

The Refresco logo consists of a white curved line above the word "Refresco" in a white, sans-serif font, all set against an orange circular background.

Refresco

Annual Report 2025

Pegasus MidCo B.V.



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Executive Board Report

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Message from the CEO

Dear Stakeholder,

2025 marked Refresco's 25th anniversary – a milestone that reflects our journey from a regional bottler to the world's largest independent beverage solutions provider. Today, we stand on a strong foundation of scale and resilience.

I stepped into the role of Chief Executive Officer in August, proud to lead our committed and passionate team and continue our growth journey in the years ahead.

This year was one of ambition amid market volatility. While further diversifying our business, we also strengthened our internal culture and deepened alignment with our customers' evolving needs.

Looking ahead, our opportunity lies in unlocking more value from within by driving operational excellence and continuing to expand through strategic acquisitions.

Growth is in our DNA, and with energized teams and a clear strategy, we are entering the next chapter of Refresco with bold ambition. I am excited about what we will build together.

Year in Review

2025 was marked by continued macroeconomic volatility and shifting global trade dynamics. Consumer financial pressure impacted overall beverage volumes, driving stronger demand for retailer brands globally. Inflation remained elevated in key markets, interest rates fluctuated and consumer demand remained uneven. In North America, the reintroduction of tariffs created significant cost pressure and pricing volatility. Across Europe, price sensitivity and changing consumption patterns added complexity to an already competitive landscape.

Refresco responded with agility and operational focus. We worked closely with our customers to minimize operational disruptions associated with ongoing input cost volatility and, consistent with prior years, passed elevated operating and inflationary costs through to end customers.

Our procurement teams diversified sourcing origins and strengthened supplier relationships to ensure supply security of high-quality ingredients. Across all regions, we prioritized operational efficiency and continuously improved our service levels, while keeping our employees safe.

Internally, we advanced long-term improvements by embedding the Refresco Manufacturing System (RMS), expanding digitalization and automation, and rolling out plant master plans – all aimed at further improving our operations and enhancing efficiency and scalability across the network.

Sustainability was further embedded into our ways of working, reinforcing its role as a source of resilience and differentiation amid evolving regulations. We focused on reducing water and energy use, minimizing waste and improving safety – supporting customers in meeting their sustainability goals while ensuring compliance with regional requirements.



*Growth is in our DNA,
and with energized teams
and a clear strategy,
the best is yet to come*

Growth built on resilience

In 2025, Refresco delivered resilient growth through a combination of category momentum, operational agility and strategic investments. Despite volume pressures in certain segments, the Group achieved solid performance by focusing on high-demand categories, strengthening customer partnerships and enhancing operational capabilities. Growth was led by strong demand in water, plant-based beverages, energy drinks and functional soft drinks, including innovations with prebiotics and probiotics.

In Europe, we increased water production following the integration of the Grüneberg site, and high-growth categories such as plant-based, energy and functional beverages continued to scale. In North America, growth in these categories was similarly strong, with energy and functional soft drinks driving momentum throughout the year. Operational efficiencies and early pricing actions helped deliver strong profitability.

Integration efforts across newly acquired sites progressed well. The Modesto facility in California, which we acquired in 2024, added premium beverage and canning capacity, improving service levels and flexibility.

In Europe, we completed the acquisition of Telemark Kildevann Holding AS in Norway in July of 2025. With its two manufacturing sites, we added incremental volumes in soft drinks and mineral waters, as we integrated the business to align to Refresco's operational standards.

The late 2024 acquisition of Frías Nutrición in Spain also continued to integrate throughout 2025. The site has already contributed to volume growth and expanded Refresco's category offering in plant-based beverages, a segment where demand remains strong. Investments are in progress to further increase production capacity, reinforcing the Group's ability to serve both branded and retail customers in this fast-growing category.

Operational excellence remained central to Refresco's strategy. The continued rollout of the Refresco Manufacturing System and implementation of plant master plans supported consistent performance improvements across the network. Investments in automation, including high-bay warehouses in Spain and Italy, enhanced logistics efficiency and customer service.

*Operational excellence
is central to
Refresco's strategy*

Sustainability was further embedded across Refresco's operations, supporting both operational efficiency and the broader people and workplace agenda. In 2025, the Group continued to meet and anticipate legislative requirements while helping customers achieve their own sustainability goals. Investments in energy and water efficiency continued across Europe and North America, contributing to improved resource management.

Refresco increased global rPET usage, consistently surpassing regulatory requirements and aligning with customer demand, while packaging innovations like lightweighting and laser-based heating technology improved material efficiency. The global Lost Time Incident Ratio was reduced to well below industry benchmarks, reflecting a strong commitment to workplace safety.

In addition, Refresco strengthened its focus on building a strong learning culture, ensuring employees have the knowledge and support to continuously maintain a safe workplace.

The Group's people strategy continued to mature, with 2025 focused on embedding leadership behaviors and strengthening talent development. Initiatives such as the Plant Manager Academy and Maintenance Apprenticeship programs supported capability building across regions. Several business units achieved Great Place to Work® certification and the "You Said, We Did" campaign led to tangible improvements in workplace experience, including upgraded facilities and increased community involvement.

Achieving together

I want to sincerely thank every Refresco colleague for your dedication, resilience and drive. Your contributions have been the engine behind our progress and the foundation of our success. I'm equally grateful to our customers, suppliers, shareholders and partners for your continued trust and collaboration.

Together, we've built something strong and as we look to the future, I'm confident that the next 25 years will be even more impactful. With our shared and bold ambition, moving with speed, the best is yet to come.

Steve Presley

Chief Executive Officer

2025 Strategic review

In 2025, Refresco continued to advance its strategic priorities despite a dynamic macroeconomic environment. Building on the foundation laid in previous years, we remained focused on driving profitable growth, leading in operational excellence and advancing our people agenda, while integrating acquisitions and expanding capabilities across key categories and geographies.

Remaining deeply customer centric, we prioritized high service levels and consistent product quality across all markets, while further driving operational efficiencies to support long-term value creation.

Driving profitable growth

In response to a volatile macroeconomic environment – including inflationary pressures, shifting trade policy and fluctuating input costs – Refresco demonstrated commercial agility and disciplined procurement across North America, Europe and Australia.

In North America, the reintroduction of tariffs, most notably significant increases on aluminum, led to sharp pricing volatility. We worked closely with customers to manage this uncertainty and continued our established practice of passing through elevated operating and input costs. Despite volume softness across several categories, profitability remained strong with margins successfully maintained.

Procurement played a pivotal role in ensuring supply resilience. We strengthened long-term supplier relationships and diversified sourcing origins to mitigate risk and maintain continuity. To further enhance supply quality and reliability, we introduced streamlined digital tools and structured engagement processes, including a supplier portal and regular strategic reviews. These initiatives support our ability to secure high-quality ingredients, manage input costs and offer competitive propositions to customers. Through this disciplined approach, Refresco maintained cost control and supply reliability throughout the year.

We also improved working capital efficiency through disciplined management and factoring initiatives, strengthening cash flow and operational resilience. We successfully repriced our EUR and USD Term Loan B facilities in September, enhancing financial flexibility. Combined with a strong liquidity position supported by our revolving credit facility, these actions reinforce our ability to invest in growth and navigate market volatility.

Our growth strategy expands our capabilities across key categories and geographies

Strategic expansion and integration

Refresco continued to execute its growth strategy in 2025, expanding its footprint and capabilities through targeted acquisitions and disciplined integration efforts.

In Europe, the late 2024 acquisition of Frías Nutrición in Spain began contributing to growth. Frías strengthened Refresco's position in the fast-growing plant-based drinks category, supplying private label oat, almond, rice, hazelnut and soy beverages to key retailers. Integration is planned as a two-year process, with investments already underway to expand production capacity and install new lines.

Also in Europe, the acquisition of Telemark Kildevann Holding AS in Norway in July 2025 added incremental volumes in soft drinks and mineral waters, unlocking future growth opportunities in the Nordics. Integration progressed well, with operational alignment underway and early performance indicators tracking positively.

In North America, integration of the Modesto facility in California, acquired in 2024, added premium beverage and canning capacity, improving service levels and flexibility for both branded and retail customers.

Across all regions, integration efforts focused on harmonizing operational standards, optimizing capacity and unlocking synergies. These newly acquired sites not only expanded Refresco's category offerings but also reinforced its ability to serve customers with agility and scale.

In Australia, our three facilities, fully integrated by the end of 2024, continued to perform strongly in 2025, supporting regional growth and enabling further strategic opportunities in surrounding markets.

Shaping category leadership

Refresco's diversified customer and product mix remained a key strength in 2025, helping to hedge against market volatility. Serving both branded and private label customers across multiple geographies, we benefited from strong performance in retail alongside continued collaboration with branded partners. Our broad portfolio, spanning nearly all beverage categories, enabled us to capture growth in emerging trend segments and remain agile and responsive to shifting consumer preferences.

This balanced business model, serving both branded and private label customers, continues to be a source of resilience amid fluctuating market conditions. Retail growth was driven by inflation-related demand for private label products among major retailers, while branded growth benefited from strong partnerships with existing customers and new entrants in the energy category.

A diversified customer and product mix keeps us agile and resilient

In North America, the second half of the year saw a strong rebound in volume, driven by new customer wins in high-growth categories such as energy drinks and functional carbonated soft drinks (CSDs). Refresco also launched its first dairy-based line in Waco, Texas, with full-scale production beginning in January 2025.

In Europe, Refresco achieved year-on-year volume growth in both co-manufacturing and retail segments, outperforming the market. Growth was supported by securing long-term customer agreements with key retail customers and developing a robust innovation pipeline to support future growth.

Trend categories such as plant-based beverages, energy drinks and functional beverages delivered promising growth in high-margin segments. The acquisition of Frías Nutrición in Spain in late 2024 significantly accelerated our capabilities in the plant-based drinks category, unlocking growth in digestive health drinks, plant-based meal replacements and protein-based beverages for both branded and retail customers. Additionally, the integration of a water-focused facility in Germany expanded our water production capacity and strengthened our broader category mix across Europe.

Moving into 2026, Refresco will continue to pursue strategic acquisitions that expand our geographic reach and strengthen our capabilities in high-growth beverage categories. At the same time, we remain committed to investing in our existing facilities to optimize production, enhance efficiency and support innovation.

Lead in operational excellence

Operational excellence remained a cornerstone of Refresco's performance in 2025, supported by a culture of continuous improvement and a disciplined focus on execution across our global network. Our efforts centered on harmonizing manufacturing standards, optimizing plant performance and leveraging technology to improve efficiency, safety and sustainability.

Global standards in manufacturing

The continued rollout of the Refresco Manufacturing System (RMS) was a key enabler of performance improvement across our global network. RMS brings together shared processes and KPIs across our plants, supported by a global performance dashboard that provides real-time visibility into operational metrics. In 2025, we further strengthened our global foundations by enhancing our standards for safety, quality, supply chain management and maintenance, while continuing to support local continuous improvement initiatives.

Innovation

Columbus Innovation Center

At the heart of our innovation journey is the Columbus Innovation Center in Georgia, U.S. – a hub of creativity and technical excellence. Here, ideas take shape through New Product Development, Lab Services and concentrate manufacturing, helping customers transform concepts into market-ready products.

From trend analysis, flavor creation, and reverse engineering to advanced analytical and quality testing, Columbus blends science with ingenuity. The team crafts beverage concepts and prototypes for emerging and growing categories while its in-house concentrate capabilities source ingredients from all over the world to create proprietary flavor profiles and compounds.

Beyond innovation, Columbus serves as a regulatory and quality center of excellence, ensuring compliance and consistency across the globe. With deep expertise and global insight, the team accelerates speed to market, helping customers launch distinctive, high-quality beverages that resonate with today's consumers.



We advanced plant master plans across our network, providing structured roadmaps for capacity expansion, technology upgrades and sustainability improvements. These plans ensure alignment with long-term strategic goals and support scalable, high-performing operations.

To further embed sustainability into our operational model, we implemented regional energy and water saving programs, supported by site-level maturity assessments and capital investments. Projects included upgrades to compressed air systems, boiler replacements, insulation improvements and waste heat recovery installations. In parallel, we expanded automated utilities monitoring, installing additional meters and introducing a global dashboard for operational KPIs. This monitoring capability enables proactive management of water and energy usage, which in turn lowers our greenhouse gas emissions, supporting our science-based targets and helping customers meet their own environmental goals.

Enhancing efficiency, agility and digitalization

We maintained a strong focus on operational efficiency and waste reduction across our network, supported by continuous improvement and disciplined execution. This approach delivered tangible results, contributing directly to improved profitability and strengthening service delivery levels across regions.

Automation and digitalization continued to transform our operations globally. We invested in projects to improve flow and reduce costs, including the use of automated guided vehicles (AGVs) and high-bay warehousing in Italy and Spain. These upgrades enhanced logistics efficiency and service levels, while reducing environmental impact.

We also digitized operational workflows, replacing manual processes with automated tools that improved data accuracy and scalability. These changes empowered supply chain and customer service teams to operate more efficiently and respond faster to customer needs.

Across all regions, we expanded autonomous maintenance programs, enabling operators to take greater ownership of equipment performance and reduce downtime. We also improved Sales and Operations Planning (S&OP) processes, resulting in higher service levels and lower inventories.

Initial applications of AI and machine learning were introduced in areas such as safety monitoring, manufacturing analytics and performance tracking. These technologies are beginning to unlock opportunities to improve predictive maintenance, planning accuracy and enhanced visibility across operations.

Strengthening safety, quality and ESG integration

Safety, quality and environmental stewardship remained strategic priorities in 2025. We strengthened our global framework through integrated management systems, standardized processes and enhanced employee training. Dedicated leaders were appointed to all European management teams to reinforce accountability for safe, high-quality operations.

Safety performance continued to improve, with a significant reduction in Lost Time Incidents compared to prior years and well below industry benchmarks. These improvements were driven by proactive risk management and open communication across all sites, reinforcing our commitment to making safety a priority and a shared responsibility.

Safety is our top priority - built on proactive risk management and shared responsibility

On the environmental front, we increased the use of recycled PET in packaging globally, despite inflationary pressures and challenging market conditions. We advanced waste and water management through regional programs and site-level efficiency targets, including zero-waste-to-landfill initiatives, and new wastewater treatment facilities. Projects such as pasteurization optimization in Poland and Italy and major water-saving investments in North America helped reduce our environmental footprint while improving operational reliability. We also deployed plant-level metering and monitoring technologies to better manage energy and water usage, laying the groundwork for future reductions.

Packaging

Laser oven technology

Innovation doesn't stop at the bottle - it starts with how it's made. At our Bruchsal plant in Germany, Refresco became the first company worldwide to implement Sidel's groundbreaking laser oven technology for PET bottle production.

This advanced system uses pinpoint laser heating to create a more uniform material distribution, enabling significant lightweighting without compromising strength or quality. The result? Bottles that are lighter and 100% r-PET compatible, reducing both cost and carbon footprint.

Beyond sustainability, the laser oven delivers competitive advantages: reduced maintenance, space savings and the potential for further lightweighting. This game-changing technology positions Refresco at the forefront of packaging innovation, supporting our commitment to Reduce, Recycle and Rethink, helping customers meet their sustainability goals.



Our support for deposit return schemes and closed-loop recycling systems further reinforces our commitment to circularity and customer sustainability goals. Together, these efforts contribute to building a resilient operational model that supports compliance, efficiency and long-term sustainability, even amid evolving regulatory requirements.

Embedding sustainability into our business

Sustainability is embedded into how we operate, innovate and grow. Our strategy is built on five pillars: Workplace, GHG Emissions, Packaging, Waste and Water. These pillars are integrated into our manufacturing systems, master plans and investment decisions, ensuring that sustainability contributes directly to operational efficiency and customer value.

In 2025, we continued to align our efforts with customer expectations and regulatory developments. We finalized our greenhouse gas emissions inventories, implemented site-level reporting for direct emissions and submitted our climate targets for validation by the Science-Based Targets initiative (SBTi). These targets position Refresco as a strategic partner to customers seeking to meet their own climate commitments.

Sustainability is embedded in how we operate, innovate and grow – driving efficiency, compliance and long-term customer value

We also advanced our readiness for the EU's Corporate Sustainability Reporting Directive (CSRD). As a wave two company, our reporting requirement has been postponed to FY2027 under the EU "stop-the-clock" omnibus directive adopted in April 2025. In parallel, the European Sustainability Reporting Standards have been opened for public consultation by the EU Commission. Refresco remains on track and continues to closely monitor legislative developments while strengthening internal reporting capabilities. A double materiality assessment confirmed the relevance of our sustainability priorities and informed a strategic review as well as an implementation roadmap, ensuring we are prepared for future compliance and aligned with best practices.

In 2025, we strengthened transparency through EcoVadis assessments, which evaluate companies on Environment, Labor and Human Rights, Ethics and Sustainable Procurement. Several of our Business Units participated in these sustainability assessments, and others have assessments planned. These evaluations are increasingly important as they meet key customer requirements, help us benchmark performance, identify improvement areas, and demonstrate our commitment to responsible business practices.

Sustainability underpins our commitment to stakeholders, from customers and employees to shareholders and regulators. By embedding environmental and social responsibility into our operational model, we are building a more resilient, responsive and future-ready Refresco.

Distribution

Automated high-bay warehousing

From production to delivery, automation is transforming how we move beverages from idea to aisle. Our state-of-the-art high-bay warehouses in Germany, Italy, Spain and across Europe set new standards for logistics efficiency and safety.

Fully automated systems connect production lines directly to storage and shipping areas, using advanced conveyor technology, stacker cranes and guided vehicles. At Calvörde, Germany, 42 aisles and 800 meters of conveyor lines enable handling up to 400 pallets per hour, while Sulmona, Italy adds 25,000 pallet spaces to support dynamic growth. These facilities allow simultaneous loading of multiple trucks, reducing lead times and enhancing service levels.

Beyond speed and reliability, automation supports optimizing space, reducing energy use and minimizing manual handling. By automating intralogistics, we ensure customers receive their products faster, safer and with consistent quality.



Our People agenda: Dare to Grow

2025 was a year of execution for Refresco's people teams and further embedding our "Dare to Grow" People strategy. Our work focused on strengthening our foundations and driving impact across our three pillars: Attract, Engage and Grow. With the strategy now firmly rooted, we are well-positioned to accelerate our progress and continue building a resilient and high-performing organization.

2025 was a year of execution for our People strategy – building a resilient organization

Attracting talent for tomorrow

In a competitive labor market, attracting and retaining the right talent remains a priority. Maintenance roles, in particular, continue to be challenging to fill. To address this, we expanded our apprenticeship programs and invested in autonomous maintenance training to build internal capabilities.

Our decentralized recruitment model empowers local teams to tailor hiring strategies to their market realities, supported by Group-wide best practice sharing. In North America, we saw a notable reduction in turnover, reflecting the impact of improved onboarding and targeted retention efforts. Onboarding has evolved into a fully integrated business process, with plant managers playing a central role. This approach strengthens leadership accountability and aligns with our investment in programs like the Plant Manager Academy.

We also strengthened our employer brand, enhancing our presence on digital platforms and refining our messaging to better reflect Refresco's values and opportunities. These efforts are helping us attract candidates who align with our culture and growth ambitions.

Listening and engaging

Employee engagement remained a central focus in 2025. Following the global rollout of our Great Place to Work® survey in 2024, several business units, including Australia, Finland, France, Italy, Iberia and Mexico, achieved Great Place to Work® certification in 2024, a testament to the strength of our workplace culture.

Acting on employee feedback was a key focus and we shared these changes with the wider organization with the "You Said, We Did" campaign, including upgraded staff facilities, increased community involvement and family days across multiple locations. These initiatives reflect our commitment to listening to our people and acting on their feedback.

As the full survey runs every two years, in late 2025 we conducted a shorter global insights survey to assess progress and identify areas for improvement. Participation remained high, with nearly 80% of colleagues globally taking part, demonstrating strong engagement across the organization.

To enhance communication and connectivity, we launched a new intranet designed to reach both desk and factory employees, with rollout continuing into 2026. This platform is already improving engagement and information flow across the business.

Several business units achieved Great Place to Work® certification – a testament to our culture

Growing skills and leadership

Our growth mindset is embedded in every aspect of our People strategy. In 2025, we continued to invest in leadership development, succession planning and internal mobility to strengthen our foundations and prepare for future growth.

The Leadership Development Center ran for the second time in Europe, providing tailored development plans for high-potential employees and supporting our succession pipeline. The Plant Managers Academy, a global program launched simultaneously in North America and Europe in January 2026, further strengthens operational and people leadership at site level. Recognizing that strong plant leadership requires both operational and people management skills, we also continue to invest in first-line leadership development through initiatives such as the Supervisor Bootcamp.

We also expanded our Maintenance Apprenticeship and Commercial Academy programs, helping build future capabilities in key technical and commercial roles. These initiatives are aligned with our "Dare to Grow" principles, encouraging employees to take ownership of their development and pursue meaningful career paths.

Our performance management approach continued to evolve, with leadership behaviors now embedded into daily practices. In 2025, we cascaded training on our three core behaviors – Lead Courageously, Lead to Empower and Lead to Grow as One – to all people managers and individual contributors. These behaviors will be formally assessed as part of the performance review cycle starting in 2026.

Building a responsible workplace

Sustainability is deeply integrated into our People agenda. In 2025, we expanded our global sustainability network and empowered local leads to drive initiatives at site level. This decentralized model ensures that sustainability is not just a corporate priority, but a lived experience across our operations.

Our safety improvements, Great Place to Work® certifications and community engagement efforts all contribute to our sustainability goals. We continued to support our three-pillar community involvement framework – poverty, youth and environment – with local teams leading impactful initiatives tailored to their communities. Examples include supporting youth development through educational and sports programs, partnering with organizations that care for vulnerable children, donating products and resources to local food banks and participating in environmental activities such as clean-up campaigns.

By investing in our people and our culture, we're building a stronger, more resilient Refresco for tomorrow

We also reinforced our commitment to a responsible workplace. Our Code of Conduct and Speak Up Policy remain central to our culture, promoting ethical behavior and providing clear channels for reporting concerns. These policies are supported by regular training and awareness campaigns, including a company-wide Compliance Week in 2025.

We also introduced a new Human Resources Information System (HRIS) in Europe and Australia, supporting process standardization and enabling the digitalization of employee development.

Our people are the driving force behind Refresco's success. By investing in their growth, well-being and engagement, we are building a stronger, more resilient organization – ready to meet the challenges of tomorrow and seize the opportunities ahead.



Celebrating

25²⁰⁰⁰⁻²⁰²⁵ Years



In 2025, Refresco marked its 25th anniversary – a significant milestone in our journey from a single bottling operation to a global beverage solutions provider.

This anniversary was celebrated across our locations worldwide, bringing colleagues together to reflect on how far we've come. Over the past two-and-a-half decades, we've grown, adapted and innovated, always guided by the dedication and entrepreneurial spirit of our people.

From our first steps in 2000 to becoming the world's largest independent beverage solutions provider, this achievement is a testament to the hard work and commitment of thousands of colleagues across 14 countries. Together, we've turned challenges into opportunities and ideas into achievements.

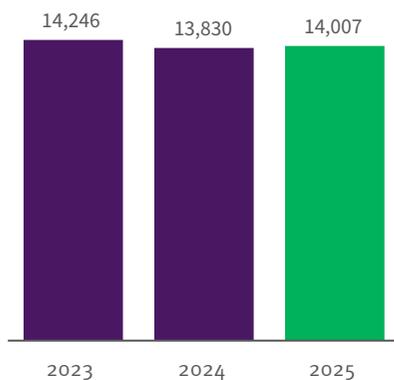
To every Refresco colleague: thank you. Your commitment and passion have made this achievement possible. Here's to the next 25 years of growth and success.

Read more about our history [here](#)

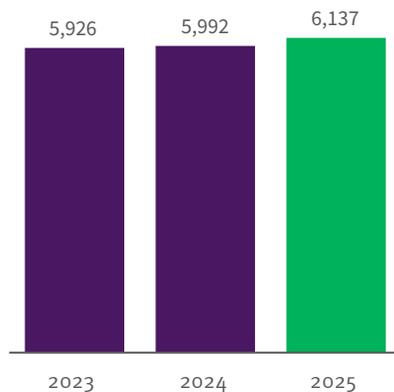


Financial highlights 2025

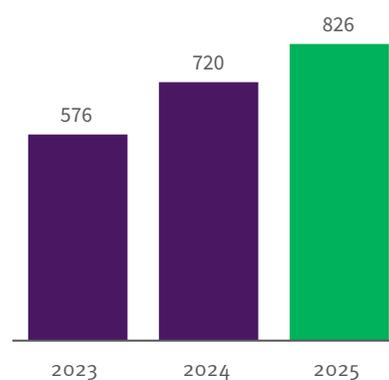
Volume (in millions of liters)



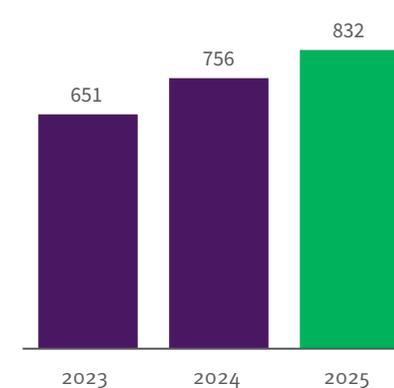
Revenue (in millions of euros)



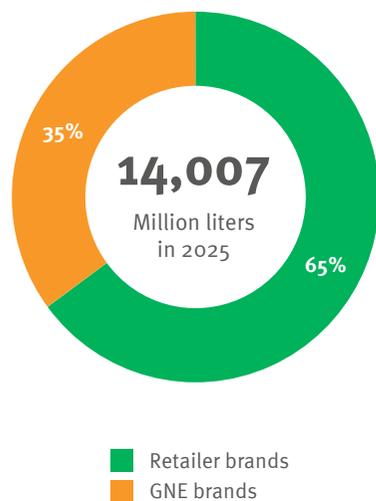
Gross profit (in millions of euros)



Adjusted EBITDA (in millions of euros)



Volume per channel



REVENUE

6,137

Millions of euros

GROSS PROFIT

826

Millions of euros

ADJUSTED EBITDA

832

Millions of euros

Three platforms for growth

EMPLOYEES

14,473

Average FTEs

FACILITIES

76

BOTTLING LINES

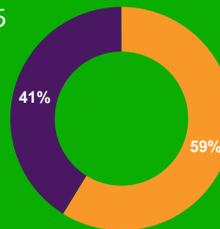
375

VOLUME

14,007

Million liters in 2025

Europe
North America



See page 91 for a complete list of our facilities



Financial results

Presentation of financial information

The consolidated financial statements of Pegasus Midco B.V. and its group companies (collectively the “Group”, “Refresco Group” or the “Company”) concern the financial year 2025 as from January 1, 2025 until December 31, 2025.

