent more than a decade with PepsiCo, Inc.

Ms. Sandler serves on the Board of Archer Daniels Midland Inc., Dollar General Corporation and Gannett Co., Inc. She is also a member of the Board of Advisors for Pharmavite, LLC, a wholly owned subsidiary of Otsuka Pharmaceuticals, and a trustee for Hofstra University. Ms. Sandler is a regular speaker on topics such as diversity and inclusion, multicultural business development and health and wellbeing in the consumer packaged goods industry.

She holds a bachelor's degree from Hofstra University and a master's degree in Marketing from New York University.

Qualifications:

Ms. Sandler has an extensive understanding of consumer behavior and the evolving retail environment, including valuable e-commerce and strategic planning experience. Ms. Sandler has a proven record of creating, building, enhancing, and leading well-known consumer brands as a result of the leadership positions she has held with Mars, Johnson & Johnson and PepsiCo.

Other Current Public Company Directorships:

Archer-Daniels-Midland Company, Dollar General Corporation, Gannett Co., Inc.



Director since 2018

73 years of age

Robert Singer

Biographical Information:

Robert "Bob" Singer is the former Chief Executive Officer of Barilla Holding S.p.A., an Italian food company, and has been on KDP's Board since the Company formed in July 2018. Mr. Singer currently serves as Chair of the Audit and Finance Committee.

Mr. Singer's career includes executive experience in operations and finance as well as numerous Board of Director roles for various public companies. Previous positions include President and Chief Operating Officer of Abercrombie and Fitch Co. and Chief Financial Officer at Gucci Group N.V.

Mr. Singer currently serves on the Boards of Coty Inc., Panera Brands and Swarovski International Holding. He was previously on the Boards of Tiffany & Co., Gianni Versace S.p.A., Jimmy Choo PLC, Mead Johnson Nutrition and Bally International.

Mr. Singer holds a bachelor's degree from Johns Hopkins University, a master's degree from the University of California, Irvine, and a master's degree in Accounting from New York University.

Qualifications:

Mr. Singer has extensive operating, financial and executive experience as a former chief executive officer. Mr. Singer has financial acumen developed through his extensive executive experience and significant public company board experience (including audit chair experience).

Other Current Public Company Directorships:

Coty Inc.



Director since 2025

63 years of age

Mike Van de Ven

Biographical Information:

Mike Van de Ven has served as executive advisor to Southwest Airlines Co., a major airline, since January 2023, prior to which time he was Southwest's President from September 2021 to December 2022 and its Chief Operating Officer from May 2008 to September 2022. He has been a member of KDP's Board since April 2025.

Mr. Van de Ven joined Southwest in 1993 and held positions of increasing responsibility with the airline, including within the internal audit, financial planning and analysis, fleet planning, aircraft operations and schedule planning areas. Prior to joining Southwest, he also served as senior audit manager for Ernst & Young LLP for nine years ending in 1993.

Mr. Van de Ven currently serves on the Board of Comerica Incorporated. He holds a bachelor's degree in Accounting from the University of Texas at Austin and is a licensed Certified Public Accountant.

Qualifications:

Mr. Van de Ven brings to the Board a broad range of extensive business management experience, including mergers and acquisitions, a strong background in risk management and corporate governance, logistics and network operations, customer services, international expansion, safety management systems and running large, complex and highly regulated operations. He has financial acumen developed through his executive experience and his experience as a Certified Public Accountant.

Other Current Public Company Directorships:

Comerica Incorporated



Director since 2025

56 years of age

Lawson Whiting

Biographical Information:

Lawson Whiting has been the President and Chief Executive Officer of Brown-Forman Corporation, a large spirits and wine business, since January 2019 and has served on Brown-Forman Corporation's executive leadership team since 2013. Mr. Whiting joined KDP's Board in April 2025.

Prior to his appointment as Chief Executive Officer of Brown-Forman Corporation, Mr. Whiting served as Executive Vice President and Chief Operating Officer of Brown-Forman, where he oversaw regional operations, global production and corporate responsibility. He began his career at Brown-Forman in 1997 in the Corporate Development group and subsequently served as the Director of Investor Relations, Director of Finance for Wines, Director of Global Business Strategy for the Jack Daniel's family of brands and Director of Finance, North America region. He was then promoted to Senior Vice President and Managing Director of Western Europe, based in London, before returning to the United States as Chief Brands Officer.

Mr. Whiting serves on the Board of Brown-Forman Corporation. He holds a Bachelor of Science degree in finance from Miami University and a Master of Business Administration from the University of Chicago's Booth School of Business.

Qualifications:

Mr. Whiting has extensive experience as an executive in the consumer packaged goods industry. He has leadership experience in roles spanning operations, production, corporate responsibility, finance, strategy and management, among other areas.

Other Current Public Company Directorships:

Brown-Forman Corporation

CORPORATE GOVERNANCE PRACTICES

KDP is committed to strong corporate governance policies and practices, which are embodied in our Corporate Governance Principles, available at www.keurigdrpepper.com. The RemCo reviews the Corporate Governance Principles annually to ensure they reflect evolving best practices and regulatory requirements, including Nasdaq listing standards. The governance practices highlighted below are reflected in the Corporate Governance Principles, our Bylaws and our committee charters, as appropriate.

Board Leadership Structure

The Board is responsible for broad corporate policy and overall performance of the Company through oversight of management and stewardship of the Company. Among other duties, the Board selects and advises the Company's officers, assigns to them responsibility for management of the Company's business, and monitors their performance.

The Board recognizes that its leadership structure – particularly the combination or separation of the CEO and Chairman roles – is driven by the needs of the Company, and that different leadership structures are appropriate for different circumstances. As a result, the Company does not have a policy requiring either the combination or separation of leadership roles. Instead, the Board periodically evaluates its leadership structure and maintains flexibility to determine which arrangement is best suited for the conditions facing the Company at that time.

Chairman of the Board

Effective April 26, 2024, Mr. Gamgort transitioned his CEO duties to Mr. Cofer and began serving exclusively as the Company's Executive Chairman. Mr. Gamgort had served as both Chairman of the Board and CEO since 2019, other than a brief period of service as solely Executive Chairman in 2022. By serving in both positions, Mr. Gamgort was able to draw on his extensive experience leading both public and private companies to focus the Board's discussions and guide review of the Company's strategy, resulting in efficient decision-making and effective governance for the Company. With Mr. Cofer assuming the role of CEO, the separation of the CEO and Executive Chairman roles permitted Mr. Cofer to focus on managing and operating the Company, while Mr. Gamgort directed his attention to certain strategic issues determined by the Board.

In his role as Executive Chairman, Mr. Gamgort held responsibilities in the following areas:

- Advise the CEO on strategy and execution;
- Lead assigned strategic projects and play an active role in M&A and capital allocation;
- Act as a liaison between the Board and management;
- Preside at Board meetings and chair annual meeting of stockholders;
- Work with the CEO to develop and approve Board agendas; and
- Contribute to earnings, investor and other strategic communications to provide voice of the Board.

Effective April 24, 2025, the Board approved Mr. Gamgort's transition from Executive Chairman to non-employee Chairman of the Board. In his role as Chairman of the Board, Mr. Gamgort will hold responsibilities in the following areas:

- Advise the CEO on strategy and execution, without a day-to-day role in operations;
- Act as a liaison between the Board and management;
- Preside at Board meetings and chair annual meeting of stockholders;
- Work with the CEO to develop and approve Board agendas; and
- As requested by the CEO, serve as the voice of the Board in investor and other strategic external communications.

Lead Independent Director

In 2021, the Board created a Lead Director position to bring additional knowledge, oversight and accountability to the Company's leadership structure. The Company's Corporate Governance Principles provide for an independent and active Lead Director who is designated by the independent directors with clearly defined leadership authority and responsibilities. As set forth in the Corporate Governance Principles, the Lead Director's responsibilities include:

- Act as a liaison between the independent directors and the Chairman and facilitate communication among directors.
- Preside at Board meetings where the Chairman is not present, including executive sessions;
- Provide input to Chairman and CEO on agendas, scheduling and materials;
- Promote independence of Board and assist in annual Board self-evaluations; and
- Remain available for consultation with investors or other significant stakeholders.

Paul Michaels served as Lead Director until December 2024. The independent directors had appointed Mr. Michaels to serve as Lead Director due to his more than 30 years of consumer products industry experience, including at major companies such as Mars, Johnson & Johnson, and Procter & Gamble. He has a track record of industry accomplishments and executive leadership, and he is deeply engaged in the Company's vision of a beverage for every need, anytime, anywhere.

Effective December 2024, Ms. Patsley was appointed to the Lead Director role with the responsibilities summarized above. The independent directors believe that Ms. Patsley is well suited to serve as Lead Director in light of her extensive experience on public company boards and in management, including her leadership as a public company CEO and Executive Chairman. Ms. Patsley also has a deep understanding of corporate governance practices and of KDP's business due to her 17 years of service on KDP's Board. As a result of this, she is well positioned to carry out the responsibilities of the Lead Director and provide constructive, independent and informed guidance and oversight to management.

Board Meetings

Our Board met 10 times during 2024. Each current director attended at least 75% of the total number of meetings of the Board and committees on which such director served that were held during 2024 while the director was a member, with the exception of Mr. Michaels due to health reasons. Directors are also expected to attend annual meetings of stockholders, and eleven of our twelve directors who were on the Board at the time attended the 2024 Annual Meeting of Stockholders.

In addition to Board and committee meetings, our directors also discharge their duties through, among other things, less formal group communications, including discussions, briefings and educational sessions with members of senior management and others as appropriate regarding relevant matters.

Committees

The Board's standing committees, their membership and the number of meetings held in 2024 are set forth below. The Board currently has two standing committees: the Remuneration and Nomination Committee and the Audit and Finance Committee (the "Audit Committee"). The Board also intends to form a standalone Nomination and Governance Committee as a third standing committee in the coming year. At that time, the Remuneration and Nomination Committee will transition to focus on executive and Board compensation, talent, human resources and related matters, with the new Nomination and Governance Committee assuming responsibility for corporate governance, Board recruitment and related matters. Charters for each of our standing committees are available at our corporate governance webpage at www.keurigdrpepper.com.

- All members of the RemCo and the Audit Committee satisfy the standards of independence applicable to members of such committees, including Nasdaq listing standards.
- All members of the Audit Committee meet the financial literacy requirements under Nasdaq listing standards and independence requirements under Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Board has also determined that all of the members of the Audit Committee are "audit committee financial experts" within the meaning of the U.S. Securities and Exchange Commission ("SEC") rules and have financial sophistication in accordance with Nasdaq listing standards. No Audit Committee member received any payments in 2024 from us other than compensation for service as a director.
- The Board has determined that all members of the RemCo meet the heightened independence standards under the Nasdaq listing standards and are "non-employee" directors as defined under Rule 16b-3 under the Exchange Act.

REMUNERATION AND NOMINATION COMMITTEE

Current Members

Pamela Patsley (Chair)⁽¹⁾
Oray Boston
Debra Sandler
Lawson Whiting

4 Meetings Held in 2024

Primary Responsibilities

- Assist the Board in discharging its responsibilities relating to executive compensation and oversight of the Company's executive remuneration plans, policies and programs.
- Identify and recommend to the Board individuals qualified to serve as directors of the Company.
- Review the Company's human capital management strategies.
- Advise the Board with respect to the size, structure, composition, and functioning of the Board and its committees.
- Review the Corporate Governance Principles and recommend changes to the Board as appropriate.
- Oversee the evaluation of the Board and management performance.
- See also "Compensation Discussion and Analysis" for information regarding the processes and procedures followed by the RemCo in considering and determining executive compensation.
- The Committee at its discretion and as appropriate from time to time may delegate duties and responsibilities to a member of the Committee or to a subcommittee to the extent permitted by applicable law.

(1) Paul Michaels served as Chair of the RemCo throughout 2024.

AUDIT AND FINANCE COMMITTEE

Current Members⁽¹⁾

Robert Singer (Chair)
Juliette Hickman
Mike Van de Ven

8 Meetings Held in 2024

Primary Responsibilities

- Oversee the integrity of the Company's financial reporting process and systems of internal controls, including the integrity of the Company's financial statements.
- Oversee compliance with KDP's Code of Conduct and laws and regulations.
- Oversee the independence, qualifications and performance of the Company's independent auditors and internal audit department.
- Oversee cybersecurity risk management.
- See also "Report of the Audit Committee."

(1) Pamela Patsley served as a member of the Audit Committee until April 24, 2025.

The Board's Oversight Responsibilities

The Company's corporate governance practices and policies provide substantial independent oversight of management. For instance:

- **The Board has a majority of independent and non-employee directors.** Seven of the nine director nominees are independent under Nasdaq's listing rules, and seven of the nine director nominees are non-employee directors. All of the Company's directors are elected annually.
- **The Board's standing committees are composed solely of independent directors.** The RemCo and Audit Committee are each composed solely of independent directors. The committees provide independent oversight of management.
- **The Board's non-employee directors and independent directors meet regularly in executive session.** The non-employee directors meet regularly in executive session without management present and, consistent with Nasdaq listing rules, the independent directors also meet regularly in executive session. These sessions are chaired by the Lead Director.

Board Oversight of Risk

The Board views the oversight of the Company's strategy and operations as one of its key responsibilities and understands that risk is inherent in accomplishing the Company's objectives. Oversight of the Company's risk management is therefore an important function of the Board. The Board and management consider factors such as a risk's likelihood, potential impact and time horizon. To evaluate risk and administer its oversight function, the Board relies on the breadth and depth of experience of its directors, delegating responsibility to its standing committees as appropriate. To the extent necessary, the Board also discusses risks during its executive sessions. Management plays a key role in risk management and regularly provides updates to the Board. The Board is also informed on the recommendations of external advisors, including law firms, financial firms, auditors, compensation consultants and other experts.

The Board of Directors

The Board as a whole primarily oversees matters related to strategic and operational risk. The Board's standing committees report to the full Board regarding their respective considerations and actions. The Board's role in the Company's risk oversight process includes reviewing and discussing with members of management areas of material risk to the Company, including strategic, operational, financial and legal risks.

The Audit and Finance Committee

The Audit Committee oversees matters of financial, legal and compliance risk. In administering this oversight, the Audit Committee regularly receives reports from the Controller, Treasurer, General Counsel, head of Internal Audit and others, and it meets directly with the Company's independent auditors. The Audit Committee has been delegated responsibility for oversight of data privacy and cybersecurity risk and receives regular updates from the Company's Chief Information Officer and its Chief Information Security Officer.

The Remuneration and Nomination Committee

The RemCo addresses risks related to compensation and other talent-related matters, as well as risks associated with Board independence and governance. It receives regular reports from the Chief Human Resources Officer and its independent compensation consultant, Frederic W. Cook & Co. ("FW Cook").

Management

Management plays a central role in the Company's risk management and regularly provides updates to the Board on a variety of relevant matters, including strategy and operations, cybersecurity, data privacy, sustainability, human capital management, supply chain, legal matters and other key topics. The Company's processes, disclosure controls and procedures and internal controls are designed to facilitate the identification and management of risks and to cause key risks to be escalated to the Board. In some cases, management implements its risk management function through internal committees. The Company's full Disclosure Review Committee meets at least quarterly and is comprised of several members of senior management, including our Controller, General Counsel, the financial heads for our business units, the heads of Internal Audit and Financial Planning & Analysis and others. The Disclosure Review Committee discusses key issues within the Company that may implicate public reporting, which are elevated to the Board as appropriate. Similarly, the Company's Sustainability Governance Committee, which is comprised of select Executive Leadership Team members and other key leaders, monitors and responds to sustainability- and governance-related risk and periodically reports to the Board through the Chief Corporate Affairs Officer.

Board Oversight of Corporate Responsibility

The Board oversees KDP's corporate responsibility strategy and initiatives and sets the tone for the Company's commitment to working to make a positive impact for people, communities and planet. Our Corporate Governance Principles reflect our longstanding commitment to addressing corporate responsibility matters directly with the full Board. The Board oversees the Company's strategies and commitments for, among other issues, climate and nature action; water use and stewardship; packaging and circular economy; human rights, responsible sourcing and supply chain livelihoods; consumer health and well-being; employee health, safety and well-being; and corporate governance and ethics. The RemCo assists the Board with oversight of human capital management strategies and corporate governance matters.

The full Board approves long-term initiatives and commitments under our key impact areas, as described under "KDP Purpose and Impact" above. KDP executive leaders help guide and develop these corporate responsibility programs; the KDP Executive Leadership Team works to promote alignment of our corporate responsibility approach and strategies with our long-term business objectives, provides advisory support on programs and monitors progress. The Chief Corporate Affairs Officer provides periodic updates on progress to the Board.

We are committed to transparency and disclosure of our strategies, programs, progress, and governance. Our report on KDP impact is available on our website at www.keurigdrpepper.com. Our corporate responsibility reports and policies, including our ethics and compliance policies, can also be found at www.keurigdrpepper.com. The information on, or accessible through, our website is not incorporated by reference into, and is not a part of, this Proxy Statement.

Board and Committee Evaluations

The Board, as well as each standing committee, conducts an annual self-evaluation to assess its performance. All directors participate in the formal evaluation process, responding to written questions designed to elicit information to be used in improving Board and committee effectiveness. Director feedback is shared on an anonymous basis with the entire Board and committees and, where appropriate, addressed with management. In response to feedback from the evaluation process, our Board and committees work with management to improve our policies and procedures to further Board and committee effectiveness.

In 2024, the Board engaged in a deliberate process intended to assess Board performance at a deeper level and to solicit director input on governance matters going forward. In addition to a written evaluation, for 2024, the Board retained a third-party corporate governance specialist to conduct one-on-one discussions to solicit additional feedback from each individual director. The results of the evaluation process were shared with the Board and committees, and the Board has subsequently taken action to address the feedback received. Among other actions stemming from the 2024 self-evaluation process, the Board has recruited two additional independent directors, Mr. Van de Ven and Mr. Whiting, and has committed to form a standalone Nomination and Governance Committee in the coming year.

Code of Conduct

We are dedicated to earning the trust of our customers and investors, and our actions are guided by the principles of integrity, trustworthiness, dependability and respect. The Board has adopted a Code of Conduct that all employees, officers and directors are expected to adhere to. All employees and all Board members are required to participate in annual Code of Conduct training and certifications, and a material violation of the Code of Conduct is cause for termination. Our Code of Conduct is posted on our website at www.keurigdrpepper.com within "Our Policies" found under "Who We Are" on our homepage. To the extent disclosure is required, we intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K or applicable stock exchange rules regarding any amendment to, or waiver from, a provision of the Code of Conduct for our directors and executive officers (including senior financial officers) by posting such information on our website at www.keurigdrpepper.com.

Insider Trading Policy

We have adopted policies and procedures governing the purchase of, sale of, and other transactions in KDP securities by directors, officers, employees and other covered persons, as well as KDP itself. These policies and procedures are reasonably designed to promote compliance with insider trading laws, rules and regulations and applicable listing standards. For additional information, see a copy of our Insider Trading Policy, which was filed as Exhibit 19.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Certain Relationships and Related Party Transactions

Related Person Transactions Policy

We have adopted a written Related Person Transactions Policy, which applies to any transaction or proposed transaction in which KDP is a participant, the amount involved exceeds \$120,000, and a related person under the policy has a direct or indirect material interest. In general, related persons are directors, executive officers, their immediate family members, and stockholders beneficially owning more than 5% of our outstanding stock, as well as their immediate family members. Pursuant to this policy, management determines whether a transaction requires review by the disinterested directors of the Board or Audit Committee. Based on its consideration of all of the relevant facts and circumstances, the disinterested members of the Board or Audit Committee, as applicable, decide whether or not to approve such transactions and approve only those transactions that are deemed to be in the best interests of KDP and its stockholders. Our Related Person Transactions Policy also includes certain exceptions for transactions that are considered pre-approved under the terms of the policy.