Volume and revenue

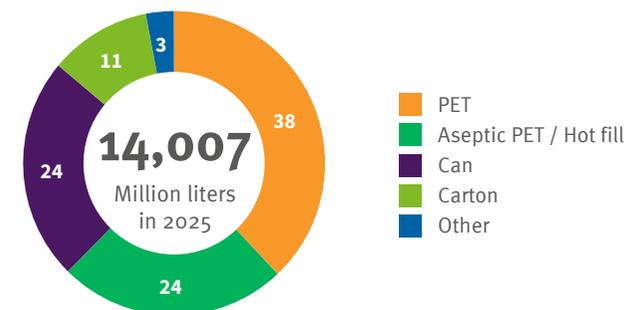
Full-year volume for 2025 was 14,007 million liters, compared to 13,830 million liters last year. The increase in volume is mainly attributable to higher volumes produced for Retailers, supported by acquired businesses.

Revenue was EUR 6,137 million for the full year, compared to EUR 5,992 million in 2024. The increase was mainly driven by acquired businesses and by pricing initiatives taken to offset higher input costs, including commodities and operating expenses.

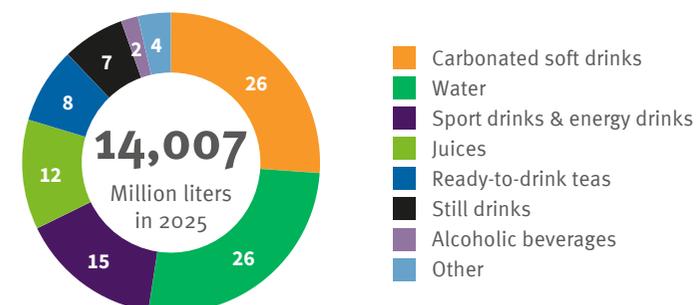
Gross profit

Gross profit is one of our key financial metrics. For full year 2025, gross profit increased to EUR 826 million, compared to EUR 720 million in 2024. This increase was driven by a combination of pricing initiatives to cover higher input and operating costs, operational efficiencies across our network, volume growth in select categories, and the contribution from acquired businesses.

Volume per packaging type (%)



Volume per product type (%)



Operating profit

Operating profit amounted to EUR 227 million, compared to an operating profit of EUR 173 million in 2024. This increase reflects the combined impact of pricing actions to offset higher input and operating costs, improved operational efficiencies, volume growth in select categories, and contributions from acquired businesses.

Adjusted EBITDA was EUR 832 million, compared to EUR 756 million in 2024. The increase was mainly driven by the improvement in gross profit, combined with reduced other operating expenses. The total one-off costs of EUR 45 million include M&A and integration activities, restructuring costs and consulting services.

Reconciliation of operating profit to adjusted EBITDA

(x 1 million euro)	2025	2024
Operating income (loss)	227	173
Depreciation, amortization and impairments	560	553
EBITDA	787	726
Exceptional cost / (benefit) adjustment	45	30
Adjusted EBITDA	832	756

Finance result

Reported net finance costs totaled EUR 225 million (2024: EUR 362 million). The decrease is due to EUR/USD translation impact on the syndicated term loan in USD and to repricing initiatives in October 2024 and September 2025, which reduced the interest rate margin on the syndicated loan facility.

Net loss

Net loss totaled EUR 25 million, compared to a net loss of EUR 204 million in 2024. Taking into account acquisitions and other one-off costs, impairments and tax effect, adjusted net profit was EUR 10 million (2024: adjusted net loss of EUR 174 million).

Capex and working capital

We continued to invest in our production technology and warehouse capabilities both in our newly acquired businesses and elsewhere in our network.

Capital expenditures accounted for EUR 244 million (2024: EUR 252 million). Capex was invested in the installation of new production lines, and in the optimization of the existing manufacturing sites and warehousing facilities.

Working capital at the end of 2025 was EUR 397 million negative, compared to EUR 337 million negative at the end of 2024. The change in working capital is mainly the result of our factoring program and our continued focus on working capital management across the business.

Balance sheet

Total assets amounted to EUR 8,263 million as at December 31, 2025 (2024: EUR 8,860 million). Total non-current assets amounted to EUR 7,027 million compared to EUR 7,559 million in 2024. Preliminary goodwill arising on acquisitions totaled EUR 3,673 million (2024: EUR 3,825 million). Total intangible fixed assets amounted to EUR 4,713 million (2024: EUR 5,017 million).

Cash and cash equivalents at the end of 2025 were EUR 175 million compared to EUR 167 million at year-end 2024.

Net debt at the end of the year amounted to EUR 3,686 million (2024: EUR 3,990 million) consisting of EUR 3,426 million loans and borrowings, EUR 435 million of IFRS 16 leases net of EUR 175 million of cash and cash equivalents. The Revolving Credit Facility (RCF) of EUR 625 million was undrawn as of December 31, 2025.

Credit ratings as of December 31, 2025

Moody's	Long term rating	Outlook
Pegasus Midco B.V.	B1	Stable
S&P	Long term rating	Outlook
Pegasus Bidco B.V.	B+	Stable

Distribution of result

The Executive Board's proposal is that the Annual Meeting of Shareholders deducts the net loss from retained earnings. The balance sheet presented in this report for the period ended December 31, 2025, is before appropriation of the result for the financial year 2025.

Looking ahead

We continue to execute our Growth strategy in 2026, with a strategic focus on Operational Excellence and People. Amid a dynamic macro environment, we will continue to invest in our manufacturing capabilities and leverage our existing operational footprint, with capital expenditures expected to be at the lower end of our typical range.

As we advance our strategy, our average number of employees is expected to increase to support business needs. At the same time, we will maintain a strong focus on cost discipline and footprint optimization to ensure we remain agile and well-positioned to serve our customers.

Governance

Refresco has a strong executive team with broad experience in the industry and a proven track record. This is supported throughout the organization by the entrepreneurial mindset of the employees and the focus on operational excellence and generating profitable growth.

Steve Presley is an accomplished senior executive with over 30 years of experience in the food and beverage industry. Prior to joining Refresco, he held multiple leadership roles at Nestlé, including Executive Vice President and CEO of Zone Americas, overseeing operations across North and Latin America.

His background spans corporate strategy, finance, manufacturing and operations, with a proven track record of driving growth and transformation. Steve holds a Bachelor of Accounting from the University of South Florida and is a Certified Public Accountant. He joined the Executive Committee in 2025.

Coert Michielsens has been with Refresco since 2008, previously serving as Chief Procurement Officer. His earlier roles include procurement leadership at DSM Food Specialities, General Nutrition Companies and Nutreco.

Coert holds a degree from Tilburg University and brings deep expertise in global supply chain strategy and procurement. He joined the Executive Committee in 2008.

Martha Zandbergen joined Refresco in 2015 to establish the Legal department. Over time, her remit expanded, and her responsibilities were broadened to include the role of Chief People Officer. She has held various legal roles at Shell and a General Counsel position at Exact and began her career in private practice.

Martha holds a law degree from Utrecht University. She joined the Executive Committee in 2022.

Brad Goist joined Refresco through the acquisition of Cott's bottling business, where he served as President. He previously held executive roles at Kellogg and Coca-Cola, with a strong background in commercial strategy and operations.

Brad holds an MBA from Ohio State University and a BA from the University of Michigan. He joined the Executive Committee in 2018.

Bill McFarland joined Refresco through the acquisition of Cott's bottling activities and was appointed CFO in July 2022. Bill brings extensive financial leadership experience from Molson Coors and Deloitte. He has served as CFO for Molson Coors International and held senior roles in audit and tax across for Deloitte in the U.S. and Australia.

He is a Certified Public Accountant and holds a master's degree in tax and a bachelor's degree in accounting from the University of Tulsa. He joined the Executive Committee in 2022.

Dieter Schulz is a seasoned FMCG executive with international leadership experience at Mars, Mondelez, Danone and ICL. He has led business units across Europe, the Middle East, the Americas and Asia, bringing deep expertise in consumer goods and operational excellence.

Dieter holds a degree from Webster Vienna University and an MBA from RSM Erasmus University, the Netherlands. He joined Refresco and the Executive Committee in 2020.

Vincent Delozière joined Refresco in 2002 through the acquisition of DéliFruits and has held various senior roles, including Group Managing Director. He holds a Master's degree in Engineering from the Institut Supérieur d'Agriculture, Lille and an MBA from EMLYON Business School.

Vincent plays a key role in strategic initiatives and integration projects across the Group. He joined the Executive Committee in 2017.



Steve Presley
CEO

Coert Michielsens
Chief Supply Chain
Officer

Martha Zandbergen
Chief People and Legal
Officer

Brad Goist
COO North America

Bill McFarland
CFO

Dieter Schulz
COO Europe

Vincent Delozière
Executive Director
Strategic Projects

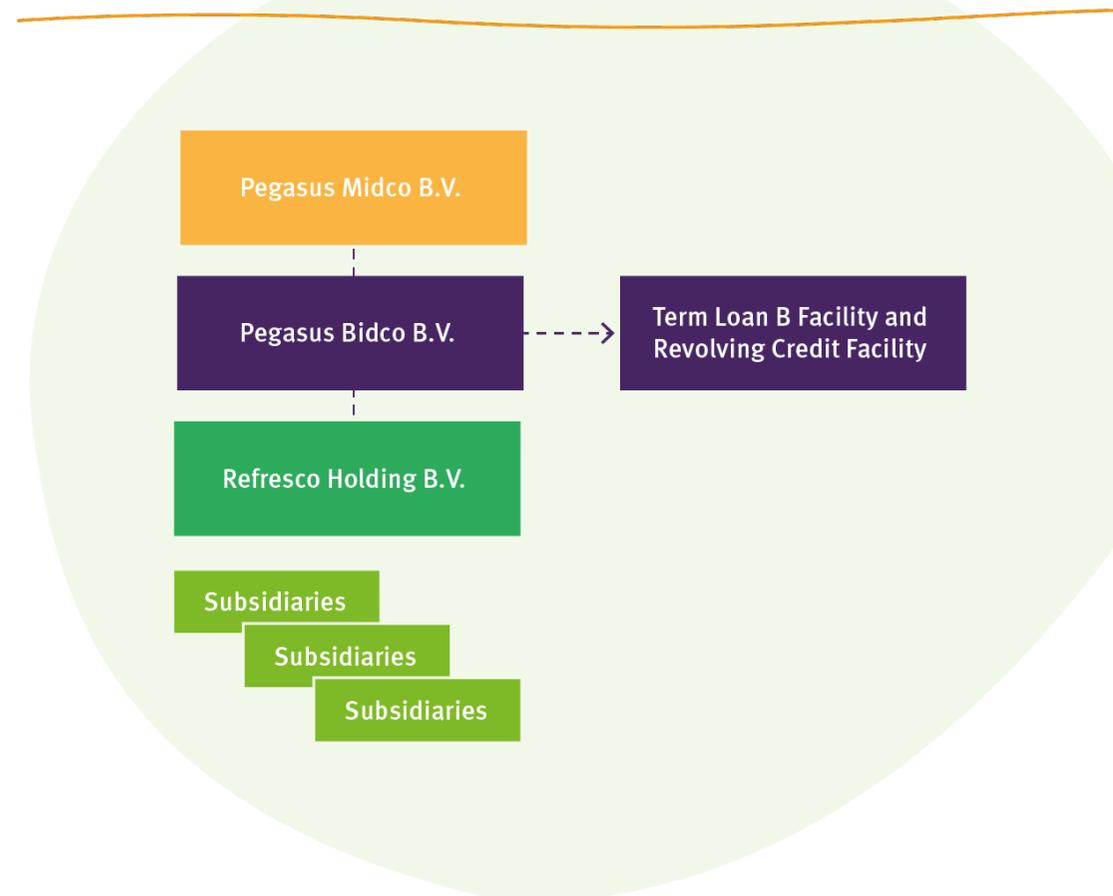
Organizational structure

Pegasus Midco B.V. is the parent company of the Refresco Group. An overview of all the subsidiaries owned, directly or indirectly, by Pegasus Midco B.V. can be found on page 81 in this report.

The Executive Board comprising the CEO and the CFO, together with five directors, acts as the Executive Committee of the Refresco Group. The Executive Committee is responsible for the overall performance of Refresco Group and the implementation of its strategy. The Executive Board is supervised by the Supervisory Board.

At an operational level, we report our performance in two segments: Europe, including the United Kingdom, and North America, including Australia. Both Europe and North America are headed by an Operating Board, comprising the COO for the respective region and regional Directors representing Finance, HR, Operations, Purchasing, and Sales. The Operating Boards report to and advise the Executive Committee on operational and commercial matters in relation to Europe and North America, respectively.

Group structure (simplified)



Executive Board and Executive Committee

The Refresco Group is managed on a day-to-day basis by the Executive Committee, consisting of the Executive Board members, which include the CEO and the CFO, plus the COO Europe, the COO North America, the Chief People and Legal Officer, the Chief Supply Chain Officer and an Executive Director Strategic Projects. The composition of the Executive Committee and its members' key employment history are presented on page [17](#).

Supervisory Board

The Supervisory Board supervises the Executive Board, the policies carried out by the Executive Board, and the general affairs of the company and its affiliates. This includes, among other things, the effectiveness of the company's internal risk management and control systems, and the integrity and quality of the financial reporting. The Supervisory Board reviews the strategy and supervises the Executive Board in this regard.

The Supervisory Board is supported by:

- **Audit Committee:** this committee supervises the effectiveness of the company's internal risk management and control systems and the integrity and quality of the financial reporting by the company. It furthermore supervises the relations with internal and external auditors and compliance with the recommendations and following up of comments.
- **Remuneration and Nomination Committee:** this committee is responsible for advising the Supervisory Board on the remuneration of the Executive Board, reviewing the Executive Board's proposals concerning remuneration policies for higher management within the Refresco Group, and advising on appointment procedures for and assessment of the functioning of Executive Board members and the regional management teams.
- **M&A Committee:** this committee supervises the company's M&A strategy. It supports the Supervisory Board in reviewing and approving any proposed acquisitions requiring the Supervisory Board's approval. It furthermore supervises the integration of acquisitions into the company.

- **ESG Committee:** this committee supervises the company's ESG strategy and its policies. It furthermore supervises and provides input on proposed priorities and targets relating to the company's ESG strategy.

Where relevant, time is allocated during Supervisory Board meetings for the committee chairmen to report on the work done by their respective committees.

Diversity

The company strives for the right composition of its corporate bodies. Having the right experience and knowledge of the industry are the key appointment criteria for the Executive Board. The members of the Executive Board have been with the Company for a long time. The key selection criterion for the Supervisory Board is relevant industry knowledge. In case of new vacancies to be filled within either the Executive Board or the Supervisory Board, we strive for 20% of the seats to be allocated to any gender. However, the best candidate for the role concerned will be appointed.

Tax policy

Our business strategy is to grow alongside our customers in the markets where we currently operate, to enter new products and packaging categories in selected markets and to expand geographically. We consider the management of taxes as an integral part of this strategy. We understand that collecting and paying tax is an important contribution to the economies and societies in which our businesses operate. Our tax strategy is approved by the Executive Board and ensures that taxes and related risks are managed to provide sustainable outcomes within the parameters of our strategic and commercial objectives, and that all tax obligations are complied with in all countries where we operate.

We have established a tax risk management framework. This framework sets out the process for defining tax risk appetite, and for the monitoring, reporting and escalation of tax risks. Our approach to taxes is, on one hand, supportable to the business needs and the company's strategy and, on the other hand, compliant with all relevant (case) laws, regulations and international standards. The group's commercial needs are paramount and thus 'tax follows the business.' Where tax laws

do not give clear guidance, prudence and transparency shall be the guiding principles. We will act in line with the spirit of the tax law and will not operate on the edge of it. We do not use artificial structures, instruments or tax havens solely for tax avoidance.

Whilst applying the OECD guidelines on transfer pricing we report income in the countries where the value is created, applying the arm's length principle. In the Netherlands, we are in the process of entering into a renewed Horizontal Monitoring relationship with the Dutch Tax Authorities, which is based upon proactively disclosing uncertain tax positions, tax risks and transparency to obtain as much upfront certainty of our Dutch tax position as possible. This sets the example for how we want to work with tax authorities around the globe: we will act transparently by disclosing all relevant facts and circumstances and we aim to enhance clarity and upfront certainty of tax consequences.

We support the OECD's global initiative to promote tax transparency and responsible tax management. We comply with disclosure requirements to the tax authorities and are transparent in reporting our tax position and approach to tax towards other stakeholders as well. See note 2.6 of this report for the tax policy.

Risks and risk management

Refresco's risk appetite

As a basic principle, we believe that doing business comes with taking risks. We expect our employees to be entrepreneurial, but also to act responsibly. This means that our employees should be able to make their decisions by carefully considering both the risks and the opportunities while taking into account the interests of all stakeholders. Having a culture of openness, transparency and integrity supports our employees in addressing any potential risks they see.

To frame our approach towards the various risks our company is facing, we categorize risks in four types. Each category comes with its own risk appetite:

Strategic risks

Entrepreneurship is one of Refresco's values. We see a certain level of risk-taking as part of our nature and we are willing to take a carefully weighted risk/return approach when doing business.

Operational risks

Refresco has a prudent approach to operational risk management. Ensuring the safety of our employees, high quality standards of our products, customer service and continuity of our production have the highest priority.

Financial risks

Refresco seeks to identify, assess and, if necessary, mitigate financial risks, which include currency and interest rate risks, in order to minimize potential adverse effects on our financial performance.

Legal and regulatory risks

Refresco believes that compliance with laws is essential for doing business and for that reason, we strive for full compliance with applicable laws.



Monorail for pallet transport at our Calvörde high-bay warehouse

Key risks

Strategic risks

	Risk	Mitigation	Risk rating*
Significant changes in customer and consumer preferences	Refresco produces products for its customers who in turn sell these products to consumers. Should there be a reduction in consumer demand or customer requirements change in such a way that we are not able to meet the new requirements, this may have an adverse effect on our business, financial condition and results of operations.	We aim for diversification in terms of product, packaging, customers and geography. This helps us to better anticipate changes in consumer demand or customer requirements in a timely manner. Our flexible manufacturing processes also enable us to quickly adapt to changing customer requirements.	Low
M&A risk	M&A is a key growth lever for the business. Acquisitions may turn out to be less successful than anticipated. Unsuccessful acquisitions may lead to higher costs for the company.	The Executive Board is directly responsible for the execution of the acquisition strategy. We are continuously looking for companies with the potential to fulfill our growth strategy. Every acquisition process is supported by a team of dedicated and experienced in-house professionals and external consultants who perform due diligence to capture a proper assessment of the risks. Any acquired business is integrated into the relevant jurisdiction as quickly as possible because we believe that local integration is the best way to facilitate a cultural fit into our organization. Integration of larger acquisitions into the Refresco organization is being overseen by the members of the Executive Board. We establish an Integration Monitoring Team to track progress and ensure a smooth transition. The leader of this team reports directly into the Executive Board.	Low to medium
Sustainability	The media and government entities continue to pay attention to the health and environmental concerns of consumers. In addition, consumers as well as governmental and non-governmental bodies may raise their expectations of the industry in relation to mitigating health issues (such as obesity) and environmental issues (such as water consumption and plastic use). This could lead inter alia to regulatory changes impacting the product portfolio that we produce for our customers and our manufacturing processes. Specifically for plastics, growing stakeholder concerns and changes in laws and regulations relating to plastic packaging and waste may have adverse effects on our business. Failing to reduce our plastic use and increase recycled content in plastic packaging in line with customer demand and our own ambitions, could reduce the demand for some of the products we manufacture for our customers and have an adverse effect on our business. Furthermore, environmental and water-related risks, as well as our ability to meet applicable standards and expectations with respect to these issues across our products and operations, could have an adverse effect on our business.	<p>We take various actions to address societal concerns related to the environment and public health. We will support our customers should they seek innovative solutions to address these concerns. Additionally, we believe that addressing these concerns requires an industry-wide approach. We are a member of several industry bodies that are addressing these concerns. Specifically for plastics, we integrate sustainable packaging into customer and supplier strategies with the aim of reducing the amount of plastic in beverage containers and secondary packaging that we produce for our customers. We do this by designing packaging to be fully recyclable, increasing the amount of recycled plastic in beverage containers and secondary packaging, and working together with partners to increase collection and recycling rates.</p> <p>As water is a key ingredient for many of the products we manufacture for our customers, we focus on protecting the water wells across our network. In addition, we closely monitor the water/product ratio in our manufacturing processes with the aim of reducing overall water consumption.</p>	Low to medium
Competition	The competitive landscape continues to evolve rapidly, with shifting customer strategies and emerging market dynamics. This presents a risk to maintaining or growing market share across key categories.	Refresco works closely with customers to identify opportunities for greater efficiency and mutual value creation. Strategic efforts focus on remaining responsive to market developments and support long-term growth.	Medium

*Risk ratings combine an assessment of likelihood and impact to provide a single overall indication of risk exposure

Operational risks¹

	Risk	Mitigation	Risk rating
Health & safety issues	<p>The risk that Refresco is faced with health or safety issues of our employees or of external employees. This could affect our ability to continue our operations as planned, which may have an adverse effect on our business, financial condition and results of operations.</p>	<p>Processes are in place throughout the organization which are focused on keeping our employees safe and healthy at work, and to ensure production can continue uninterrupted. We comply with all regulations and guidelines as defined by the relevant authorities. We track safety performance through KPIs, including LTIR, used in part for incentive compensation, and Internal Audit performs procedures at plants to assess compliance with safety policies.</p>	Low to medium
Commodity risk	<p>The prices of raw and packaging materials fluctuate due to factors beyond the Group's control.</p> <p>Commodity risk continues to be driven by global market volatility, geopolitical developments, and inflationary pressures.</p> <p>While the company aims to purchase sufficient raw and packaging materials to meet our estimated sales volumes, these estimates may prove inaccurate. If the raw and packaging materials costs increase, it may not be possible to pass the increase on to customers through price adjustments or in a timely manner. This could have a material adverse effect on the business, financial condition and results of operations.</p>	<p>Our exposure to price fluctuations mostly impacts our retailer brands business. With GNE brands, we more often operate on the basis of a tolling fee so the commodity risk is typically carried by the customer.</p> <p>The Group has a centralized procurement department that closely monitors price developments of raw and packaging materials. Wherever possible, we have a policy to purchase forward contracts that match sales in volume as well as in time. The Group's exposure is therefore limited to under- or over-coverage by corresponding forward purchase contracts.</p> <p>A small percentage of input material cost fluctuations can sometimes incur a delay in being passed on to customers, resulting in a small increase or decrease in gross profit per liter over time. We pursue a dynamic pricing strategy to manage this and remain agile in navigating short-term price fluctuations.</p> <p>Refresco is aware of the ongoing geopolitical landscape surrounding the potential levying of tariffs on various products around the world. Refresco will continue to monitor the topic closely to determine the impacts on the Group.</p>	Medium
Dependency on vendors	<p>Our manufacture of products is highly dependent on an adequate supply of certain raw materials including orange juice, apple juice and sugar, as well as certain packaging materials including liquid paperboard, aluminum cans and PET, most of which are only available from a limited number of suppliers. The loss of or delay in delivery by any one of these suppliers could lead to a disruption in our supply chain, which could reduce the utilization rate of manufacturing sites and deliveries to customers, and in turn have a material adverse effect on the business, financial condition and results of operations.</p>	<p>This risk mainly applies for retailer brands, as these products are more dependent on the Group's own sourcing than GNE brands, where the customer often sources the raw materials.</p> <p>We attempt to ensure that we always have sufficient raw and packaging materials in stock. To ensure we can cover sales positions with the Group's customers, we have adopted a policy to enter into forward purchase contracts – up to 12 months in advance – for most raw and packaging materials. If there are not sufficient raw materials or packaging, we discuss with our customers how to mitigate the impact.</p> <p>Additionally, to ensure we have alternatives when needed, the Group is continuously looking to broaden its supplier base for the most important raw and packaging materials.</p>	Low
Food safety issues	<p>Our reputation could be jeopardized by a failure to maintain high quality standards for our products.</p> <p>If we fail to meet applicable standards or expectations with respect to these issues across our products and operations, our reputation could be damaged, and our business, financial condition, results of operations and/or prospects could be adversely impacted.</p>	<p>To mitigate against the risks of quality and safety, every manufacturing site drives a management system tailored to food safety and quality control measures applicable to its processes.</p> <p>Our sites, across all our geographies, are audited by independent certifying bodies, our retail customers, and Global, National, and Emerging brands owners. These audits cover Food Safety certification schemes (including but not limited to GFSI-recognized) and other Quality extended schemes when applicable, such as organic, non-GMO, kosher, halal, and gluten-free.</p> <p>We provide resources to maintain an effective Quality and Food Safety system and promote food safety and quality culture throughout the organization. Where relevant, we have taken out insurance for customary risks to cover any negative financial consequences of the events insured to an appropriate level.</p>	Medium