Certain Related Person Transactions

Existing Commercial Arrangements with JAB Related Persons

KDP has previously negotiated and disclosed a number of arm's length commercial arrangements with Peet's Coffee & Tea, Inc. ("Peet's"), Caribou Coffee Company, Inc. ("Caribou"), Einstein Bros Bagels ("Einstein Bros"), and Krispy Kreme, Inc. ("Krispy Kreme"). JAB, a more than 5% stockholder of KDP, has controlling or significant investments in Peet's, Krispy Kreme and Panera Brands, which includes Caribou and Einstein Bros.

KDP purchases certain raw materials from Peet's and manufactures coffee and tea portion packs under Peet's brands for sale by KDP and Peet's in the U.S. and Canada. Peet's is also an authorized distributor of KDP products. Through December 31, 2024, KDP exclusively manufactured, distributed and sold Peet's ready-to-drink beverage products in the U.S. and Canada. KDP licenses the Caribou and Krispy Kreme trademarks for use in the manufacturing of portion packs for the Keurig brewing system. KDP also sells various syrups and packaged beverages to Caribou, Einstein Bros and Krispy Kreme for resale to retail customers.

Related Person Transactions in 2024

On March 5, 2024, KDP repurchased 35 million shares from JAB, a more than 5% stockholder, (the "Repurchase") in connection with JAB's underwritten secondary offering of 100 million shares of KDP's common stock. KDP repurchased the shares at a per share of \$28.90, the price paid by the underwriters, for a total price of \$1,011,500,000. In accordance with our Related Person Transactions Policy, the Repurchase was approved by a majority of the disinterested directors on the Board.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and officers and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership with the SEC. Based on our review of such reports and written representations from our directors and officers, except as previously reported, we believe that all such filing requirements were met from January 1, 2024 through the record date, with the exception of one Form 3 for Eric Gorli, filed late on February 25, 2025 due to administrative error.

Where to Find More Information

You can access our corporate governance documents, including the policies listed below, at www.keurigdrpepper.com. We will also provide copies of any of these documents to stockholders upon written request to the Corporate Secretary.

- Bylaws
- Corporate Governance Principles
- Board Committee Charters
- KDP Code of Conduct
- Responsible Public Policy Advocacy Policy

Stockholder Outreach and Communications with the Board

As part of our effort to better understand our stockholders' perspectives, we regularly engage with our stockholders, seeking their input and views on various matters. We discuss a variety of topics with our stockholders, including the Company's business strategy, financial performance, executive compensation and corporate responsibility matters. The Board values our stockholders' perspectives, and the feedback we receive continues to inform our policies and practices.

Any interested party may communicate with the Board, the Chairman of the Board, the Lead Director or the independent directors on a Board-related issue by sending an email to ir@kdrp.com or corporatesecretary@kdrp.com or sending a written communication to: Corporate Secretary, Keurig Dr Pepper Inc., 6425 Hall of Fame Lane, Frisco, TX 75034. Communications related to the responsibilities of the Board will be distributed to the Board, or to any individual director or directors as appropriate, depending on the facts and circumstances outlined in the communication.

Director Compensation

Our non-employee director compensation program is guided by three goals: compensation should fairly pay directors for work required in a company of our size and scope; compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be easy for stockholders to understand. The Board believes that a director's total compensation should include a significant equity component because it believes that this closely aligns the long-term interests of directors with those of stockholders and provides a continuing incentive for directors to foster the Company's success. In furtherance of these goals, our non-employee directors are bound by an equity ownership requirement of at least five times the annual cash board retainer.

Directors' compensation is determined by the Board, and the RemCo makes recommendations to the Board based on periodic benchmarking assessments and advice received from FW Cook, its independent compensation consultant. Following the assessment conducted in 2023, the Board approved an increase of \$10,000 to the annual equity award granted to all directors and an increase of \$5,000 to the annual cash board retainer, effective beginning in fiscal 2024, in each case to maintain alignment with market practices for a company of our size and scope. In addition, effective April 24, 2025, Mr. Gamgort transitioned to the role of non-employee Chairman of the Board. The Board has determined that Mr. Gamgort will receive an annual cash retainer of \$200,000 and an annual equity award of \$300,000 in his capacity as Chairman of the Board in lieu of the annual cash board retainer and annual equity award.

Summary of 2024 Director Compensation Elements

Annual Compensation Elements	Amount
Board Retainer	\$110,000
Audit & Finance Committee Chair Retainer	40,000
Remuneration & Nominating Committee Chair Retainer	30,000
Lead Director Retainer	40,000
Annual Equity Award	175,000

For 2024, Mr. Boston, Ms. Hickman and Ms. Sandler received an additional cash payment of \$105,000 for their service on a special committee of the Board, and Ms. Patsley received an additional cash payment of \$140,000 for her service as chair of such committee.

In determining the number of shares that will be issued in connection with an annual equity award to directors, the Company divides the dollar amount of an award approved by the Board by the closing price per share of KDP common stock on the grant date of the award. Annual equity awards to directors vest in full on the fifth anniversary of the grant date. If a director's service with the Company terminates for any reason, the award will vest in full on the termination date, except that awards granted within one year of the termination date will vest on a pro rata basis.

Non-Employee Director Compensation for Fiscal 2024

The following table contains information with respect to the annual compensation of our non-employee directors earned during 2024 with respect to their Board service. Messrs. Van de Ven and Whiting did not serve on the Board during fiscal 2024.

Name	Fees Earned Or Paid In Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
Oray Boston	213,750	151,733	—	365,483
Joachim Creus ⁽⁵⁾	36,667	77,568	2,750	116,985
Frank Engelen ⁽⁶⁾	—	—	—	—
Olivier Goudet ⁽⁷⁾	108,750	151,733	8,250	268,733
Peter Harf ⁽⁸⁾	81,250	151,733	8,250	241,233
Juliette Hickman	213,750	151,733	8,250	373,733
Paul Michaels	178,750	151,733	—	330,483
Pamela Patsley	248,750	151,733	—	400,483
Lubomira Rochet ⁽⁹⁾	108,750	151,733	8,250	268,733
Debra Sandler	213,750	151,733	—	365,483
Robert Singer	148,750	151,733	—	300,483
Larry Young ⁽¹⁰⁾	81,250	151,733	—	232,983

- (1) The amounts reported in this column reflect cash retainers paid in 2024 and fees associated with certain directors' service on a special committee. The directors are paid their cash retainers quarterly in arrears.
- (2) The amounts reported in this column reflect the grant date fair value associated with restricted stock units ("RSUs") granted to each director and are computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 718, Stock Compensation ("ASC 718"). In accordance with ASC 718, the amounts reported in this column are lower than the face value of the awards when approved because the RSUs do not accrue or otherwise participate in the Company's dividends prior to vesting. Even though the RSUs may be forfeited, the amounts reported do not reflect this contingency.
- (3) The following table shows the aggregate number of outstanding RSUs for each non-employee director as of December 31, 2024. Mr. Harf, Ms. Rochet and Mr. Young were no longer serving as Company directors as of December 31, 2024 and held no outstanding unvested KDP equity awards as of such date.

Name	KDP RSUs
Oray Boston	10,840
Joachim Creus	2,362
Frank Engelen	—
Olivier Goudet	27,300
Peter Harf	—
Juliette Hickman	20,340
Paul Michaels	27,300
Pamela Patsley	27,300
Lubomira Rochet	—
Debra Sandler	17,399
Robert Singer	27,300
Larry Young	—

- (4) The amounts reported in the All Other Compensation column reflect a tax gross-up paid to offset certain adverse tax consequences to certain directors for a Board meeting held outside the U.S.
- (5) Mr. Creus joined the Board effective June 10, 2024 and resigned from the Board effective February 28, 2025.
- (6) Mr. Engelen joined the Board effective October 28, 2024 and resigned from the Board effective February 28, 2025.
- (7) Mr. Goudet resigned from the Board effective February 28, 2025.
- (8) Mr. Harf did not stand for reelection at the 2024 Annual Meeting, and his service with the Board ended effective June 10, 2024.
- (9) Ms. Rochet resigned from the Board effective October 28, 2024.
- (10) Mr. Young did not stand for reelection at the 2024 Annual Meeting, and his service with the Board ended effective June 10, 2024.

EXECUTIVE OFFICERS

Our executive officers are as follows:

Executive Officers	Age	Position
Timothy Cofer	56	Chief Executive Officer
Mary Beth DeNooyer	54	Chief Human Resources Officer
Eric Gorli	50	President, U.S. Refreshment Beverages
Roger Johnson	46	Chief Supply Chain Officer
Patrick Minogue	50	President, U.S. Coffee
Sudhanshu Priyadarshi	48	Chief Financial Officer and President, International
Anthony Shoemaker	42	Chief Legal Officer, General Counsel and Secretary

For more information about Mr. Cofer, see “Proposal 1 – Election of Directors.” Biographical information about our other executive officers is set forth below:

Mary Beth DeNooyer Chief Human Resources Officer

Mary Beth DeNooyer joined KDP as Chief Human Resources Officer in July 2019. She leads all Human Resources responsibilities including recruitment, talent management and organizational development, compensation and benefits, employee and labor relations, and diversity and inclusion.

With nearly 30 years of career experience in food and beverage companies, Ms. DeNooyer has extensive experience in designing and implementing HR processes and programs to support publicly traded companies. Prior to joining KDP, she served as Chief HR Officer at Pinnacle Foods for six years, as Chief Human Resources Officer for Hillshire Brands and held key HR roles at Sara Lee.

She spent more than a decade with Pepsi Bottling Group, holding progressive HR leadership roles, and started her career with General Mills.

She holds a master's degree in Industrial and Labor Relations from Cornell University and a bachelor's degree in Business Administration from Drexel University.

Eric Gorli President, U.S Refreshment Beverages

Eric Gorli has served as KDP's President, U.S. Refreshment Beverages since January 2025. He oversees KDP's liquid refreshment business, which includes the carbonated soft drinks, still beverages and energy drink portfolios in the U.S.

Since joining KDP in 2015, Eric has been a key leader in commercialization efforts across the enterprise, developing the Company's pricing, promotional and growth strategies. He was a member of the deal and integration team for the creation of KDP and served most recently as Chief Commercial Officer of KDP from January 2023 to January 2025, with accountability for both coffee and refreshment beverages product lines, and Senior Vice President, Revenue Growth Management & Commercial from July 2018 to January 2023.

Prior to KDP, Eric spent nearly 20 years in roles within The Coca-Cola Company's system across both bottling operations and Coca-Cola North America. His last major role was leading the Revenue Growth Management function for Coca-Cola North America.

Eric is a graduate of the Georgia Institute of Technology with a degree in Industrial & Systems Engineering.

Roger Johnson Chief Supply Chain Officer

Roger Johnson was named Chief Supply Chain Officer of KDP in October 2022. He is responsible for the Company's end-to-end supply chain, including manufacturing, procurement, logistics, warehousing, transportation and quality, environment, health and safety.

Mr. Johnson joined KDP in 2016 and has held several leadership positions across the supply chain and R&D organizations, including Chief Product Officer for the Keurig brand from September 2021 to October 2022 and Senior Vice President, Global Product Organization and GM Asia from April 2020 to September 2021. In those roles, he established KDP's global operations center in Singapore, diversified the organization's brewer manufacturing network across Asia and designed highly successful brewer innovation strategies.

With more than 20 years of experience in consumer durables, electronics, food and beverage and automotive industries, Mr. Johnson has held leadership roles in product development, engineering and supply chain for organizations including BISSELL Homecare, Whirlpool Corporation and Ford Motor Company.

He holds a bachelor's and master's degree in engineering from Purdue University and an MBA from the University of Michigan.

Patrick Minogue President, U.S. Coffee

Patrick Minogue has served as our President, U.S. Coffee since November 2023, driving the Company's leadership position in the single-serve coffee category by leading Keurig system strategy, brand marketing, direct-to-consumer, digital products, away-from-home and partner management.

He was previously Senior Vice President and GM of Coffee Operations for KDP from June 2023 to November 2023, Senior Vice President, Digital and Keurig System Strategy from January 2023 to June 2023 and Senior Vice President, Keurig Experience from November 2020 to December 2022, among other roles. Since joining the Company in 2015, Mr. Minogue has leveraged his background in technology and marketing, and his more than fifteen years of beverage industry experience, to enhance KDP's consumer-facing capabilities. He has played a key role in the innovation and growth of the Keurig system, including the successful launch of connected brewers, the strategy and products that are capturing iced and specialty coffee occasions, and the ongoing growth of KDP's leading e-commerce platforms, including Keurig.com.

Prior to joining KDP, Mr. Minogue served as Vice President of Customer Marketing for Bacardi USA, where he led a transformation of commercial and channel strategy capabilities. He had previously spent five years as a brand marketer, working on some of the largest brands at Molson Coors Beverage Company (then MillerCoors). Mr. Minogue began his career with commercial roles in the technology industry.

He holds an MBA from Georgetown University and a bachelor's degree from Harvard University.

Sudhanshu Priyadarshi Chief Financial Officer and President, International

Sudhanshu Priyadarshi has served as our Chief Financial Officer since November 2022, with his role expanding to include President, International in November 2023. He leads the Finance, Information Technology organizations and is responsible for KDP's International Business Segment.

A seasoned global finance, strategy and operations executive, Mr. Priyadarshi has more than 25 years of leadership experience in the food and beverage, retail, pharmaceutical and logistics industries. Before KDP, from April 2020 to November 2022, Mr. Priyadarshi was CFO of Vista Outdoor Inc. (NYSE: VSTO), a leading global designer, manufacturer and marketer of outdoor sports and recreation consumer products.

Previously, from 2018 to 2019, Mr. Priyadarshi served as CFO of Flexport, a worldwide provider of logistics solutions, where he led all financial operations, Global Real Estate and Insurance P&L. He also held leadership positions at Walmart as Vice President of Finance for the growing U.S. e-commerce and Vice President of Finance and Strategy for the \$100 billion General Merchandise and Softline division. Before Walmart, he worked at Cipla as the Global COO and Global Head of Corporate Strategy and Development. He held progressive roles in his 14 years at PepsiCo, including CFO of Global R&D and PepsiCo Global Nutrition Platforms.

Mr. Priyadarshi serves on the Board of Directors of Wabash (NYSE: WNC), a world-class manufacturer of advanced engineered solutions and services for the transportation, logistics and distribution industries.

He holds a bachelor's degree in Physics from Tilka Manjhi Bhagalpur University in India and an MBA in Finance from the University of Technology, Sydney.

Anthony Shoemaker Chief Legal Officer, General Counsel and Secretary

Anthony Shoemaker has served as our Chief Legal Officer, General Counsel & Corporate Secretary since October 2021.

Prior to this appointment, he had been with the Company as Senior Vice President and Assistant General Counsel from April 2020 to September 2021, leading the legal efforts for securities, corporate governance, finance, tax, treasury and mergers and acquisitions.

Before KDP, Mr. Shoemaker served as Vice President, Assistant General Counsel and Corporate Secretary at Tenet Healthcare, a healthcare services company, where he held various positions of increasing responsibility from September 2014, including most recently as Assistant General Counsel & Corporate Secretary from May 2018 to April 2020, and was responsible for a broad range of corporate and transactional legal matters. He began his legal career as a corporate attorney at Gibson, Dunn & Crutcher LLP.

Mr. Shoemaker holds a Bachelor of Business Administration in Management from Abilene Christian University and received his Juris Doctorate from The University of Chicago Law School.

PROPOSAL 2 – ADVISORY RESOLUTION TO APPROVE KDP'S EXECUTIVE COMPENSATION

As required by Section 14A of the Exchange Act, the Company is asking stockholders to approve an advisory resolution to approve the Company's executive compensation as reported in this Proxy Statement. As described in the Compensation Discussion and Analysis section of this Proxy Statement, the Company's executive compensation programs are designed to attract and retain talent through the alignment of pay and financial interests of our executives with stockholder value creation. We will continue to design and implement our compensation programs and policies in line with this philosophy to promote superior performance results and generate greater value for our stockholders.

In accordance with the Exchange Act, and as a matter of good corporate governance, the Company is asking stockholders to approve the following non-binding advisory resolution at the 2025 Annual Meeting:

"RESOLVED, that the stockholders of Keurig Dr Pepper Inc. (the "Company") approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Compensation Discussion and Analysis, compensation tables and the related narrative discussion in the Proxy Statement for the Company's 2025 Annual Meeting of Stockholders."

Because your vote on this proposal is advisory, it will not be binding on the Board. However, the RemCo and the Board will consider the outcome of the vote when making future compensation decisions. The Board currently holds this "say on pay" advisory vote on an annual basis and expects the next such vote after the 2025 Annual Meeting will be held at the Company's 2026 Annual Meeting of Stockholders.



The Board unanimously recommends that KDP's stockholders vote **"FOR"** the approval of the Advisory Resolution to Approve KDP's Executive Compensation

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis that follows describes our executive compensation philosophy and programs, as well as the RemCo's compensation-setting process and the 2024 compensation of our named executive officers ("NEOs").

Our NEOs for fiscal 2024 are:

Timothy Cofer Chief Executive Officer and Former Chief Operating Officer	Robert Gamgort Chairman of the Board and Former Executive Chairman and Chief Executive Officer	Sudhanshu Priyadarshi Chief Financial Officer and President, International
Roger Johnson Chief Supply Chain Officer	Justin Whitmore President, KDP Energy and Former Chief Strategy Officer	Andrew Archambault Former President, U.S. Refreshment Beverages

Mr. Gamgort served as the Chief Executive Officer of the Company through April 26, 2024, at which time he transitioned to the role of Executive Chairman and Mr. Cofer was promoted from Chief Operating Officer to Chief Executive Officer. Effective April 24, 2025, the Board approved Mr. Gamgort's transition from Executive Chairman to non-employee Chairman of the Board. Mr. Whitmore served as the Company's Chief Strategy Officer until January 13, 2025, when he was appointed to the role of President, KDP Energy. Mr. Archambault served as the Company's President, U.S. Refreshment Beverages until January 13, 2025 and departed the Company on January 31, 2025.

Table of Contents

Overview	25	2024 Compensation Decisions	29
Roles and Responsibilities with Regard to Compensation	27	Other Matters	33
Peer Group, Market Data and Benchmarking	28		

Overview

2024 Performance Highlights

During 2024, KDP achieved the following financial and operational highlights:

On-algorithm top- and bottom-line growth delivery	Operating Cash Flow ↑ 67% and Free Cash Flow ↑ 82% as compared to 2023	Grew market share through exciting innovation, marketing and activation across our carbonated soft drink and coffee brands	Strengthened our portfolio and route-to-market with the GHOST acquisition, Electrolit partnership and select territory expansions
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In 2024, we believe we delivered strong results in a challenging environment while simultaneously positioning the business well for long-term performance. We gained market share in our iconic brands, Dr Pepper, Canada Dry and Mott's, and we expanded our presence in sports drinks, ready-to-drink coffee and energy drinks. Our manufacturing and distribution footprint strengthened and grew across multiple geographies, and we successfully delivered our targeted productivity savings. Beyond our financial achievements, we continued to enhance our positive impact on a variety of stakeholders through *KDP Impact*, our multi-year environmental and social agenda comprised of strategic initiatives that aim to make a positive impact with every drink. These achievements were the direct outcome of the talent, dedication and hard work of our 29,000 employees across KDP.