¹Risk ratings combine an assessment of likelihood and impact to provide a single overall indication of risk exposure

Operational risks¹

	Risk	Mitigation	Risk rating
Production contingency	Operations at our sites could be adversely affected by extraordinary events which could materially reduce our production and have a material adverse effect on our business, financial condition and results of operations.	<p>We continue to invest significantly in our manufacturing sites and to strive for improvement of our health, safety and environmental practice. Together with our insurance broker, we have a program to regularly review our housekeeping, fire protection and environmental management to mitigate business interruption.</p> <p>We have contingency plans in place pursuant to which we can move production to other locations in case of emergencies. Furthermore, we have a crisis management program for dealing with crises and certain identified staff have been trained in crisis management.</p>	Low to medium
Dependency on a relatively small number of customers	A significant portion of our revenue is concentrated with a relatively small number of customers; although we have multiple contracts with each of our customers. The loss of any of our Top-10 customers could have a material adverse effect on our operating result and cash flow.	We have long-term relationships with the majority of our customers and a high level of customer integration on supply chain, new product development and customer service. We believe this mitigates the Group sufficiently against this risk.	Low to medium
Recruitment and retention risk	Human capital is one of our key assets. The performance of senior management, other key employees, and manufacturing employees is critical to our success. There can be no assurance that Refresco will be successful in attracting or retaining highly qualified senior management, other key employees, and manufacturing employees needed in the future, which could have an adverse effect on the business.	<p>We continue to invest time and resources in hiring, developing and training our senior management, key employees and manufacturing employees. Furthermore, we continue to invest in our Leadership Acceleration Program (LEAP) because we believe that developing talent internally is preferable to attracting people externally. As a retention, development and succession tool, we encourage international mobility and, where appropriate, give our employees the opportunity to work in another business unit.</p> <p>We regularly perform employee surveys. The findings help us to understand what our employees, including those in our manufacturing facilities, think about our leadership style, organizational culture, working environment and the way we manage, develop and recognize the contribution of our people.</p>	Medium
Digitalization risk	The risk that Refresco does not progress its digital evolution at the pace needed to fully capture efficiency opportunities and support future growth. Advancing from manual processes to more digital and automated ways of working will help us stay aligned with industry developments and meet the increasing expectations of customers and partners.	We continue to invest in improving our digital capabilities, focusing on reducing manual work, upgrading systems and expanding automation where it delivers the greatest operational benefit. Several initiatives are underway across our operations and resources have been allocated to support further digital advancements.	Low to medium
Cybersecurity risk	<p>The Group's operating results may be adversely affected by a cybersecurity incident leading to disruption of operations and/or loss of information confidentiality or integrity. The Group depends on key information systems to conduct its business, to provide information to management and to prepare financial reports.</p> <p>We rely on reputable third-party providers for the majority of our key information systems and business processing services supporting our operations in several different countries. Cybersecurity incidents and their impact on information systems could therefore have serious consequences for the Group's entire business. The number of cyber threat actors and the size of our digital footprint means that we cannot rule out cyber incidents. Therefore, we focus on limiting the likelihood and impact of incidents.</p>	<p>The Group continuously improves the risk-based cybersecurity program to ensure adequate cybersecurity controls across identification protection, detection, and response domains. We continue to conduct internal and external reviews of our cybersecurity exposure on a regular basis to continuously improve our protection while incorporating regulatory requirements. These mitigation measures will further reduce the probability as well as the level of impact of cybersecurity incidents.</p> <p>We continue to deploy advanced tools on the infrastructure side to mitigate network, email, and endpoint risks. These tools cover our entire OT (operational technology) environment, including manufacturing. We continue to address the behavioral aspect of cybersecurity by conducting monthly cybersecurity awareness activities, and we define and manage processes as part of our Information Security Management System. In addition, we provide regular cybersecurity training to all employees to help further protect the Company from invasive actions. We also continue to engage external partners to provide expert knowledge and insight into best practices and supplement our capabilities in specific areas like monitoring and incident response.</p>	Medium to high

¹Risk ratings combine an assessment of likelihood and impact to provide a single overall indication of risk exposure

Financial risks

	Risk	Mitigation	Risk rating*
Currency risk	The Group is exposed to transactional currency risk mainly on purchases denominated in USD. With expanding our operations in the United States and with our presence in the United Kingdom, the exposure to USD, GBP and CAD risks has become a higher priority.	<p>At any point in time, the Group hedges 80 to 100% of its foreign currency exposure on contracted forecasted purchases. The Group uses forward contracts to hedge its transactional currency risks, most of which have a maturity date of less than one year from the reporting date. When necessary, foreign currency contracts are rolled over on maturity.</p> <p>In respect of other monetary assets and liabilities denominated in foreign currencies, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates, as necessary, to address short-term imbalances. To hedge translational currency risks, part of the Company debt is denoted in USD. See note 3.1.3 to the financial statements for more detail.</p>	Low to medium

Other financial risks

Note 3 to the financial statements, starting on page 44, gives more detail regarding the company's approach towards financial risk management and addresses certain identified risks.

Legal and regulatory risk

	Risk	Mitigation	Risk rating
Non-compliance with laws or regulations	<p>The Group may fail to comply with any laws and regulations that are applicable to its business and production facilities and/or supply chains. This may lead to fines, interruptions in operations and increased costs.</p> <p>Additionally, the Group may have to recall products manufactured for third parties which may lead to significant harm to the Group's reputation.</p>	<p>Refresco operates under a Code of Conduct. Our customers perform audits in which compliance with food and safety legislations are also addressed. Where relevant, we monitor legislation to ensure compliance. Finally, we have whistleblowing processes in place pursuant to which employees can address non-compliant situations.</p> <p>We give clear guidance in Refresco's Supplier Code of Conduct about how we expect our suppliers to act in the areas of compliance with laws and regulations, integrity, gifts, hospitality & bribes, environment, product safety and quality, health and safety, labor conditions & human rights, confidentiality, privacy and intellectual property.</p>	Medium

The above table gives an overview of the risks that we believe may have an adverse impact on the Group. Additional risks and uncertainties of which we are not aware or that we currently believe are less material, may also adversely affect our business, financial condition, and results of operations.

*Risk ratings combine an assessment of likelihood and impact to provide a single overall indication of risk exposure



Risk management

We believe that risk management starts with the creation of an open culture in which employees are empowered to optimize the balance between maximization of business opportunities and managing the risks involved. Refresco's Code of Conduct informs employees throughout the organization what we expect from them in terms of ethical behavior. Our Speak Up policy details the exact process to be followed if an irregularity is identified and outlines the roles and responsibilities of the different parties involved. Both the Code of Conduct and the Speak Up policy are available on the company website.

In addition to creating the right culture, we have a program of internal control and reporting procedures. Internal audit procedures play a key role in providing the Operational Boards and the Executive Board an objective view on, and ongoing assurance as to, the effectiveness of risk management and related control systems throughout the Group. By drawing up an annual Internal Audit Plan, the systematic assessment of the design and effectiveness of internal risk management and control systems is ensured.

The process around letters of representation for the external auditor also helps to increase awareness around risks and risk management. To ensure that newly acquired businesses are integrated into these internal control and reporting procedures, we bring them into the Group's governance structure as soon as is practically possible. We typically aim for integration to be completed by the end of the first full year of operations within the Group.

The Executive Board is responsible for establishing and monitoring the Group's internal risk management and control systems. It is also responsible for identifying risks and implementing its risk management policies, internal controls and reporting procedures. The Executive Board reports regularly to the Supervisory Board and the Audit Committee on issues relating to risk management and internal control and on the effectiveness of these programs.

Financial statements 2025

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Consolidated income statement

For the year ended December 31

(x 1 million euro)	Note	2025	2024
Revenue	4.1	6,137	5,992
Cost of Goods Sold	4.2/4.3	(5,311)	(5,272)
Gross Profit		826	720
Selling & Distribution expenses	4.2/4.3	(182)	(176)
General & Administrative expenses	4.2/4.3	(420)	(376)
Selling, General & Administrative expenses		(602)	(552)
Other operating income / (expense)	4.4	3	5
Operating income (loss)		227	173
Finance income	4.5	69	3
Finance expense	4.5	(294)	(365)
Profit before tax		2	(189)
Income tax expenses	4.6	(27)	(14)
Net income (loss)		(25)	(204)
Net income (loss) attributable to:			
Equity holders of the Company		(41)	(221)
Non-controlling interests	5.9	16	17
Net income (loss)		(25)	(204)

The notes on page 32 to page 78 are an integral part of these consolidated financial statements. As of 1 January 2025, Refresco Group has changed the presentation of its consolidated income statement from a classification of expenses 'by nature' to a classification 'by function'. Therefore, prior year figures will not agree to the 2024 annual report. Refer to Note 2.19 for change in accounting policy disclosure.

Consolidated statement of other comprehensive income

For the year ended December 31

(x 1 million euro)	Note	2025	2024
Profit / (loss)		(25)	(204)
Items that will not be reclassified to profit or loss			
Remeasurements of post employment benefit obligations	5.9	2	(2)
Income tax (expenses) / benefits	5.9	(1)	1
Total		2	(1)
Items that may be subsequently reclassified to profit or loss			
Cash flow hedges	4.5/5.9	(22)	(19)
Foreign currency translation differences for foreign operations	4.5/5.9	(202)	108
Income tax (expenses) / benefits	4.5/5.9	7	4
Total		(217)	93
Other comprehensive income / (loss)		(215)	92
Total comprehensive income / (loss)		(240)	(112)
Attributable to:			
Owners of the Company		(254)	(130)
Non-controlling interest	5.9	14	19
Total comprehensive income / (loss)		(240)	(112)

The notes on page 32 to page 78 are an integral part of these consolidated financial statements.

Consolidated balance sheet

As at December 31

(x 1 million euro)	Note	December 31, 2025	December 31, 2024*
Assets			
Property, plant and equipment	5.1	1,880	2,071
Right-of-use assets	5.2	414	430
Goodwill	5.3	3,673	3,825
Brands and customer relationships	5.3	980	1,143
Other intangible assets	5.3	60	48
Non-current financial assets	5.4	17	19
Derivative financial instruments	3.1.3/3.3	-	17
Deferred income tax assets	5.5	3	5
Total non-current assets		7,027	7,559
Inventories	5.6	653	660
Derivative financial instruments	3.1.3/3.3	11	9
Current income tax receivable		6	6
Trade and other receivables	5.7	390	459
Cash and cash equivalents	5.8	175	167
Total current assets		1,235	1,301
Total assets		8,263	8,860

(x 1 million euro)	Note	December 31, 2025	December 31, 2024*
Equity			
Issued share capital	5.9	0	0
Share premium	5.9	3,484	3,484
Other reserves	5.9	(179)	31
Retained earnings		(789)	(748)
Equity attributable to equity holders of the Company		2,516	2,767
Non-controlling interests	5.9	10	12
Total equity		2,526	2,778
Liabilities			
Loans and borrowings	5.10	3,403	3,685
Lease liability	5.2	333	337
Derivative financial instruments	3.1.3/3.3	29	-
Other liabilities	5.11	112	37
Employee benefits provisions	5.12	31	36
Other provisions	5.13	20	126
Deferred income tax liabilities	5.5	227	261
Total non-current liabilities		4,154	4,482
Loans and borrowings	5.10	23	31
Lease liability	5.2	103	105
Derivative financial instruments	3.1.3/3.3	2	1
Other liabilities	5.11	36	8
Trade and other payables	5.14	1,372	1,389
Current income tax liabilities		25	18
Other provisions	5.13	22	47
Total current liabilities		1,582	1,599
Total liabilities		5,736	6,081
Total equity and liabilities		8,263	8,860

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

The notes on page 32 to page 78 are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity

For the year ended December 31

(x 1 million euro)	Note	Issued share capital	Share premium	Other reserves	Retained earnings	Total	Non-controlling interest	Total Equity
January 1, 2025		0	3,484	31	(748)	2,767	12	2,778
Other comprehensive income / (loss)	5.9	-	-	(213)	-	(213)	(2)	(215)
Profit / (loss)		-	-	-	(41)	(41)	16	(25)
Total comprehensive income / (loss)		-	-	(213)	(41)	(254)	14	(240)
Dividends paid / repayment of share premium	5.9	-	-	-	-	-	(15)	(15)
Share-based payment reserve	5.9	-	-	3	-	3	-	3
Total transactions with owners recognized directly in equity		-	-	3	-	3	(15)	(12)
December 31, 2025		0	3,484	(179)	(789)	2,516	10	2,526
January 1, 2024		0	3,484	(60)	(527)	2,896	10	2,906
Other comprehensive income / (loss)		-	-	90	-	90	1	92
Profit / (loss)		-	-	-	(221)	(221)	17	(204)
Total comprehensive income / (loss)		-	-	90	(221)	(130)	19	(112)
Dividends paid / repayment of share premium	5.9	-	-	-	-	-	(17)	(17)
Total transactions with owners recognized directly in equity		-	-	-	-	-	(17)	(17)
December 31, 2024		0	3,484	31	(748)	2,767	12	2,778

The notes on page 32 to page 78 are an integral part of these consolidated financial statements.

Consolidated statement of cash flows

For the year ended December 31

(x 1 million euro)	Note	2025	2024
Income (loss) after tax		(25)	(204)
Adjustments for:			
Depreciation, amortization and impairments	4.2	560	553
Net change in fair value derivative financial instruments	4.4	2	(3)
Other net finance costs	4.5/4.6	225	362
Income tax expense / (benefit)	4.6	27	14
Shared-based payment expense	5.15	3	-
Movement in employee benefit provisions and other provisions		(11)	(9)
Cash flow from operating activities before changes in working capital		781	714
Changes in:			
Inventories		(18)	(55)
Trade and other receivables		47	127
Trade and other payables		56	5
Movement in provisions in working capital		(21)	(26)
Total change in working capital		64	51
Prepayments received from customers		12	14
Interest received		5	3
Income taxes paid		(44)	(19)
Net cash generated from operating activities		817	763

(x 1 million euro)	Note	2025	2024
Cash flows from investing activities			
Purchase of property, plant and equipment		(223)	(239)
Proceeds from disposal of property, plant and equipment		1	1
Purchased and internally developed intangible assets		(16)	(9)
Purchase of other non-current financial assets		(2)	-
Proceeds non-current financial assets		1	-
Proceeds from disposals of assets held for sale		1	8
Acquisition of subsidiary, net cash acquired	6.1	(33)	(246)
Net cash used in investing activities		(270)	(485)
Cash flows from financing activities			
Dividend payment non-controlling interest		(15)	(17)
Proceeds from loans and borrowings	5.10	130	1,186
Financing costs		(5)	(9)
Interest paid		(252)	(268)
Repayment of loans and borrowings	5.10	(258)	(991)
Payments interest portion leases	5.2	(26)	(27)
Payments principal portion leases	5.2	(105)	(110)
Net cash used in financing activities		(532)	(236)
Net cash (used in)/generated from operating, investing and financing activities		14	42
Translation adjustment		(6)	4
Movement in cash and cash equivalents		8	46
Cash and cash equivalents as at January 1	5.8	167	122
Bank overdraft as at January 1	5.8	-	(1)
Cash and cash equivalents as at December 31	5.8	175	167
Cash movement		8	46

The cash flow statement is prepared according to the indirect method.

The notes on page 32 to page 78 are an integral part of these consolidated financial statements.

Notes to the consolidated financial statements

1 General information

The consolidated financial statements of Pegasus Midco B.V. and its group companies (collectively the “Group”, “Refresco Group” or the “Company”) concern the financial year 2025 as from January 1, 2025 until December 31, 2025. The consolidated financial statements were approved for issuance by the Supervisory Board, Executive Board and Executive Committee on March 11, 2026 and are subject to adoption by the General Meeting of Shareholders.

On July 12, 2022, a new entity was created by KKR and existing shareholders: Pegasus Bidco B.V. Through this entity, they acquired 100% of the shares in Sunshine Equity B.V. controlling party of Refresco Group B.V. (In 2023 the entities Sunshine Equity B.V. and Refresco Group B.V. were merged into Pegasus Bidco B.V.). Pegasus Midco B.V. was incorporated on February 18, 2022 and domiciled in the Netherlands, with its registered office at Fascinatio Boulevard 264, 3065 WB Rotterdam, trade register number 85543713. The shareholder of Pegasus Midco B.V. is Pegasus Holdco B.V. and the ultimate controlling party is KKR Pegasus Aggregator L.P.

The activities of the Group consist of the manufacturing of an extensive range of products and packaging combinations from juices to carbonated soft drinks and mineral waters in carton, PET, Aseptic PET, cans and glass for Retailer brands and Global, National and Emerging (“GNE”) brands. Sales and production are made both domestically and abroad, with Europe and North America being the most important markets.

2 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, and have been applied consistently by the Group.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS accounting standards”) as issued by the International Accounting Standards Board (“IASB”) and adopted by the European Union. IFRS accounting standards as adopted by the European Union (“EU”) differs in certain aspects from IFRS accounting standards as issued by IASB. The differences have no impact on the Group’s consolidated financial statements for the periods presented.

The consolidated financial statements have been prepared on a going concern basis under the historical cost convention except for derivative financial instruments which are measured at fair value. The consolidated financial statements are presented in euros and all values are rounded to the nearest million, unless stated otherwise. As a consequence, rounded amounts may not add up to the rounded total. Amounts rounded to nil are presented as ‘0’ and not applicable is presented as ‘-’.

The company only financial statements are part of the consolidated financial statements of Pegasus Midco B.V. The Company makes use of the option provided in section 2:402 of the Dutch Civil Code, under which the income statement in the company financial statements can be simplified.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group as at balance sheet date. The companies listed in note 3.1 of the company financial statements have all been included in the consolidated financial statements.

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests (“NCI”) in the acquiree. For each business combination, the Group elects whether to measure the NCI in the acquiree at fair value or at the proportionate share of the acquiree’s identifiable net assets. Subsequently profits are allocated to NCI based on their net effective interest in the subsidiary. Changes in the Group’s interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Acquisition-related costs are expensed as incurred and included in general and administrative expense. When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in the income statement.

2.3 Foreign currency

Functional and presentation currency

The Group's consolidated financial statements are presented in euros, which is also Pegasus Midco B.V.'s functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency, which is the Euro, except for UK (GBP), US (USD), Canada (CAD), Poland (PLN), Mexico (MXN), Australia (AUD), and Norway (NOK).

Transactions and balances in foreign currency

Transactions in foreign currencies are translated into the respective functional currencies of Group entities at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of foreign currency differences arising from the translation of financial liabilities designated as a hedge of the net investment in a foreign operation. These foreign currency differences are recognized in OCI, to the extent that the hedge is effective.

Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item i.e. translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into Euros at the exchange rate at the reporting date. The income and expenses of foreign operations are translated into euros at the exchange rates at the dates of the transactions (or at an average rate if this is not an unreasonable approximation).

Foreign currency differences arising thereon are recognized, in OCI, in the foreign currency translation reserve. When a foreign operation is disposed of in its entirety or partially such that control is lost, the cumulative amount in the foreign currency translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-attributed to NCI.

Foreign exchange gains and losses arising on a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of the net investment in the foreign operation and are recognized in OCI in the foreign currency translation reserve.

2.4 Revenue

Revenue from the sale of products is recognized at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring goods to customers, net of trade discounts and volume rebates. The five-step model of IFRS 15 is applied for revenue arising from contracts with customers. Revenue is recognized when both parties have approved the contract, the Group can identify each party's rights regarding the goods or services to be transferred, the Group can identify the payment terms for the goods or services to be transferred, the contract has commercial substance and it is probable that the Group will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

The Group has two main revenue streams: (1) sales, manufacturing and distribution of goods for retailer brands ("retailer brands contracts") and (2) sales, manufacturing and distribution for GNE brands ("GNE brands contracts"). The Group recognizes revenue when performance obligations under the terms of a contract with the customer are satisfied and are recognized at a point in time, which generally occurs either on shipment or on delivery based on contractual terms, which is also when control is transferred. Control of an asset is defined as the ability to direct the use of and obtain substantially all of the remaining benefits from the asset. This includes the ability to prevent others from directing the use of and obtaining the benefits from the asset.

The primary performance obligation is the sales, manufacturing and distribution of its products to its customers. This performance obligation applies to both revenue streams (1) Retailer brands contracts and (2) GNE brands contracts.

For retailer brands, revenue is recognized when control is transferred. Control is transferred when the product is delivered at the specified location. The performance obligation is satisfied at the point in time in which the customer has (i) legal title to the asset; (ii) physical possession of the asset; (iii) significant risk and rewards of ownership of the asset; (iv) accepted the asset; and (v) a current obligation to pay for the asset. The Group serves as a principal and revenue is recognized in the gross amount of consideration for the products sold.

Manufacturing for GNE brands consists of the provision of manufacturing services and sale of the resultant product. The nature and the risk profile of the contract with the customer are key in determining whether the Group is providing a manufacturing service or is selling a product. The revenue is recognized solely for the activities, ingredients and materials for which the Group is the principal and has control. For most GNE brands contracts, the revenue is recognized similar to retailer brands contracts. For some GNE brands, our customers provide the main ingredients and packaging for the beverages to be manufactured and have control over the production planning. The Group is responsible for the filling process, which is the identified performance obligation. This obligation is generally met when the production has been completed and control is

transferred to the customer. Despite the lack of physical possession of the asset, the customer has (i) legal title to the asset; (ii) significant risks and rewards of ownership of the asset; and (iii) a current obligation to pay for the asset. As such, the performance obligation is satisfied at this point in time once production has been completed, and this is the moment that revenue is recognized. GNE brands contracts can also contain take-or-pay clauses related to unsatisfied minimum volume commitments and reserved filling capacities. These penalties are recognized as revenue in accordance with the underlying performance obligations.

For some GNE brands, an additional warehousing contract has been agreed. Revenue for warehousing is recognized over time. For some GNE brands, the Group receives equipment or contributions to purchase equipment, from customers required to manufacture products. The value of the equipment, which is considered non-cash consideration, and the contributions received are recorded as a contract liability and recognized as revenue during the contract with the customer based on the forecasted volumes.

The forecasted volumes determine how the contract liability is released over the contractual term of the agreement with our customers. These forecasted volumes are generally based on volumes disclosed in our contractual agreements with these customers. A contract liability is also recognized for other considerations received from customers before the Group transfers the related goods or services. Contract liabilities are recognized as revenue when the related performance obligation is satisfied. The contract liability is disclosed in note 5.11 of our financial statements.

Contracts with customers can include some form of variable consideration. The most common forms of variable consideration are trade promotions, rebates and discounts. Variable consideration is treated as a reduction of revenue at the time product revenue is recognized. Depending on the nature of the variable consideration, we use either the “expected value” or the “most likely amount” method to determine variable consideration.

Contracts with customers can include excise duties and consumption tax, which is paid to the tax authorities by the Group and is recharged to the customers. When the Group serves as the principal, revenue from the contracts with customers is recognized in the gross amount of consideration for the products sold including excise duties and consumption tax. When the Group serves as agent and does not bear risk toward the tax authorities, revenue from contracts with customers is recognized on a net basis, excise duties and consumption tax is recognized as a deduction from sales.

Uncertainties related to the estimates of variable consideration are resolved in a short time frame and do not require any additional constraint on variable consideration. Our products are sold with no right of return, except in the case of goods which do not meet product specifications or are damaged. No services beyond this assurance-type warranty are provided to customers. Customer remedies include either a cash refund or an exchange of the product. As a result, the right of return and related refund liability is estimated and recorded as a reduction of revenue based on historical sales return experience.

We expect to receive payment on all of our customer account receivables generally within 15 days, and therefore, we classify all such receivables as current assets. Accounts receivable are net of an allowance for lifetime expected credit losses. Recoveries of receivables previously written down are recorded when received. Historically, the Group has experienced an immaterial amount of actual losses due to uncollectible items.

2.5 Government grants

Government grants are recognized at their fair value when it is reasonably assured that the Group will comply with the conditions attached to them and that the grants will be received. Government grants relating to property, plant and equipment are deducted from the carrying amount of the asset. Grants that compensate the Group for expenses incurred are recognized in profit or loss on a systematic basis in the periods in which the expenses are recognized.

2.6 Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to business combinations or items recognized in equity or OCI in which case the income tax is recognized in equity or OCI.

Uncertain tax treatments are accounted for in accordance with IFRIC 23. Where it is probable that the tax authorities will accept the treatment in the tax return, current and deferred taxes are recognized in the financial statements consistently with the return. Conversely, if it is not probable that the tax authority will accept the tax treatment, then the uncertainty is reflected in the current and deferred taxes.

Current tax is the income tax expected to be payable on the taxable profit for the year, using tax rates enacted or substantively enacted at the reporting date, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following:

- taxable temporary differences on the initial recognition of goodwill;
- temporary differences on initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that

the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences in the reporting period they reverse, based on the laws that have been enacted or substantively enacted by the reporting date, and reflects uncertainty related to income taxes, if any.

Current tax assets and current tax liabilities are offset only if:

- there is a legally enforceable right to set off current tax assets against current tax liabilities and the Group intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset if:

- there is a legally enforceable right to offset current tax liabilities and assets; and
- they relate to income taxes levied by the same tax authority on the same taxable entity or on different taxable entities, which intend to settle current tax liabilities and assets on a net basis or the tax assets and liabilities of which will be realized simultaneously.