Our Compensation Philosophy & Practices

KDP is driven by top beverage talent with a challenger mindset, anchored in our values of Team First, Deliver Big, Think Bold and Be Fearless and Fair. KDP's team is a key driver of its success, and the Company's compensation philosophy for senior leaders is designed to spur their performance. KDP's Board has long required senior executives to acquire and hold a significant amount of Company shares over long time horizons, including through the Elite Investment Program. These compensation practices distinguish KDP from most of its peers, and the Board believes they are a key component of the Company's success. KDP's Board seeks senior executives who are more than managers and truly act as co-owners of the enterprise alongside its stockholders.

The primary objectives of our executive compensation program are to:

- Attract and retain highly qualified and experienced executives
- Motivate executives to achieve results and progress against KDP's strategic agenda and adhere to our values
- Encourage, reinforce and reward long-term delivery of stockholder value
- Align executives' interests with stockholders' interests by requiring the purchase and retention of significant levels of KDP stock

Elements of KDP's Compensation Program

NEO compensation consists of base salary, annual cash incentive awards under our Short-Term Incentive Plan ("STIP"), annual equity awards under our Long-Term Incentive Plan ("LTIP"), and our unique Elite Investment Program.

Element	Description	Objective
Base Salary	Fixed cash paid regularly during the year See page 29 for more information	To attract and retain highly qualified executives by offering salaries that are competitive with market opportunities and that reflect each executive's position, role, responsibility and experience
Short-Term Incentive Plan	Variable performance-based cash payment earned upon achievement of annual performance goals, paid during the first quarter of the subsequent year See page 29 for more information	To motivate and reward executives for meeting challenging, objective performance goals across three categories: growth, profit and cash
Annual Long-Term Incentive Plan Awards	Time-based restricted stock units ("RSUs") that vest over five years, or, for grants in 2025 and beyond, four years Beginning in 2025, performance-based restricted stock units ("PSUs") that cliff vest after three years based on achievement of performance goals See page 30 for more information	To reward performance over the longer term by encouraging focus on the long-term value of our stock while discouraging excessive risk taking that overemphasizes short-term and non-sustainable performance
Elite Investment Program	Required purchases of significant levels of KDP common stock coupled with a one-for-one matching award of RSUs ("Matching RSUs") that generally cliff vest in five years See page 31 for more information	To directly align the interests of executives with stockholders by requiring significant personal investment in the Company over an extended period of time

Competitive Pay Tied Closely to Long-Term Performance

To retain the right talent to lead with a challenger mindset, and to align the interests of our NEOs with our stockholders, a significant portion of executive compensation is tied to Company performance in the form of annual cash incentives and equity awards as well as required participation in our Elite Investment Program. The Elite Investment Program provides an opportunity for executives to realize substantial value when they invest their own funds alongside our stockholders and incentivizes commitment to the long-term performance of the Company.

We benchmark our compensation against a peer group of companies with which we compete for key talent and investment and business opportunities (the "Compensation Peer Group"), as described more fully below. The RemCo generally reviews and targets the 50th percentile market pay level when assessing target annual cash compensation, the 75th percentile when assessing equity compensation, and between the 50th and 75th percentile when assessing total target compensation. In determining target compensation levels, in addition to market data, the RemCo may consider factors such as individual experience, skill set, personal performance, retention risk, internal parity, time in the role, job scope and recruitment landscape. We also provide certain limited benefits and perquisites that are in line with market practice and typically represent a non-material aspect of compensation for our NEOs.

In February 2025, to more closely align executive compensation with Company performance, the Board approved the addition of PSUs to our long-term incentive compensation program. See "2025 Program Changes: Introduction of Annual PSU Awards" below for more information.

Compensation Policies and Governance Practices

Our compensation governance policies further align our executives' interests with those of our stockholders and are designed to manage risk and follow best practices:

Significant stock ownership required. KDP's Board strongly believes that significant long-term stock ownership by our executives is an important factor in aligning executive and stockholder interests to successfully deliver stockholder value over the long term. All NEOs and other senior executives are subject to a stock ownership requirement and must also participate in the Elite Investment Program, which requires substantial investment in our Company and maintaining that entire investment for at least five years until associated Matching RSUs fully vest. Each of our NEOs have each made substantial personal investments in KDP stock during their tenures and as of the record date collectively own common stock valued at approximately \$177 million.

Incentives do not encourage excessive risk taking. In order to assess the risk inherent in the design of our compensation program, the RemCo periodically reviews our plans and programs and has determined that our compensation program is not designed to encourage excessive risk taking. For example, we continue to utilize multiple performance measures under the annual STIP to reduce the risk of over-concentration on a single business or financial metric, while our equity awards generally have three- to five-year vesting periods tied to continued employment with the Company, which discourages excessive risk taking intended to optimize short-term and non-sustainable performance.

Clawback policies that extend beyond the minimum legal requirements. We have adopted a Rule 10D-1 Clawback Policy intended to comply with the requirements of Nasdaq Listing Standard 5608 implementing Rule 10D-1 under the Exchange Act. In the event the Company is required to prepare an accounting restatement of the Company's financial statements due to material non-compliance with any financial reporting requirement under the federal securities laws, the Company will, subject to limited exceptions, recover, on a reasonably prompt basis, the excess incentive-based compensation received by any covered executive, including the NEOs, during the prior three fiscal years that exceeds the amount that the executive otherwise would have received had the incentive-based compensation been determined based on the restated financial statements. In addition to the Rule 10D-1 Clawback Policy, the Company maintains a Senior Leadership Clawback Policy applicable to our executive leadership, which allows for recoupment of short-term and long-term incentive compensation (including time-based equity awards) from certain executives, including the NEOs, in the event of misconduct.

Double-trigger equity award vesting upon a change of control. All outstanding unvested equity awards that provide for additional or accelerated payment or fully accelerated vesting in connection with a change in the control of the Company, including the annual LTIP awards and the Matching RSUs issued pursuant to the Elite Investment Program, require a "double trigger," which means that accelerated vesting of equity will only occur upon a qualifying termination of employment in connection with a change of control (and not solely as a result of the completion of a change in control transaction).

No hedging. Under our insider trading policy, all employees and members of the Board are prohibited from engaging in any speculative transactions in KDP securities, including engaging in short sales, transactions involving put options, call options or other derivative securities, or any other forms of hedging transactions, such as collars or forward sale contracts. Employees and members of the Board must also obtain pre-clearance approval from the Legal Department to pledge KDP securities and are prohibited from pledging KDP securities for speculative purposes.

No backdating or repricing of equity awards, including stock options. While stock options are not currently part of our compensation mix, repricing of stock options and issuing stock options at below-market exercise prices are strictly prohibited by our equity incentive plan, and any options we would grant must have an exercise price at least equal to the fair market value of our stock on the date of grant.

Limited tax gross-ups. Any personal income taxes due as a result of compensation and/or perquisites, other than reimbursement for taxes incurred with respect to certain relocation-related expenses or expatriate assignments, are the responsibility of the NEOs. We do not provide tax gross-ups on any change-in-control benefits.

Minimal perquisites. NEO perquisites are evaluated annually by the RemCo for reasonableness and typically represent a non-material aspect of any NEO's total compensation.

Roles and Responsibilities with Regard to Compensation

Role of the Executive Chairman, CEO, RemCo and Board

Our RemCo annually evaluates and approves compensation for our NEOs and full executive leadership team, including equity awards, bonus payouts and any changes in compensation packages. The RemCo's determinations regarding the compensation of our executive officers take into account a variety of factors, including recommendations by our CEO and Executive Chairman (except regarding themselves) and other factors the RemCo believes are appropriate. In assessing changes in overall target compensation levels, the RemCo considers external market conditions, as well as factors such as individual experience, skill set, personal performance, retention risk, internal parity, time in the role, job scope and recruitment landscape.

Role of Compensation Consultant

The RemCo has engaged FW Cook to provide information regarding the Compensation Peer Group and compensation benchmarking data for NEOs and other executive-level positions, as well as information about market practices for incentive compensation, plan governance and executive compensation-related regulatory developments. Each year, the RemCo assesses the independence of the compensation consultant, and for 2024, the RemCo concluded that FW Cook is independent, and no conflict of interest exists with regard to FW Cook's engagement.

FW Cook reports directly to the RemCo. While members of senior management consult with FW Cook, all decisions with respect to the amount and form of NEO compensation under our executive compensation programs are made solely by the RemCo and the Board, and may reflect factors and considerations other than the information provided by FW Cook.

Role of Stockholders

As part of its annual processes, the RemCo considers the results of the stockholder advisory vote on our executive compensation from prior years. Our stockholders continue to express support for our executive compensation programs to date, with approximately 85% of votes cast in 2024 supporting the advisory vote, 82% supporting in 2023 and 94% supporting in 2022. In February 2025, the Board approved the addition of PSU awards to our LTIP, which certain stockholders had expressed would be desirable, given both closer alignment between executive compensation and Company performance and consistency with market practice. The RemCo values feedback from our stockholders and will continue to consider such feedback as we design and implement our compensation programs and policies in line with our philosophy to promote superior performance results and generate greater value for our stockholders.

Peer Group, Market Data and Benchmarking

In establishing compensation for our NEOs, the RemCo considers the compensation practices of the Compensation Peer Group and the pay levels for similar roles among the Compensation Peer Group companies. The RemCo considers a total compensation range between the 50th and 75th percentile as reasonable for this purpose given the aggressive KDP business plan goals under the STIP and the high levels of "at-risk" pay for all KDP senior executives.

The RemCo periodically reviews the make-up of the Compensation Peer Group with input from FW Cook. The Compensation Peer Group includes companies that compete directly with us for executive talent and compete with us in the marketplace for business and investment opportunities.

The 2024 Compensation Peer Group remained the same as 2023 and was comprised of the following companies:

Anheuser-Busch InBev SA/NV	The Kraft Heinz Company
Campbell Soup Company	McCormick & Company, Incorporated
Chocoladefabriken Lindt & Spruengli AG	Mondelēz International, Inc.
The Coca-Cola Company	Nestlé S.A.
Danone	PepsiCo, Inc.
Diageo plc	The Procter & Gamble Company
The Hershey Company	Reckitt Benckiser Group plc
Kellanova	Unilever PLC

Effective for 2025, based on input from FW Cook, the RemCo approved updates to the Compensation Peer Group based on multiple screening criteria, including company size, business relevance, robustness of compensation disclosure and scope of operations. Six new peers were added (Brown-Forman Corporation, Constellation Brands, Inc., The J.M. Smucker Company, Molson Coors Beverage Company, Monster Beverage Corporation and Starbucks Corporation), and four peers were removed (Chocoladefabriken Lindt & Spruengli AG, The Procter & Gamble Company, Reckitt Benckiser Group plc and Unilever PLC).

2024 Compensation Decisions

The specific compensation elements and decisions applicable to our NEOs' 2024 compensation are described in detail below.

Base Salary

Base salaries provide executives with a secure, fixed base of cash compensation in recognition of role, individual responsibilities, experience and job performance. Salary levels are reviewed annually by the RemCo, and any salary increases are approved after a comparative analysis of base salaries for similar positions among the Compensation Peer Group. When determining base salaries and salary increases, the RemCo considers external market conditions and total direct compensation targets, as well as factors such as individual experience, skill set, personal performance, retention risk, internal parity, time in the role, job scope and recruitment landscape. Each NEO's annual base salary as of December 31, 2024 follows:

NEO	Base Salary
Timothy Cofer ⁽¹⁾	\$1,250,000
Robert Gamgort ⁽²⁾	1,000,000
Sudhanshu Priyadarshi ⁽³⁾	900,000
Roger Johnson ⁽⁴⁾	700,000
Justin Whitmore	575,000
Andrew Archambault	750,000

- (1) Mr. Cofer's salary was increased from \$1,150,000 to \$1,250,000, effective April 26, 2024, upon his promotion to Chief Executive Officer.
- (2) Mr. Gamgort's salary was reduced from \$1,500,000 to \$1,000,000, effective April 26, 2024, upon his transition to the role of Executive Chairman.
- (3) Mr. Priyadarshi's salary was increased from \$850,000 to \$900,000, effective February 5, 2024, in recognition of his appointment to the role of President, International.
- (4) Mr. Johnson's salary was increased from \$600,000 to \$700,000, effective February 5, 2024, in recognition of his strong performance leading Supply Chain and the expansion of his role to include the Company's Global Appliances organization.

In February 2025, in recognition of Mr. Cofer's strong performance as Chief Executive Officer, and to more closely align his compensation with the median of the Compensation Peer Group, the RemCo approved an increase in Mr. Cofer's base salary to \$1,350,000. Mr. Priyadarshi's base salary was also increased to \$1,000,000 in February 2025 in light of his strong performance, his role as a key enterprise leader and the expansion of his role to include oversight of the Company's Mergers and Acquisitions function.

Short-Term Incentive Plan

The STIP is a key component of KDP's annual compensation program and is designed to link performance-based, at-risk annual cash incentives to the achievement of predetermined financial performance goals that correspond directly with the Company's annual operating plan and external earnings guidance. The RemCo believes that aligning bonus payouts directly with these key quantifiable performance targets encourages and rewards the achievement of financial metrics designed to contribute to the Company's long-term success.

STIP Structure

For our 2024 STIP, to align incentives to achieve results for the overall enterprise, we maintained a single set of enterprise performance goals for our NEOs. The RemCo determined that the STIP award for our full executive leadership team, including all NEOs, should be based 100% on enterprise performance given their role leading the Company.

The STIP has a single payout scale with a minimum payout of 0% and a maximum payout of 200% of the target STIP award for all bonus-eligible employees, in line with our pay-for-performance philosophy. Target STIP awards for each NEO are set as a percentage of that NEO's base salary. For 2024, each NEO's target was set at 80% of base salary, with the exceptions of Mr. Cofer, whose target was 125% while he served as Chief Operating Officer and 150% while he served as Chief Executive Officer, and Mr. Gamgort, whose target was 150% while he served as Chief Executive Officer and 100% while he served as Executive Chairman. The STIP payout is based on the Company's achievement on three categories of quantifiable metrics that are aligned with our annual business plan:

- **Growth**, measured by total Net Sales
- **Profit**, measured by Adjusted Operating Income
- **Cash**, measured by Free Cash Flow

The three performance metrics are designed to be quantifiable and visible by employees throughout the year to enable employees to track performance. They also encourage focus on achieving the Company's annual operating plan.

In the first quarter of 2024, the RemCo established performance targets for each metric at the levels reflected in the table below, with the target level for each metric set to correspond with the Company's annual operating plan approved by the Board. When the RemCo determines the actual performance and payouts, it considers the qualitative and quantitative circumstances behind the outcomes. From time to time the RemCo may exclude certain items from results to ensure that the calculated payout appropriately reflects the compensatory purpose of the STIP award and does not provide windfalls or penalties for factors beyond executives' control. To determine the total payout multiplier for the STIP, the calculated payout percentage for each of the three metrics is multiplied by the weight for each respective metric and then added together.

The table below reflects the targets and results of the STIP for 2024 for the executive leadership team, including all NEOs, as determined by the RemCo in early 2025.

Metric (in millions, except %s)	Threshold	Target	Maximum	Actual Results	Calculated Payout	Weight
Growth – Net Sales ⁽¹⁾⁽²⁾	\$14,714	\$15,653	\$16,592	\$15,310	85%	30%
Profit – Adjusted Operating Income ⁽¹⁾⁽³⁾	3,744	3,983	4,222	3,952	95%	60%
Cash – Free Cash Flow ⁽¹⁾	700	1,400	2,100	1,660	112%	10%
Total Payout Multiplier					94%	100%

- (1) Please refer to Appendix A to this Proxy Statement for a description and reconciliation of these non-GAAP compensation performance measures relative to the reported GAAP financial measures.
- (2) Net Sales are adjusted on a constant currency basis.
- (3) In determining the 2024 achievement level for the Profit metric, Adjusted Operating Income results were further adjusted on a constant currency basis and exclude the impact of the STIP award payment.

2024 STIP Payouts

2024 STIP awards were calculated and paid in the first quarter of 2025 upon certification by the RemCo of the achievement levels discussed above. The table below shows target payout levels and actual STIP awards earned by each NEO for 2024.

NEO	Target 2024 STIP Payouts	Actual 2024 STIP Payout
Timothy Cofer ⁽¹⁾	\$1,736,339	\$1,632,158
Robert Gamgort ⁽¹⁾	1,396,175	1,312,404
Sudhanshu Priyadarshi ⁽¹⁾	716,175	673,204
Roger Johnson ⁽¹⁾	552,350	519,209
Justin Whitmore	460,000	432,400
Andrew Archambault ⁽²⁾	600,000	—

- (1) Reflects proration for base salary and STIP target changes during 2024.
- (2) Due to his voluntary departure in January 2025, Mr. Archambault did not receive a STIP payout for 2024.

Long-Term Incentive Compensation

Long-term stock ownership of the executive team is the cornerstone of KDP's compensation philosophy. The Board encourages long-term ownership through (i) annual grants of RSUs under our LTIP, (ii) an obligatory and substantial personal investment in KDP shares under our Elite Investment Program and (iii) a stock holding requirement. In February 2025, to more closely align executive compensation with Company performance, the Board approved the addition of PSUs to our long-term incentive compensation program. Our equity compensation programs encourage retention of and long-term focus by our NEOs by giving them a direct ownership stake in our future growth and financial success.

Annual RSU Awards

We closely align the interests of our NEOs with those of our stockholders through a compensation program that pays a significant portion of total compensation in the form of at-risk equity. The compensation program for our NEOs features long-term equity-based compensation under the LTIP generally awarded in the form of RSUs and, beginning in 2025, PSUs.

The structure of KDP's annual equity awards focuses our executives on increasing stockholder value over a sustained period. Annual awards under the LTIP and Matching RSUs under our Elite Investment Program have generally been subject to five-year vesting periods tied to continued employment with the Company and other vesting conditions.

Before 2020, annual RSUs had been structured to vest in full on the fifth anniversary of the grant date. Annual RSUs granted from 2020 through 2024 vest 60% on the third anniversary of the grant date, with 20% vesting on each of the fourth and fifth anniversaries. In February 2025, the RemCo modified the vesting schedule for RSU awards granted to NEOs and other executives in or after 2025 to better align with market norms of our public peers, while still maintaining a lengthy vesting period; RSUs granted in or after 2025 will vest 25% on each of the first, second, third and fourth anniversaries of the grant date.

In determining the number of RSUs subject to an award, the Company divides the dollar amount approved by the RemCo by the closing price per share of KDP common stock on the date of grant for the award. The table below reflects the values of the annual LTIP awards to NEOs in 2024, as approved by the RemCo.

NEO	2024 Annual LTIP Award
Timothy Cofer ⁽¹⁾	\$3,750,000
Robert Gamgort	4,700,000
Sudhanshu Priyadarshi ⁽²⁾	2,500,000
Roger Johnson	1,200,000
Justin Whitmore	1,200,000
Andrew Archambault ⁽³⁾	1,500,000

- (1) In March 2024, Mr. Cofer received an annual RSU grant of \$3,500,000. In connection with his promotion to Chief Executive Officer on April 26, 2024, the RemCo approved a "half grant" of \$250,000 to Mr. Cofer, which was made in September 2024, representing half of the difference between his new annual LTIP award amount of \$4,000,000 as Chief Executive Officer and his prior annual LTIP award amount as Chief Operating Officer. In February 2025, Mr. Cofer's target annual LTIP award amount was further increased to \$5,500,000 in recognition of his strong performance as Chief Executive Officer and to more closely align his compensation with the median of the Compensation Peer Group.
- (2) In February 2025, Mr. Priyadarshi's target annual LTIP award amount was increased to \$3,000,000.
- (3) The annual RSUs granted to Mr. Archambault were canceled and forfeited upon his departure from the Company.