2.7 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15. Refer to the accounting policies in section 2.4 Revenue.

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through OCI, and fair value through profit or loss.

This classification depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

For purposes of subsequent measurement, financial assets are classified in four categories:

1. Financial assets at amortized cost;
2. Debt instruments at fair value through OCI with recycling of cumulative gains and losses;
3. Equity instruments designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition;
4. Financial assets at fair value through profit or loss.

Category 2 and 3 are not applicable, and therefore, not further disclosed.

Financial assets at amortized cost

The Group's financial assets at amortized cost includes non-current financial assets, trade and other receivables, cash and cash equivalents. Cash and cash equivalents in the balance sheet include bank balance and bank deposit.

The Group measures financial assets at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows;
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. The amortized cost is reduced by impairment losses. Interest income is recognized within finance income using the effective interest rate method.

Gains and losses are recognized in profit or loss when the asset is derecognized, modified, or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets mandatorily required to be measured at fair value: unhedged commodity contracts, unhedged foreign currency contracts, and unhedged interest rate swap in current assets. These financial assets are carried in the balance sheet at fair value with net changes in fair value recognized in the income statement. Net gains or losses, including any interest or dividend income, are recognized in profit or loss.

Derecognition

A financial asset is primarily derecognized when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Group recognizes an allowance for expected credit losses (ECLs) for all financial assets (excluding equity instruments) not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, lease receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of financial liabilities at amortized cost, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, financial liabilities at amortized cost or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

The measurement of financial liabilities depends on their classification, as described below.

Financial liabilities at amortized cost

This is the category most relevant to the Group and applies to interest-bearing loans and borrowings. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Interest expense is recognized in profit or loss. Gains and losses are recognized in profit or loss when the liabilities are derecognized.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest method ('EIR'). The EIR amortization is included as interest expense part of finance expenses in profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss concerns unhedged foreign currency contracts in current liabilities and unhedged cross currency interest rate swaps.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or canceled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability at fair value. On derecognition of a financial liability, the

difference between the carrying amount extinguished and the consideration paid (including the fair value of new liabilities assumed) is recognized in profit or loss.

Offsetting financial instruments

Financial assets and liabilities are offset, and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments (interest rate swaps, commodity forward contracts, and foreign currency forward contracts) to hedge the foreign currency, commodity and interest rate risk exposures. The Group seeks to apply hedge accounting in order to minimize the effects of fluctuations in cash flow.

Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently remeasured at fair value. The method of recognizing the resulting gain or loss depends on whether the derivative financial instrument is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group applies cash flow hedge accounting.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The effective portion of changes in the fair value of derivative financial instruments that are designated and qualify as cash flow hedges is recognized in OCI and accumulated in the hedging reserve (grouped within other reserves). The effective portion of changes in the fair value of the derivative that is recognized in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. The gain or loss relating to the ineffective portion is recognized in profit or loss immediately.

When the hedged item is a non-financial asset, the amount recognized in OCI is transferred to the carrying amount of the asset when it is recognized. In other cases, the amount recognized in OCI is transferred to the same line of profit or loss in the same period that the hedged item affects profit or loss. Where the financial instruments are held to hedge foreign currency purchases of raw materials and consumables, the amounts recognized in OCI are included in cost of goods sold.

Where the instruments are held to hedge interest rate risk exposure, the amounts recognized in OCI are included in finance income or finance expense.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued. The cumulative unrealized gain or loss previously recognized in OCI and presented in the hedging reserve in equity, is recognized

in profit or loss immediately, or when a hedging instrument is terminated. If the hedged transaction is still expected to occur, the cumulative gain or loss at that point remains in OCI and is recognized in accordance with the above-mentioned policy when the transaction occurs.

The fair values of various derivative instruments used for hedging purposes are disclosed in note 3.3. Movements of the hedging reserve in OCI are shown in note 5.9. The fair value of a hedging derivative is classified as non-current asset or liability when the end date maturity of the hedging instrument is more than 12 months and as a current asset or liability when the remaining maturity of the hedge instrument is less than 12 months.

The Group considers hedge reserve interest rate swaps, hedge reserve FX instruments, hedge reserve commodity swaps and currency translation reserve as a legal reserve disclosed in note 3.2 of Company financial statements.

Finance income and expense

Finance income comprises interest income on bank deposits.

Finance expense comprises interest expense on leases and borrowings including derivative financial instruments, the unwinding of discount on provisions and fair value losses on interest hedging instruments that are recognized in profit or loss. Gains and losses arising on the repurchase, settlement or other cancellation of liabilities are recognized respectively in finance income and finance expense. Fair value gains and losses on interest hedging instruments are not taken to profit or loss unless (i) they are fair value hedges, (ii) ineffective portion of cash flow hedges or (iii) if the reclassification of net gains and losses previously recognized in OCI on cash flow hedges of interest rate risk and foreign currency risk for borrowings that are recognized in profit or loss.

Interest income and expense is recognized in profit or loss as it accrues, using the effective interest method ('EIR').

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- The gross carrying amount of the financial asset; or
- The amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

2.8 Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to a condition suitable for their intended use, and the costs of dismantling and removing the items and restoring of the site on which they are located.

When elements of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the net proceeds of disposal with the carrying amount and are recognized on a net basis in other operating income / (expense).

Subsequent costs

Subsequent expenditure, including the cost of replacing part of an item of property, plant and equipment is capitalized and recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognized and charged as depreciation. The costs of the day-to-day maintenance of property, plant and equipment are recognized in profit or loss as incurred.

Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values and is recognized in profit or loss on a straight-line basis over their estimated useful lives. Land is not depreciated.

The estimated useful lives for the current and comparative periods are as follows:

- Buildings: 5-30 years
- Machinery and equipment: 5-15 years
- Other fixed assets: 2-10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and where adjustments are required these are made prospectively.

Property, plant and equipment are subject to impairment testing. Refer to note 2.11.

2.9 Intangible assets

Recognition and measurement

Goodwill

Goodwill arising on the acquisition of subsidiaries is initially recognized based on the accounting policy for business combinations. Refer to the accounting policies section 2.2. Goodwill is subsequently measured at cost less accumulated impairment losses.

Internally generated intangible assets

Expenditure on research activities is recognized in profit or loss as incurred. Development expenditure, including for internally developed software, is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortization and any accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in business combinations are recognized separately from goodwill and are initially recognized at their fair values at the acquisition dates. Brands and customer relationships acquired as part of a business combination are capitalized if they meet the definition of an intangible asset and the recognition criteria are satisfied. The fair value of brands is based on the relief from royalty method. The fair value of customer relationships is based on the Multi-period Excess earnings valuation method (MEEM) part of Income approach. The relationship between brands and customer relationships is carefully considered so that both are not recognized on the basis of the same cash flows. Subsequent to initial recognition, initial assets acquired in business combinations are reported at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over the estimated useful lives.

Intangible assets acquired separately

Intangible assets acquired separately are capitalized if they meet the definition of an intangible asset and the recognition criteria are satisfied. The purchase price of separately acquired intangible assets provides an indication of the fair value for initial measurement. Subsequent to initial recognition, initial assets acquired separately are reported at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over the estimated useful lives.

Subsequent expenditure on intangible assets is capitalized only to the extent that it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

Amortization

Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is recognized in profit or loss. The estimated useful lives for the current and comparative periods are as follows:

- Brands:
 - Refresco brands: 20 years
- Customer relationships:
 - Retailer brands: 5 - 16 years
 - GNE brands: 5 - 20 years
- Software:
 - ERP systems: 6 years
 - Other software: 3 years

Amortization methods and useful lives are reviewed at each reporting date and adjusted if appropriate.

Goodwill and other intangible assets are subject to impairment testing. Refer to note 2.11.

2.10 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

The Group applies a single recognition and measurement approach for all leases, except for leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. The Group separates lease and non-lease components by reviewing each individual contract.

Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are adjusted for certain remeasurements of the lease liability.

Right-of-use assets are depreciated on a straight-line basis over the lease term on a lease by lease basis based on the individual lease contracts. The weighted average lease terms for the current period are as follows:

- Buildings & warehouses: 6 years
- Machinery: 2 years
- Cars & lift trucks: 3 years

- Other: 4 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the underlying asset, which are mentioned in section 2.8 Property, plant and equipment.

The right-of-use assets are also subject to impairment testing. Refer to note 2.11.

Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term.

Lease payments included in the measurement of lease liability comprise the following:

- Fixed payments (including in substance fixed payments) less any lease incentives receivable.
- Exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; other variable lease payments are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

The lease liability is subsequently measured at amortized cost using the effective interest method, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of a purchase, renewal or termination option.

Leases of low-value assets

The Group applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on low-value assets are recognized as expense on a straight-line basis over the lease term. We have used EUR 5,000 or local currency equivalent as a threshold.

2.11 Impairment of non-financial assets

The carrying amounts of non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is at minimum estimated annually at year end.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped at the lowest levels for which there are separately

identifiable cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the 'cash-generating units').

For the purpose of impairment testing, the goodwill acquired in a business combination is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.12 Inventories

Inventories are measured by cost or net realizable value, depending on which is lower. The cost of inventories is based on the first-in first-out method, and includes expenditure incurred in acquiring the inventories, production and conversion costs and other costs incurred in bringing them to their existing location and condition. The cost of finished goods and work in progress includes an appropriate share of production overheads based on normal operating capacity. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

2.13 Assets classified as held for sale

The Group classifies non-current assets as held for sale when the carrying amounts will be recovered principally through a sale transaction and a sale is highly probable. Thereafter, the assets are measured at the lower of their carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognized in profit or loss. Gains are not recognized in excess of any cumulative impairment loss.

Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

Assets classified as held for sale are presented as a part of current assets in the balance sheet.

2.14 Issued share capital

Issued equity share capital is classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with IAS 12.

2.15 Employee benefits

The Group operates various post-employment schemes, including both defined benefit and defined contribution pension plans.

Defined contribution plans

Obligations for contributions to defined contribution plans are recognized as employee benefit expense in profit or loss when the related services are provided. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

Defined benefit plans

The group's net obligation in respect of defined benefit plans concerns the amount of pension benefit that an employee will receive on retirement, which they have earned in the current period and in prior periods. The benefits are dependent on one or more factors such as age, years of service and compensation.

The liability recognized in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

In countries where there is no deep market in such bonds, the market rates on government bonds are used.

For pension plans whereby a limit on the employer's future contribution to the pension plans exist, the Group will reflect this limit in its calculations. For these plans, the Group will apply a liability cap in case the present value of the future service cost exceeds the present value of the future maximum employer contributions and the defined benefit obligation exceeds the asset value. The liability cap does not exceed the difference between the defined benefit obligation and the asset value.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited in OCI in the period in which they arise.

Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan, when the settlement occurs.

When the calculation results in a benefit to the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in the Group. An economic benefit is available if it is realizable during the life of the plan, on settlement or gradual settlement of the plan liabilities.

Multi-employer plans

The Group also facilitates multi-employer plans, in which various employers contribute to one central pension union.

In accordance with IAS 19, as the pension union managing the plan is not able to provide the Group with sufficient information to enable the Group to account for the plan as a defined benefit plan, the Group accounts for its multi-employer defined benefit plan as if it were a defined contribution plan.

Other long term employee benefits

The net obligation in respect of long term employee benefits other than pension plans is the amount of future benefit that employees have earned in return for their service in the current and prior years; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the yield at the reporting date on AA credit-rated bonds that have maturity dates approximating the terms of the obligations of the Group.

The calculation is performed using the projected unit credit method. Remeasurements are recognized in profit or loss in the period in which they arise.

Short term benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short term cash bonus or profit-sharing plans if the Group has a legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be reliably estimated.

2.16 Other provisions

A provision is recognized if, as a result of a past event, the Group has a legal or constructive obligation that can be reliably estimated and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance expense. The carrying amounts of provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Restructuring

A provision for restructuring is recognized when the Group has approved a detailed and formal restructuring plan, and the restructuring has either commenced or been publicly announced. Future operating costs are not provided for.

Onerous contracts

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net costs of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with the contract.

2.17 Use of estimates and judgments

The preparation of financial statements in conformity with IFRS accounting standards as issued by the IASB and adopted by the EU requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, especially the periodic review of useful lives of property plant and equipment. Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized prospectively. The group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Goodwill

The Group estimates the fair values of assets and liabilities acquired as part of acquisitions. This measurement is provisional and can be adjusted within 12 months after the date of each acquisition. The acquisitions are disclosed in note 6.1.

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 2.11 .

The recoverable amounts of cash-generating units have been determined based on value-in-use calculations and are disclosed in note 5.3. These calculations require the use of estimates: pre-tax discount rate, EBITDA and projected cash flows, including long-term growth rate.

Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant estimates are required in determining the provision for income taxes. Significant estimates are required in case of uncertain tax positions. If it is probable that the tax authorities will accept the tax treatment, the entire amount of the tax position determined is recognized. If it is not probable that the tax treatment will be accepted by the tax authorities, the financial consequences of this uncertainty is accounted for in the tax position.

Fair value of derivatives and other financial instruments

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The Group selects calculation methods and makes assumptions that are mainly based on market conditions existing at the end of each reporting period.

Pension benefits

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations. The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension obligation. Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in note 5.12.

Information for other areas of estimation used in applying accounting policies can be found in the following notes:

- Note 3: Financial risk management
- Note 5.1: Property plant and equipment
- Note 5.2: Leases
- Note 5.13: Other provisions

Information for other areas of judgment used in applying accounting policies can be found in the following notes:

- Note 5.13: Other provisions

2.18 New standards and amendments

New standards and amendments effective as of January 1, 2025

The Group has not early adopted any standards or amendments that have been issued but are not yet effective.

The following new standards and amendments became effective as of January 1, 2025:

- Lack of exchangeability – Amendments to IAS 21 Effective for annual periods beginning on or after 1 January 2025. This amendment had no impact on the financial statements of the Group.

New standards and amendments not yet effective

Below the standards and amendments that are issued, but not yet effective as of December 31, 2025. The Group intends to adopt these standards and amendments, if applicable, when they become effective:

- Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7. Effective for annual periods beginning on or after 1 January 2026;
- Annual improvements to IFRS accounting standards - volume 11. Effective for annual periods beginning on or after 1 January 2026;
- Contracts Referencing Nature-dependent Electricity - Amendments to IFRS 9 and IFRS 7. Effective for annual periods beginning on or after 1 January 2026;
- IFRS 18 – Presentation and Disclosure in Financial Statements. Effective for annual periods beginning on or after 1 January 2027;
- IFRS 19 – Subsidiaries without Public Accountability: Disclosures. Effective for annual periods beginning on or after 1 January 2027.

The Group is currently assessing the impact of the new standards and amendments on its consolidated financial statements. The adoption of these standards and amendments are not expected to have a material impact on the Group's consolidated financial statements with the exception of IFRS 18. While the Group expects that the adoption of IFRS 18 will not affect the recognition and measurement of its financial results, it will affect the presentation of the statement of profit or loss and the related disclosures in the consolidated financial statements. The Group is continuing to assess the detailed impact of IFRS 18.

2.19 Change in accounting policy

As of 1 January 2025, Refresco Group has changed the presentation of its consolidated income statement from a classification of expenses 'by nature' to a classification 'by function'. This change has been made to better align with industry practice and to provide clearer insight into the operational performance of the company to the users of the financial statements.

This change in accounting policy has been applied retrospectively in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. Comparative figures have been restated to reflect the new presentation. The change in presentation has no impact on reported revenue, adjusted EBITDA or cash flows.

The impact of the change on the 'by nature' consolidated income statement for the year ended December 31, 2024 is reflected in the table below:

Old P&L by nature		New P&L by function						
(x 1 million euro)	2024	Revenue	Cost of Goods Sold	Gross Profit	Selling & Distribution expenses	General & Administrative expenses	Other operating income / (expense)	Operating income (loss)
Revenue from contracts with customers	5,992	5,992		5,992				5,992
Other income	0	0		0				0
Raw materials and consumables used	(2,998)		(2,998)	(2,998)				(2,998)
Employee benefits expense	(1,004)		(744)	(744)	(43)	(217)		(1,004)
Depreciation, amortization and impairments	(553)		(428)	(428)	(107)	(18)		(553)
Other operating expenses	(1,264)		(1,102)	(1,102)	(26)	(141)	5	(1,264)
Operating profit / (loss)	173							
New P&L By function		5,992	(5,272)	720	(176)	(376)	5	173

The change in accounting policy did not impact any line items below operating profit (loss). Refer to page 27 for the 'by function' consolidated income statement for the year ended December 31, 2025 and December 31, 2024

2.20 Share based payments

The Group has an equity-settled share-based payment arrangements in respect of management equity instruments granted to certain members of key management personnel. For further details refer to note 5.15 Share based payments.

Equity-settled transactions

The cost of equity-settled transactions is limited to one grant issued in 2025 for a fixed dollar amount of shares. No cost has been recognized for all other shares issued due to the fact the managers purchased the shares at fair value on the date of grant.

The cost for the grant issued in 2025 is recognized in employee benefits expense, together with a corresponding increase in equity (other reserves), over the period in which the service conditions are fulfilled (the vesting period). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period. No expense is recognized for awards that do not ultimately vest because service conditions have not been met.

3 Financial risk management

3.1 Financial risk

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign currency risk, interest rate risk and price risk). The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures. The Executive Board has the responsibility for the establishment of the risk management framework of the Group.

Risk management policies of the Group are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. All derivative activities for risk management purposes are carried out by specialist teams that have appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in the activities of the Group. Through its training program and its management standards and procedures, the Group aims to develop a disciplined and constructive control environment in which all employees understand their roles and responsibilities.

The Group Audit Committee reviews the adequacy of the risk management framework in relation to the risks faced by the Group and oversees how management monitors compliance with the Group's risk management policies and procedures. The Audit Committee is assisted in its oversight role by internal audit. The Internal audit department undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

3.1.1 Credit risk

Credit risk represents the risk that counterparties fail to meet their contractual obligations, leading to a financial loss. It arises principally in the receivables and contract assets from customers, derivative financial instruments, deposits with banks and financial institutions. In order to reduce the exposure to customer credit risk, the Group carries out credit evaluations of the financial position of customers monthly, but does not require collateral. These evaluations consist of a combination of independent ratings and risk controls to assess the credit quality of the customer, taking into account its financial position, past experience and other factors. Sales are subject to payment conditions, which are common practice in each country. The Group evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in various countries and operate in largely independent markets. Allowance for credit losses are made based on the risk of non-payment taking into account aging, previous experience, economic conditions and forward-looking data.

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. The banks and financial institutions used as counterparty for holding cash and cash equivalents, deposits and in derivative transactions can be classified as high credit quality financial institutions (minimal A rating Standard & Poor's or Moody's).

The Group has policies that limit the amount of credit exposure to individual financial institutions. Impairment on cash and cash equivalents have been measured on a 12-month expected loss basis and reflects the short-term maturities of the exposures. Management believes that the likelihood of losses arising from credit risk is remote, particularly in the light of the diversification of activities.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure at the reporting date:

(x 1 million euro)	Note	Carrying amount	
		December 31, 2025	December 31, 2024*
Non-current financial assets	5.4	17	19
Trade and other receivables*	5.7	390	459
Derivative financial instruments	3.3	11	26
Cash and cash equivalents	5.8	175	167
		594	672

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

The maximum exposure to credit risk for trade and other receivables at the reporting date by currency is as follows:

(x 1 million euro)	Carrying amount	
	December 31, 2025	December 31, 2024*
Euro-zone countries (EUR)	101	129
US (USD)	128	143
UK (GBP)	111	127
Australia (AUD)	15	19
Canada (CAD)	15	18
Mexico (MXN)	9	11
Poland (PLN)	7	11
Norway (NOK)	3	—
	390	459

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

The Group uses an allowance matrix to measure the expected credit losses of trade receivables and contract assets from individual customers, which is comprised of a very large number of balances. The loss rates are based on actual credit loss experience and over the past years the actual credit loss of the Group has been close to nil. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. The Group believes that no further impairment loss has occurred in respect of trade receivables not past due or past due by up to 60 days.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets from customers as at December 31, 2025:

(x 1 million euro)	December 31, 2025	
	Gross carrying amount	Loss Allowance
Not past due	346	—
Past due 0 - 30 days	36	—
Past due 31 - 60 days	7	—
Past due more than 60 days	12	(9)
	401	(9)

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets from customers as at December 31, 2024:

(x 1 million euro)	December 31, 2024*	
	Gross carrying amount	Loss Allowance
Not past due	421	—
Past due 0 - 30 days	33	—
Past due 31 - 60 days	7	(1)
Past due more than 60 days	7	(7)
	468	(8)

The movements in the expected credit loss in respect of trade and other receivables during the period are as follows:

(x 1 million euro)	2025	2024
Opening balance	(8)	(6)
Addition	(2)	(4)
Write-off	0	1
Release	1	0
Exchange differences	0	(0)
December 31, 2025	(9)	(8)

3.1.2 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The approach of the Group to managing liquidity risk is to ensure, as far as possible, that it always has sufficient liquidity to meet its liabilities when due, under both normal and more extreme conditions, without incurring unacceptable losses or risking damage to the reputation of the Group. The Group has a clear focus on financing long term growth as well as current operations. Strong cost and cash management and controls over working capital and capital expenditure proposals are in place to ensure effective and efficient allocation of financial resources.

The Treasury Function is responsible for managing the Group's cash resources and the financial risks arising from underlying operations. All these activities are carried out under defined policies and procedures. Supervisory and Executive Board delegate oversight of these activities to the Group Finance Director and Treasury Function. The Group utilizes cash pooling and zero balancing bank account structures, dividend distributions in addition to intercompany loans and borrowings to mobilize cash efficiently within the Group.

The contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements, if applicable, are as shown based on undiscounted contractual cash flows in the following table. As far as these cash flows depend on future floating interest rates, which were unknown on the balance sheet date, the cash flows have been estimated on the basis of rates prevailing on the balance sheet date.

	December 31, 2025							
(x 1 million euro)	Carrying amount	Contractual cash flows	12 months or less	1 – 2 years	2 – 3 years	3 – 4 years	4 – 5 years	> 5 years
Non-derivative financial liabilities								
Syndicated loan	3,406	4,212	217	216	215	3,563	—	—
Mortgage	2	3	3	—	—	—	—	—
Revolving credit facility								
Lease liability	436	522	116	93	79	90	41	104
Other loans	18	19	6	2	2	2	1	7
Other Liabilities	17	25	1	1	1	1	1	20
Trade and Other Payables	1,375	1,375	1,375	—	—	—	—	—
	5,253	6,156	1,718	312	297	3,655	44	130
Derivative financial liabilities								
Interest rate swaps (non-current liabilities)	29	17	(2)	(0)	5	15	—	—
Fair value FX contracts	2	2	2	—	—	—	—	—
	31	20	—	—	5	15	—	—

The Group has access to a revolving credit facility (RCF) of EUR 625 million maturing in 2029 of which EUR 0 million (2024: EUR 100 million) was drawn down as per December 31, 2025.

	December 31, 2024*							
(x 1 million euro)	Carrying amount	Contractual cash flows	12 months or less	1 – 2 years	2 – 3 years	3 – 4 years	4 – 5 years	> 5 years
Non-derivative financial liabilities								
Syndicated loan	3,600	4,907	285	283	282	281	3,777	—
Mortgage	5	5	3	2	—	—	—	—
Revolving credit facility	100	137	8	8	8	8	105	—
Lease liability	442	537	122	100	86	66	76	87
Other loans	11	12	11	1	—	—	—	—
Other Long Term Liabilities	17	25	1	1	1	1	1	20
Trade and Other Payables*	1,389	1,389	1,389	—	—	—	—	—
	5,564	7,012	1,819	395	377	356	3,959	107
Derivative financial liabilities								
Interest rate swaps (non-current liabilities)	—	—	—	—	—	—	—	—
Fair value FX contracts	1	1	1	0	—	—	—	—
	1	1	1	0	—	—	—	—

* The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

3.1.3 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risk: foreign currency risk, interest rate risk and price risk.

Foreign currency risk

The Group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which purchases are denominated, which are mainly USD and GBP and the respective functional currencies of Group companies. At any point in time, the Group hedges 80 to 100% of its foreign currency exposure on contracted forecasted purchases. The Group uses forward exchange contracts to hedge its currency risks, most of which have a maturity date of less than one year from the reporting date. When necessary, foreign currency contracts are rolled over on maturity. FX exposure on group revenue is minimal as sales are made within each of the business units (“BU’s”) territories and are denominated in the BU’s currency; as such, the FX risk is not significant.

In order to minimize the impact of accounting mismatches in the profit or loss account, the Group applies cash flow hedge accounting. Its policy is for the critical terms of the option currency contracts and forward exchange contracts to align with the hedged item.

The Group determines the existence of an economic relationship between the hedging instruments and hedged item based on the currency, amount and timing of their respective cash flows. The Group assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting changes in cash flows of the hedged item using the hypothetical derivative method.

Per year-end the cash flow hedge accounting relationships were fully effective. There are no forecasted transactions for which hedge accounting has been applied, but which are no longer expected to occur. The fair value of foreign currency instruments per reporting date is EUR 1 million liability (2024: EUR 7 million asset).

The Group records a hedge reserve of EUR 7 million loss (2024: EUR 1 million loss), net of deferred taxes, in equity relating to the effective part of the fair value of the forward contracts. During the period, no amounts were recorded in raw material costs due to ineffectiveness.

The amounts deferred in equity at year-end are expected to occur and to affect profit or loss for majority in 2025. All of the resulting fair value estimates are included in Level 2.

The notional amounts of exposure to significant foreign currency risks were as follows:

December 31, 2025

(x 1 million euro)	USD exposure						EUR exposure		
	EUR/USD	GBP/USD	PLN/USD	CAD/USD	MXN/USD	Total USD	GBP/EUR	PLN/EUR	Total EUR
Trade accounts payable	54	—	0	7	5	67	5	2	7
Estimated forecast purchases	98	80	4	81	—	264	48	3	51
Gross exposure	153	80	4	89	5	330	53	5	58
Forward exchange contracts / Currency option contracts	(121)	(102)	(5)	(98)	—	(327)	(63)	(4)	(67)
Net exposure	31	(22)	(1)	(9)	5	3	(10)	1	(9)

December 31, 2024

(x 1 million euro)	USD exposure						EUR exposure		
	EUR/USD	GBP/USD	PLN/USD	CAD/USD	MXN/USD	Total USD	GBP/EUR	PLN/EUR	Total EUR
Trade accounts payable	79	4	0	16	6	105	12	4	15
Estimated forecast purchases	108	133	—	—	—	240	73	—	73
Gross exposure	186	137	0	16	6	345	84	4	88
Forward exchange contracts / Currency option contracts	(131)	(160)	—	—	—	(291)	(89)	—	(89)
Net exposure	56	(23)	0	16	6	54	(5)	3	(2)

The impact on AUD/USD, AUD/EUR, EUR/PLN, USD/PLN, EUR/GBP, EUR/NOK and NOK/EUR is not material.

The change in fair value of the financial instruments used to hedge currency risk is included in cost of goods sold in the income statement, except for the instruments for which hedge accounting is applied.

The following significant exchange rates were applied:

Value of 1 euro	Average	Year-end	Average	Year-end
	2025	2025	2024	2024
USD	1.13	1.18	1.08	1.04
GBP	0.86	0.87	0.85	0.83
PLN	4.24	4.23	4.31	4.27
CAD	1.58	1.61	1.48	1.50
MXN	21.67	21.15	19.82	21.55
AUD	1.75	1.76	1.64	1.68
NOK	11.72	11.84	n/a	n/a

Sensitivity analysis

A 10% strengthening or weakening of the EUR against the USD, the GBP against the USD, the GBP against the EUR, and the CAD against the USD at reporting date would have changed equity and profit or loss by the amounts shown below.

December 31, 2025

(x 1 million euro)	EUR/USD		GBP/USD		GBP/EUR		CAD/USD	
	10% stronger	10% weaker	10% stronger	10% weaker	10% stronger	10% weaker	10% stronger	10% weaker
Trade payables	4	(5)	0	(0)	0	(0)	1	(1)
Foreign currency hedge instruments	(2)	2	(2)	2	(2)	1	(2)	1
Effect Profit / (Loss) gross of tax	2	(3)	(2)	2	(1)	1	(1)	1
Foreign currency hedge instruments	(6)	6	(6)	5	(4)	3	(8)	6
Effect OCI increase / (decrease) net of tax	(6)	6	(6)	5	(4)	3	(8)	6

December 31, 2024

(x 1 million euro)	EUR/USD		GBP/USD		GBP/EUR		CAD/USD	
	10% stronger	10% weaker	10% stronger	10% weaker	10% stronger	10% weaker	10% stronger	10% weaker
Trade payables	7	(8)	0	0	1	(1)	1	(2)
Foreign currency hedge instruments	(2)	2	(3)	2	(2)	2	0	0
Effect Profit / (Loss) gross of tax	5	(6)	(3)	2	(1)	0	1	(2)
Foreign currency hedge instruments	(8)	8	(10)	8	(6)	5	—	—
Effect OCI increase / (decrease) net of tax	(8)	8	(10)	8	(6)	5	—	—

The impact on PLN/USD, PLN/EUR, CAD/EUR, MXN/USD, MXN/EUR, EUR/GBP, EUR/AUD, EUR/NOK and NOK/EUR is not material.

Interest rate risk

The Group is exposed to the effects of variable interest rates on interest-bearing long term liabilities, which is partly offset by cash held at variable rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. For certain variable interest rate long term liabilities, the Group has entered into interest rate swap agreements through which the Group effectively pays fixed interest rates on these liabilities.

The Group applies cash flow hedge accounting to offset the profit or loss impact resulting from timing differences between variable interest rate liabilities and the interest rate swap.

The Group determines the existence of an economic relationship between the hedging instrument and the hedged item based on the reference interest rates, tenors, repricing dates and maturities and the notional or par amounts.

The Group assesses whether the derivative designated in each hedging relationship is expected to be effective in offsetting changes in cash flows of the hedged item using the hypothetical derivative method.

In these hedge relationships, the main sources of ineffectiveness are:

- the effect of the counterparty's and the Group's own credit risk on the fair value of the swaps, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in interest rates;
- differences in repricing dates between the swaps and the borrowings; and
- timing of hedge relationships of prior acquisitions.

Throughout the period as well as per year-end the cash flow hedge accounting relationships were effective, except for ineffectiveness as disclosed in note 4.5.

The fair value of interest rate swaps per reporting date is EUR 29 million liability (2024: EUR 17 million asset). The effective part of the fair value changes of the interest rate swaps amounts to EUR 13 million loss (2024: EUR 5 million gain) net of deferred taxes in OCI.

The amounts deferred in equity at year-end are expected to affect financing costs within the coming five years. All of the resulting fair value estimates are included in Level 2.

Profile

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was as follows:

(x 1 million euro)	Note	Carrying amount	
		December 31, 2025	December 31, 2024
Fixed rate instruments			
Other loan	5	18	11
Total Fixed rate instruments		18	11
Variable rate instruments			
Syndicated term loan	5	3,406	3,600
Mortgage loan	5	2	5
Revolving credit facility	5	—	100
Total Variable rate instruments		3,408	3,704
Total Fixed and Variable rate instruments		3,426	3,716

The Group policy is to hedge 70 to 100% of the forecasted net interest rate risk, including a forecasted cash position. At December 31, 2025, the forecasted position is in line with this policy.

Sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does not designate derivatives (interest rate swaps) as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the reporting date would not have affected profit or loss.

Sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have changed equity and profit or loss by the amounts shown in table below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

December 31, 2025

(x 1 million euro)	Profit/(loss)		OCI Increase/(Decrease)	
	100 basis points increase	100 basis points decrease	100 basis points increase	100 basis points decrease
Net Interest (paid) / received on variable rate instruments	(7)	7	—	—
Change fair value interest rate swaps	—	—	56	(56)
	(7)	7	56	(56)

December 31, 2024

(x 1 million euro)	Profit/(loss)		OCI Increase/(Decrease)	
	100 basis points increase	100 basis points decrease	100 basis points increase	100 basis points decrease
Net Interest (paid) / received on variable rate instruments	(10)	10	—	—
Change fair value interest rate swaps	—	—	79	(77)
	(10)	10	79	(77)

Price risk

The Group is exposed to commodity price risks. To manage these risks, procurement operates within the framework of centrally specified policies and guidelines and must act in conformance with the required internal control measures.

The Group contract positions are based on a thorough understanding of the raw material markets and in principle contracted sales are covered back-to-back. The Group centralizes the procurement of raw materials, packaging materials and indirect spend for Europe and North America. The Group's procurement organization is executing and monitoring the main contracts and important purchase decisions. Commodities are only purchased by business units after approval of the purchasing department.

The Group policy is to address cash flow risk from the purchase of the raw material aluminum and the policy is to hedge up to 80% of the forecast volume in any given financial year. Where derivative contracts are used, the commodity price risk exposure is hedged up to 24 months of forecast volume through exchange-traded and over-the-counter contracts (futures, forwards and swaps) and cash flow hedge accounting is applied. Contracts exceeding predefined limits must be authorized by the Executive Board. Existing contract positions are closely monitored and, when necessary, corrective actions are evaluated and implemented.

To enable the Group to stay ahead of the current situation in the raw materials markets and maintain its gross profit margin's, it implements pass-on clauses into sales contracts with customers. In parallel, the quality of management information has been enhanced by the development of a network enabling knowledge of markets, suppliers and conditions of raw materials to be shared at Group level.

The Group hedges the raw material aluminum through derivatives. The Group applies cash flow hedge accounting on aluminum forward contracts entered into during the period to offset the profit and loss impact resulting from the volatility attributable to price fluctuations of aluminum. Throughout the period, as well as per year-end, the cash flow hedge accounting relationships were effective. The fair value of these derivatives per reporting date is EUR 11 million asset (2024: EUR 1 million asset). The Group records a hedge reserve gain of EUR 9 million (2024: EUR 1 million gain), net of deferred taxes in equity.

3.2 Capital management

The policy of the Group is to maintain a sufficient capital base to maintain investor, creditor and market confidence, to sustain future development of the business and to maintain an optimal capital structure to reduce the cost of capital.

The Group defines 'capital' as being net debt plus equity and for the purpose of the Group's objective to maintain a sufficient capital base, the Group manages the Net debt ratio calculated as the Net debt divided by the adjusted EBITDA.

(x 1 million euro)	Note	December 31, 2025	December 31, 2024
Interest-bearing loans and borrowings long term	5.10	3,403	3,685
Interest-bearing loans and borrowings short term	5.10	23	31
Non current lease liability	5.2	333	337
Current lease liability	5.2	103	105
Less: cash and cash equivalents	5.8	(175)	(167)
Less: cash like items		(0)	(1)
Net debt (A)		3,686	3,990
Equity (B)		2,526	2,778
Capital C = (A+B)		6,212	6,768
Operating profit / (loss) (EBIT)		227	173
Depreciation, amortization and impairments	4.2	560	553
EBITDA		787	726
Exceptional cost/(benefit) adjustment		45	30
Adjusted EBITDA (D)		832	756

The exceptional cost adjustment for the financial period mainly relates to EUR 19 million related to restructuring, EUR 4 million in relation to M&A and integration activities, EUR 16 million one-off costs associated with the consulting and advisory services and EUR 1 million one-off costs related to external auditor costs. The exceptional cost adjustment for the previous year mainly relates to EUR 8 million related to the restructuring provision in Europe and North America, EUR 13 million in relation to M&A and integration activities and EUR 7 million associated with the consulting and advisory services. These costs are excluded from the Adjusted EBITDA and net debt ratio.

The Senior Facilities Loan agreement requires, in relation to the revolving credit facility only, that this net debt ratio (Consolidated First Lien Secured Debt to Consolidated EBITDA Ratio) will not exceed 9.6:1 in each relevant period. The actual net debt ratio in accordance to the financing documentation is 4.5 (2024: 5.2).

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the reporting period. There have been no breaches of the capital requirements during the period.

3.3 Determination of fair values

Fair value is 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 in the principal, or in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the methods set out below. Where applicable, further information regarding the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Levels of fair value measurement

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument.

A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis if there is no quoted price in an active market. Group uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Group defines the following different levels of fair value:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2);
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

Fair values

The following table presents the Group's financial assets and liabilities, measured at fair value as at balance sheet date. This concerns derivatives only. All derivatives are valued using valuation techniques with market observable inputs and the most frequently applied valuation technique include forward pricing and mid-market prices. The interest rates used to discount estimated cash flows of derivative financial instruments, where applicable, are based on observable market yield curves at the reporting date.

Non-derivative financial assets and financial liabilities not measured at fair value but at amortized cost are detailed further in note 2.7. The syndicated term loan is measured at amortized cost and its fair value is EUR 3,510 million (2024: EUR 3,720 million) at balance sheet date based on level 2 fair value hierarchy. Fair value of the remaining assets and liabilities measured at amortized cost is considered close to the carrying value, therefore, not disclosed further.

December 31, 2025				
(x 1 million euro)	Level 1	Level 2	Level 3	Total
FX instruments	–	(1)	–	(1)
Commodity swaps	–	11	–	11
Interest rate swaps	–	(29)	–	(29)
	–	(19)	–	(19)

December 31, 2024				
(x 1 million euro)	Level 1	Level 2	Level 3	Total
FX instruments	–	7	–	7
Commodity swaps	–	1	–	1
Interest rate swaps	–	17	–	17
	–	25	–	25

3.4 Offsetting financial assets and financial liabilities

The Group uses a cash pool structure to facilitate the central cash management function. The Group has the intention and the legal right to settle cash on a net basis. The liability represents the bank overdraft on local accounts, which are netted in the overall presentation of the cash, which is in line with the netting agreement. As such, this particular liability is presented as part of cash.

December 31, 2025

(x 1 million euro)	Gross carrying amounts	Gross amounts offset	Net amount presented in balance sheet
Cash and cash equivalents	240	(65)	175
Liabilities	(65)	65	-
	175	-	175

December 31, 2024

(x 1 million euro)	Gross carrying amounts	Gross amounts offset	Net amount presented in balance sheet
Cash and cash equivalents	216	(49)	167
Liabilities	(49)	49	-
	167	-	167

For the financial assets and liabilities subject to enforceable master netting arrangements or similar arrangements above, each agreement between the Group and the counterparty allows for net settlement of the relevant financial assets and liabilities when either elect to settle on a net basis. In the absence of such an election, financial assets and liabilities will be settled on a gross basis; however, each party to the master netting agreement will have the option to settle all such amounts on a net basis in the event of default of the other party.

4 Notes to the consolidated income statement

4.1 Revenue

The revenue by location of sales are set forth in the table below.

(x 1 million euro)	Retailer brands	GNE brands	2025	Retailer brands	GNE brands	2024
Europe	2,759	989	3,748	2,575	994	3,569
North America ¹	1,671	718	2,389	1,722	701	2,423
	4,430	1,707	6,137	4,297	1,695	5,992

4.2 Expenses by nature

(x 1 million euro)	Note	2025	2024
Material costs		2,970	2,924
Employee benefits expense	4.3	1,055	1,004
Depreciation, amortization, and impairment	5.1/5.2/5.3	560	553
Maintenance costs		223	212
Other operating expenses		1,106	1,131
Total expense by nature		5,913	5,824

Material costs for 2024 is EUR 74 million lower compared to prior year annual report line item 'Raw materials and consumables used' and related footnote due to the reclassification of certain expenses into other operating expenses. Maintenance costs for 2024 is EUR 2 million lower compared to prior year annual report "Other operating expenses" footnote due to the reclassification of certain expenses into other operating expenses.

General & Administrative expenses line in the consolidated income statement includes EUR 2 million (2024: EUR 8 million) related to M&A activities. Costs of Goods Sold expenses line in the consolidated income statement includes EUR 1 million (2024: 1 million) low value lease expenses and EUR 9 million (2024: EUR 9 million) variable lease.

¹ Revenue from contracts with customers in Australia is disclosed in the revenue from contracts with customers in North America

4.3 Employee benefits expense

(x 1 million euro)	Note	2025	2024
Wages and salaries		864	816
Compulsory social security contributions		164	160
Pension contributions to defined contribution schemes		24	25
Pension costs of defined benefit schemes	5.12	2	3
Employee benefits expense		1,055	1,004

During the period, the average number of fixed employees in the Group, in full-time equivalents ('FTEs'), was 13,424 (2024: 13,353), of which 12,124 (2024: 12,020) were employed outside the Netherlands.

4.4 Other operating income / (expense)

(x 1 million euro)	2025	2024
Government Grants	7	1
Gain (loss) on derivative instruments at fair value through profit or loss	(2)	3
Net foreign exchange differences	(2)	0
Other operating income / (expense)	3	5

4.5 Finance income and expenses

Finance Income

(x 1 million euro)	2025	2024
Interest income	5	3
Foreign currency translation differences	64	—
Change in fair value of derivatives recognized in profit and loss	—	—
Hedge accounting ineffectiveness	—	—
Finance income	69	3

Finance Expense

(x 1 million euro)	2025	2024
Interest expense on financial liabilities measured with effective interest method	(268)	(292)
Foreign currency translation differences	—	(28)
Interest expense on lease liability	(26)	(27)
Change in fair value of derivatives recognized in profit and loss	(0)	(0)
Hedge accounting ineffectiveness	—	(19)
Finance expenses	(294)	(365)

The change in fair value of derivative financial instruments recognized in profit and loss relates to a loss in the fair value of less than EUR 1 million (2024: less than EUR 1 million loss). The amount reflects the change in fair value of interest rate swaps for which no hedge accounting is applied or released from OCI.

The hedge accounting ineffectiveness in 2024 of EUR 19 million relates to the interest rate swaps concluded by the Group to hedge the external financing with variable interest rates. The ineffectiveness is due to the timing of hedge relationships of prior acquisitions. Refer to note 3.1.3 for disclosure on interest rate risk with respect to the interest rate ineffectiveness.

The foreign currency translation differences of EUR 64 million gain (2024: EUR 28 million loss) mainly relates to EUR 67 million foreign currency translation gain on the syndicated term loans that are not hedged through the net investment hedge. The Group records a hedge reserve of EUR 106 million gain (2024: EUR 13 million gain) net of deferred taxes in the currency translation reserve relating to the effective part of the syndicated term loans hedged through the net investment hedge in foreign subsidiaries.

Interest expense on financial liabilities measured with effective interest method includes amounts with related parties of EUR 6 million in 2025 (2024: EUR 7 million), as disclosed in note 6.3 Related parties.

(x 1 million euro)	2025	2024
Foreign currency translation differences for foreign operations	(202)	108
Effective portion of changes in fair value of cash flow hedges	(24)	(19)
Tax effect	8	4
Net finance income / (expenses) recognized in other comprehensive income, net of tax	(218)	93
Recognized in:		
Translation reserve	(200)	107
Hedging reserve	(18)	(14)
Net finance income / (expenses) recognized in other comprehensive income, net of tax	(218)	93

4.6 Income tax expenses

(x 1 million euro)	2025	2024
Current tax expense		
Current income tax current year	(45)	(35)
Current income tax previous years	(3)	2
	(48)	(33)
Deferred tax expenses		
Deferred income tax current year	20	21
Deferred income tax previous years	3	1
	24	21
Other tax expenses		
Current portion other taxes	(1)	(1)
Deferred portion other taxes	0	0
Withholding taxes	(1)	(1)
	(2)	(2)
Total income tax (expense) / benefit	(27)	(14)

Reconciliation of effective tax rate

(x 1 million euro)	2025*		2024	
		%		%
Result before income tax	2		(189)	
Income tax based on the Group's blended tax rate	(0)	22 %	48	26 %
Non-deductible operational expenses	(5)	274 %	(3)	(2) %
Non-deductible interest expenses	(0)	10 %	(1)	(1) %
Investment allowances	2	(105) %	1	1 %
Non-deductible M&A related expenses	–	0 %	(0)	0 %
Participation related results	4	(217) %	4	2 %
Tax rate change impact	2	(115) %	(0)	0 %
Derecognition deferred tax assets	(33)	1793 %	(64)	(34) %
Recognition previously unrecognized deferred tax assets	6	(325) %	0	0 %
Other taxes	(2)	128 %	(2)	(1) %
Prior period taxes	(0)	1 %	3	1 %
Movement uncertain tax provision	(0)	14 %	–	0 %
Other reconciling items	1	(29) %	0	0 %
Total income tax (expense) / benefits	(27)	1453 %	(14)	(7) %

* As the financial information in the table above is presented in millions of euros, the result before income tax is EUR 2 million, and the percentage impact is calculated using unrounded figures, this results in percentage impacts for amounts rounded to zero.

The effective tax rate is 1453%, which differs from the blended Group tax rate of 22%. The effective tax rate is mainly influenced by the impact of unrecognized deferred tax assets related to non-deductible interest carry-forwards, as well as the derecognition of a deferred tax asset associated with net operating losses. The change in the Group's blended tax rate compared to 2024 reflects variations in the geographic distribution of profits across jurisdictions.

Income tax recognized in other comprehensive income

(x 1 million euro)	2025	2024
Changes in tax on hedging reserve fx hedge instruments	2	(3)
Changes in tax on hedging reserve interest hedge instruments	6	8
Changes in tax on hedging reserve commodity hedge instruments	(3)	0
Changes in tax on currency translation reserve	2	(1)
Changes in pension provision	(1)	1
Total income tax (expense) / benefit in other comprehensive income	7	4

The total tax charge through OCI consists of both current and deferred tax effects that are recognized in OCI.

5 Notes to the consolidated balance sheet

5.1 Property, plant and equipment

(x 1 million euro)	Note	Land and buildings	Machinery and equipment	Other fixed assets	Under construction	Total
Cost						
January 1, 2025		847	1,774	61	153	2,834
Acquired through business combinations	6.1/6.4	3	6	0	-	10
Additions		7	31	11	180	228
Reclassifications		43	149	7	(204)	(6)
Transfer to assets held for sale		(1)	(0)	-	-	(1)
Disposals		(2)	(40)	(3)	-	(45)
Other		-	2	-	-	2
Effect of movements in exchange rates		(32)	(111)	(2)	(6)	(150)
December 31, 2025		865	1,810	74	122	2,872
January 1, 2024						
Acquired through business combinations *	6.1/6.4	12	79	0	0	92
Additions		6	19	2	224	250
Reclassifications		21	205	11	(237)	(0)
Transfer to assets held for sale		(8)	(14)	(0)	(0)	(22)
Disposals		(1)	(23)	(2)	(0)	(26)
Effect of movements in exchange rates		14	47	1	4	66
December 31, 2024*		847	1,774	61	153	2,834

(x 1 million euro)	Note	Land and buildings	Machinery and equipment	Other fixed assets	Under construction	Total
Depreciation and impairment losses						
January 1, 2025		(126)	(612)	(26)	(0)	(764)
Depreciation for the year		(52)	(261)	(13)	-	(326)
Impairment		(0)	(0)	-	(0)	(0)
Transfer to assets held for sale		1	0	-	-	1
Disposals		2	40	3	-	44
Effect of movements in exchange rates		7	45	1	(0)	53
December 31, 2025		(169)	(788)	(36)	(0)	(992)
January 1, 2024						
Depreciation for the year		(51)	(249)	(12)	-	(312)
Impairment		(1)	(6)	(0)	(1)	(8)
Reversal of impairment		0	2	-	-	2
Reclassification		-	0	(0)	-	0
Transfer to assets held for sale		3	11	0	-	14
Disposals		1	22	2	1	25
Effect of movements in exchange rates		(2)	(17)	(0)	(0)	(20)
December 31, 2024		(126)	(612)	(26)	(0)	(764)
Carrying amounts						
December 31, 2025		697	1,023	39	122	1,880
December 31, 2024		721	1,162	35	152	2,071

* The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

Collateral

Collateral on the land and buildings in Bridgwater in the UK is given for the mortgage loan for an amount of EUR 34 million (2024: EUR 38 million).

Property, plant and equipment under construction

Property, plant and equipment under construction relates mainly to expansion of production facilities in North America, France and Italy. After assets are taken into operation, the assets are reclassified to the applicable property, plant and equipment category.

Reclassification

The reclassification relates to transfers between categories within property, plant and equipment and between property, plant and equipment and intangible assets.

Transfer to assets held for sale

In 2025, the transfer to assets held for sale relates to the recoverable amount of property, plant and equipment of the North East facility in North America.

Impairment losses

In 2024, the impairment relates to the write-down of property, plant and equipment to the recoverable amount as a result of the closure of the Dade City and Evansville factories in North America.

5.2 Leases

Right-of-use assets

Set out below are the carrying amounts of right-of-use assets recognized and the movements during the period:

(x 1 million euro)	Note	Buildings & Warehouses	Machines	Cars & lift trucks	Other	Total
January 1, 2025		498	98	70	13	679
Acquired through business combinations	6.1/6.4	9	1	0	0	11
Additions		88	14	16	4	122
Disposals		(19)	(8)	(9)	(0)	(37)
Other		–	(4)	–	(0)	(5)
Effect of movements in exchange rates		(39)	(2)	(3)	(0)	(44)
December 31, 2025		537	98	74	17	726
January 1, 2024		378	91	50	12	531
Acquired through business combinations	6.1/6.4	34	1	1	0	36
Additions		82	13	28	2	125
Disposals		(10)	(8)	(10)	(1)	(29)
Effect of movements in exchange rates		14	1	1	0	16
December 31, 2024		498	98	70	13	679
Depreciation and impairment losses						
January 1, 2025		(160)	(52)	(31)	(7)	(249)
Depreciation for the year	4.2	(74)	(21)	(18)	(3)	(117)
Other		–	2	–	0	3
Disposals		18	7	9	0	34
Effect of movements in exchange rates		13	2	1	0	17
December 31, 2025		(204)	(61)	(38)	(9)	(312)
January 1, 2024		(90)	(35)	(21)	(4)	(150)
Depreciation for the year	4.2	(73)	(23)	(18)	(3)	(117)
Impairment	4.2	(1)	(0)	–	–	(1)
Disposals		8	8	10	1	26
Effect of movements in exchange rates		(4)	(1)	(1)	(0)	(6)
December 31, 2024		(160)	(52)	(31)	(7)	(249)
Carrying amounts						
December 31, 2025		333	37	36	8	414
December 31, 2024		338	47	39	6	430

Lease liability

Set out below are the carrying amounts of lease liabilities and the movements during the period:

(x 1 million euro)	Note	2025	2024
January 1		442	388
Acquired through business combinations	6.1/6.4	11	28
Additions		122	125
Asset return / termination of lease		(2)	(2)
Payment		(132)	(137)
Interest		26	27
Effect of movements in exchange rates		(32)	13
December 31, 2025		435	442
Non current lease liability	3.1.2/3.2	333	337
Current lease liability	3.1.2/3.2	103	105

Total cash out for leases as included in the cash flow statement amounts to EUR 132 million (2024: EUR 137 million) and consists of EUR 26 million (2024: EUR 27 million) in payments interest portion leases and EUR 105 million (2024: EUR 110 million) in payments principal portion leases.

The maturity of the lease liability has been disclosed in 3.1.2.