Elite Investment Program

In addition to annual equity awards, to reinforce significant long-term stock ownership by our NEOs, all Senior Vice Presidents and above (including all NEOs) at the Company are required to participate in our Elite Investment Program ("Elite") at the time of initial hiring or promotion. This program distinguishes KDP from most of its peers and ensures senior executives have a meaningful, long-term investment at stake in the Company's performance. Under Elite, the executive makes a substantial personal commitment to a specific level of investment in KDP common stock (the "Commitment Amount") (within a minimum and maximum range set by the Company) according to their job level and business scope.

For each share of KDP common stock purchased (each, an "Elite Share") up to the Commitment Amount, the executive receives one Matching RSU that vests on the fifth anniversary of grant, subject to the executive's continued employment with the Company and continued ownership of the full Commitment Amount. Each executive generally has approximately a one-year period (the "Investment Period") to purchase Elite Shares to meet his or her Commitment Amount.

To receive the benefit of the Matching RSUs, an executive participating in Elite must acquire enough shares to meet at least the minimum Commitment Amount in the Investment Period and then continue to hold them for the remainder of the five-year vesting period. All Matching RSUs will be immediately forfeited if the executive fails to meet or maintain the minimum Commitment Amount or if the executive's service with the Company is terminated before the vesting date except in the event of death, disability, change in control or retirement at age 60 with at least five years of service, or with respect to Matching RSUs granted in 2023 or later, certain involuntary terminations.

When benchmarking the annual value of long-term incentive awards as part of our executives' compensation, the RemCo has historically taken into account twenty percent (20%) of the grant value of any outstanding Matching RSUs awarded to an executive under Elite in light of the fact that such awards vest after a five-year period of service. In February 2025, the RemCo determined that it would no longer take Elite awards into account in benchmarking executive compensation. This change is intended to promote a consistent approach in evaluating total direct compensation both internally, since executives elect different Commitment Amounts, and as against the Compensation Peer Group, because when Elite awards are considered in total direct compensation, KDP executives' total direct compensation decreases significantly after their Elite awards vest.

Messrs. Cofer, Gamgort, Priyadarshi, Johnson and Whitmore have satisfied their Commitment Amounts as set forth below:

NEO	Elite Commitment Amount
Timothy Cofer	\$12,500,000
Robert Gamgort	25,000,000
Sudhanshu Priyadarshi	8,000,000
Roger Johnson	3,350,000
Justin Whitmore	3,000,000

Mr. Archambault had previously fulfilled his initial Commitment Amount for his investment in Elite. In November 2022, the RemCo offered him an opportunity to make an additional Elite investment in connection with his promotion and approved a grant of \$2,000,000 of Matching RSUs to Mr. Archambault. The terms of the award required Mr. Archambault to satisfy the additional Commitment Amount by no later than the final vesting date of the award and retain at least 50% of after-tax shares upon any equity vesting during the vesting term of his Matching RSUs. Mr. Archambault forfeited these Matching RSUs upon his departure from the Company.

2025 Program Changes: Introduction of Annual PSU Awards

In February 2025, the Board approved the addition of PSUs to our annual long-term incentive compensation program after a thoughtful process undertaken by the RemCo with advice from FW Cook. The change was driven by a desire to remain market competitive to attract and retain top beverage talent and to motivate behaviors aligned with enterprise performance, as well as stockholder feedback requesting the addition of performance-based equity awards. In designing the PSU program, the RemCo considered and reviewed market practices for incentive compensation, which were then tailored to the unique strategic goals of KDP.

From 0% to 200% of an employee's target PSUs are eligible to vest based on the Company's achievement of two performance metrics that are aligned with the Company's long-term strategy: Net Sales growth and Adjusted Diluted EPS growth. Each metric is measured over a three-year performance period on a constant currency basis, and performance against each metric is calculated as the average of the growth in such metric over each of the three fiscal years in the period. Target performance for each metric aligns with KDP's long-term algorithm of mid-single-digit Net Sales growth and high-single-digit Adjusted Diluted EPS growth.

The 2025 annual LTIP awards for Company Vice Presidents and above, including Messrs. Cofer, Gamgort, Priyadarshi, Johnson and Whitmore, were comprised of 25% PSUs and 75% RSUs.

The RemCo believes that the PSU program will reward leaders for achieving long-term financial success and exceeding growth and performance expectations. The Company expects that the addition of PSUs to our compensation program will further incentivize leaders to drive future growth and will more closely align enterprise focus with stockholder expectations.

Equity Grant Timing

KDP does not currently grant stock options or stock appreciation rights. We typically grant LTIP awards on two days each year—one grant date in March and one grant date in September. Annual LTIP awards are made in March, and in September we issue "half grants" to those executives who join the Company or, in some cases, are promoted, after the March grant date but before the September grant date. We may change these equity grant practices in the future.

Stock Ownership Requirement

To further align the interests of our NEOs with those of our stockholders, the RemCo has established stock ownership requirements for all Vice Presidents and above (for purposes of this section, "executives"), including all NEOs at the Company. The stock ownership requirement is separate and apart from the Elite Investment Program, but the minimum stock ownership requirement for each executive generally matches that executive's minimum level of investment in Elite. The table below shows the minimum stock ownership requirement as an estimated multiple of base salary.

Job Level	Minimum Stock Ownership Requirement, as an Estimated Multiple of Salary
Executive Chairman	15x
Chief Executive Officer	10x
Chief Financial Officer	9x
Other members of the Executive Leadership Team	4x

The Company expects that NEOs will meet their minimum stock ownership requirements within one year of their first grant of Matching RSUs under Elite or, for recently promoted executives, one year from the date of their most recent Elite investment. Shares that an executive beneficially owns count toward the executive's minimum stock ownership requirement, but unvested equity awards are excluded. Until the stock ownership requirement is met, executives must retain 50% of after-tax shares upon any equity vesting. If an executive does not meet the stock ownership requirement within the allotted time period, his or her future LTIP awards may be forfeited, subject to the RemCo's discretion. Messrs. Cofer, Gamgort, Priyadarshi, Johnson and Whitmore have fulfilled their respective stock ownership requirements.

Letter Agreement with Mr. Gamgort

In April 2022, in connection with Mr. Gamgort's first transition to the role of Executive Chairman, the Company entered into a letter agreement with Mr. Gamgort. The letter agreement required Mr. Gamgort to continue to hold, and not sell, at least 50% of the number of shares of the Company's common stock that he held as of April 5, 2022 through July 26, 2024. In addition, consistent with Mr. Gamgort's previous employment agreement, dated July 2, 2018, the letter agreement provides that Mr. Gamgort's previously granted equity awards will be subject to pro-rata vesting (1) upon his retirement on or after attaining age 60 or (2) upon any termination of service by Mr. Gamgort or by the Company without cause. Mr. Gamgort's outstanding equity awards continue to vest based on his service as non-employee Chairman of the Board in accordance with their terms.

CEO Succession

In accordance with KDP's succession plan announced in September 2023, and as discussed more fully in last year's proxy statement, Mr. Cofer succeeded Mr. Gamgort as Chief Executive Officer of the Company on April 26, 2024, and Mr. Gamgort transitioned to the role of Executive Chairman on the same day. Effective April 24, 2025, the Board approved Mr. Gamgort's further transition from Executive Chairman to non-employee Chairman of the Board.

Letter Agreement with Mr. Cofer

The Company entered into a letter agreement with Mr. Cofer on September 18, 2023, which established Mr. Cofer's compensation as Chief Operating Officer and his initial compensation as Chief Executive Officer. The letter agreement provided that upon Mr. Cofer's promotion to Chief Executive Officer, his annual base salary would be \$1,250,000, with a STIP target at 150% of his base salary, and his annual award target value under the LTIP would be \$4,000,000. The letter agreement further provided that Mr. Cofer and his family would be expected to relocate to the Company's Frisco, Texas headquarters by the summer of 2024. The Company agreed to provide relocation assistance in connection with such move, subject to repayment in full in the event of Mr. Cofer's termination for cause or voluntary resignation within one year of his start date and 50% repayment in the event of such a termination between the first and second anniversaries of his start date. Pending his permanent relocation, the Company agreed to provide Mr. Cofer with temporary living, preliminary relocation and certain commuting expenses. Such benefits are included in the "All Other Compensation" column of the Summary Compensation Table below.

Other Matters

General Benefits and Perquisites

Our NEOs participate in the same benefit plans generally available to our employees. These benefit plans include health, dental and vision insurance, life insurance and disability coverage. NEOs receive the same coverage as the rest of our employees.

While we may provide NEOs with reasonable perquisites on an individual basis, including relocation and expatriate assignment benefits, such perquisites generally do not make up a significant part of any NEO's total compensation. All perquisites with an aggregate value of at least \$10,000 received by an NEO are detailed in the footnotes to the Summary Compensation Table.

Retirement and Pension Benefits

NEOs are eligible to participate in the Company's qualified 401(k) plan, which includes a company match of 100% on the first 6% of employee contributions within certain statutory limitations under the Internal Revenue Code of 1986, as amended (the "Code"). All of our NEOs participated in the 401(k) program in 2024. Our NEOs are also eligible to participate in the Company's Supplemental Savings Plan, under which they may defer base salary and STIP award amounts in excess of Internal Revenue Code limits applicable to the 401(k) Plan. Messrs. Cofer and Priyadarshi were the only NEOs who participated in the Supplemental Savings Plan in 2024. We do not maintain or make contributions to any defined benefit plan plans for any of our NEOs.

Potential Payments upon Termination of Employment

Our compensation plans provide for certain payments and incremental benefits if an NEO's employment is terminated under certain limited circumstances. There are no tax gross-ups provided in connection with these payments or incremental benefits. These payments and benefits are discussed under "Post-Termination Compensation" beginning on page 40.

Change in Control

All outstanding unvested equity awards that provide for additional or accelerated payment or fully accelerated vesting in connection with a change in the control of the Company, including annual LTIP awards, the Matching RSUs, and all other equity awards, require a "double-trigger," which means that accelerated vesting of equity will only occur upon a termination of employment in connection with a change of control (and not solely as a result of the completion of a change in control transaction). The equity awards vest in full upon a qualifying termination in connection with a change of control.

REPORT OF THE REMUNERATION AND NOMINATION COMMITTEE

In fulfilling its responsibilities, the Remuneration and Nomination Committee reviewed and discussed with management the Compensation Discussion and Analysis set forth in this Proxy Statement.

In reliance on the review and discussions referred to above, the Remuneration and Nomination Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and the Company's Annual Report on Form 10-K for the year ended December 31, 2024 (through incorporation by reference to this Proxy Statement).

The Remuneration and Nomination Committee

Pamela Patsley, Chair

Oray Boston

Debra Sandler

EXECUTIVE COMPENSATION TABLES

The executive compensation disclosure contained in this section reflects compensation information for our 2024 NEOs.

Summary Compensation Table

The following table sets forth information regarding the compensation earned by our NEOs in fiscal years 2024, 2023 and 2022. Mr. Cofer was not an NEO in 2022, and Mr. Whitmore was not an NEO in 2023 or 2022. In accordance with the SEC disclosure requirements, the compensation disclosure for Messrs. Cofer and Whitmore is provided only for the year or years in which they were NEOs.

Name and Principal Position	Year	Salary (\$) ⁽⁵⁾	Bonus (\$)	Stock Awards (\$) ⁽⁶⁾	Non-Equity Incentive Plan Compensation (\$) ⁽⁷⁾	All Other Compensation (\$) ⁽⁸⁾	Total (\$)
Timothy Cofer Chief Executive Officer and Former Chief Operating Officer ⁽¹⁾	2024	1,217,692	—	3,386,381	1,632,158	777,226	7,013,457
	2023	176,923	8,000,000	17,463,228	172,027	104,523	25,916,701
Robert Gamgort Chairman of the Board and Former Executive Chairman and Chief Executive Officer ⁽²⁾	2024	1,161,539	—	4,239,716	1,312,404	20,700	6,734,359
	2023	1,500,000	—	4,335,741	1,755,000	29,354	7,620,095
	2022	1,357,692	—	9,182,281	1,780,205	166,314	12,486,492
Sudhanshu Priyadarshi Chief Financial Officer and President, International	2024	895,192	—	4,856,200	673,204	18,191	6,442,787
	2023	850,000	—	2,029,504	530,400	17,654	3,427,558
	2022	114,423	3,850,000	7,447,994	84,059	—	11,496,476
Roger Johnson Chief Supply Chain Officer	2024	690,385	—	1,082,498	519,209	827,494	3,119,586
	2023	600,000	—	1,106,991	374,400	697,956	2,779,347
	2022	475,846	—	2,886,592	261,874	2,311,968	5,936,280
Justin Whitmore President, KDP Energy and Former Chief Strategy Officer ⁽³⁾	2024	575,000	—	1,082,498	432,400	20,567	2,110,465
Andrew Archambault Former President, U.S. Refreshment Beverages ⁽⁴⁾	2024	750,000	—	1,353,109	—	33,192	2,136,301
	2023	623,077	—	2,933,307	388,761	108,477	4,053,622
	2022	545,087	—	2,639,731	382,090	34,794	3,601,702

(1) Mr. Cofer joined the Company as its Chief Operating Officer on November 6, 2023 and was promoted to Chief Executive Officer on April 26, 2024.

(2) Mr. Gamgort served as the Chief Executive Officer and Executive Chairman of the Company through April 26, 2024, at which time he became the Company's Executive Chairman exclusively. Mr. Gamgort transitioned to non-employee Chairman of the Board on April 24, 2025.

(3) Mr. Whitmore served as Chief Strategy Officer until January 13, 2025, when he was appointed to the role of President, KDP Energy.

(4) Mr. Archambault served as President, U.S. Refreshment Beverages until January 13, 2025 and voluntarily departed the Company on January 31, 2025.

(5) The amounts reported in the Salary column for Messrs. Cofer and Priyadarshi include amounts deferred under the Supplemental Savings Plan.

(6) The amounts reported in the Stock Awards column reflect the grant date fair value of RSUs awarded to each of the NEOs. Assumptions used to calculate these amounts (disregarding forfeiture assumptions) are included in Note 12 "Stock-Based Compensation," to our Consolidated Financial Statements, which are included in our 2024 Form 10-K. In accordance with ASC 718, the amounts reported in this column are lower than the face value of the awards when approved because the RSUs do not accrue or otherwise participate in the Company's dividends prior to vesting. For further information on the stock awards granted in fiscal year 2024, see "Grants of Plan-Based Awards" beginning on page 37.

(7) The amounts reported in the Non-Equity Incentive Plan Compensation column reflect the amounts earned by each NEO under the STIP.

(8) The amounts reported in the All Other Compensation column reflect other compensation for each NEO, including (i) the cost of personal use of corporate aircraft, in Mr. Cofer's case exclusively related to commuting in connection with his relocation, (ii) certain relocation and temporary housing expenses and (iii) amounts contributed by the Company to tax-qualified defined contribution plans. The following table provides additional details around these amounts:

Name	Corporate Aircraft (\$) ^(a)	Relocation / Housing (\$)	Company Contributions (\$) ^(b)
Timothy Cofer	169,148	587,378 ^(c)	20,700
Robert Gamgort	—	—	20,700
Sudhanshu Priyadarshi	—	—	18,191
Roger Johnson	—	807,694 ^(d)	19,800
Justin Whitmore	—	—	20,567
Andrew Archambault	3,692	8,800 ^(e)	20,700

- (a) In accordance with SEC rules, the cost of use of a corporate aircraft as set forth in this column is calculated based on the aggregate incremental cost to the Company. We calculated the aggregate incremental cost to KDP using estimated variable costs of operating the aircraft for any personal, including commuting, flight that the plane was used. Fixed costs which do not change based on usage, such as pilot salaries, depreciation and maintenance costs are excluded. No tax gross-up is provided to any executive in connection with their use of Company aircraft.
- (b) Represents our contributions to the Company's tax-qualified defined contribution plans on behalf of the NEO.
- (c) Reflects Company-paid relocation expenses, including moving costs, temporary housing costs and certain fees incurred in connection with Mr. Cofer's sale of his prior residence. The amount shown also includes a tax gross-up of \$135,853 paid in connection with the relocation benefits.
- (d) Reflects (i) Company-paid relocation expenses of \$218,485, including moving costs and temporary housing costs and certain fees incurred in connection with Mr. Johnson's sale of his prior residence, (ii) expenses of \$18,208 associated with tax preparation for Mr. Johnson due to his previous placement in Singapore, (iii) tax equalization payments made on Mr. Johnson's behalf in the amount of \$382,530 due to his previous placement in Singapore, (iv) a tax gross-up of \$288,924 paid in connection with such relocation- and tax-related benefits and (v) a credit of \$100,454 for a repayment by Mr. Johnson of certain overpaid 2023 tax equalization benefits in connection with Mr. Johnson's previous placement in Singapore.
- (e) Reflects Company-paid relocation expenses, including temporary housing costs. The amount shown also includes a tax gross-up of \$6,019 paid in connection with temporary housing benefits.

Grants of Plan-Based Awards

The following table sets forth information regarding equity plan awards and non-equity incentive plan awards by us to our NEOs in fiscal year 2024. For a discussion of the material terms of these awards, see "Compensation Discussion and Analysis" beginning on page 25.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			All Other Stock Awards: Number of Shares of Stock or Units (#) ⁽²⁾	Grant Date Fair Value of Stock Awards (\$) ⁽³⁾
		Threshold (\$)	Target (\$)	Maximum (\$)		
Timothy Cofer		—	1,736,339	3,472,678		
	3/4/2024 ⁽⁴⁾				120,275	3,157,219
	9/12/2024 ⁽⁵⁾				6,748	229,162
Robert Gamgort		—	1,396,175	2,792,350		
	3/4/2024 ⁽⁴⁾				161,513	4,239,716
Sudhanshu Priyadarshi		—	716,175	1,432,350		
	3/4/2024 ⁽⁴⁾				85,911	2,255,164
	3/4/2024 ⁽⁶⁾				103,093	2,601,036
Roger Johnson		—	552,350	1,104,699		
	3/4/2024 ⁽⁴⁾				41,238	1,082,498
Justin Whitmore		—	460,000	920,000		
	3/4/2024 ⁽⁴⁾				41,238	1,082,498
Andrew Archambault		—	600,000	1,200,000		
	3/4/2024 ⁽⁴⁾				51,547	1,353,109

(1) The amounts reported in the Estimated Future Payouts Under Non-Equity Incentive Plan Awards column represent the potential payouts of annual cash incentive awards granted to our NEOs under the 2024 STIP, which are earned subject to the achievement of certain performance measures. The final earned payouts of such awards are included in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.

(2) Represents the number of shares subject to time-vesting RSU awards made in 2024.

- (3) The amounts reported in the Grant Date Fair Value of Stock Awards column reflect the grant date fair value of RSUs to each of the NEOs. Assumptions used to calculate these amounts (disregarding forfeiture assumptions) are included in Note 12 "Stock-Based Compensation," to our Consolidated Financial Statements, which are included in our 2024 Form 10-K. In accordance with ASC 718, the amounts reported in this column reflect that the RSUs do not accrue or otherwise participate in dividends prior to vesting.
- (4) Annual RSU awards that vest as follows: 60% on March 4, 2027, 20% on March 4, 2028 and the remaining 20% on March 4, 2029, subject to continued service with the Company through each vesting date. Mr. Archambault's award was forfeited upon his termination of employment.
- (5) "Half-year" RSU award that vests as follows: 60% on September 12, 2027, 20% on September 12, 2028 and the remaining 20% on September 12, 2029, subject to continued service with the Company through each vesting date. As discussed in "Compensation Discussion and Analysis – Equity Grant Timing," "half grants" are generally issued to executives who join the Company or are promoted after the March LTIP grant date; Mr. Cofer was promoted to CEO in April 2024.
- (6) Elite Matching RSU award that vests in full on March 4, 2029, subject to Mr. Priyadarshi's continued service with the Company through such date, certain stock ownership requirements and other vesting conditions.

Outstanding Equity Awards

The following table sets forth information regarding vested and unvested RSU awards held by each NEO as of December 31, 2024. No NEOs held any outstanding stock options as of December 31, 2024.

Name	Stock Awards		
	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾
Timothy Cofer	11/20/2023 ⁽²⁾	393,330	12,633,760
	11/20/2023 ⁽³⁾	220,265	7,074,912
	3/4/2024 ⁽⁴⁾	120,275	3,863,233
	9/12/2024 ⁽⁴⁾	6,748	216,746
Robert Gamgort	3/12/2020 ⁽⁴⁾	40,887	1,313,290
	3/3/2021 ⁽⁴⁾	61,398	1,972,104
	3/2/2022 ⁽⁴⁾	121,731	3,910,000
	3/1/2023 ⁽⁴⁾	137,468	4,415,472
	3/4/2024 ⁽⁴⁾	161,513	5,187,798
Sudhanshu Priyadarshi	11/22/2022 ⁽²⁾	130,447	4,189,958
	3/1/2023 ⁽⁴⁾	64,347	2,066,826
	3/4/2024 ⁽⁴⁾	85,911	2,759,461
	3/4/2024 ⁽²⁾	103,093	3,311,347
Roger Johnson	3/12/2020 ⁽⁴⁾	3,697	118,748
	9/15/2020 ⁽⁵⁾	8,680	278,802
	3/3/2021 ⁽⁴⁾	5,552	178,330
	3/2/2022 ⁽⁴⁾	11,008	353,577
	11/22/2022 ⁽²⁾	71,746	2,304,482
	3/1/2023 ⁽⁴⁾	35,098	1,127,348
	3/4/2024 ⁽⁴⁾	41,238	1,324,565
Justin Whitmore	3/3/2021 ⁽²⁾	97,976	3,146,989
	3/3/2021 ⁽⁴⁾	15,676	503,513
	3/3/2021 ⁽⁵⁾	40,822	1,311,203
	3/2/2022 ⁽⁴⁾	31,081	998,322
	3/1/2023 ⁽⁴⁾	35,098	1,127,348
	3/4/2024 ⁽⁴⁾	41,238	1,324,565
Andrew Archambault ⁽⁶⁾	3/12/2020 ⁽⁴⁾	3,697	118,748
	3/3/2021 ⁽⁵⁾	8,164	262,228
	3/3/2021 ⁽⁴⁾	5,552	178,330
	3/2/2022 ⁽⁴⁾	11,008	353,577
	9/13/2022 ⁽⁴⁾	10,282	330,258
	11/22/2022 ⁽²⁾	54,266	1,743,024
	3/1/2023 ⁽⁴⁾	35,098	1,127,348
	11/20/2023 ⁽⁵⁾	62,933	2,021,408
	3/4/2024 ⁽⁴⁾	51,547	1,655,690

- (1) Market value is determined by multiplying the total number of shares or units that have not vested by \$32.12, which was the closing price of a share of our common stock on Nasdaq on December 31, 2024.
- (2) Represents RSUs that vest on the fifth anniversary of the grant date.
- (3) Represents RSUs that vest 30% on May 20, 2025, 40% on May 20, 2026 and 30% on May 20, 2027.
- (4) Represents RSUs that vest 60% on the third anniversary of the grant date, 20% on the fourth anniversary of the grant date and 20% of the fifth anniversary of the grant date.
- (5) Represents RSUs that vest 25% on each of second, third, fourth and fifth anniversaries of the grant date.
- (6) Mr. Archambault's unvested equity awards were forfeited upon his termination of employment in January 2025.

Stock Awards Vested

The following table sets forth information regarding RSUs held by our NEOs that vested during fiscal year 2024. None of our NEOs held or exercised any options in fiscal year 2024.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Timothy Cofer	—	—
Robert Gamgort	73,785 ⁽¹⁾	2,348,577
	92,097	2,680,023
	211,133	6,143,970
	40,888	1,197,610
	129,066	4,354,687
Sudhanshu Priyadarshi	25,828	843,542
Roger Johnson	8,328	242,345
	19,194	558,545
	3,698	108,314
	8,681	324,235
Justin Whitmore	23,515	684,287
	20,412	593,989
Andrew Archambault	8,328	242,345
	4,083	118,815
	19,194	558,545
	3,698	108,314

- (1) Represents RSUs that vested on January 15, 2024, but which settled on January 15, 2025 pursuant to the terms of the Keurig Dr Pepper Inc. Omnibus Stock Incentive Plan of 2019 and Mr. Gamgort's relevant award agreement, which provides that shares related to vested RSUs will be subject to deferred settlement and delivered on the first anniversary of the applicable vesting date (or, if that falls on a day when Nasdaq is not open for trading, the next following trading day).

Non-Qualified Deferred Compensation

The following table sets forth information regarding non-qualified deferred compensation held by our NEOs in 2024. This consists of Supplemental Savings Plan (as discussed further below) participation by Messrs. Cofer and Priyadarshi, as well as certain vested but deferred RSUs held by Mr. Gamgort.

Name	Executive Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)
Timothy Cofer	304,423 ⁽¹⁾	5,870	—	310,293 ⁽²⁾
Robert Gamgort	2,348,577 ⁽³⁾	5,720,145	5,698,748 ⁽⁴⁾	2,369,974 ⁽⁵⁾
Sudhanshu Priyadarshi	89,519 ⁽¹⁾	1,278	—	90,797 ⁽⁶⁾

- (1) Reflects executive deferrals to the Supplemental Savings Plan. Such amounts are also reflected in the "Salary" compensation of the Summary Compensation Table above.

- (2) Of this amount, \$304,423 was reported as compensation to Mr. Cofer in the Summary Compensation Table.
- (3) Reflects value, as of the vesting date, of RSUs that vested on January 15, 2024 but for which settlement was deferred until January 15, 2025 pursuant to the terms of the Keurig Dr Pepper Inc. Omnibus Stock Incentive Plan of 2019 and Mr. Gamgort's relevant award agreement.
- (4) Reflects value, as of the settlement date, of RSUs that vested on January 15, 2023 but for which settlement was deferred until January 15, 2024 pursuant to the terms of the Keurig Dr Pepper Inc. Omnibus Stock Incentive Plan of 2019 and Mr. Gamgort's relevant award agreement, which provides that shares related to vested RSUs will be delivered on the first anniversary of the applicable vesting date.
- (5) Reflects value, as of December 31, 2024, of Mr. Gamgort's then-outstanding deferred RSUs.
- (6) Of this amount, \$89,519 was reported as compensation to Mr. Priyadarshi in the Summary Compensation Table.

Keurig Dr Pepper Inc. Supplemental Savings Plan

The Company maintains the Keurig Dr Pepper Inc. Supplemental Savings Plan. Under this plan, certain senior employees, including the Company's executive officers, may elect to defer receipt of base salary and STIP award payments until separation from service or another specified payment date elected at the time of initial deferral. Distributions upon separation from service may be subject to a mandatory six-month delay. Deferred amounts accrue earnings based on specified investment options elected by the participant under the plan and are distributed in the form of a lump sum or annual installments over a period of two to ten years, as elected by the participant. In 2024, Messrs. Cofer and Priyadarshi were the only NEOs who participated in the Supplemental Savings Plan.

Post-Termination Compensation

Keurig Dr Pepper Inc. Executive Severance Plan

The Company maintains the Keurig Dr Pepper Inc. Executive Severance Plan (the "Severance Plan"), which provides severance benefits for the Company's Executive Chairman, Chief Executive Officer, Executive Leadership Team (including Messrs. Priyadarshi, Johnson, Whitmore and Archambault), Senior Vice Presidents and Vice Presidents.

Termination Other Than in Connection with a Change in Control

Under the Severance Plan, in the event (1) the Company terminates the Executive Chairman or the Chief Executive Officer without Cause (as defined below) or (2) the Executive Chairman or the Chief Executive Officer resigns for Good Reason (as defined below), he is entitled to receive:

- severance payments in the form of salary continuation equal to two times the sum of his base pay plus target bonus, payable over 24 months; and
- outplacement services.

In the event (1) the Company terminates an Executive Leadership Team member without Cause or (2) an Executive Leadership Team member declines an offer for a position that is not a Comparable Position, he or she is entitled to receive:

- severance payments in the form of salary continuation equal to 1.5 times the sum of his or her base pay plus target bonus, payable over 18 months; and
- outplacement services.

The above benefits are subject to (1) the participant's execution (and non-revocation) of a general release of claims in a form provided by the Company within the time period specified therein and (2) the participant's continued compliance in all material respects with the participant's Employee Confidentiality and Non-Competition Agreement and any other confidentiality obligations or restrictive covenants applicable to the participant.

Termination Following a Change in Control

During the period that is six months prior to or two years following a Change in Control (as defined below), in the event (1) the Company terminates the Executive Chairman or the Chief Executive Officer without Cause or (2) the Executive Chairman or the Chief Executive Officer resigns for Good Reason, he is entitled to receive a lump sum amount equal to three times the sum of his base pay plus target bonus.

During the period that is six months prior to or two years following a Change in Control, in the event (1) the Company terminates an Executive Leadership Team member without Cause or (2) an Executive Leadership Team member resigns for Good Reason, he or she is entitled to receive a lump sum amount equal to 2.25 times the sum of his or her base pay plus target bonus.

The above benefits are subject to (1) the participant's execution (and non-revocation) of a general release of claims in a form provided by the Company within the time period specified therein and (2) the participant's continued compliance in all material respects with the participant's Employee Confidentiality and Non-Competition Agreement and any other confidentiality obligations or restrictive covenants applicable to the participant.

Definitions

Under the Severance Plan, "Cause" is defined as a participant's:

- conviction of, or plea of guilty or nolo contendere to, a crime involving fraud, embezzlement or moral turpitude or a felony;
- intentional act or omission constituting fraud, conflict of interest, or other serious malfeasance;
- engagement in conduct in the course of performing the participant's duties that constitutes willful misconduct or gross neglect, which, if capable of cure, remains uncured after 15 days following the Company's written notice to the participant thereof;
- willful neglect, refusal or repeated willful failure to perform any lawful direction of the participant's supervisor, which, if capable of cure, remains uncured after 15 days following the Company's written notice to the participant thereof; or
- material violation of any written agreement between the participant and the Company or any written policy of the Company, including the Code of Conduct, which, if capable of cure, remains uncured after 15 days following the Company's written notice to the participant thereof.

"Good Reason" means:

- a material diminution in the participant's authority, duties and responsibilities;
- a material reduction in the participant's base salary or target bonus opportunity; or
- a relocation of the participant's principal place of employment to a location that is more than 50 miles from the then-current location and that increases the participant's commute by more than 50 miles.

Good Reason does not apply unless all of the following conditions are satisfied: (1) the condition giving rise to the participant's termination of employment must have arisen without the participant's consent; (2) the participant must provide notice to the Company of such condition within 30 days of the date that the participant first becomes aware of the condition; (3) the condition specified in such notice must remain uncorrected for 30 days after receipt of such notice by the Company; and (4) the date of the participant's termination of employment must occur within 30 days after the date the Company's cure period expires.

A "Comparable Position" means a position with the Company or its direct or indirect subsidiary that offers the participant generally comparable base pay and incentive compensation, provided that either (1) it is located no more than 50 miles from the participant's former primary work location, or (2) for a participant working in a highly dense metropolitan area, it does not cause a significant detrimental impact to the participant's commute.

A "Change in Control" is defined in the Severance Plan to mean:

- any "person" or "group" other than the Company or JAB, or any affiliate of the Company or JAB, is or becomes the "beneficial owner," directly or indirectly, of securities representing more than 50% of the combined voting power of the Company's then outstanding securities; or
- the consummation of a plan or agreement approved by the Company's shareholders, providing (1) for a merger or consolidation of the Company (other than with a wholly-owned subsidiary of the Company and other than a merger or consolidation that would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than 50% of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation) or (2) for a sale, exchange or other disposition of all or substantially all of the business or assets of the Company.

STIP Payment Upon Termination

Involuntary Termination

If the Company terminates an executive's employment in connection with a reorganization, the closing of a facility, or a reduction in force or otherwise terminates the executive's employment without Cause, the executive is eligible to receive an award payout based on his or her target bonus and the actual achievement of the performance goals for the year, prorated to date the executive ceases to perform services for the Company and payable at the same time awards are paid to other active STIP participants. For purposes of the STIP, "Cause" is defined as termination due to unsatisfactory work performance or inability to perform the essential functions of the job, failure to comply with company policy, absenteeism, mutually agreed separation for performance or conduct

issues, failed drug screen, invalid employment documentation, misconduct or malfeasance, the commission of a dishonest act or common law fraud, or for any other reason as determined by the Company or described as “for Cause” in an agreement between the STIP participant and the Company.

Death

In the event of an executive’s termination due to death, the executive’s estate will be eligible to receive the executive’s target bonus under the STIP, prorated to the time of death and payable within 60 days of death.

Retirement or Disability

In the event of an executive’s termination due to disability or retirement (defined as attaining the age of 60 and completing 5 years of service), the executive is eligible to receive an award payout based on his or her target bonus and the actual achievement of the performance goals for the year, prorated to the date of retirement or disability and payable at the same time awards are paid to other active STIP participants.

Equity Treatment Upon Termination

Double-Trigger Equity Vesting Upon a Change in Control

In the event of a Change of Control, all outstanding RSUs, including those held by our NEOs, have double-trigger protection which means that no accelerated vesting of outstanding RSUs will occur unless both (1) a Change in Control occurs, and (2) the executive’s employment is terminated within 24 months of such Change in Control by the Company other than for Cause or by the executive for Good Reason. For purposes of the RSUs, “Good Reason” generally means:

- a material reduction in the executive’s base salary, other than as part of an overall expense reduction program that is generally applicable to all similarly situated employees;
- a material adverse reduction in the executive’s duties and responsibilities such that the executive is required to serve in a position that is at least two salary grades lower than the position in which the executive had been serving prior to such reduction, or any other such similar reduction in duties and responsibilities; or
- the relocation of the executive’s principal workplace without the executive’s consent to a location more than 50 miles distant from the location at which the executive had previously been principally providing services.

Death or Disability

In the event of an executive’s termination due to death or disability, all outstanding RSUs become fully vested and payable.

Involuntary Termination

For RSUs granted in March 2023 or later, in the event of an executive’s Qualifying Termination, outstanding RSUs vest on a pro rata basis. A “Qualifying Termination” means, (1) with respect to the Executive Chairman or Chief Executive Officer, a termination of employment by the Company without Cause or by the Executive Chairman or Chief Executive Officer for Good Reason and (2) with respect to an Executive Leadership Team member, by the Company without Cause or by the Executive Leadership Team member’s declining an offer for a position that is not a Comparable Position. “Cause,” “Good Reason” and “Comparable Position” are each defined as in the Severance Plan.

Retirement

In the event of an executive’s retirement (generally defined as attaining the age of 60 and completing 5 years of service), outstanding RSUs vest on a pro rata basis.

Letter Agreement with Mr. Gamgort

Mr. Gamgort entered into a letter agreement with the Company on April 5, 2022 in connection with his initial assumption of the Executive Chairman role. The letter agreement provides that equity awards previously granted to Mr. Gamgort will be subject to pro-rata vesting (1) upon his retirement on or after attaining age 60 or (2) upon any termination of service by Mr. Gamgort or by the Company without Cause (as defined in the Severance Plan). Mr. Gamgort’s outstanding equity awards continue to vest based on his service as non-employee Chairman of the Board in accordance with their terms. Under the letter agreement, a termination of Mr. Gamgort’s employment will be governed by the Severance Plan.

Resignation of Mr. Archambault

Effective January 13, 2025, Mr. Archambault resigned as President, U.S. Refreshment Beverages. He departed the Company on January 31, 2025 after supporting the transition to his successor. Mr. Archambault received no compensation in connection with his separation from the Company, and his unvested equity awards were canceled and forfeited upon his separation from the Company.

Tables of Potential Payments and Assumptions

The following tables outline the potential payments to Messrs. Cofer, Gamgort, Priyadarshi, Johnson and Whitmore upon the occurrence of various termination events, including (1) termination without Cause or, as applicable, for Good Reason or declining an offer for a position that is not a Comparable Position, (2) termination due to death, (3) termination due to disability or (4) retirement. The following tables also reflect potential payments related to change of control and subsequent qualified termination within a specified window for such NEO.

The following assumptions apply with respect to the tables below and any termination of employment:

- the tables include estimates of amounts that would have been paid to NEOs in the event their employment were terminated on December 31, 2024. The employment of these NEOs did not actually terminate on December 31, 2024, and as a result, the NEOs did not receive any of the amounts shown in the tables below. The actual amounts to be paid to a NEO in connection with a termination event can only be determined at the time of such termination event;
- the tables assume that the price of a share of our common stock is \$32.12 per share, the closing market price per share on Nasdaq on December 31, 2024;
- each NEO is entitled to receive amounts earned during the term of his employment regardless of the manner of termination. These amounts include accrued base salary, accrued vacation time, any vested but deferred RSUs and other employee benefits to which the NEO was entitled on the date of termination, and are not shown in the tables below; and
- as of December 31, 2024, only Mr. Gamgort had satisfied the conditions to meet the definition of retirement.

Timothy Cofer

Compensation Element	Retirement	Death	Disability	Termination Without Cause or For Good Reason	Termination Without Cause or For Good Reason Following CIC
Severance Payments	\$—	\$ —	\$ —	\$ 5,972,678	\$ 8,959,016
Lump Sum 2024 STIP Payment	—	1,736,339	1,632,158	1,632,158	1,632,158
Outplacement Services	—	—	—	6,300	—
Accelerated Equity Payments	—	23,788,650	23,788,650	5,517,574	23,788,650
TOTAL	\$—	\$25,524,989	\$25,420,808	\$13,128,710	\$34,379,824

Robert Gamgort

Compensation Element	Retirement	Death	Disability	Termination Without Cause or For Good Reason	Termination Without Cause or For Good Reason Following CIC
Severance Payments	\$ —	\$ —	\$ —	\$ 4,792,350	\$ 7,188,525
Lump Sum 2024 STIP Payment	1,312,404	1,396,175	1,312,404	1,312,404	1,312,404
Outplacement Services	—	—	—	6,300	—
Accelerated Equity Payments	7,200,854	16,798,664	16,798,664	7,200,854	16,798,664
TOTAL	\$8,513,258	\$18,194,839	\$18,111,068	\$13,311,908	\$25,299,593

Sudhanshu Priyadarshi

Compensation Element	Retirement	Death	Disability	Termination Without Cause or For Declining a Non-Comparable Position	Termination Without Cause or For Good Reason Following CIC
Severance Payments	\$—	\$ —	\$ —	\$2,424,262	\$ 3,636,393
Lump Sum 2024 STIP Payment	—	716,175	673,204	673,204	673,204
Outplacement Services	—	—	—	6,300	—
Accelerated Equity Payments	—	12,327,592	12,327,592	1,634,041	12,327,592
TOTAL	\$—	\$13,043,767	\$13,000,796	\$4,737,807	\$16,637,189

Roger Johnson

Compensation Element	Retirement	Death	Disability	Termination Without Cause or For Declining a Non-Comparable Position	Termination Without Cause or For Good Reason Following CIC
Severance Payments	\$—	\$ —	\$ —	\$1,878,525	\$2,817,787
Lump Sum 2024 STIP Payment	—	552,350	519,209	519,209	519,209
Outplacement Services	—	—	—	6,300	—
Accelerated Equity Payments	—	5,685,850	5,685,850	593,289	5,685,850
TOTAL	\$—	\$6,238,200	\$6,205,059	\$2,997,323	\$9,022,846

Justin Whitmore

Compensation Element	Retirement	Death	Disability	Termination Without Cause or For Declining a Non-Comparable Position	Termination Without Cause or For Good Reason Following CIC
Severance Payments	\$—	\$ —	\$ —	\$1,552,500	\$ 2,328,750
Lump Sum 2024 STIP Payment	—	460,000	432,400	432,400	432,400
Outplacement Services	—	—	—	6,300	—
Accelerated Equity Payments	—	8,411,939	8,411,939	593,289	8,411,939
TOTAL	\$—	\$8,871,939	\$8,844,339	\$2,584,489	\$11,173,089

CEO PAY RATIO

As required by Section 953(b) of the Dodd-Frank Act, we are providing disclosure regarding the ratio of the annual total compensation of our CEO, Mr. Cofer, to that of our median employee.