Incremental borrowing rate

The incremental borrowing rate (IBR) is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Group estimates the IBR using observable inputs (such as market interest rates).

Further disclosures on leases can be found in the following notes:

- Note 4.2 Expenses by nature
- Note 4.5 Finance income and expenses

5.3 Intangible assets

(x 1 million euro)	Note	Goodwill	Brands and customer contracts	Other	In development	Total
January 1, 2025		3,949	1,417	58	7	5,430
Acquired through business combinations	6.1/6.4	13	12	–	–	25
Additions		–	–	1	15	16
Disposals		–	–	(0)	–	(0)
Reclassification		–	–	7	(1)	6
Effect of movements in exchange rates		(170)	(86)	(1)	(0)	(257)
December 31, 2025		3,791	1,344	64	21	5,219
January 1, 2024		3,713	1,297	37	19	5,066
Acquired through business combinations*	6.1/6.4	132	73	–	–	204
Additions		–	–	1	9	9
Disposals		–	–	(2)	(0)	(2)
Reclassification		–	–	22	(21)	1
Effect of movements in exchange rates		103	48	0	0	151
December 31, 2024*		3,949	1,417	58	7	5,430
Amortization and impairment losses						
January 1, 2025		(123)	(274)	(16)	–	(413)
Amortization for the year	4.2	–	(108)	(9)	–	(118)
Impairment	4.2	–	–	(0)	–	(0)
Disposals		–	–	0	–	0
Effect of movements in exchange rates		5	19	1	–	25
December 31, 2025		(118)	(363)	(25)	–	(506)
January 1, 2024		(118)	(158)	(9)	–	(285)
Amortization for the year	4.2	–	(107)	(9)	–	(116)
Impairment	4.2	–	–	(0)	–	(0)
Disposals		–	–	2	–	2
Effect of movements in exchange rates		(5)	(8)	(0)	–	(13)
December 31, 2024		(123)	(274)	(16)	–	(413)
Carrying amounts						
December 31, 2025		3,673	980	39	21	4,713
December 31, 2024		3,825	1,143	42	7	5,017

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

Intangible assets with indefinite useful life consist of Goodwill and EUR 17 million (2024: EUR 17 million) Bismark Water Well included in Other intangible assets. Intangible assets in development contain EUR 15 million of internally generated assets in 2025 (2024: EUR 3 million).

Reclassification

The reclassification relates to transfers between categories within intangible assets and between property, plant and equipment and intangible assets.

Impairment testing for cash-generating units containing goodwill

For the purpose of impairment testing, goodwill is allocated to the cash generating units of the Group. This is the lowest level at which goodwill is monitored for internal management purposes within the Group. Impairment reviews of goodwill and intangible assets are undertaken by the Group when impairment triggers are identified. Trigger event analysis is performed on every reporting date. Goodwill impairment review of goodwill is done at least annually. For 2025 year-end impairment testing, the CGUs were identified as the three regions namely: Europe, North America and Australia.

The aggregated carrying amount of goodwill has been allocated to each CGU based on the recoverable amount as follows:

(x 1 million euro)	December 31, 2025	December 31, 2024*
Europe	2,668	2,691
North America	970	1,096
Australia	35	37
Total Group	3,673	3,825

The recoverable amount of the Group was determined by discounting the future pre-tax cash flows generated from the continuing use of the Group using a pre-tax discount rate and was based on the following key assumptions:

- EBITDA growth based on the current operating results and the most recent business plan covering the period 2026-2028. For cash generating units that are both material and sensitive to changes in EBITDA growth rates, the EBITDA growth rates for this period are low-single digit rates for North America and mid-single digit rates in Europe and Australia.
- Cash flows projected based on the current operating results and the most recent business plan covering the period 2026-2028. Cash flows for the periods 2029 and 2030 are extrapolated using an estimated long-term growth rate including industry growth based on the expected market developments and ranges from 3.1% to 3.6%. Future cash flows beyond this period were extrapolated using a long-term growth rate, which is based on the growth expectation of the local market. These growth expectations are based on research from independent external sources. The long-term growth rates are ranging from 2.0% to 2.2% and are considered appropriate considering the expected retailer and GNE brands market development.

- The consolidated pre-tax discount rate is 10.3% and based on the credit risk per country, a weighted average cost of capital applicable to the industry and the Group's blended tax rate.

Pre-tax discount rate (%)	December 31, 2025	December 31, 2024
Europe	10.1 %	9.7 %
Australia	11.4 %	11.9 %
North America	10.5 %	11.0 %

The values assigned to the key assumptions represent management's assessment of future trends in the industry and are based on both external and internal sources (historical data).

The recoverable amount determined in the impairment test is greater than the carrying value for all CGUs.

Sensitivity analysis

A sensitivity analysis was performed for the cash-generating units, to determine if changes of less than 50 basis points for long-term growth rate, 100 basis points for pre-tax discount rate, or 100 basis points for EBITDA growth rate would individually result in different outcomes in the impairment test.

The sensitivity analysis of adverse changes in the individual key assumptions did not result in a different outcome from the impairment test for the cash-generating units North America or Australia.

The sensitivity analysis of adverse changes in the long-term growth rate and EBITDA growth rate did not result in a different outcome from the impairment test for the cash-generating unit Europe, however an increase in the pre-tax discount rate of 66 basis points in Europe would result in a recoverable amount that equals the carrying amount for the respective cash-generating unit. The recoverable amount is higher than its carrying amount by EUR 338 million in Europe.

5.4 Non-current financial assets

(x 1 million euro)	Note	December 31, 2025	December 31, 2024
Deposits and other financial fixed assets		17	17
Other non-current receivables		0	3
	3.1.1	17	19

In non-current financial assets, EUR 6 million (2024: EUR 7 million) is related to the revaluation of the insurance assets in relation to workers compensation in North America and EUR 5 million (2024: EUR 5 million) is related to the net defined benefit asset in respect of the retirement scheme in the UK disclosed in note 5.12.

The exposure to credit and currency risks related to non-current financial assets is disclosed in notes 3.1.1 and 3.1.3.

5.5 Deferred tax assets and liabilities

The deferred tax assets and liabilities are related to the following account balances:

(x 1 million euro)	Assets		Liabilities		Net	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024*	December 31, 2025	December 31, 2024*
Property, plant and equipment	1	1	(283)	(328)	(282)	(327)
Intangible assets	4	4	(179)	(199)	(175)	(195)
Inventories	5	7	(0)	—	4	7
Trade and other receivables	3	3	(2)	(2)	1	1
Loans and borrowings	75	78	(15)	(2)	60	76
Derivatives	7	—	—	(4)	7	(4)
Employee benefits provision	2	2	(1)	(1)	1	2
Other provisions	23	35	—	—	23	35
Current liabilities	72	65	(0)	(1)	72	64
Tax loss and interest carry-forwards	65	83	—	—	65	83
Deferred tax assets / (liabilities)	256	280	(480)	(536)	(224)	(256)
Deferred tax asset					3	5
Deferred tax liability					(227)	(261)
Net deferred income tax assets / (liabilities)					(224)	(256)

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

(x 1 million euro)	January 1, 2025	Reported in profit and loss account	Reported in equity / OCI	Acquired in business combinations	Effect of movement in exchange rates	Reclassifications	December 31, 2025
Property plant and equipment	(327)	23	-	(1)	23	0	(282)
Intangible assets	(195)	16	-	(3)	7	(1)	(175)
Inventories	7	(2)	-	(0)	(0)	-	4
Trade and other receivables	1	0	0	0	0	(1)	1
Loans and borrowings	76	(12)	2	0	(7)	(0)	60
Derivatives	(4)	6	6	-	-	-	7
Employee benefits provision	2	(0)	(1)	-	(0)	-	1
Other provisions	35	(8)	-	-	(3)	(1)	23
Current liabilities	64	11	-	0	(6)	2	72
Tax loss and interest carry-forwards	83	(10)	-	-	(8)	-	65
Deferred tax assets / (liabilities)	(256)	24	7	(4)	6	(0)	(224)

(x 1 million euro)	January 1, 2024	Reported in profit and loss account	Reported in equity / OCI	Acquired in business combinations*	Effect of movement in exchange rates	Reclassifications	December 31, 2024*
Property plant and equipment	(323)	26	-	(19)	(10)	-	(327)
Intangible assets	(191)	18	-	(17)	(4)	-	(195)
Inventories	11	(4)	-	(0)	0	-	7
Trade and other receivables	5	(2)	-	0	(2)	-	1
Loans and borrowings	51	12	(1)	7	1	7	76
Derivatives	(14)	2	8	-	(0)	-	(4)
Employee benefits provision	2	(2)	1	-	2	-	2
Other provisions	35	(4)	-	1	2	-	35
Current liabilities	61	8	-	(1)	3	(7)	64
Tax loss and interest carry-forwards	112	(33)	-	-	5	-	83
Deferred tax assets / (liabilities)	(252)	21	7	(29)	(4)	-	(256)

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

On the balance sheet, deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

Deferred tax assets are recognized for unused tax loss and interest carry-forwards, unused tax credits, and deductible temporary differences to the extent that it is probable future taxable

profits will be available against which they can be used. The effects of prior period deferred taxes are recognized in the same balance sheet item where the deferred tax amounts were originally recognized in prior years.

At December 31, 2025, the temporary differences associated with investments in subsidiaries, including potential income tax consequences on dividends, for which no deferred tax liabilities are recognized, aggregate to EUR 97 million (2024: EUR 88 million).

Tax losses and interest carry-forwards

The Group recognizes deferred tax assets on interest and loss carry-forwards to the extent future interest deduction headroom and taxable profits are expected and can be offset with these available interest and losses carried forward. The total net of tax carry-forwards (both interest and losses) amount to EUR 255 million (2024: EUR 250 million) as at balance sheet date, for which a deferred tax asset of EUR 65 million (2024: EUR 83 million) is recognized. The deferred tax assets relating to interest and loss carry-forwards expire in the following years:

(x 1 million euro)	2025		2024
	Recognized	Unrecognized	
2025			0
2026		1	0
2027	1		1
After 2027 but not unlimited			-
Unlimited	64	189	249
	65	190	250
Recognized as deferred tax assets		65	83
Unrecognized		190	167

Unrecognized tax carry-forwards relate to interest and tax losses that we do not expect to be utilized in the near future.

Pillar two model rules

The Organization for Economic Co-operation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting (BEPS) introduced taxing mechanisms under which multinational enterprises (MNEs) would pay a minimum level of tax (top-up taxes) if group entities have an ETR (specific Pillar Two definition, measured per jurisdiction) below 15%. These Global Anti-Base Erosion Model Rules (GLoBE Rules or Pillar Two model rules) apply to MNEs with revenue in excess of EUR 750 million per their consolidated financial statements. The Pillar Two model rules provide for a temporary safe harbor, which sets out three routes to a nil top-up tax position in a specific jurisdiction for the first three years of its application (financial years 2024-2026) as well as simplified compliance requirements for those years.

As the Company has revenue in excess of EUR 750 million per its consolidated financial statements, it is in scope of these rules. The legislation became effective for the Company's financial year beginning 1 January 2024. The Company applied the mandatory temporary exception to the accounting for deferred taxes that is provided for in IASB's issued 'International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12'.

As the Company operates in high tax rate jurisdictions and does not have items which would substantially lower the ETR (Pillar Two definition) in a jurisdiction to a rate below 15%, it does not expect a potential exposure to Pillar Two top-up taxes in the foreseeable future. The Company has performed an assessment of being able to apply the safe harbor based on the information available regarding the FY 2025 financial performance of the group entities. Based on the assessment performed, the jurisdictions all fulfill at least one of the safe harbor tests for FY 2025 and management is not currently aware of any circumstances under which this might change for FY 2026. As such, the Company has not accounted for any current tax expense related to Pillar Two in the FY 2025 financial statements. The group is continuing to assess the impact of the Pillar Two rules on its future financial performance.

5.6 Inventories

(x 1 million euro)	December 31, 2025	December 31, 2024*
Stock of raw materials	149	179
Stock of packaging materials	120	114
Stock of finished goods	292	285
Other inventory	91	81
	653	660

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

Inventory is shown net of a provision for obsolescence of EUR 65 million (2024: EUR 61 million). The movement of the provision is as follows:

(x 1 million euro)	2025	2024
Opening balance	(61)	(43)
Addition through profit or loss	(23)	(35)
Release	7	7
Write-offs	9	12
Exchange differences	3	(1)
December 31, 2025	(65)	(61)

5.7 Trade and other receivables

(x 1 million euro)	Note	December 31, 2025	December 31, 2024*
Trade receivables		266	325
Other receivables, prepayments and accrued income		99	107
Other taxes and social security premiums		25	26
	3.1.1	390	459

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

Trade receivables is presented net of the factored trade receivables of EUR 303 million (2024: EUR 267 million).

Trade and other receivables includes amounts outstanding with related parties of EUR 1 million at December 31, 2025 (2024: EUR 0 million), as disclosed in note 6.3 Related parties.

The exposure to credit and foreign currency risks related to trade and other receivables is disclosed in note 3.1.1 and 3.1.3. All receivables are due within 1 year.

The trade receivables is presented net of the allowance of EUR 9 million (2024: EUR 8 million). The movement of the allowance is as follows:

(x 1 million euro)	2025	2024
Opening balance	(8)	(6)
Addition through profit or loss	(2)	(4)
Write-offs	0	1
Release	1	0
Exchange differences	0	(0)
December 31, 2025	(9)	(8)

5.8 Cash and cash equivalents

(x 1 million euro)	Note	December 31, 2025	December 31, 2024
Bank balances	3.1.1/3.2	175	167
Cash and cash equivalents in the consolidated cash flow statement		175	167

The total restricted cash is EUR 3 million (2024: EUR 4 million). All other cash amounts are available for use by the Group.

The exposure to credit and foreign currency risks related to cash and cash equivalents is disclosed in notes 3.1.1 and 3.1.3.

5.9 Equity

Share capital

Share capital during the period and as at balance sheet date consisted of 100 ordinary, fully paid shares of one class with a nominal value of EUR 0.01 each.

Share premium

As at balance sheet date, the share premium consists of ordinary shares only.

Other reserves

The other reserves consist primarily of currency translation reserves, hedging reserves and actuarial gains and losses on pensions.

The translation reserve comprises of foreign currency differences arising from the translation of foreign operations of the Group. The hedging reserve comprises of the effective portion of the cumulative net change in the fair value of cash flow hedging instruments where the hedged transaction has not yet occurred. Actuarial gains and losses reserve comprises of movements in pension asset and liability due to change in actuarial assumptions. Share-based payment reserves comprises of equity-settled share-based payments provided to certain key members of management personnel, as part of their remuneration. For further details refer to note 5.15 Share based payments.

The Group considers hedge reserve interest rate swaps, hedge reserve FX instruments, hedge reserve commodity swaps and currency translation reserve as a legal reserve disclosed in note 3.2 of Company financial statements.

Share-based payment reserves comprises of equity-settled share-based payments provided to certain key members of management personnel, as part of their remuneration. For further details refer to note 5.15 Share based payments.

(x 1 million euro)	Hedge reserve Interest rate swaps	Hedge reserve FX instruments	Hedge reserve commodity swaps	Currency translation reserve	Actuarial gains and losses on pensions	Share-based payment reserve	Total
January 1, 2025	5	(1)	1	27	(1)	-	31
Changes in cash flow hedge	(24)	(9)	10	-	-	-	(22)
Translation results	-	-	-	(202)	-	-	(202)
Employee benefits remeasurement	-	-	-	-	2	-	2
OCI non-controlling interest share	-	-	-	2	-	-	2
Tax	6	2	(3)	2	(1)	-	7
Share-based payment reserve	-	-	-	-	-	3	3
December 31, 2025	(13)	(7)	9	(171)	0	3	(179)
January 1, 2024	27	(9)	2	(79)	0	-	(60)
Changes in cash flow hedge	(29)	11	(0)	-	-	-	(19)
Translation results	-	-	-	108	-	-	108
Employee benefits remeasurement	-	-	-	-	(2)	-	(2)
OCI non-controlling interest share	-	-	-	(1)	-	-	(1)
Tax	8	(3)	-	(1)	1	-	4
December 31, 2024	5	(1)	1	27	(1)	-	31

Non-controlling interest

The NCI relates to 49% of the shares in North East Retailer Brands LLC (US) and 20% of the shares in JuiSea Shipping B.V. (Europe). A dividend of EUR 15 million (2024: EUR 17 million) was distributed to the holders of the non-controlling interest in North East Retailer Brands LLC (US). No dividend was distributed to the holders of the non-controlling interest in JuiSea Shipping B.V.

5.10 Loans and borrowings

The interest-bearing loans and borrowings are recognized at amortized cost. The exposure to interest rate, foreign currency and liquidity risks is disclosed in note 3.1.

Non-current

(x 1 million euro)	Note	December 31, 2025	December 31, 2024*
Syndicated term loan	3.1.2	3,391	3,582
Revolving credit facility	3.1.2	-	100
Mortgage loan	3.1.2	-	2
Other long term loans	3.1.2	12	1
	3.2	3,403	3,685

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

The syndicated term loan together with the RCF is referred to as the Credit Agreement dated July 12, 2022 and its latest amendment dated September 23, 2025. Refer to note 3.1.2 for disclosure of the RCF.

The syndicated term loan includes amounts outstanding with related parties of EUR 102 million at December 31, 2025 (2024: EUR 93 million), as disclosed in note 6.3 Related parties.

The movement of non-current portion of loans and borrowings is as follows:

(x 1 million euro)	Note	2025	2024
Opening balance		3,685	3,353
Business combinations	6.1/6.4	1	26
Proceeds		141	1,148
Capitalized finance costs		(3)	(11)
Repayments long term portion		(230)	(930)
Interest added to carrying amount		0	0
Amortization of capitalized cost		20	19
Reclassified to current loans and borrowings		(18)	(21)
Translation results		(192)	100
December 31, 2025		3,403	3,685

Refresco acquired machinery with total cost of EUR 15 million which is fully financed by the supplier, resulting in a loan of EUR 15 million (Non-current EUR 11 million, Current EUR 4 million)

included in Other Loans . As this transaction did not involve cash flows, it has been excluded from the statement of cash flows. The proceeds of loans and borrowings of EUR 141 million includes EUR 11 million of non-current other loans.

The repayment of loans and borrowings of EUR 258 million (2024: EUR 991 million) as included in the cash flow statement relates to repayments of loans and borrowings long-term portion of EUR 230 million (2024: EUR 930 million) and short-term portion of EUR 28 million (2024: EUR 61 million).

Current

(x 1 million euro)	Note	December 31, 2025	December 31, 2024
Current portion of syndicated term loan	3.1.2	15	17
Current portion of mortgage loan	3.1.2	2	3
Current portion of other loans	3.1.2	6	11
	3.2	23	31

The terms and conditions of the outstanding loans and notes are as follows:

(x 1 million euro)	Currency	Nominal interest rate %	Repayment	Carrying amount December 31, 2025	Carrying amount December 31, 2024
Syndicated term loan	EUR	3M EURIBOR + 3.0%	2029	1,965	1,965
Syndicated term loan	USD	3M SOFR + 2.75%	2029	1,513	1,725
Capitalized finance costs	EUR			(72)	(90)
Revolving credit facility	EUR	EURIBOR + 2.50%		–	100
Mortgage loan	GBP	3M GBP SONIA + 0.75%	2026	2	5
Other loans	Various	Various	Various	18	11
Total interest-bearing liabilities				3,426	3,716

During 2024 the Group finalized repricing transactions as per which the nominal rate was decreased to 3M EURIBOR + 3.50% and 3M SOFR + 3.25% respectively. In addition, the Group increased syndicated external loan facility balance by EUR 300 million and the credit limit related to the revolving credit facility from EUR 500 million to EUR 625 million.

On September 23, 2025, the Group finalized repricing transaction as per which, nominal interest rate for the EUR and USD term loan facility has been decreased from 3M EURIBOR + 3.50% and 3M SOFR + 3.25% to 3M EURIBOR + 3.0% and 3M SOFR + 2.75% respectively.

On December 31, 2025 the credit limit of the revolving credit facility was EUR 625 million (2024: EUR 500 million) with a drawn balance of zero (2024: EUR 100 million).

The syndicated external loan is fully secured, which includes secured amounts in respect of intangible assets (EUR 4,713 million), property, plant and equipment (EUR 1,880 million) and inventories (EUR 653 million) at December 31, 2025. The syndicated term loan includes amounts outstanding with related parties of EUR 102 million at December 31, 2025 (2024: EUR 93 million), as disclosed in note 6.3 Related parties.

Transaction costs of EUR 3 million (2024: EUR 11 million) relates to September 23, 2025 repricing and are included in the amortized costs of the related loans and borrowings. The amortization is included in finance expense based on the Effective Interest Rate method.

Other loans of EUR 15 million in 2025 is related to a loan with a supplier for purchase of production lines in Germany. Other loans of EUR 3 million in 2025 (2024: EUR 11 million) is related to the confirming line in Iberia.

Mortgage loan

The Group has a mortgage loan from HSBC Bank Plc for construction of the production site in Bridgwater (UK). The real estate of the production site in Bridgwater (UK) is pledged as collateral. A fixed quarterly payment of GBP 0.7 million consists of interest of 3 months GBP SONIA + 0.75% plus MLA costs and the remaining part is redemption. The final repayment date of the mortgage is 2026.

5.11 Other liabilities

(x 1 million euro)	Note	December 31, 2025	December 31, 2024
Contract liability		131	29
Other liability		17	17
		148	45
Current		36	8
Non-Current		112	37

The other liability relates to the perpetual liability for the right to use the water well and the Bismarck brand in Germany.

December 31, 2024

(x 1 million euro)	Pension plan the Netherlands	Pension plan Germany	Pension plan UK	Pension plan France	Pension plan US	Other	Total
Present value of obligation	52	36	43	5	7	5	147
Fair value of plan assets	(52)	(12)	(48)	–	(6)	(3)	(120)
Deficit / (surplus) of funded plans	–	25	(5)	5	0	2	27
Present value of unfunded obligations	1	1	–	0	–	0	3
Present value of net obligations (asset)	1	25	(5)	5	0	2	30
Impact of minimum funding requirement / asset ceiling	–	–	–	–	1	–	1
Present value of net obligations (asset)	1	25	(5)	5	1	2	30
Present value defined benefit liability							36
Present value defined benefit (asset)							(5)

Plan assets can be detailed as follows:

(x 1 million euro)	December 31, 2025	December 31, 2024
Equity instruments	–	–
Debt instruments	26	30
Assets held by insurance companies	9	9
Derivatives	3	3
Investment funds	17	17
Cash and cash equivalents	6	1
Other	52	60
	113	120

The debt instruments are plan assets with a quoted market price. The pension plan assets do not include the company's own shares or notes. The category Other consists of the value of qualifying insurance policies.

Movements in the present value of the defined benefit obligations and plan assets

(x 1 million euro)	Note	Defined Benefit obligation	Plan assets	Total	Impact of minimum funding requirement / asset ceiling	Total
Defined benefit obligations as at January 1, 2025		149	(120)	30	1	30
Current service costs	4.3	2	-	2	-	2
Interest expense / (income)		6	(5)	1	0	1
Past service cost and (gains) and losses on settlements		(0)	-	(0)	-	-
Administrative expenses		-	0	0	-	0
Cost recognized in income statement	4.3	8	(5)	3	-	3
Return on plan assets		-	6	6	-	6
(Gain) / loss from change in demographic assumptions		(1)	-	(1)	-	(1)
(Gain) / loss from change in financial assumptions		(9)	-	(9)	-	(9)
Experience (gains) / losses		2	-	2	-	2
Change in asset ceiling		-	-	-	(0)	(0)
Total remeasurements recognized in OCI		(8)	6	(3)	-	(3)
Benefits paid by the plan		(5)	5	-	-	-
Benefit payments from employer		(3)	3	-	-	-
Employer contributions		-	(5)	(5)	-	(5)
Effect of movements in exchange rates		(3)	3	0	(0)	0
Defined benefit obligations as at December 31, 2025		137	(113)	25	1	25
Present value defined benefit liability						31
Present value defined benefit (asset)						(5)

(x 1 million euro)	Note	Defined Benefit obligation	Plan assets	Total	Impact of minimum funding requirement / asset ceiling	Total
Defined benefit obligations as at January 1, 2024		151	(119)	32	0	32
Current service costs		2	-	2	-	2
Interest expense / (income)		6	(5)	1	0	1
Past service cost and gains and losses on settlements		-	-	-	-	-
Administrative expenses		-	0	0	-	0
Cost recognized in income statement	4.3	7	(5)	3	-	3
Return on plan assets		-	6	6	-	6
(Gain) / loss from change in demographic assumptions		(0)	-	(0)	-	(0)
(Gain) / loss from change in financial assumptions		(5)	-	(5)	-	(5)
Experience (gains) / losses		1	-	1	-	1
Change in asset ceiling		-	-	-	1	1
Total remeasurements recognized in OCI		(5)	6	1	1	2
Benefits paid by the plan		(5)	5	-	-	-
Benefit payments from employer		(2)	2	-	-	-
Employer contributions		-	(6)	(6)	-	(6)
Effect of movements in exchange rates		2	(3)	(0)	0	(0)
Defined benefit obligations as at December 31, 2024		149	(120)	30	1	30
Present value defined benefit liability						36
Present value defined benefit (asset)						(5)

As at the last valuation date, the present value of the defined benefit obligation was comprised of approximately EUR 17 million (2024: EUR 18 million) related to active employees, EUR 53 million (2024: EUR 71 million) related to deferred members and EUR 67 million (2024: EUR 61 million) related to members in retirement.