For 2024, we identified our median employee by using total taxable wages (Form W-2 Box 1 or equivalent), our consistently applied compensation measure, for all individuals who were employed by us on December 31, 2024, excluding our CEO. As permitted by the rules of the SEC, we excluded 292 of our employees located outside the United States, who represented less than 5% of our total employee population of 29,510 as of December 31, 2024, as follows: Brazil (3), China (90), Hong Kong (5), Ireland (119), Singapore (52) and Switzerland (23). All employees in North America were included in our pay ratio calculation. We selected total taxable wages as our consistently applied compensation measure because this metric is applicable to and comparable across our entire employee population. To identify the compensation of our median employee, we determined the total compensation paid for each of our employees without applying any cost-of-living adjustments. For an employee paid in a currency other than U.S. dollars, we converted annual compensation into U.S. dollars using December 31, 2024 exchange rates.

Once we identified the median employee, we calculated the median employee's compensation using the same methodology used to calculate the total annual compensation of our CEO. Based on this data and process, we determined that our median employee was a full-time, hourly employee with annual total compensation in 2024 of \$55,198.

With respect to the annual total compensation of our CEO, we used the amount reported for Mr. Cofer in the "Total" column of our 2024 Summary Compensation Table, \$7,013,457. Therefore, the ratio of our CEO's annual total compensation to the Median Employee's annual total compensation in 2024 was 127 to 1.

The pay ratio as described above involves a degree of imprecision due to the use of estimates and assumptions but is a reasonable estimate that we calculated in a manner consistent with Item 402(u) of Regulation S-K.

PAY VERSUS PERFORMANCE

As required by Section 953(a) of the Dodd-Frank Act and Item 402(v) of Regulation S-K, we are providing the following information regarding the relationship between executive “compensation actually paid” and certain financial performance of the Company. The RemCo does not utilize compensation actually paid as the basis for making compensation decisions. For further information concerning the Company’s pay for performance philosophy and how the Company aligns executive compensation with the Company’s performance, see “Compensation Discussion and Analysis.”

Year	Summary Compensation Table Total for PEO (Timothy Cofer) ⁽¹⁾	Compensation Actually Paid to PEO (Timothy Cofer) ⁽²⁾	Summary Compensation Table Total for PEO (Robert Gamgort) ⁽¹⁾	Compensation Actually Paid to PEO (Robert Gamgort) ⁽²⁾	Summary Compensation Table Total for PEO (Ozan Dokmecioglu) ⁽¹⁾	Compensation Actually Paid to PEO (Ozan Dokmecioglu) ⁽²⁾	Average Summary Compensation Table Total for Non-PEO NEOs ⁽³⁾	Average Compensation Actually Paid to Non-PEO NEOs ⁽⁴⁾	Value of Initial Fixed \$100 Investment Based On:			
									Total Shareholder Return ⁽⁵⁾	Peer Group Total Shareholder Return ⁽⁶⁾	Net Income ⁽⁷⁾	Adjusted Operating Income ⁽⁸⁾
2024	\$7,013,457	\$7,045,416	\$ 6,734,359	\$ (1,617,826)	\$ —	\$ —	\$ 3,452,285	\$ 3,533,579	\$124	\$114	\$1,441	\$3,974
2023	—	—	7,620,095	8,755,242	—	—	9,487,917	9,599,096	126	114	2,181	3,657
2022	—	—	12,486,492	12,970,246	16,663,492	(22,473,209)	5,088,351	2,821,000	131	118	1,436	3,538
2021	—	—	7,772,521	17,501,205	—	—	6,759,279	7,522,595	133	119	2,146	3,421
2020	—	—	22,510,536	40,340,240	—	—	14,615,711	19,446,817	113	103	1,325	3,191

- (1) The dollar amounts reported in the Summary Compensation Table Total for PEO (Principal Executive Officer) columns are the amounts reported for Timothy Cofer (the Company’s Chief Executive Officer for a portion of 2024), Robert Gamgort (the Company’s Chief Executive Officer for 2020, 2021, portions of 2022, 2023 and a portion of 2024) and Ozan Dokmecioglu (the Company’s Chief Executive Officer for a portion of 2022) for each of the corresponding years in the Total column in our Summary Compensation Table. See “Executive Compensation Tables – Summary Compensation Table”.
- (2) The dollar amounts reported in the Compensation Actually Paid to PEO columns represent the amount of “compensation actually paid” to Messrs. Cofer, Gamgort and Dokmecioglu, as applicable, as computed in accordance with Item 402(v) of Regulation S-K and do not reflect the total compensation actually realized or received by such PEOs. In accordance with these rules, these amounts reflect the Total compensation as set forth in the Summary Compensation Table for each year, adjusted as shown below for 2024. Refer to our Proxy Statement for the 2024 and 2023 Annual Meetings for information on the calculations applicable for prior years. Equity values are calculated consistent with FASB ASC Topic 718, and the valuation assumptions used to calculate fair values did not materially differ from those disclosed at the time of grant.

Compensation Actually Paid to Timothy Cofer	2024
Summary Compensation Table Total	\$ 7,013,457
Less, value of Stock Awards reported in Summary Compensation Table	(3,386,381)
Plus, year-end fair value of outstanding and unvested equity awards granted in the year	3,770,800
Plus, fair value as of vesting date of equity awards granted and vested in the year	—
Plus (less), year-over-year change in fair value from prior year end of outstanding and unvested equity awards granted in prior years	(352,460)
Plus (less), change in fair value from prior year end to vesting date of equity awards granted in prior years that vested in the year	—
Less, prior year-end fair value for any equity awards forfeited in the year	—
Compensation Actually Paid to Timothy Cofer	\$ 7,045,416

Compensation Actually Paid to Robert Gamgort	2024
Summary Compensation Table Total	\$ 6,734,359
Less, value of Stock Awards reported in Summary Compensation Table	(4,239,716)
Plus, year-end fair value of outstanding and unvested equity awards granted in the year	4,798,424
Plus, fair value as of vesting date of equity awards granted and vested in the year	—
Plus (less), year-over-year change in fair value from prior year end of outstanding and unvested equity awards granted in prior years	(159,107)
Plus (less), change in fair value from prior year end to vesting date of equity awards granted in prior years that vested in the year	(1,383,985)
Less, prior year-end fair value for any equity awards forfeited in the year ^(a)	(7,367,801)
Compensation Actually Paid to Robert Gamgort	\$(1,617,826)

(a) Represents performance-based RSUs granted to Mr. Gamgort in 2020 that were forfeited in 2024 as a result of performance conditions not being met.

- (3) The dollar amounts reported in the Average Summary Compensation Table Total for Non-PEO NEOs column represent the average of the amounts reported for the Company's NEOs as a group (excluding Mr. Cofer for 2024, Mr. Gamgort for each year shown and Mr. Dokmecioglu for 2022) in the Total column of the Summary Compensation Table in each applicable year. The NEOs included for these purposes in each applicable year are as follows: (i) for 2024, Sudhanshu Priyadarshi, Roger Johnson, Justin Whitmore and Andrew Archambault; (ii) for 2023, Sudhanshu Priyadarshi, Timothy Cofer, Karin Rotem-Wildeman and Andrew Archambault; (iii) for 2022, Sudhanshu Priyadarshi, Mauricio Leyva, Andrew Archambault, Roger Johnson, George Lagoudakis and Tony Milikin; (iv) for 2021, Ozan Dokmecioglu, Mauricio Leyva, Tony Milikin, Fernando Cortes and Justin Whitmore; and (v) for 2020, Ozan Dokmecioglu, Mauricio Leyva, Derek Hopkins and Fernando Cortes.
- (4) The dollar amounts reported in the Average Compensation Actually Paid to Non-PEO NEOs column represent the average amount of "compensation actually paid" to the NEOs as a group (excluding Mr. Cofer for 2024, Mr. Gamgort for each year shown and Mr. Dokmecioglu for 2022), as computed in accordance with Item 402(v) of Regulation S-K. In accordance with these rules, these amounts reflect Total Compensation as set forth in the Summary Compensation Table for each year, adjusted as shown below for 2024. Refer to our Proxy Statement for the 2024 and 2023 Annual Meetings for information on the calculations applicable for prior years. Equity values are calculated in accordance with FASB ASC Topic 718, and the valuation assumptions used to calculate fair values did not materially differ from those disclosed at the time of the grant.

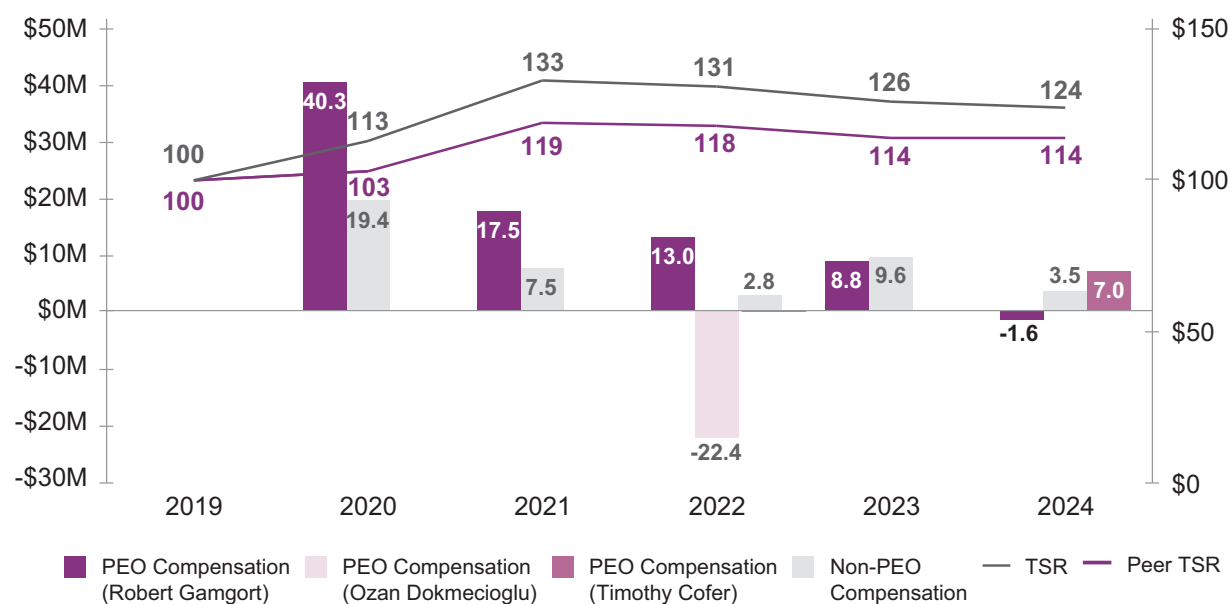
Average Compensation Actually Paid to Non-PEO NEOs	2024
Average Summary Compensation Table Total	\$ 3,452,285
Less, average value of Stock Awards reported in Summary Compensation Table	(2,093,576)
Plus, average year-end fair value of outstanding and unvested equity awards granted in the year	2,369,337
Plus, average fair value as of vesting date of equity awards granted and vested in the year	—
Plus (less), average year-over-year change in fair value from prior year end of outstanding and unvested equity awards granted in prior years	(93,022)
Plus (less), average change in fair value from prior year end to vesting date of equity awards granted in prior years that vested in the year	(101,445)
Less, prior year-end fair value for any equity awards forfeited in the year	—
Average Compensation Actually Paid to Non-PEO NEOs	\$ 3,533,579

- (5) Total Shareholder Return (TSR) assumes an initial \$100 investment in KDP stock beginning on December 31, 2019. TSR is cumulative, with the value determined at the end of each applicable fiscal year shown, calculated by dividing (a) the sum of (i) the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and (ii) the difference between the Company's share price at the end of each fiscal year shown and the beginning of the measurement period by (b) the Company's share price at the beginning of the measurement period. The beginning of the measurement period for each year in the table is December 31, 2019.
- (6) Peer Group Total Shareholder Return represents the weighted peer group TSR, which is weighted according to the respective companies' stock market capitalization at the beginning of each period for which a return is indicated. The peer group used for this purpose is the Company's Compensation Peer Group discussed in "Compensation Discussion and Analysis" above: Anheuser-Busch InBev SA/NV, Campbell Soup Company, Chocoladefabriken Lindt & Sprungli AG, The Coca-Cola Company, Danone, Diageo plc, The Hershey Company, Kellanova, The Kraft Heinz Company, McCormick & Company, Incorporated, Mondelēz International, Inc., Nestle S.A., PepsiCo, Inc., The Procter & Gamble Company, Reckitt Benckiser Group plc and Unilever PLC.
- (7) The dollar amounts reported represent the amount of net income, in millions, reflected in the Company's audited financial statements for the applicable year.
- (8) The dollar amounts reported represent the amount of Adjusted operating income, in millions. Please refer to Appendix A to this Proxy Statement for a description and reconciliation of this non-GAAP compensation performance measure relative to the reported GAAP financial measure.

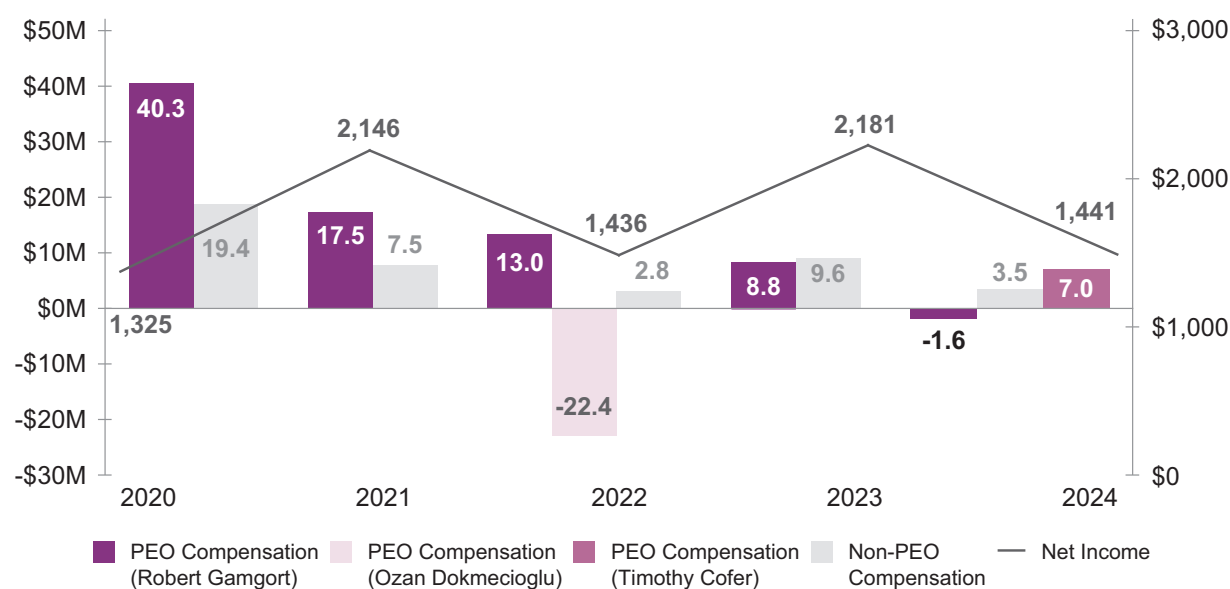
Description of Certain Relationships Between Information Presented in the Pay Versus Performance Table

As described in more detail in "Compensation Discussion and Analysis," a significant portion of our executive compensation is tied to Company performance in the form of annual cash incentives through our STIP, equity awards through our LTIP and required participation in our Elite Investment Program. The Pay Versus Performance Table does not reflect all of the performance measures that we use to align executive compensation with Company performance through these programs. We generally seek to incentivize long-term performance, and therefore we do not specifically align the Company's performance measures with compensation that is actually paid (as computed in accordance with SEC rules) for a particular year. In accordance with SEC rules, the Company is providing the following graphs depicting the relationships between information presented in the Pay Versus Performance Table.

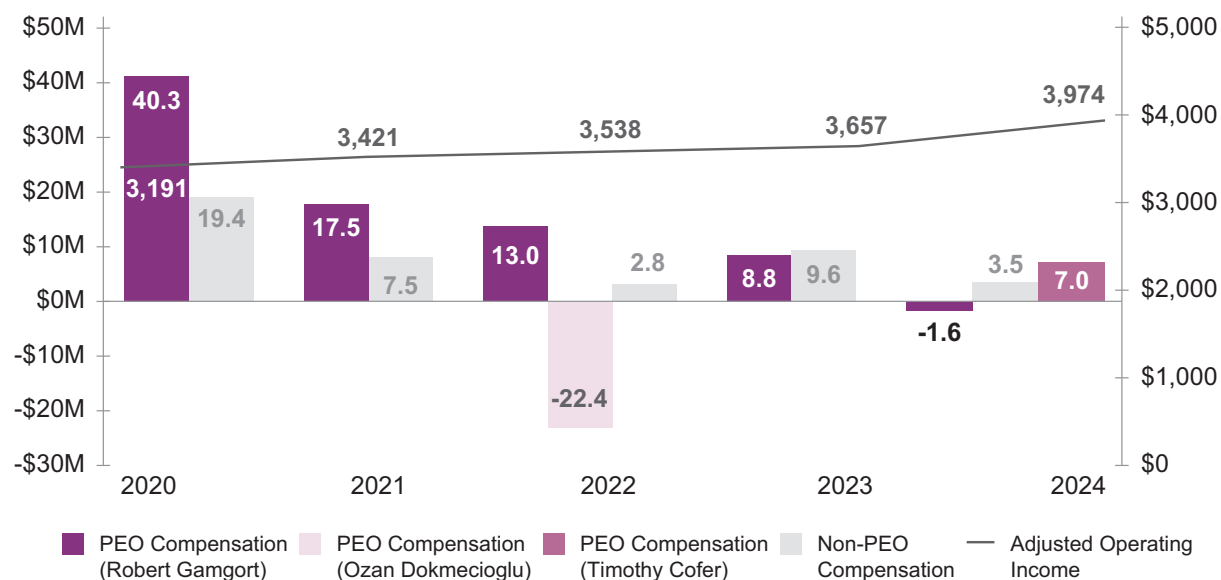
Compensation Actually Paid, Cumulative TSR and Peer Group TSR



Compensation Actually Paid and Net Income



Compensation Actually Paid and Adjusted Operating Income



Financial Performance Measures

As described in greater detail under “Compensation Discussion and Analysis,” our executive compensation program reflects a variable pay-for-performance philosophy that aligns executive and stockholder interests. For the most recently completed fiscal year, the financial performance measures that most closely link Company performance to compensation actually paid to the Company’s NEOs include:

- Adjusted diluted EPS growth
- Adjusted operating income (Company-selected measure)
- Adjusted operating income growth
- Free cash flow conversion
- Net sales growth

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table summarizes certain information related to our equity award plans as of December 31, 2024:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$) ⁽¹⁾	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Initial Column) (#)
Equity Compensation Plans approved by security holders	11,772,794	—	14,719,470 ⁽²⁾
Equity Compensation Plans not approved by security holders ⁽³⁾	696,616	—	—
TOTAL	12,469,410	—	14,719,470

(1) RSUs have no exercise price.