The present value of defined benefit asset of EUR 5 million (2024: 5 million) is related to Cott Beverages Limited Retirement & Death Benefit Scheme in the UK and it is disclosed in note 5.4. The UK has an unconditional right to a return of surplus on a gradual settlement of scheme liabilities over time.

In the UK, on 16 June 2023, the High Court issued a ruling in respect of Virgin Media v NTL Pension Trustees II Limited (and others) calling into question the validity of rule amendments made to defined benefit (DB) pension schemes contracted-out on a Reference Scheme Test basis between 6 April 1997 and 5 April 2016. On 25 July 2024, the Court of Appeal dismissed the employers' appeal and upheld the decision of the High Court in the Virgin Media case. The Court of Appeal held that amendments affecting the DB reference scheme test benefits are invalid if made without an actuarial confirmation, not only in the case of amendments affecting past service benefits for service prior to the date of the amendment, but also in the case of amendments affecting future service benefits for service after the date of the amendment. In October 2025, a detailed amendment was laid to the draft Pensions Bill currently going through Parliament which is intended to facilitate retrospective approval of those amending deeds being called into question by the impact of the Virgin Media case. Given the 2025 developments, the Group's current expectation is that the UK pension plans would meet the criteria of this amendment and, as such, no additional liability would therefore arise as a result of this case. Defined benefit obligation disclosed in Note 5.12 do not include any adjustments in relation to the Virgin media case.

Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages for the main plans):

December 31, 2025

(%)	Netherlands	Germany	France	Italy	UK	Belgium	US
Discount rate	3.8-4.3	3.6-4.5	3.5-3.9	3.4	5.6-5.7	4.0	5.25-5.75
Inflation	2.0	2.0	2.0	2.0	2.9	2.0	n/a
Salary growth rate	2.0	2.8	2.0-3.5	n/a	n/a	3.3	n/a
Pension growth rate	0.0	2.0	n/a	n/a	2.9-3.1	n/a	n/a

December 31, 2024

(%)	Netherlands	Germany	France	Italy	UK	Belgium	US
Discount rate	3.6	3.4-3.6	3.5	3.3	5.5-5.6	3.5	5.0-5.3
Inflation	2	2.0	2.0	2.0	3.1	2.0	n/a
Salary growth rate	0.0	2.8	3.0	n/a	n/a	3.0	n/a
Pension growth rate	0.0	2.3	n/a	n/a	1.8-4.0	n/a	n/a

The assumptions regarding mortality experience are based on actuarial advice and latest available published statistics and mortality tables in each territory. For the Netherlands this was AG Prognose table 2024, for Germany Heubeck 2018G, for France TF/TH0002, for Italy IPS55, for the UK 100% S4PXA_M CMI 2023 1.25% SK 7, for Belgium MR-5/FR-5 and for the US Pri-2012/MP2021.

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Change in assumption	December 31, 2025	December 31, 2024
		Impact on Defined benefit obligation	
		Increase/(Decrease) x 1 million euro	Increase/(Decrease) x 1 million euro
	%		
Discount rate	+0.25	(4)	(5)
	-0.25	4	5
Pension growth rate	+0.25	3	4
	-0.25	(1)	(1)
Salary growth rate	+0.25	0	0
	-0.25	(0)	(0)
Mortality Expectancy	Increase by 1 year	(4)	(4)
	Decrease by 1 year	4	4

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognized within the balance sheet.

The Group expects that contributions to the defined benefit plans will be EUR 4 million for 2025 (2024: EUR 6 million). The weighted average duration of the defined benefit obligation is 12 years (2024: 13 years).

Expected maturity analysis of undiscounted pension and other defined benefits:

December 31, 2025					
(x 1 million euro)	Less than one year	Year 2	Year 3 up to and including year 5	Year 6 up to and including year 10	Total
Pensions & other	8	7	23	44	82

December 31, 2024					
(x 1 million euro)	Less than one year	Year 2	Year 3 up to and including year 5	Year 6 up to and including year 10	Total
Pensions & other	8	7	23	43	80

Through its defined benefit pension plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

- **Asset volatility:** The plan liabilities are calculated using a discount rate set with reference to corporate bond yields; if plan assets under perform this yield, this will create a deficit. The plan in the UK holds investments in asset classes, such as equities, which have volatile market values and while these assets are expected to provide real returns over the long term, the short term volatility can cause additional funding to be required if deficits emerge.
- **Changes in bond yields:** The plan's liabilities are assessed using market yields on high quality corporate bonds to discount the liabilities. As the plan holds assets such as equities the value of the assets and liabilities may not move in the same way. A decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.
- **Inflation risk:** Some of the Group pension obligations are linked to inflation, and higher inflation will lead to higher liabilities (although in most cases, caps on the level of inflationary increases are in place to protect the plan against extreme inflation or inflation increases are only possible after excessive returns on assets).
- **Life expectancy:** The majority of the plans' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities.
- **The Group operates unfunded pension and jubilee plans,** where the Group meets the benefit payment obligation as it falls due. Future payments depend on salary developments, changes in life expectancy and turnover rates, which might result in fluctuations in cash flows.

Multi-employer plan

The Group's employees participate in three multi-employer defined benefit plans: "Pensioenfonds Detailhandel" (an industry-wide plan in the Netherlands), Teamsters Canadian Pension Plan Local 1999 (in Canada) and Teamsters Negotiated Pension Plan Local 688 (in US). These schemes are defined benefit but the Group accounts for the multi-employer plans as if they were defined contribution. This is due to the fact that pension funds are not able to provide the Group with the required Company-specific information to allow the assets and liabilities to be separately identified. Every company participating in the multi-employer plans contribute premium calculated as a percentage of its total pensionable salaries. The pension expense for the multi-employer plan for the fiscal period is equal to the required contribution for that period. In case of a shortfall (or surplus) the Group has no obligation to pay (or receive) any supplementary contributions other than possibly higher (lower) future premiums. The pension rights of each employee are based upon the employee's salary during employment.

5.13 Other provisions

(x 1 million euro)	Note	Restructuring	Strategic partnerships	Other	Total
January 1, 2025		7	124	41	172
Provisions made during the year		10	–	7	17
Provisions used during the year		(6)	–	(14)	(21)
Provisions reversed during the year		(1)	(2)	(3)	(5)
Provisions remeasured during the year		–	–	–	–
Provisions reclassified to other liabilities	5.11	–	(121)	–	(121)
Effect of movements in exchange rates		(0)	–	(2)	(2)
December 31, 2025		10	2	29	41
Non-current		1	1	18	20
Current		10	1	11	22

(x 1 million euro)	Restructuring	Strategic partnerships	Other	Total
January 1, 2024	9	135	35	179
Provisions made during the year	7	–	20	27
Provisions used during the year	(8)	–	(9)	(17)
Provisions reversed during the year	(1)	(22)	(6)	(29)
Provisions remeasured during the year	–	3	–	3
Effect of movements in exchange rates	(0)	8	1	9
December 31, 2024	7	124	41	172
Non-current	2	103	21	126
Current	5	21	20	47

The carrying amounts of provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The strategic partnerships provision relates to the strategic partnerships with The Lucas Bols Company and PepsiCo entered into in combination with prior acquisitions of production plants and assets from each partner. The provision reflects the difference between the value of the supply agreement at arm's length margins and the agreed upon margins based on the forecasted volumes. Discount rate used for calculation of respective strategic partnership provisions is ranging in 2% to 4%. The provision is recognized as revenue during the contract with the customers based on the forecasted volumes.

In 2025, the supply agreement with The Coca-Cola Company was amended resulting in a reclassification from other provisions to contract liability in note 5.11.

In 2025, the addition to other provisions of EUR 7 million comprises of EUR 4 million related to workers compensation, financial compensation paid to employees injured at work, in North America

In 2024, the restructuring provisions made during the year is mainly related to the closure of Dade City and Evansville plants in North America. There are no significant uncertainties about the amount or timing of outflow of resources.

5.14 Trade and other payables

(x 1 million euro)	Note	December 31, 2025	December 31, 2024*
Trade accounts payable		720	728
Other taxes and social security premiums payable		77	77
Other payables and accruals		575	584
	3.1.2	1,372	1,389

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

The exposure to liquidity and foreign currency risks on trade accounts payable is disclosed in note 3.1.2 and 3.1.3

Other payables and accruals includes amounts outstanding with related parties of EUR 1 million at December 31, 2025 (2024: EUR 2 million), as disclosed in note 6.3 Related parties.

5.15 Share based payments

Certain key members of management personnel, may participate in the Management Equity Plan ("MEP") through which they can purchase a set ratio of Class B, Preferred B and C shares in the parent entity of the Company at the market price on the date of purchase. Each class of shares have certain waterfall liquidation preferences upon a qualifying exit event. The Class C shares have a five-year service-vesting requirement. As there is no possibility that Class C shares are purchased or sold separately from the Class B and Preferred B shares in the parent entity of the Company, they are accounted for as one unit of account. As a result, the management equity plan is accounted for as an equity-settled share-based payment arrangement; however, no compensation expense has been recognized due to the fact that management purchases the shares at fair value on the date of grant. The total fair value of the shares at grant date is EUR 60 million.

Additionally, one member of senior management was granted approximately EUR 9 million of Class B and Preferred B shares of the parent entity during fiscal year 2025 as part of the terms of his employment agreement. These shares vest one-third for each period ended(ing) December 31, 2025, 2026 and 2027. The expense recognized for employee services received during the year for equity-settled share-based payment transactions was EUR 3 million.

6 Supplementary notes

2025 Acquisitions

Acquisition of Telemark Kildevann Holding AS in Norway

On July 31, 2025, the Group acquired 100% of equity interest in Telemark Kildevann Holding AS (“TKV”), a leading Norwegian beverage manufacturer for the consideration of EUR 36 million funded by available cash. The acquisition marks another milestone as it continues to expand the production of soft drinks and high-quality spring and mineral waters, supplying both retail and branded customers in Norway and Sweden. The provisional accounting for the business combination resulted in a fair value of the identified assets and liabilities at the acquisition date of EUR 24 million and goodwill of EUR 12 million. The value of assets, liabilities, and contingent liabilities recognized on acquisition date are their estimated fair value.

Goodwill arising on acquisition

(x 1 million euro)	Telemark Kildevann
Acquisition price paid	36
Consideration paid in cash	36
Less: cash and cash equivalent balances acquired	(2)
(Future) Net movement in cash	34

Cash paid for acquisition of subsidiaries of EUR 34 million, as included in the cash flow statement, relate to consideration paid in cash during the current financial period of EUR 36 million. Difference between net movement in cash and the consolidated statement of cash flows is due to changes in the acquisition price paid in the measurement period.

The following table summarizes the fair value of assets and liabilities acquired at the acquisition date (provisional purchase price allocation) for Telemark Kildevann. If estimates of fair values of assets and liabilities will change materially because additional information becomes available within 12 months after the acquisitions, the Group will adjust the carrying amounts and adjust the corresponding goodwill.

6.1 Business acquisitions

(x 1 million euro)	Telemark Kildevann	
Provisional values as per	July 31, 2025	
Non-current assets		
Property, plant and equipment	5.1	10
Right-of-use assets	5.2	11
Brands and customer relationships	5.3	12
Deferred income tax assets	5.5	0
Current assets		
Inventories	5.6	4
Trade and other receivables	3.1.1/5.7	7
Cash and cash equivalents	3.1.1/5.8	2
Non-current liabilities		
Lease liability	5.2	(10)
Deferred income tax liabilities	5.50	(4)
Current liabilities		
Lease liability	5.2	(1)
Trade and other payables	5.14	(6)
Fair value of identifiable net assets acquired		24

The values of assets, liabilities, and contingent liabilities recognized on acquisition date are their estimated fair values, if applicable, translated into the presentation currency of the Group at exchange rates at the dates of acquisitions. The gross value of the acquired trade receivables at the acquisition date amounts to EUR 5 million, the allowance for doubtful debt is EUR 0 million and the balance being the fair value amount of EUR 5 million. It is expected that the full contractual amounts can be collected. The goodwill acquired as the acquisition date of EUR 12 million comprises the value of expected future growth from the expected synergies arising from well-established network relationships and operational expertise to support the future growth of the Group. None of the goodwill recognized is expected to be deductible for income tax. The transaction costs in the current year are related to the TKV acquisition of EUR 1 million and are included in the general and administrative expenses line item on the face of the income statement.

(x 1 million euro)	Telemark Kildevann
Consideration transferred	36
Less: fair value of identifiable net assets acquired	(24)
Goodwill arising on acquisition	12

Impact of the acquisition on the results of the Group

The results of Telemark Kildevann Holding AS are consolidated in the results of Pegasus Midco B.V. as of July 31, 2025. The revenue for Group for the year ended December 31, 2025 includes EUR 10 million in respect of Telemark Kildevann Holding AS. Net loss of the Group for the year ended December 31, 2025 includes a loss of EUR 0 million in respect of Telemark Kildevann Holding AS.

If the control of Telemark Kildevann Holding AS had been obtained on 1 January 2025, revenue and net loss for the Group for the year ended December 31, 2025 would have been EUR 6,165 million and EUR 22 million respectively.

2024 Acquisitions

Acquisition of Varni Brothers Corporation in the United States

On April 2, 2024, the Group acquired 100% of equity interest in Varni Brothers Corporation (VBC Bottling Company) in the United States for the consideration of EUR 53 million funded by available cash. VBC Bottling Company has deep roots in the California beverages industry, has strong customer base and strategic location, with the opportunities to grow. The accounting for the business combination resulted in a fair value of the identified assets and liabilities at the acquisition date of EUR 41 million and goodwill of EUR 12 million. The value of assets, liabilities, and contingent liabilities recognized on acquisition date are their estimated fair value, translated into the respective currency of the Group using the exchange rates at the date of acquisition.

Acquisition of Thermin Europe S.L in Iberia

On November 15, 2024, the Group acquired 100% of equity interest in Thermin Europe S.L (Frias Group), a leading Spanish manufacturer of plant-based drinks in Iberia for the consideration of EUR 196 million funded by available cash. The acquisition expanded our manufacturing capabilities in the plant-based category and enhances our ability to serve our European customers with a broader range of plant-based products. The accounting for the business combination resulted in a fair value of the identified assets and liabilities at the acquisition date of EUR 76 million and goodwill of EUR 120 million. The value of assets, liabilities, and contingent liabilities recognized on acquisition date are their estimated fair value.

Goodwill arising on acquisition

(x 1 million euro)	VBC Bottling Company*	Frias Group*	Total
Acquisition price paid	53	196	249
Consideration paid in cash	53	196	249
Less: cash and cash equivalent balances acquired	(4)	(2)	(6)
(Future) Net movement in cash	49	194	243

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

Cash paid for acquisition of subsidiaries of EUR 243 million, as included in the cash flow statement, relate to consideration paid in cash during the current financial period of EUR 249 million. Difference between net movement in cash and the consolidated statement of cash flows is due to changes in the acquisition price paid in the measurement period.

The following table summarizes the fair value of assets and liabilities acquired at the acquisition dates for the VBC Bottling Company and Frias Group.

(x 1 million euro)	VBC Bottling Company*		Total
	April 2, 2024	Frias Group* November 15, 2024	
Non-current assets			
Property, plant and equipment	5.1	33	92
Right-of-use assets	5.2	35	36
Brands and customer relationships	5.3	1	73
Non-current financial assets	3.1.1/5.4	–	0
Deferred income tax assets	5.5	–	–
Current assets			
Inventories	5.6	1	19
Current income tax receivable		–	0
Trade and other receivables	3.1.1/5.7	3	8
Cash and cash equivalents	3.1.1/5.8	4	2
Non-current liabilities			
Loans and borrowings	5.10	–	(27)
Lease liability	5.2	(27)	(1)
Deferred income tax liabilities	5.50	(7)	(22)
Current liabilities			
Loans and borrowings	5.10	–	(13)
Lease liability	5.2	(0)	(0)
Trade and other payables	5.14	(2)	(21)
Fair value of identifiable net assets acquired	41	76	117

*The comparative information is adjusted in line with IFRS 3 on account of acquisition measurement period adjustments. Reference is made to note 6.1 and 6.4.

The values of assets, liabilities, and contingent liabilities recognized on acquisition date are their estimated fair values, if applicable, translated into the presentation currency of the Group at exchange rates at the dates of acquisitions. The gross value of the acquired trade receivables at the acquisition dates amounts to EUR 10 million, the allowance for doubtful debt is EUR 0 million and the balance being the fair value amount of EUR 10 million. It is expected that the full contractual amounts can be collected. The goodwill acquired at the acquisition dates of EUR 132 million comprises the value of expected future growth from the expected synergies arising from well-established network relationships and operational expertise to support the future growth of the Group. None of the goodwill recognized is expected to be deductible for income tax. The transaction costs in 2024 are related to the VBC Bottling Company and Frías Group acquisition of EUR 3 million and are included in the general and administrative expenses line item on the face of the income statement.

(x 1 million euro)	VBC Bottling Company*	Frías Group*	Total
Consideration transferred	53	196	249
Less: fair value of identifiable net assets acquired	(41)	(76)	(117)
Goodwill arising on acquisition	12	120	132

Impact of the acquisition on the results of the Group

The results of VBC Bottling Company are consolidated in the results of Pegasus Midco B.V. as of April 2, 2024. The revenue for Group for the year ended December 31, 2024 includes EUR 16 million in respect of VBC Bottling Company. The net loss of the Group for the year ended December 31, 2024 includes a loss of EUR 7 million in respect to VBC Bottling Company.

The results of Frías Group are consolidated in the results of Pegasus Midco B.V. as of November 15, 2024. The revenue for Group for the year ended December 31, 2024 includes EUR 17 million in respect of Frías Group. The net loss of the Group for the year ended December 31, 2024 includes a loss of EUR 0 million in respect to Frías Group.

If the control of VBC Bottling Company and Frías Group had been obtained on 1 January 2024, revenue and net loss for the Group for the year ended December 31, 2024 would have been EUR 6,142 million and EUR 206 million respectively.

6.2 Commitments and contingent liabilities

Off balance sheet purchase and investment commitments

(x 1 million euro)	Less than one year	One to five years	More than five years	December 31, 2025
Property, plant and equipment/lease commitments	52	10	1	63
Raw materials, packaging and utilities	799	633	154	1,585
	851	642	155	1,648

(x 1 million euro)	Less than one year	One to five years	More than five years	Total December 31, 2024
Property, plant and equipment	52	4	–	56
Raw materials, packaging and utilities	1,215	1,002	421	2,638
	1,267	1,006	421	2,694

The off balance sheet commitments as per December 31, 2025 are mainly related to committed raw materials volumes and purchase prices following global market trends.

Contingent liabilities

The total restricted cash is disclosed in note 5.8.

The Group has several facilities for issuing letters of credit and local overdraft facilities for cash pool purposes. As at balance sheet date, there was EUR 45 million (2024: EUR 37 million) of guarantee facilities and zero open letters of credit (2024: zero).

The Company forms a fiscal unity for income tax purposes with Pegasus Bidco B.V., Refresco Holding B.V., Refresco Europe B.V., Refresco Benelux B.V., Refresco Americas B.V. and Refresco Asia-Pacific B.V. Pegasus Bidco B.V., Refresco Holding B.V., and Refresco Europe B.V. also form a fiscal unity for VAT purposes in accordance with the standard conditions. The Company and the subsidiaries that are part of the fiscal unity are jointly and severally liable for taxation payable by the fiscal unity.

A limited number of claims have been filed against the Company and Group companies, which the Company disputes. Although the outcome of these disputes cannot be predicted with any certainty, it is expected, partly on the basis of legal advice, that these will not have any significant impact on the Company's financial position and results.

Assumptions of liability pursuant to section 403, Book 2 of the Dutch Civil Code are disclosed in note 3 in the company financial statements.

6.3 Related parties

Identification of related parties

Pegasus HoldCo B.V, ultimate controlling party KKR Pegasus Aggregator L.P, the entities under the common ownership and the subsidiaries included in note 3.1 of the company financial statements are considered to be related parties. Other identified related parties are senior management of the Group, members of Executive Board and members of the Supervisory Board. The transactions with these related parties relate primarily to the shareholding and remuneration. Pegasus HoldCo B.V. is the management company of the investors in Refresco Group and is not part of the consolidated accounts.

Personnel compensation and transactions with Executive and Supervisory Board members

Executive Board personnel compensation and transactions

In accordance with the terms of the plan, members of the Executive Board retire at age 67.

Compensation of the Executive Board and Executive Committee members was EUR 26 million (2024: EUR 12 million), which is as follows:

- Short-term employee benefits - EUR 14 million (2024: EUR 9 million)
- Post-employment benefits - EUR 1 million (2024: EUR 1 million)
- Other long-term benefits - EUR 4 million (2024: EUR 2 million)
- Termination benefits - EUR 5 million (2024: EUR 0 million)
- Share based payment - EUR 3 million

The roles and responsibilities of the Executive Board and Executive Committee are presented on page 24.

Supervisory Board compensation and transactions

The remuneration an expenses for Supervisory Board members was less than EUR 1 million in 2025 and 2024.

Transactions with related parties

The transactions with related parties are as follows:

(x 1 million euro)	2025	2024
Transactions related to advisory services	2	3
Interest expense on syndicated term loan	6	7
Trade and other payable	1	2
Trade and other receivables	1	—
Non-current assets - revolving credit facility	1	—
Syndicated term loan	102	93

The related party transactions are with fellow subsidiaries and are priced on an arm's length basis.

During the current financial year, Pegasus HoldCo BV entered into an agreement with Refresco Holding BV for a revolving loan facility of up to EUR 1 million effective on 25 November 2025 and maturing on 29 July 2029. On 31 December 2025 the credit limit of the revolving credit facility was EUR 1 million with a drawn balance of EUR 1 million.

The long-term debt represents the participation of other subsidiary's of the Company's ultimate controlling parent, KKR Pegasus Aggregator L.P, to the Group's syndicated loan facility. The terms of the related party portion are consistent with those agreed with the other syndicate lenders. During the year, the Company incurred interest expense of EUR 6 million (2024: EUR 7 million) in relation to the syndicated term loans from its related parties, and at 31 December 2025 a relating interest payable position of EUR 0 million (2024: EUR 1 million) was outstanding as part of trade and other payables.

6.4 Measurement period adjustments

The fair value of the assets and liabilities in relation to the acquisition of VBC Bottling Company and Frías Group described in note 6.1 business acquisitions, were finalized in 2025. IFRS 3 requires fair value adjustments identified in the measurement period to be recognized with the effect from the date of acquisition and, consequently, results in the adjustment of the previously reported financial position as at December 31, 2024. The goodwill allocation for VBC and Frías Group to the underlying cash generating units of the Group was finalized in 2025, reference is made to the note 5.3 Intangible assets for the goodwill allocation per cash generating unit. The following table summarizes the measurement period adjustments.

(x 1 million euro)		As reported on December 31, 2024	VBC Bottling Company*	Frias Group*	As adjusted on December 31, 2024
Non-current assets					
Property, plant and equipment	5.1	2,054		17	2,071
Right-of-use assets	5.2	430			430
Goodwill	5.3	3,899	(2)	(72)	3,825
Brands and customer relationships	5.3	1,071		72	1,143
Deferred income tax assets	5	5		(1)	5
Current assets					
Inventories	5.6	661		(1)	660
Trade and other receivables	5.7	456	2	1	459
Cash and cash equivalents	5.8	167			167
Non-current liabilities					
Loans and borrowings	5.1	3,685		0	3,685
Lease liability	5.2	337			337
Other provisions	5.13	126			126
Deferred income tax liabilities	5.5	239		22	261
Current liabilities					
Lease liability	5.2	105			105
Trade and other payables	5.14	1,395		(7)	1,389
Other provisions	5.13	47			47
Equity					
Other reserves	5.9	(748)			(748)

6.5 Subsequent events

As of February 6, 2026, Refresco Group announced a definitive agreement under which Refresco has agreed to acquire SunOpta for \$6.50 per share in cash. SunOpta is a publicly traded company on the Nasdaq with historical annual revenues of USD 724 million and adjusted EBITDA from continuing operations of USD 89 million or the year ended December 31, 2024. The transaction, which has been unanimously approved by the boards of directors of both companies, will be implemented by way of a statutory court-approved plan of arrangement under the Canada Business Corporations Act. It is expected to close in the second quarter of 2026, subject to satisfaction of customary closing conditions, including receipt of court and regulatory approvals and subject to SunOpta shareholder approval. The transaction is expected to be financed through a combination new external debt and partial draw down of the existing RCF. The integration and preliminary accounting for the business combination will commence after the transaction is closed which is expected to be after the financial statements are issued.

On May 1, 2026, Mr. Vincent Delozière will step down from his role as Executive Director Strategic Projects in the Executive Committee of Pegasus Midco B.V.

Company income statement

For the year ended December 31

(x 1 million euro)	Note	2025	2024
Share in results from participation interest after taxation	3.1	(41)	(221)
Profit / (loss)		(41)	(221)

Company balance sheet

(After appropriation of result)

(x 1 million euro)	Note	December 31, 2025	December 31, 2024*
Assets			
Financial fixed assets	3.1	2,516	2,767
Total non-current assets		2,516	2,767
Total assets		2,516	2,767

(x 1 million euro)	Note	December 31, 2025	December 31, 2024*
Equity			
Issued share capital		0	0
Share premium		3,484	3,484
Legal reserves		(146)	51
Retained earnings		(822)	(768)
Total equity attributable to equity holders of the company	3.2	2,516	2,767
Total equity and liabilities		2,516	2,767

*The comparative information for retained earnings is adjusted to reclassify capitalized development costs to legal reserves to align with note 3.2 below.

Notes to the company financial statements

1 General

The financial statements of Pegasus Midco B.V. or 'the Company' are included in the consolidated financial statements of the Group.