(2) Represents shares authorized for future grants under the Omnibus Stock Incentive Plan of 2019.

(3) In connection with the DPS Merger, the Company assumed the Keurig Green Mountain, Inc. Long-Term Incentive Plan and the Keurig Green Mountain, Inc. Executive Ownership Plan, in each case effective August 11, 2016, and the RSUs outstanding thereunder and the authorized but unissued share pool with respect thereto (the "Keurig Award Pool"). The Company was permitted to grant awards to legacy Keurig Green Mountain, Inc. ("KGM") employees and other employees of KDP who were not employed by DPS upon the closing of the DPS Merger out of the Keurig Award Pool, although such pool is no longer available for new awards.

PROPOSAL 3 — RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee, which consists entirely of independent directors, is directly responsible for the appointment, compensation, retention, and oversight of the work of KDP's independent registered public accounting firm. The Audit Committee is recommending ratification of its appointment of Deloitte & Touche LLP ("Deloitte") as independent registered public accounting firm for fiscal year 2025. Deloitte has served as the independent registered public accounting firm of KDP since 2006 (including service for KDP's predecessor DPS). The Audit Committee and the Board believe that the continued retention of Deloitte to serve as the Company's independent registered public accounting firm is in the best interests of the Company and its stockholders.

Although stockholder ratification of the Audit Committee's appointment of Deloitte as the Company's independent registered public accounting firm is not required by the Company's Bylaws or otherwise, the Board is submitting the appointment of Deloitte to the stockholders for ratification as a matter of good corporate governance. If the stockholders fail to ratify the appointment, the Audit Committee will reconsider the appointment for fiscal year 2025. Even if the appointment is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during fiscal year 2025 if it is determined that such a change would be in the best interests of KDP and its stockholders.

A representative of Deloitte is expected to be present at the Annual Meeting, will have an opportunity to make a statement, if desired, and will be available to respond to appropriate questions.



**The Board unanimously recommends that KDP's stockholders vote
"FOR" the ratification of Deloitte & Touche LLP's appointment as
the Company's independent registered public accounting firm**

Independent Registered Public Accounting Firm's Fees

Fees for professional services provided by our independent registered public accounting firm in each of the last two fiscal years, in each of the following categories, were as follows:

(in thousands)	2024	2023
Audit Fees ⁽¹⁾	\$6,313	\$5,714
Audit-Related Fees	—	—
Tax Fees ⁽²⁾	952	1,080
All Other Fees ⁽³⁾	184	5
Total Fees	\$7,449	\$6,799

- (1) These amounts represent fees and out-of-pocket expenses of Deloitte for the audit of our annual consolidated financial statements, the review of financial statements included in our quarterly Form 10-Q reports, the audit of internal controls over financial reporting, services rendered in connection with acquisitions and debt offerings and the services that an independent auditor would customarily provide in connection with statutory requirements, regulatory filings, and similar engagements for the fiscal year, such as comfort letters, consents and assistance with review of documents filed with the SEC. Audit Fees also include advice about accounting matters that arose in connection with or as a result of the audit or the review of periodic consolidated financial statements and statutory audits that non-U.S. jurisdictions require. For purposes of this schedule, fees billed from non-U.S. jurisdictions in the currencies of such jurisdictions have been converted to U.S. dollars as of the date of the approval of such fees.
- (2) These amounts represent fees of Deloitte for professional services primarily related to tax compliance, as well as tax planning and advice, in fiscal years 2024 and 2023, respectively.
- (3) Consists of fees for permitted products and services other than those that meet the criteria above. These amounts represent fees for permissible sustainability assurance readiness consultation services and other subscription services.

Under the Audit Committee charter, the Audit Committee has established pre-approval policies and procedures under which all audit and non-audit services performed by the Company's independent registered public accounting firm must be approved in advance by the Audit Committee in order to assure that the provision of such services does not impair the independence of the independent registered public accounting firm. The policy also provides that the Audit Committee may delegate pre-approval authority to the Chair of the Audit Committee, provided that the Chair reports any such pre-approval decisions to the full Audit Committee at its next meeting. The Audit Committee approved all audit and non-audit services provided in 2024 and 2023 in

accordance with the Audit Committee's policy and procedures. Additional information may be found in the Audit Committee Report that follows and Audit Committee charter available on the Company's website at www.keurigdrpepper.com.

Report of the Audit Committee

The Audit and Finance Committee (the "Audit Committee") is composed of Mr. Singer (Chair), Ms. Hickman and Mr. Van de Ven. Ms. Patsley served as a member of the Audit Committee until April 24, 2025, at which time Mr. Van de Ven joined the committee. All of the Audit Committee members are "independent," as defined in the Nasdaq listing standards and the applicable rules of the Securities Exchange Act of 1934, as amended. Each of Mr. Singer, Ms. Hickman, Ms. Patsley and Mr. Van de Ven meet the definition of "audit committee financial expert," as defined in SEC Regulation S-K.

The Audit Committee Charter sets forth the duties and responsibilities of the Audit Committee. The Audit Committee is primarily responsible for the oversight of the integrity of KDP's financial reporting process and systems of internal controls (including the integrity of KDP's financial statements and related disclosures), KDP's compliance with legal and regulatory requirements, the independence, qualifications and performance of KDP's independent auditors, KDP's internal audit activities and KDP's policies and practices with respect to risk assessment and risk management.

Management has primary responsibility for the preparation of the financial statements, the completeness and accuracy of financial reporting, the overall system of internal control over financial reporting and the performance of the internal audit function. The Audit Committee has reviewed and discussed with management KDP's audited financial statements and management's evaluation and assessment of the effectiveness of internal control over financial reporting.

The Audit Committee engaged Deloitte as our independent registered public accounting firm for fiscal year 2024, to be responsible for planning and conducting the audit of the financial statements and expressing an opinion on the fairness of the financial statements and their conformity with U.S. GAAP and for auditing KDP's internal control over financial reporting and expressing an opinion on its effectiveness.

The Audit Committee has also reviewed and discussed with Deloitte, with and without management present, the financial statement audit, its evaluation of effectiveness of internal control over financial reporting, the overall quality of financial reporting and disclosure, the quality (and not just the acceptability) of the accounting principles utilized, the reasonableness of significant accounting judgments and estimates, the critical audit matters identified in Deloitte's audit, and other matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board Accounting Standards ("PCAOB") and the SEC. The Audit Committee has also discussed with KDP's internal auditors and Deloitte the overall scope and plans for their respective audits. The Audit Committee has reviewed and received from Deloitte the written disclosures and the letter required by the applicable PCAOB requirements regarding Deloitte's communications with the Audit Committee concerning independence and discussed with Deloitte the firm's independence from KDP and management.

Based on the Audit Committee's review and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on February 25, 2025.

**Submitted by the Audit and Finance
Committee of the Board:**

Robert Singer (Chair)
Juliette Hickman
Pamela Patsley

OWNERSHIP OF OUR EQUITY SECURITIES

The following table sets forth, as of April 21, 2025, the record date for the Annual Meeting, certain information with respect to the shares of our common stock beneficially owned (including the number of shares they had the right to acquire within 60 days of that date) by (i) stockholders known to us to own more than 5% of the outstanding shares of our common stock, (ii) each of our directors, nominees and NEOs and (iii) all of our executive officers and directors as a group. Unless otherwise noted below, the address of each beneficial owner listed in the table below is Keurig Dr Pepper Inc., 53 South Avenue, Burlington, MA 01803, and each beneficial owner has sole voting power and investment power with respect to securities shown in the table.

Name	Amount of Beneficial Ownership of Common Stock	Percent of Class
BENEFICIAL OWNERS OF MORE THAN 5% OF OUR COMMON STOCK		
The Vanguard Group ⁽¹⁾	145,012,806	10.7%
JAB BevCo B.V. ⁽²⁾	134,113,479	9.9%
Capital World Investors ⁽³⁾	108,292,164	8.0%
FMR LLC ⁽⁴⁾	102,509,918.99	7.5%
BlackRock, Inc. ⁽⁵⁾	93,075,153	6.9%
DIRECTORS AND NOMINEES		
Oray Boston	—	—
Juliette Hickman	—	—
Paul Michaels ⁽⁶⁾	19,927	*
Pamela Patsley	39,766	*
Debra Sandler	—	—
Robert Singer ⁽⁷⁾	55,102	*
Mike Van de Ven	—	—
Lawson Whiting	—	—
NAMED EXECUTIVE OFFICERS		
Timothy Cofer ⁽⁸⁾	466,473	*
Robert Gamgort ⁽⁹⁾	4,009,211	*
Sudhanshu Priyadarshi	234,398	*
Roger Johnson	110,984	*
Justin Whitmore	170,295	*
Andrew Archambault ⁽¹⁰⁾	12,565	*
ALL EXECUTIVE OFFICERS AND DIRECTORS AS A GROUP (16 PERSONS)⁽¹¹⁾	5,375,503	*

* Less than 1% of outstanding shares of common stock.

(1) Based on a Schedule 13G/A filed by The Vanguard Group with the SEC on April 7, 2025. Such stockholder has indicated that, as of March 31, 2025, it beneficially owned 145,012,806 shares, has sole voting power with respect to 0 shares, shared voting power with respect to 1,442,190 shares, sole dispositive power with respect to 139,250,676 shares and shared dispositive power with respect to 5,762,130 shares. The address of such stockholder is 100 Vanguard Blvd, Malvern, PA, 19355.

(2) Based on a Schedule 13D/A filed with the SEC on February 28, 2025 by JAB BevCo B.V., Acorn Holdings B.V., JAB Coffee & Beverages Holdings 2 B.V., JAB Coffee & Beverages Holdings B.V., JAB Coffee & Beverages B.V., JAB Forest B.V., JAB Holdings B.V., JAB Investments S.a.r.l., JAB Holding Co s.a.r.l., Joh A. Benckiser s.a.r.l., Agnaten SE and Lucesca SE. (together, the "Reporting Persons"). The Reporting Persons have indicated that, as of February 26, 2025, each beneficially owned 134,113,479 shares, had sole voting power with respect to 0 shares, shared voting power with respect to 134,113,479 shares, sole dispositive power with respect to 0 shares and shared dispositive power with respect to 134,113,479 shares. JAB BevCo B.V. is the indirect subsidiary of each of the other Reporting Persons, and each Reporting Person other than JAB BevCo B.V. expressly disclaims beneficial ownership of such shares. The address of such stockholders is Piet Heinkade 55, Amsterdam, P7, 1019 GM, The Netherlands.

(3) Based on a Schedule 13G filed by Capital World Investors with the SEC on February 9, 2024. Such stockholder has indicated that, as of December 29, 2023, it beneficially owned 108,292,164 shares, has sole voting power with respect to 107,823,172 shares,

shared voting power with respect to 0 shares, sole dispositive power with respect to 108,292,164 shares and shared dispositive power with respect to 0 shares. The address of such stockholder is 333 South Hope Street, 55th Floor, Los Angeles, CA 90071.

- (4) Based on a Schedule 13G filed by FMR LLC and Abigail P. Johnson with the SEC on April 7, 2025. FMR LLC has indicated that, as of September 30, 2024, it beneficially owned 102,509,918.99 shares, has sole voting power with respect to 83,412,710.47 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 102,509,918.99 shares and shared dispositive power with respect to 0 shares. Abigail P. Johnson, Director, the Chairman and the Chief Executive Officer of FMR LLC, has indicated that, as of September 30, 2024, such stockholder beneficially owned 102,509,918.99 shares, has sole voting power with respect to 0 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 102,509,918.99 shares and shared dispositive power with respect to 0 shares. The address of such stockholders is 245 Summer Street, Boston, Massachusetts 02210.
- (5) Based on a Schedule 13G filed by BlackRock, Inc. with the SEC on January 31, 2025. Such stockholder has indicated that, as of December 31, 2024, it beneficially owned 93,075,153 shares, has sole voting power with respect to 84,361,771 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 93,075,153 shares and shared dispositive power with respect to 0 shares. The address of such stockholder is 50 Hudson Yards, New York, NY 10001.
- (6) 114 shares are held by the Paul S. Michaels 1994 Trust. 79 shares are held by Arthur Street LLC.
- (7) 12,499 shares are held by the Robert Singer 2005 Insurance Trust.
- (8) 400 shares are held by Mr. Cofer's children. Includes 66,080 RSUs scheduled to vest on May 20, 2025.
- (9) 574,900 shares are held by a GRAT settled by Mr. Gamgort in 2023, and 171,821 shares are held by a GRAT settled by Mr. Gamgort in 2024.
- (10) Based on information available to the Company as of January 31, 2025, the date on which Mr. Archambault's employment with the Company was terminated.
- (11) Includes 66,080 RSUs scheduled to vest on May 20, 2025 and 35,000 RSUs scheduled to vest on May 18, 2025.

OTHER MATTERS

Q: WHY AM I RECEIVING THIS PROXY STATEMENT AND PROXY CARD?

A: You are receiving this Proxy Statement because you are a record holder or beneficially own shares of KDP common stock that entitle you to vote at the 2025 Annual Meeting of Stockholders. Our Board of Directors is soliciting proxies to ensure that all of our stockholders can vote at the meeting, even if they cannot attend in person.

Q: WHAT ITEMS OF BUSINESS WILL BE VOTED ON AT THE ANNUAL MEETING?

A: The items of business at the Annual Meeting will be as follows: (1) to elect the 9 directors named in this Proxy Statement to serve until the 2026 Annual Meeting of Stockholders; (2) to approve, on an advisory basis, KDP's executive compensation and (3) to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2025. We also will consider any other business that properly comes before the Annual Meeting or any adjournments or postponements thereof.

Q: WHEN AND WHERE IS THE ANNUAL MEETING?

A: The Annual Meeting will be held virtually on June 18, 2025, at 11:00 a.m., Eastern Time, or at any adjournments or postponements thereof, for the purposes stated in the Notice of Annual Meeting of Stockholders.

Q: HOW DO I ATTEND THE ANNUAL MEETING VIRTUALLY?

A: We will host the 2025 Annual Meeting live online. You must register to attend the meeting by 5:00 p.m. ET on June 17, 2025 by visiting www.proxydocs.com/KDP and entering the control number provided on your proxy card (if you received a printed copy of the proxy materials), voting instruction form or Notice of Internet Availability of Proxy Materials. If you are a beneficial stockholder, you may contact the bank, broker or other institution where you hold your shares if you have questions about obtaining your control number if you do not receive one. Once registered, you will receive an email with a unique link and instructions on how to attend the meeting one hour prior to the start of the meeting. The webcast will start at 11:00 a.m. Eastern Time. Stockholders may vote and submit questions online during the Annual Meeting. Pertinent questions will be answered during the meeting, subject to time constraints. Questions and answers may be grouped by topic, and substantially similar questions may be grouped and answered once.

If you encounter any technical difficulties accessing the virtual meeting during the check-in or meeting time, please refer to the technical support information listed in your registration confirmation email.

Q: WHY IS THE ANNUAL MEETING BEING HELD VIRTUALLY?

A: Our Annual Meeting will be a virtual meeting of stockholders conducted via live webcast. By conducting our Annual Meeting solely online, we eliminate many of the costs associated with a physical meeting. In addition, we believe that hosting a virtual meeting facilitates stockholder attendance and participation by enabling stockholders to participate from any location around the world and improves our ability to communicate more effectively with our stockholders during the meeting. We have designed the virtual meeting to provide the same rights to participate as you would have at an in-person meeting, including providing opportunities to submit questions during the meeting.

Q: HOW DOES THE BOARD RECOMMEND THAT I VOTE?

A: The Board unanimously recommends that you vote FOR each director nominee in Proposal 1, FOR the advisory resolution to approve KDP's executive compensation in Proposal 2 and FOR ratification of Deloitte & Touche LLP's appointment as independent auditor in Proposal 3.

Q: WHAT IS THE VOTING REQUIREMENT TO APPROVE EACH OF THE PROPOSALS?

A: The following votes will be required to adopt each proposal (assuming a quorum is present):

Proposal 1: A nominee for director will be elected if the votes cast "FOR" such nominee exceed the votes cast "AGAINST" such nominee.

Proposal 2: The proposal will be approved if votes cast "FOR" such proposal exceed the votes cast "AGAINST" such proposal.

Proposal 3: The proposal will be approved if votes cast "FOR" such proposal exceed the votes cast "AGAINST" such proposal.

For each proposal, a broker non-vote (as described below), if any, or an abstention will not be counted as having been cast or actually voted on the applicable proposal, and therefore will have no effect on the vote.

Q: WHO CAN VOTE AT THE ANNUAL MEETING?

A: The Board has fixed the close of business on April 21, 2025 as the record date for the Annual Meeting. This means that you are entitled to vote if you were a stockholder of record at the close of business on April 21, 2025.

On that date, we had 1,358,178,069 shares of common stock, par value \$0.01 per share, issued and outstanding. A holder of shares of our common stock is entitled to one vote for each share of our common stock on all matters properly brought before the Annual Meeting.

Q: HOW CAN I VOTE MY SHARES AT THE ANNUAL MEETING?

A: Although we encourage you to complete and return a proxy prior to the Annual Meeting to ensure that your vote is counted, you can virtually attend the Annual Meeting and vote your shares online. You must register to attend the meeting by 5:00 p.m. ET on June 17, 2025 by visiting www.proxydocs.com/KDP and entering the control number provided on your proxy card (if you received a printed copy of the proxy materials), voting instruction form or Notice of Internet Availability of Proxy Materials. If you are a beneficial stockholder, you may contact the bank, broker or other institution where you hold your shares if you have questions about obtaining your control number if you do not receive one. Once registered, you will receive an email with a unique link and instructions on how to attend the meeting one hour prior to the start of the meeting. If you vote by proxy prior to the Annual Meeting and also virtually attend the Annual Meeting, there is no need to vote again at the Annual Meeting unless you wish to change your vote.

Q: HOW CAN I VOTE MY SHARES WITHOUT ATTENDING THE VIRTUAL ANNUAL MEETING?

A: Whether you hold shares directly as the stockholder of record or through a broker, trustee or other nominee as the beneficial owner, you may direct how your shares are voted by proxy without attending the virtual Annual Meeting. There are three ways to vote by proxy:

- **By Internet** — Stockholders who have received a Notice of Internet Availability or a paper copy of a proxy card or voting instruction form by mail may submit proxies over the Internet by following the instructions on the proxy card or voting instruction form.
- **By Telephone** — Stockholders of record who live in the United States or Canada may submit proxies by telephone by calling 844-602-4102 and following the instructions. Stockholders of record must have the control number that appears on their proxy card available when voting. Stockholders who are beneficial owners of their shares, but not stockholders of record, living in the United States or Canada may vote by phone by calling the number specified on the voting instruction form provided by their broker, trustee or nominee. Those stockholders should check the voting instruction form for telephone voting availability.
- **By Mail** — Stockholders who have received a paper copy of a proxy card or voting instruction form by mail may submit proxies by completing, signing and dating their proxy card or voting instruction form and mailing it in the accompanying pre-addressed envelope.

Telephone and Internet voting for stockholders of record will be available 24 hours a day and will close at 11:00 a.m. ET on June 18, 2025. Votes cast by mail must be received by 5:00 p.m. ET on June 17, 2025. Shares represented by duly executed proxies in the accompanying proxy card or voting instruction form will be voted in accordance with the instructions indicated on such proxies or voting instruction forms and, if no such instructions are indicated thereon, will be voted (i) FOR each director nominee listed in the election proposal, (ii) FOR the approval of the advisory resolution to approve KDP's executive compensation and (iii) FOR the ratification of Deloitte & Touche LLP's appointment as the Company's independent auditor.

Q: WHAT IF I WANT TO CHANGE MY VOTE?

A: At any time prior to the completion of voting at the Annual Meeting, you may change your vote either by:

- giving written notice to our Corporate Secretary revoking your proxy;
- submitting a later-dated proxy by telephone or electronically before 11:00 a.m. ET on June 18, 2025;
- submitting a later-dated mailed proxy received by 5:00 p.m. ET on June 17, 2025; or
- voting online at the Annual Meeting.

Q: HOW MANY SHARES MUST BE PRESENT OR REPRESENTED TO CONDUCT BUSINESS AT THE ANNUAL MEETING?

A: The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of our common stock entitled to vote at the Annual Meeting or any adjournment thereof is necessary to constitute a quorum to transact business. Abstentions and broker non-votes (as described below), if any, are counted as present and entitled to vote for purposes of determining a quorum.

Q: WHAT IF I AM A BENEFICIAL OWNER AND I DO NOT GIVE MY NOMINEE VOTING INSTRUCTIONS?

- A: If your shares are held by a broker, trustee or other nominee on your behalf and you do not provide the broker, trustee or other nominee with specific voting instructions, under certain securities exchange rules, the broker, trustee or other nominee may not exercise discretion to vote for or against certain proposals. A “broker non-vote” occurs with respect to a proposal when a broker, trustee or other nominee has discretionary authority to vote on one or more proposals to be voted on at a meeting of stockholders and elects to vote your shares on such proposal(s) but is not permitted to vote on other proposals without instructions from the beneficial owner. This results in a “broker non-vote” for the matters on which the broker, trustee or other nominee does not vote, and these shares will not be counted as having been voted on the applicable proposal and therefore will have no effect on the vote, assuming a quorum is present. Please instruct your broker, trustee or other nominee so your vote can be counted.

Q: HOW IS KDP DISTRIBUTING PROXY MATERIALS?

- A: We are furnishing proxy materials to our stockholders primarily via “Notice and Access” delivery. On or about April 25, 2025, we mailed to our stockholders (other than those who previously requested email or paper delivery) a Notice of Internet Availability containing instructions on how to access the proxy materials via the Internet. If you receive the Notice of Internet Availability by mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the Notice of Internet Availability instructs you on how to access the proxy materials and vote by going to a secure website.

If you received the Notice of Internet Availability by mail and would like to receive paper copies of the proxy materials in the mail on a one-time or ongoing basis, follow the instructions in the Notice of Internet Availability for making this request. If you would like to receive an electronic copy of the proxy materials by email on a one-time or ongoing basis, follow the instructions in the Notice of Internet Availability for making this request.

Q: WHAT SHOULD I DO IF I RECEIVE MORE THAN ONE COPY OF THE PROXY MATERIALS?

- A: You may receive more than one copy of the proxy materials, including multiple paper copies of this Proxy Statement and multiple proxy cards or voting instruction forms. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction form for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you may receive more than one proxy card. If you hold your shares through a broker, trustee or another nominee, rather than owning shares registered directly in your name, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you are entitled to direct the voting of your shares by your intermediary. Your intermediary will forward the proxy materials to you with a voting instruction form or provide electronic access to the materials and to voting facilities. To vote all of your shares by proxy, you must complete, sign, date and return each proxy card and voting instruction form that you receive.

Q: WHO WILL PAY FOR THIS SOLICITATION?

- A: The cost of preparing, assembling, printing and mailing this Proxy Statement and the enclosed proxy card and the cost of soliciting proxies related to the Annual Meeting will be borne by us. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone, or by electronic communication by certain of our directors, officers, and employees, who will not receive any additional compensation for such solicitation activities. We have engaged Innisfree M&A Incorporated (“Innisfree”) to assist with the solicitation of proxies for an estimated fee of \$25,000 plus expenses. In addition, Innisfree may be paid on a per-call basis to solicit stockholders. We will request brokers, trustees or other nominees to solicit their customers who are beneficial owners of shares of common stock listed of record in the name of the broker, trustee or other nominee and will reimburse such brokers, trustees or other nominees for their reasonable out-of-pocket expenses for such solicitation.

Q: WHAT HAPPENS IF ADDITIONAL MATTERS ARE PRESENTED AT THE ANNUAL MEETING?

- A: Other than the four items of business described in this Proxy Statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the persons named as proxy holders will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. If for any reason any of our director nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board, or the Board may leave a vacancy or decrease the size of the Board.

Q: I LIVE WITH OTHER KDP STOCKHOLDERS. WHY DID WE ONLY RECEIVE ONE COPY OF PROXY MATERIALS?

A: If you have consented to the delivery of only one set of proxy materials, as applicable, to multiple KDP stockholders who share your address, then only one set of proxy materials will be delivered to your household unless we have received contrary instructions from one or more of the stockholders sharing your address. We will promptly deliver, upon oral or written request, a separate set of proxy materials to any stockholder at your address. If, now or in the future, you wish to receive a separate set of proxy materials, as applicable, you may mail instructions to P.O. Box 8016, Cary, NC 27512-9903 or call 866-648-8133. In either case, you must provide your control number. We will promptly deliver a separate copy of the Notice or proxy materials to a stockholder at a shared address to which a single copy was delivered, if requested. If you would like to opt out of householding for future deliveries of proxy materials, please contact your broker, bank or other nominee. Stockholders sharing an address who now receive multiple sets of proxy materials may request delivery of a single copy by calling BetaNXT at the above number or writing to BetaNXT at the above address.

Q: HOW DO I PRESENT A PROPOSAL OR NOMINATE A CANDIDATE FOR THE BOARD OF DIRECTORS FOR THE 2026 ANNUAL MEETING?

A: If any of our stockholders intends to present a proposal for consideration at the 2026 Annual Meeting of Stockholders, including the nomination of directors, without inclusion of such proposal in the proxy statement and form of proxy, such stockholder must provide notice to us of such proposal.

Pursuant to Rule 14a-8 of the Exchange Act, stockholder proposals will need to be received by us not later than December 26, 2025, in order to be eligible for inclusion in the proxy statement and form of proxy distributed by the Board with respect to the 2026 Annual Meeting. With respect to any notice of a proposal or director nomination that a stockholder intends to present for consideration at the 2026 Annual Meeting, without inclusion of such proposal or director nomination in the proxy statement, in accordance with Article II, Section 6(c) of our Bylaws, notice of such stockholder proposal or director nomination will need to be received by us not sooner than February 18, 2026, but not later than March 20, 2026, in order to be presented at the 2026 Annual Meeting. Stockholder proposals and director nominations must be sent to our principal executive offices, 6425 Hall of Fame Lane, Frisco, TX 75034, Attention: Corporate Secretary. To be in proper written form, a stockholder's notice to the Company of a stockholder proposal or a director nomination must include the information set forth in Article II, Section 6(d) and, as applicable, Article II, Section 8 of our Bylaws (which includes information required under Rule 14a-19).

Annual Report to Stockholders

Our 2024 Annual Report on Form 10-K for the year ended December 31, 2024 (the "2024 Annual Report") has been posted on our corporate website at www.keurigdrpepper.com and on the Internet at www.proxydocs.com/KDP. **We will provide, without charge, a copy of our 2024 Annual Report for the fiscal year ended December 31, 2024 (including the financial statements but excluding the exhibits thereto) upon the written request of any stockholder of record or beneficial owner of our common stock. Requests should be directed to our Corporate Secretary at 6425 Hall of Fame Lane, Frisco, TX 75034.**

Forward-Looking Statements

Certain statements contained herein are "forward-looking statements" within the meaning of applicable securities laws and regulations. These forward-looking statements can generally be identified by the use of words such as "outlook," "guidance," "anticipate," "expect," "believe," "could," "estimate," "feel," "forecast," "intend," "may," "plan," "potential," "project," "should," "target," "will," "would," and similar words. In particular, forward-looking statements include, but are not limited to, statements we make about our expectations for our operations and business and our corporate responsibility progress, plans, and initiatives (including environmental and human capital matters). Forward-looking statements by their nature address matters that are, to different degrees, uncertain. These statements are based on the current expectations of our management, are not predictions of actual performance, and actual results may differ materially. The inclusion of such statements is not an indication that these contents are necessarily material to investors or required to be disclosed in the Company's filings with the SEC. Forward-looking statements are subject to a number of risks and uncertainties, including the factors disclosed in our Annual Report on Form 10-K and subsequent filings with the SEC. We are under no obligation to update, modify or withdraw any forward-looking statements, except as required by applicable law. In addition, historical, current, and forward-looking sustainability-related statements may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future.

Websites

Links and references to websites included in this Proxy Statement are provided solely for convenience. Content on the websites, including on our Company website, is not, and will not be deemed to be, a part of this Proxy Statement or incorporated by reference herein or into any of our other filings with the SEC.

APPENDIX A — NON-GAAP FINANCIAL MEASURES

Non-GAAP Financial Measures

This Proxy Statement includes certain non-GAAP financial measures, which differ from results using U.S. Generally Accepted Accounting Principles (GAAP). These non-GAAP financial measures should be considered as supplements to and should not be considered replacements for, or superior to, the GAAP measures. These measures may differ from similarly titled non-GAAP financial measures presented by other companies, and other companies may not define the non-GAAP financial measure in the same way. Non-GAAP financial measures typically exclude certain charges, including one-time costs that are not expected to occur routinely in future periods, described by the Company as “items affecting comparability.” The Company uses non-GAAP financial measures to evaluate our operating and financial performance and to compare such performance to that of prior periods and to the performance of our competitors. Additionally, we use non-GAAP financial measures in making operational and financial decisions and in our budgeting and planning process. We believe that providing non-GAAP financial measures to investors helps investors evaluate our operating performance, profitability and business trends in a way that is consistent with how management evaluates such performance.

Adjusted operating income. Adjusted operating income is defined as Income from operations, as adjusted for items affecting comparability. Management believes that Adjusted operating income is useful for investors in evaluating the Company’s operating results and understanding the Company’s operating trends by adjusting certain items that can vary significantly depending on specific underlying transactions or events, thereby affecting comparability.

Adjusted diluted EPS. Adjusted diluted EPS is defined as Diluted EPS, as adjusted for items affecting comparability. Management believes that Adjusted diluted EPS is useful for investors in providing period-to-period comparisons of the results of our operations since it adjusts for certain items affecting overall comparability.

Free cash flow. Free cash flow is defined as net cash provided by operating activities adjusted for purchases of property, plant and equipment, proceeds from sales of property, plant and equipment, and certain items excluded for comparison to prior year periods. Management uses this measure to evaluate the company’s performance and make resource allocation decisions.

Financial measures presented on a constant currency basis. Defined as certain financial statement captions and metrics adjusted for certain items affecting comparability, calculated on a constant currency basis by converting our current period local currency financial results using the prior period foreign currency exchange rates. Because our reporting currency is the U.S. Dollar, the value of financial measures presented in U.S. Dollar will be affected by changes in currency exchange rates. Therefore, we present certain financial measures on a constant currency basis for greater comparability.

Items affecting comparability. Items affecting comparability is defined as certain items that are excluded for comparison to prior year periods, adjusted for the tax impact as applicable. Tax impact is determined based upon an approximate rate for each item. For each period, management adjusts for (i) the unrealized mark-to-market impact of derivative instruments not designated as hedges in accordance with U.S. GAAP that do not have an offsetting risk reflected within the financial results, as well as the unrealized mark-to-market impact of our Vita Coco investment; (ii) the amortization associated with definite-lived intangible assets; (iii) the amortization of the deferred financing costs associated with the DPS Merger; (iv) the amortization of the fair value adjustment of the senior unsecured notes obtained as a result of the DPS Merger; (v) stock compensation expense and the associated windfall tax benefit attributable to the matching awards made to employees who made an initial investment in KDP; (vi) transaction costs for significant business combinations (completed or abandoned); (vii) non-cash changes in deferred tax liabilities related to goodwill and other intangible assets as a result of tax rate or apportionment changes; and (viii) other certain items that are excluded for comparison purposes to prior year periods.

For the year ended December 31, 2024, the other certain items excluded for comparison purposes include (i) productivity expenses; (ii) restructuring expenses associated with the 2023 CEO Succession and Associated Realignment; (iii) costs related to significant non-routine legal matters, including the antitrust litigation; (iv) restructuring expenses associated with the 2024 Network Optimization; (v) the impact of the step-up of acquired inventory associated with the Kalil acquisition; (vi) impairment recognized on certain intangible assets and goodwill; (vii) integration expenses associated with the GHOST transactions; and (viii) other adjustments related to the GHOST transactions. Other adjustments related to the GHOST transactions solely include the termination payments for the distribution rights.

For the year ended December 31, 2023, the other certain items excluded for comparison purposes include (i) productivity expenses, (ii) restructuring expenses associated with the 2023 CEO Succession and Associated Realignment, (iii) costs related to significant non-routine legal matters, specifically the antitrust litigation, and (iv) the non-cash changes in deferred tax liabilities related to goodwill and other intangible assets included an immaterial non-cash true-up of the valuation of foreign deferred tax liabilities related to a prior period.

For the year ended December 31, 2022, the other certain items excluded for comparison purposes include (i) restructuring and integration expenses related to significant business combinations; (ii) productivity expenses; (iii) costs related to significant non-routine legal matters, specifically the antitrust litigation; (iv) the loss on early extinguishment of debt related to the redemption of debt; (v) incremental costs to our operations related to risks associated with the COVID-19 pandemic, which were incurred to either maintain the health and safety of our front-line employees or temporarily increase compensation to such employees to ensure essential operations continue during the pandemic; (vi) the gain on the sale of our investment in BA Sports Nutrition, LLC as a result of the settlement of the associated holdback liability; (vii) the gain on the settlement of our prior litigation with BA Sports Nutrition, LLC, excluding recoveries of previously incurred litigation expenses which were included in our adjusted results; (viii) losses recognized with respect to our equity method investment in Bedford Systems, LLC as a result of funding our share of their wind-down costs; (ix) foundational projects, which are transformative and non-recurring in nature; and (x) impairments recognized on certain intangible brand assets.

For the year ended December 31, 2021, the other certain items excluded for comparison purposes include (i) restructuring and integration expenses related to significant business combinations; (ii) productivity expenses; (iii) costs related to significant non-routine legal matters; (iv) the loss on early extinguishment of debt related to the redemption of debt; (v) incremental costs to our operations related to risks associated with the COVID-19 pandemic; (vi) gains from insurance recoveries related to the February 2019 organized malware attack on our business operation networks in the Coffee Systems segment; (vii) the gain on the sale of our investment in BA Sports Nutrition, LLC; and (viii) impairment recognized on our equity method investment with Bedford Systems, LLC as a result of funding our share of their wind-down costs.

For the year ended December 31, 2020, the other certain items excluded for comparison purposes include (i) restructuring and integration expenses related to significant business combinations; (ii) productivity expenses; (iii) costs related to significant non-routine legal matters; (iv) the loss on early extinguishment of debt related to the redemption of debt; (v) incremental costs to our operations related to risks associated with the COVID-19 pandemic; (vi) impairment recognized on our equity method investments with Bedford Systems, LLC and LifeFuels, Inc. and (vii) impairment recognized on the Bai brand.

Reconciliation of Constant Currency Net Sales Growth (unaudited)

(in millions, except %s)	Twelve Months Ended December 31,		% Change
	2023	2024	
Reported Net Sales	\$14,814	15,351	3.6%
Impact of foreign currency			0.3%
Change - constant currency adjusted			3.9%
			==

Reconciliation of Certain Non-GAAP Information (unaudited)

(in millions, except per share data and %)	For the Year Ended December 31, 2024		
	Income from Operations	Net Income	Diluted EPS
Reported	\$2,591	\$1,441	\$ 1.05
Items Affecting Comparability:			
Mark to market	—	72	0.05
Amortization of intangibles	133	99	0.07
Amortization of deferred financing costs	—	1	—
Amortization of fair value debt adjustment	—	11	0.01
Stock compensation	14	11	0.01
Restructuring - 2023 CEO Succession and Associated Realignment	40	31	0.02
Productivity	147	110	0.08
Impairment of goodwill and other intangible assets	718	607	0.44
Impairment of investment	—	12	0.01
Non-routine legal matters	10	7	0.01
GHOST integration	1	1	—
Other GHOST adjustments	225	167	0.12
Inventory step-up	4	3	—
Transaction costs	40	30	0.02
Restructuring - 2024 Network Optimization	51	38	0.03
Change in deferred tax liabilities related to goodwill and other intangible assets	—	(9)	(0.01)
Adjusted	\$3,974	\$2,632	\$ 1.92
Change - adjusted			7.3%
Impact of foreign currency			0.5%
Change - constant currency adjusted			7.8%

(in millions, except per share data)	For the Year Ended December 31, 2023		
	Income from Operations	Net Income	Diluted EPS
Reported	\$3,192	\$2,181	\$ 1.55
Items Affecting Comparability:			
Mark to market	8	4	—
Amortization of intangibles	137	103	0.07
Amortization of deferred financing costs	—	1	—
Amortization of fair value debt adjustment	—	14	0.01
Stock compensation	17	11	0.01
Restructuring - 2023 CEO Succession and Associated Realignment	35	26	0.02
Productivity	259	196	0.14
Impairment of intangible assets	2	2	—
Non-routine legal matters	5	4	—
Transaction costs	2	2	—
Change in deferred tax liabilities related to goodwill and other intangible assets	—	(26)	(0.02)
Adjusted	\$3,657	\$2,518	\$ 1.79

		For the Year Ended December 31, 2022
(in millions)		Income from Operations
Reported		\$2,605
Items Affecting Comparability:		
Mark to market		150
Amortization of intangibles		138
Stock compensation		5
Restructuring and integration costs - DPS Merger		172
Productivity		230
Impairment of intangible assets		477
Non-routine legal matters		13
COVID-19		14
Gain on litigation		(271)
Transaction costs		1
Foundational projects		4
Adjusted		<u>\$3,538</u>

		For the Year Ended December 31, 2021
(in millions)		Income from Operations
Reported		\$2,894
Items Affecting Comparability:		
Mark to market		(57)
Amortization of intangibles		134
Stock compensation		18
Restructuring and integration costs - DPS Merger		202
Productivity		163
Non-routine legal matters		30
COVID-19		37
Transaction costs		2
Malware incident		(2)
Adjusted		<u>\$3,421</u>

(in millions)	For the Year Ended December 31, 2020
	Income from Operations
Reported	\$2,480
Items Affecting Comparability:	
Mark to market	(28)
Amortization of intangibles	133
Stock compensation	27
Restructuring and integration costs - DPS Merger	199
Productivity	128
Impairment of intangible assets	67
Non-routine legal matters	57
COVID-19	128
Adjusted	<u><u>\$3,191</u></u>

Reconciliation of Operating and Free Cash Flow Growth (unaudited)

(in millions, except %s)	Twelve Months Ended December 31,		% Change
	2023	2024	
Net cash provided by operating activities	\$1,329	\$2,219	67%
Purchases of property, plant and equipment	(425)	(563)	
Proceeds from sales of property, plant and equipment	9	4	
Free Cash Flow	<u><u>\$ 913</u></u>	<u><u>\$1,660</u></u>	<u><u>82%</u></u>

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