2 Significant accounting policies

The Company makes use of the option provided in section 2:362 (8) of the Dutch Civil Code Title 9, Book 2, under which the principles for the recognition and measurement of assets and liabilities and for determination of the result of the Company financial statements are the same as those applied for the consolidated financial statements (hereinafter referred to as principles for recognition and measurement). In these separate financial statements investments in subsidiaries are accounted for using the equity method.

The share in the result of participating interests represents the Company's share in the result of these participating interests. To the extent that they are deemed to be unrealized, results are not recognized on transactions between the Company and its participating interests and mutually between participating interests themselves. The Company makes use of the option to eliminate intercompany expected credit losses against the book value of loans and receivables to Group companies, instead of elimination against the investments in Group companies.

3 Notes to the company balance sheet and income statement

3.1 Financial fixed assets

Financial fixed assets consist of participating interests in Group companies. The movements in the participating interests in Group companies were as follows:

(x 1 million euro)	2025	2024
January 1, 2025	2,767	2,896
Share in result of participating interests	(41)	(221)
Share-based payment reserve	3	—
Share in other comprehensive income of participating interests	(213)	90
December 31, 2025	2,516	2,767

Pegasus Midco B.V. owns directly or indirectly the following subsidiaries as at balance sheet date:

Company	Statutory seat	Note	Ownership interest	
			2025	2024
Consolidated companies				
Pegasus Bidco B.V.	Rotterdam (The Netherlands)	1	100 %	100 %
Refresco Holding B.V.	Rotterdam (The Netherlands)	1	100 %	100 %
Refresco Europe B.V.	Rotterdam (The Netherlands)	1	100 %	100 %
Refresco Americas B.V.	Rotterdam (The Netherlands)	1	100 %	100 %
Refresco Asia Pacific B.V.	Rotterdam (The Netherlands)	1	100 %	100 %
Refresco Benelux B.V.	Maarheeze (The Netherlands)	1/2	100 %	100 %
Refresco Benelux FinCo B.V. (merged into Refresco Benelux B.V.)	Rotterdam (The Netherlands)	2	n/a	100 %
JuiSea Shipping B.V.	Rotterdam (The Netherlands)		80 %	80 %
Refresco N.V.	Ninove (Belgium)		100 %	100 %
Avandis B.V. (merged into Refresco Benelux B.V.)	Zoetermeer (The Netherlands)	2	n/a	100 %
Avandis C.V.	Zoetermeer (The Netherlands)	2	n/a	100 %
Refresco Australia Holding Pty Ltd	Condell Park (Australia)		100 %	100 %
Refresco Australia Pty Ltd	Condell Park (Australia)		100 %	100 %
Refresco Iberia S.A.	Valencia (Spain)		100 %	100 %
Thermin Europe S.L	Burgos (Spain)		100 %	100 %
Frias Nutrición S.A.U.	Burgos (Spain)		100 %	100 %
Neutral Foods S.L.U.	Burgos (Spain)		100 %	100 %
Refresco Deutschland Services & IT GmbH	Mönchengladbach (Germany)		100 %	100 %
Refresco Deutschland GmbH (Formerly Refresco Deutschland Holding GmbH)	Mönchengladbach (Germany)	6	100 %	100 %
Refresco Hamburg GmbH (merged into Refresco Deutschland GmbH)	Mönchengladbach (Germany)	6	n/a	100 %
Refresco Calvörde GmbH (merged into Refresco Deutschland GmbH)	Mönchengladbach (Germany)	6	n/a	100 %
Refresco Deutschland GmbH (Merged)	Mönchengladbach (Germany)	6	n/a	100 %
Logico GmbH & Co KG	Mönchengladbach (Germany)		100 %	100 %
Refresco Nord GmbH	Rellingen (Germany)		100 %	100 %
HANSA Mineralbrunnen GmbH	Rellingen (Germany)		100 %	100 %
Refresco Personalmanagement GmbH (merged into Refresco Nord GmbH)	Rellingen (Germany)	6	n/a	100 %
Refresco Finland Holding O.Y.	Kuopio (Finland)		100 %	100 %
Refresco Finland O.Y.	Kuopio (Finland)		100 %	100 %
Ferskur France S.A.S.	Marges (France)		100 %	100 %
Refresco France S.A.S.	Marges (France)		100 %	100 %
J.& C. S.A.S.	Crolles (France)		100 %	100 %
Pride Foods Ltd.	Bridgwater (UK)		100 %	100 %
Quantock Properties Ltd.	Bridgwater (UK)		100 %	100 %
Refresco Beverages UK Ltd.	Bridgwater (UK)		100 %	100 %
Gerber Emig Group Ltd.	Bridgwater (UK)		100 %	100 %

Company	Statutory seat	Note	Ownership interest	
			2025	2024
Yorkshire Spring Mineral Water Holdings Ltd.	Bridgwater (UK)		100 %	100 %
Yorkshire Spring Mineral Water Company Ltd.	Bridgwater (UK)		100 %	100 %
Yorkshire Spring Water Ltd.	Bridgwater (UK)		100 %	100 %
Refresco Financing UK 001 Ltd.	Bridgwater (UK)		100 %	100 %
Refresco Financing UK 002 Ltd.	Bridgwater (UK)		100 %	100 %
Refresco Drinks UK Ltd.	Kegworth (UK)		100 %	100 %
Refresco Poland Sp. z o.o.	Kety (Poland)		100 %	100 %
Refresco Sp. z o.o.	Kety (Poland)		100 %	100 %
Refresco Italia S.p.A.	Cadorago (Italy)		100 %	100 %
Refresco US Holding Inc.	Tampa, Florida (US)		100 %	100 %
Northeast Retailer Brands LLC	Tampa, Florida (US)		51 %	51 %
Refresco Beverages US Inc.	Tampa, Florida (US)		100 %	100 %
Varni Brothers Corporation (merged into Refresco Beverages US Inc.)	Modesto, California (US)	5	n/a	100 %
Refresco Canada Inc.	Mississauga, Ontario (Canada)		100 %	100 %
RG Refresco Group Holding SA de CV	Puebla (Mexico)		100 %	100 %
RG Refresco Embotelladora Mexico SA de CV	Ciudad de Mexico (Mexico)		100 %	100 %
Refresco Norway Holding AS	Oslo (Norway)	3	100 %	n/a
Telemark Kildevann Holdings AS	Fyresdal (Norway)	4	100 %	n/a
Auskog Eidendomsselskap AS	Aurskog (Norway)	4	100 %	n/a
PetPack Drikker AS	Aurskog (Norway)	4	100 %	n/a
Rustad Drikker AS	Elverum (Norway)	4	100 %	n/a
Telemark Kildevann AS	Fyresdal (Norway)	4	100 %	n/a
Fyresdal Eiendom AS	Fyresdal (Norway)	4	100 %	n/a
Arjangs Bryggen AB	Arjang (Sweden)	4	100 %	n/a
Non-Consolidated companies				
Entsorgungsgesellschaft mbH Neues Land	Calvörde (Germany)	7	40 %	40 %
Stichting JuicyChain	Rotterdam (The Netherlands)	7	n/a	n/a

1 Pursuant to section 403, Book 2 of the Dutch Civil Code Pegasus Midco B.V. has issued a 403 liability statement for these companies. Pursuant to section 403, Pegasus Midco B.V. has assumed joint and several liability for the debts arising out of the legal acts of these subsidiaries

2 Avandis BV and Refresco Benelux FinCo BV merged with Refresco Benelux BV in June 2025. Avandis CV was liquidated upon merger of its previous participants.

3 Refresco Norway Holding AS was created in June 2025.

4 Telemark Kildevann was acquired in July 2025 which included the following entities: Telemark Kildevann Holdings AS, Auskog Eidendomsselskap AS, PetPack Drikker AS, Rustad Drikker AS, Telemark Kildevann AS, Fyresdal Eiendom AS and Arjangs Bryggen AB. Disclosed in note 6.1 Business acquisitions.

5 Varni Brother Corporation was merged in August 2025 into Refresco Beverages US Inc.

6 Refresco Deutschland GmbH, Refresco Calvörde GmbH and Refresco Hamburg GmbH were merged into Refresco Deutschland Holding GmbH in January 2025. Refresco Deutschland Holding GmbH changed its name to Refresco Deutschland GmbH. Refresco Personal Management GmbH was merged into Refresco Nord GmbH in January 2025.

7 The Non-consolidated companies are not material for the financial statements of Pegasus Midco B.V.

3.2 Equity

For details on equity, a reference is made to note 5.9 of the consolidated financial statements.

Legal reserves include hedge reserve interest rate swaps, hedge reserve FX instruments, hedge reserve commodity swaps, currency translation reserve, capitalized development costs and retained earnings of subsidiaries that can not be freely distributed due to legal and other restrictions. The capitalized development costs legal reserve amount to EUR 33 million (2024: EUR 20 million) and represents the difference in other reserves in the Group financial statements.

3.3 Remuneration

For the remuneration to the Executive Board a reference is made to note 6.3 of the consolidated financial statements. The Company does not employ personnel.

3.4 Independent auditor's fees

With reference to Section 2.382a(1) and (2) of the Dutch Civil Code, the following fees for the financial year have been charged by EY Accountants B.V (EY BV) and their network inside and outside the Netherlands to the Company, its subsidiaries and other consolidated entities:

(x 1 million euro)	2025			2024		
	EY BV	Network	Total	EY BV	Network	Total
Statutory audit of financial statements	1	3	4	1	3	4
Other audit services	1	—	1	—	—	—
	2	3	5	1	3	4

There were no non-audit fees for EY during the period.

3.5 Appropriation of results

The General Meeting has the authority to allocate the results by adoption of the annual accounts. The result for the year is added to the retained earnings in accordance with the proposal to the General meeting.

Rotterdam, March 11, 2026.

Executive Board and Executive Committee members

S. Presley – Chief Executive Officer
 B. McFarland – Chief Financial Officer
 C.M.L. Michielsen – Chief Supply Chain Officer
 M. Zandbergen - Chief People and Legal Officer
 B. Goist – Chief Operating Officer North America
 D. Schulz – Chief Operating Officer Europe
 V.D.J. Delozière – Executive Director Strategic Projects

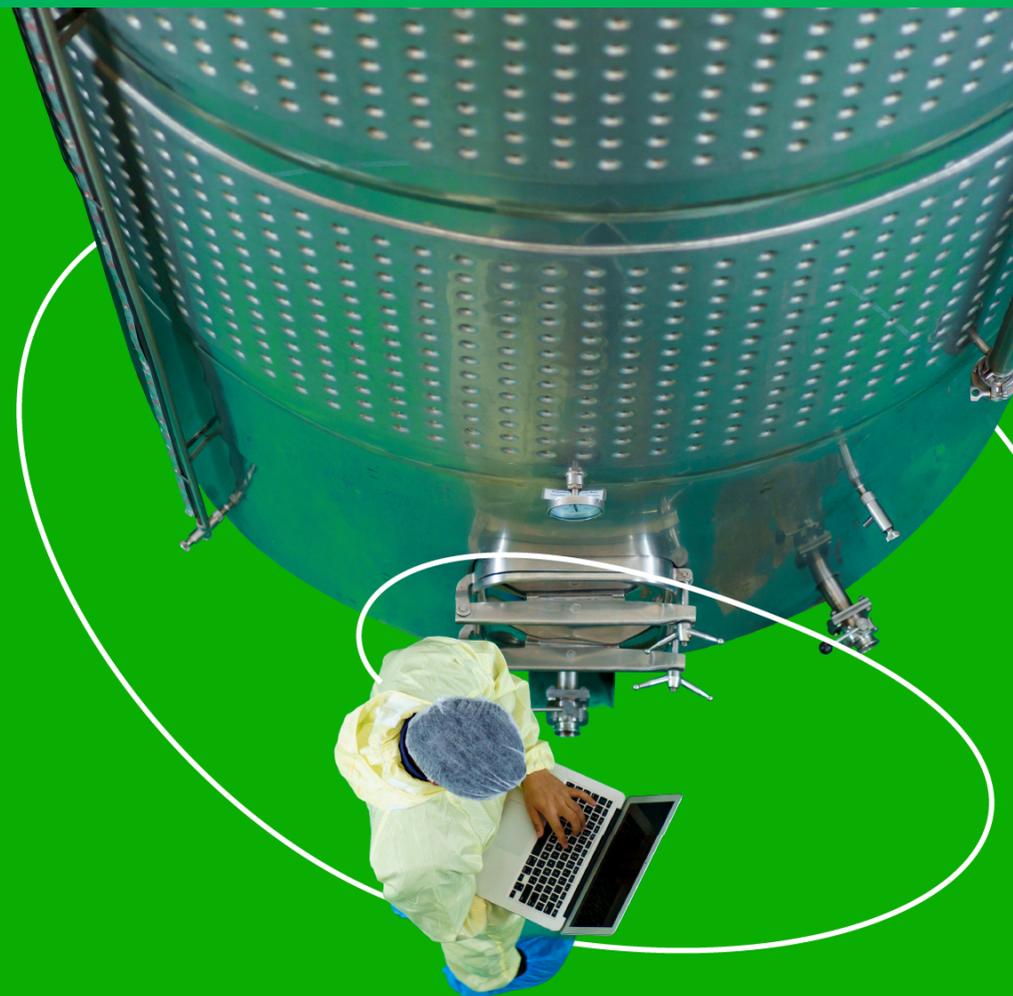
Supervisory Board

J.M. Cunningham
 K.P. Casey
 R.J. Golden
 A.J. Papps
 F.J.M.P. Stévenin
 J. Downs

Other information

Statutory provision with respect to appropriation of result

Independent auditor's report



Statutory provision with respect to appropriation of result

The General Meeting has the authority to allocate the results determined by adoption of the annual accounts.

Independent auditor's report

Report on the audit of the financial statements 2025 included in the annual report

Our opinion

We have audited the accompanying financial statements for the year ended 31 December 2025 of Pegasus MidCo B.V. based in Rotterdam, The Netherlands.

The financial statements comprise the consolidated financial statements and the company financial statements.

In our opinion:

- The consolidated financial statements give a true and fair view of the financial position of Pegasus MidCo B.V. as at 31 December 2025 and of its result and its cash flows for 2025 in accordance with IFRS Accounting Standards as adopted in the European Union (IFRS Accounting Standards) and with Part 9 of Book 2 of the Dutch Civil Code.
- The company financial statements give a true and fair view of the financial position of Pegasus MidCo B.V. as at 31 December 2025 and of its result for 2025 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

- The consolidated balance sheet as at 31 December 2025.
- The following statements for 2025 the consolidated income statement, the consolidated statements of other comprehensive income, changes in equity and cash flows.
- The notes comprising material accounting policy information and other explanatory information.

The company financial statements comprise:

- The company balance sheet as at 31 December 2025.
- The company income statement for 2025.
- The notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of Pegasus MidCo B.V. (the company) in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error.

Our audit response related to fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the company and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how the supervisory board exercises oversight, as well as the outcomes. We refer to Section Risks and risk management of the Executive Board Report for management's risk assessment after consideration of potential fraud risks.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as the code of conduct and whistle blower procedures. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We addressed the risks related to management override of controls, as this risk is present in all organizations. For these risks we have, among other things, performed procedures to evaluate whether the selection and application of accounting policies by the company, particularly those relating to subjective measurements and complex transactions, as disclosed in Note 2.17 Use of estimates and judgements to the financial statements. We have also used data analysis to identify and address high-risk journal entries and other adjustments made in the financial reporting process. We evaluated the business rationale (or the lack thereof) of significant extraordinary transactions, including those with related parties.

When identifying and assessing fraud risks we presumed that there are risks of fraud in revenue recognition. We considered among other things the company's specific customer sales contracts, that differentiate between Global, National and Emerging brand and retailer brand.

These conditions give rise to management acceleration revenues by incorrect accounting for these agreements or through top side journal entries.

We designed and performed our audit procedures relating to revenue recognition responsive to this presumed fraud risk. We obtained the significant sales contracts with the counterparties and assessed if the terms and conditions matched the IFRS 15 revenue recognition requirements. We have used data-analytics to focus on our audit procedures on high-risk journals entries and/or non-standard revenue entries.

We further identified a risk of fraud relating to the accounting treatment of business combinations, especially regarding the fair value determination of the acquired assets or liabilities. We have used valuation specialists to assess the reasonableness of the assumptions used by management in the determination of fair values.

We considered available information and made enquiries of relevant executives, directors, legal, compliance, human resources and regional directors and the supervisory board.

The fraud risks we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

Our audit response related to risks of non-compliance with laws and regulations

We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements.

Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with management, reading minutes, inspection of internal audit reports, inspection of pending legal cases and performing substantive tests of details of classes of transactions, account balances or disclosures.

We also inspected lawyers' letters and we were informed by management that there was no correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally, we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Our audit response related to going concern

As disclosed in Note 2.1 Basis of preparation to the financial statements, the financial statements have been prepared on a going concern basis. When preparing the financial statements, management made a specific assessment of the company's ability to continue as a going concern and to continue its operations for the foreseeable future.

We discussed and evaluated the specific assessment with management exercising professional judgment and maintaining professional skepticism. We considered whether management's going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all relevant events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion.

Based on our procedures performed, we did not identify material uncertainties about going concern or management's use of the going concern basis of accounting. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

Compliance with SBR Regulatory Technical Standard, including XBRL mark-ups, unaudited

We did not examine the compliance with the requirements of the Regulatory Technical Standard of the SBR domain Trade Register (including the applied eXtensible Business Reporting Language (XBRL) mark-ups) and, accordingly, do not express an opinion thereon.

Report on other information included in the annual report

The annual report contains other information in addition to the financial statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements.
- Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities regarding the financial statements

Responsibilities of management and the Supervisory Board for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The Information in support of our opinion section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We are responsible for planning and performing the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the financial statements. We are also responsible for the direction, supervision, review and evaluation of the audit work performed for purposes of the group audit. We bear the full responsibility for the auditor's report.

Communication

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Rotterdam, March 11, 2026

EY Accountants B.V. signed by P.W.J. Laan

Appendices

[Contact us](#)

[Glossary](#)

[Forward-looking statements](#)



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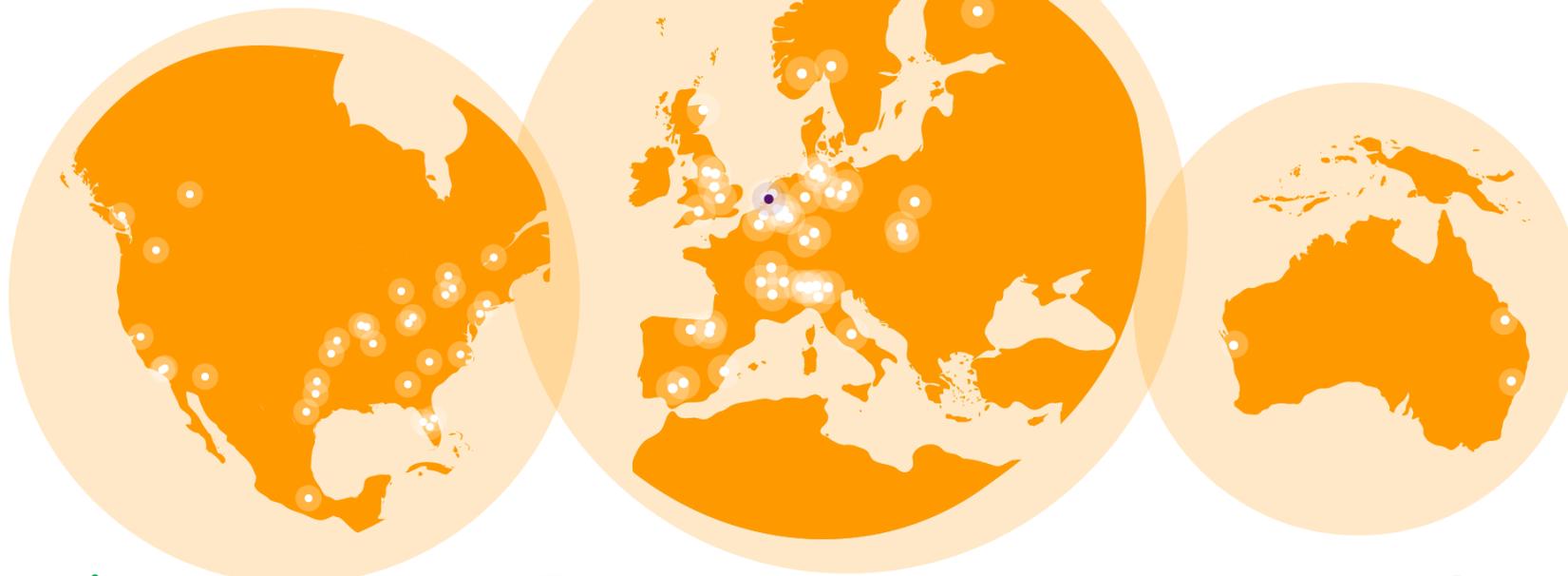
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United Kingdom

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Our manufacturing locations



Americas

United States

- Carlisle, OH
- Columbus, GA
- Concordville, PA
- Dunkirk, NY
- Fontana, CA
- Fort Gibson, OK
- Fort Worth, TX
- Greendale, IN
- Greer, SC
- Joplin, MO
- Lakeland, FL
- Modesto, CA
- Paw Paw, MI
- San Antonio, TX
- San Bernardino, CA
- Sikeston, MO
- St. Louis, MO
- Tampa, FL
- Tempe, AZ

- Truesdale, MO
- Waco, TX
- Walla Walla, WA
- Wharton, NJ
- Wilson, NC

Canada

- Calgary, AB
- Mississauga, ON
- Pointe-Claire, QC
- Surrey, BC

Mexico

- Puebla, MX

Europe

Benelux

- Bodegraven
- Hoensbroek
- Maarheeze
- Ninove
- Sittard
- Zoetermeer

Finland

- Kuopio

France

- La-Roche-sur-Foron
- Le Quesnoy
- Margès
- Nuits-Saint-Georges
- Saint-Alban-les-Eau

Germany

- Aumühle
- Bruchsal
- Calvörde
- Erftstadt
- Grüneberg
- Grünsfeld
- Herrath
- Lehnin
- Löhne
- Trappenkamp

Iberia

- Alcolea
- Burgos
- Marcilla
- Oliva
- Sevilla
- Tafalla

Italy

- Caslino al Piano
- Fidenza
- Recoaro Terme
- San Carlo Spinone
- Sulmona
- Quarona Sesia

Norway

- Aurskog
- Fyresdal

Poland

- Kety
- Kozietyły

United Kingdom

- Bondgate
- Bridgwater
- Kegworth
- Macduff
- Milton Keynes
- Nelson

Australia

Australia

- Brisbane, QLD
- Perth, WA
- Sydney, NSW

Glossary

Non-IFRS measures are provided because they are closely tracked by management to evaluate Pegasus's operating performance and to make financial, strategic and operating decisions.

Adjusted EBITDA

Operating income before depreciation, amortization and impairments (=EBITDA), excluding exceptional items related to acquisitions, refinancing and other one-off items.

Adjusted net income / (loss)

Net income excluding the effects of certain exceptional items. Such adjustments relate primarily to substantial one-off restructurings, costs relating to acquisitions or disposals, refinancing and related tax effects.

Capital employed excluding goodwill

Capital employed excluding goodwill is calculated as the total non-current assets excluding goodwill plus the working capital minus the Employee benefits provision.

EBITDA

Operating profit before depreciation, amortization and impairments.

FMCG

Fast-moving consumer goods.

Great Place to Work

This is a methodology process adopted by businesses to measure employee engagement.

Net debt

Defined as long-term and short-term borrowings (including lease liabilities) less cash and cash equivalents.

Operating cash flow

We use operational cash flow to monitor cash generation. It is defined as operating income excluding depreciation and amortization, adjusted for the change in operating working capital and capital expenditures.

Operating income

Operating income is defined in accordance with IFRS and includes the relevant exceptional items.

Refresco Group

In this Annual report Pegasus Midco B.V. and its subsidiaries are collectively referred to as Refresco Group or the Company or the Group.

Volume

Volume is defined as number of liters sold.

Forward-looking statements

Certain statements in this document are not historical facts and are or are deemed to be ‘forward-looking’. The Company’s prospects, plans, financial position and business strategy, and statements pertaining to the capital resources, future expenditure for development projects and results of operations, may constitute forward-looking statements. In addition, forward looking statements generally can be identified by the use of forward-looking terminology including, but not limited to: ‘may’, ‘expect’, ‘intend’, ‘estimate’, ‘anticipate’, ‘plan’, ‘foresee’, ‘will’, ‘could’, ‘may’, ‘might’, ‘believe’ or ‘continue’ or the negatives of these terms or variations of them or similar terminology. Although the Company believes that the expectations reflected in these forward- looking statements are reasonable, it can give no assurance that these expectations will prove to be correct. These forward-looking statements involve a number of risks, uncertainties and other facts that may cause actual results to be materially different from those expressed or implied in these forward-looking statements because they relate to events and depend on circumstances that may or may not occur in the future and may be beyond the Company’s ability to control or predict. Forward- looking statements are not guarantees of future performances.

Factors, risk and uncertainties that could cause actual outcomes and results to be materially different from those projected include, but are not limited to, the following: risks relating to changes in political, economic and social conditions; future prices and demand for the Group’s products and demand for the Group’s customers’ products; future expansion plans and capital expenditures; the Group’s relationship with, and conditions affecting, the Group’s customers; competition; weather conditions or catastrophic damage; and risks relating to global economic conditions and the global economic environment. Forward-looking statements speak only as of the date of this document.

The Company expressly disclaims any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward- looking statement contained in this report to reflect any change in its expectations or any change in events, conditions, assumptions or circumstances on which any such statement is based unless so required by applicable law.

