

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

Complete all entries in accordance with the instructions to the Form 5500.

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Part I Annual Report Identification Information

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

- A This return/report is for: [] a multiemployer plan [] a multiple-employer plan... [X] a single-employer plan [] a DFE... B This return/report is: [] the first return/report [] the final return/report... C If the plan is a collectively-bargained plan, check here... D Check box if filing under: [X] Form 5558 [] automatic extension... E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here...

Part II Basic Plan Information—enter all requested information

1a Name of plan: BARR BRANDS INTERNATIONAL AMENDED AND RESTATED EMPLOYEE STOCK OWNERSHIP PLAN
1b Three-digit plan number (PN): 002
1c Effective date of plan: 01/01/1996
2a Plan sponsor's name (employer, if for a single-employer plan): BARR BRANDS INTERNATIONAL, INC.
2b Employer Identification Number (EIN): 46-1120364
2c Plan Sponsor's telephone number: 901-775-0100
2d Business code (see instructions): 325900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

Table with 4 columns: SIGN HERE, Signature, Date, and Name. Contains two rows for plan administrator and employer/plan sponsor, both signed by Michael Vanepps on 10/13/2025.

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2024) v. 240311

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN	
	4d PN	
5 Total number of participants at the beginning of the plan year	5	602
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1)	403
	6a(2)	430
	6b	20
	6c	170
	6d	620
	6e	10
	6f	630
	6g(1)	583
6g(2)	630	
6h	36	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2I 2P 2Q 3F 3H 3I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) <input type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) **R** (Retirement Plan Information)
- (2) **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) **DCG** (Individual Plan Information) – Number Attached 0
- (5) **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) **H** (Financial Information)
- (2) **I** (Financial Information – Small Plan)
- (3) **A** (Insurance Information) – Number Attached _____
- (4) **C** (Service Provider Information)
- (5) **D** (DFE/Participating Plan Information)
- (6) **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) Yes No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) Yes No

11c Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan BARR BRANDS INTERNATIONAL AMENDED AND RESTATED EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BARR BRANDS INTERNATIONAL, INC.	D Employer Identification Number (EIN) 46-1120364	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)... Yes No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024			
A Name of plan BARR BRANDS INTERNATIONAL AMENDED AND RESTATED EMPLOYEE STOCK OWNERSHIP PLAN	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;">B Three-digit plan number (PN) ▶</td> <td style="width:20%; text-align: center;">002</td> </tr> </table>	B Three-digit plan number (PN) ▶	002
B Three-digit plan number (PN) ▶	002		
C Plan sponsor's name as shown on line 2a of Form 5500 BARR BRANDS INTERNATIONAL, INC.	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>D Employer Identification Number (EIN) 46-1120364</td> </tr> </table>	D Employer Identification Number (EIN) 46-1120364	
D Employer Identification Number (EIN) 46-1120364			

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2714619	1454202
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		42
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		65934
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		1444496
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)	423995483	467449149
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	426710102	470413823
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	71096226	69123500
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	71096226	69123500
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	355613876	401290323

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	6809573	
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6809573
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	12176	
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		12176
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	56609	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		56609
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	59256909	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-74982
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		66060285

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19389439	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		19389439
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		994399
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		20383838

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		45676447
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) Unmodified (2) Qualified (3) Disclaimer (4) Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) DOL Regulation 2520.103-8 (2) DOL Regulation 2520.103-12(d) (3) neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CBIZ CPAS P.C.

(2) EIN: 43-1947695

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) This form is filed for a CCT, PSA, DCG or MTIA. (2) It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? Yes No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) Yes No Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>BARR BRANDS INTERNATIONAL AMENDED AND RESTATED EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BARR BRANDS INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>46-1120364</u>	

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>15803242</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-0127290</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment).....	14a	
b The plan year immediately preceding the current plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14b	
c The second preceding plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14c	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	16b	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment

19 If the total number of participants is 1,000 or more, complete lines (a) and (b):

a Enter the percentage of plan assets held as:
 Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%
 High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:
 0-5 years 5-10 years 10-15 years 15 years or more

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? Yes No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:
 Yes.
 No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.
 No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.
 No. Other. Provide explanation: _____

Part VII IRS Compliance Questions

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? Yes No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).
 Design-based safe harbor method
 "Prior year" ADP test
 "Current year" ADP test
 N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter ___/___/____ (MM/DD/YYYY) and the Opinion Letter serial number _____.

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Financial Statements
Years Ended December 31, 2024 and 2023

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

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Independent Auditors' Report

To the Retirement Plan Committee
Barr Brands International, Inc. Amended and
Restated Employee Stock Ownership Plan
Memphis, Tennessee

Opinion

We have audited the financial statements of Barr Brands International, Inc. Amended and Restated Employee Stock Ownership Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2024 and 2023, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2024 and 2023, and the changes in its net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. 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. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on these financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain 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 Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter - Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule of Assets (Held at End of Year) as of December 31, 2024, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and

Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

CBIZ CPAs P.C.

Memphis, Tennessee
October 10, 2025

BARR BRANDS INTERNATIONAL, INC. AMENDED AND RESTATED EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits
December 31, 2024 and 2023

	December 31, 2024			December 31, 2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Cash	\$ 65,934	\$ -	\$ 65,934	\$ -	\$ -	\$ -
Investments						
Barr Brands International, Inc. common stock	178,343,171	289,105,979	467,449,150	167,782,501	256,212,982	423,995,483
Mutual fund	<u>1,444,496</u>	<u>-</u>	<u>1,444,496</u>	<u>-</u>	<u>-</u>	<u>-</u>
	179,787,667	289,105,979	468,893,646	167,782,501	256,212,982	423,995,483
Receivables						
Employer contribution receivable	-	1,454,202	1,454,202	-	2,714,619	2,714,619
Interest income receivable	<u>42</u>	<u>-</u>	<u>42</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>42</u>	<u>1,454,202</u>	<u>1,454,244</u>	<u>-</u>	<u>2,714,619</u>	<u>2,714,619</u>
Total assets	179,853,643	290,560,181	470,413,824	167,782,501	258,927,601	426,710,102
Liabilities						
Interest payable	-	741,894	741,894	-	763,067	763,067
Notes payable	<u>-</u>	<u>68,381,607</u>	<u>68,381,607</u>	<u>-</u>	<u>70,333,159</u>	<u>70,333,159</u>
Total liabilities	<u>-</u>	<u>69,123,501</u>	<u>69,123,501</u>	<u>-</u>	<u>71,096,226</u>	<u>71,096,226</u>
Net assets available for benefits	<u>\$ 179,853,643</u>	<u>\$ 221,436,680</u>	<u>\$ 401,290,323</u>	<u>\$ 167,782,501</u>	<u>\$ 187,831,375</u>	<u>\$ 355,613,876</u>

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

BARR BRANDS INTERNATIONAL, INC. AMENDED AND RESTATED EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2024 and 2023

	December 31, 2024			December 31, 2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Additions to net assets attributed to:						
Interest and dividends	\$ 68,786	\$ -	\$ 68,786	\$ -	\$ -	\$ -
Net appreciation in fair value of investments	21,987,713	37,194,213	59,181,926	3,833,302	6,390,897	10,224,199
Employer contributions and recycled shares	5,102,865	1,706,708	6,809,573	-	2,972,646	2,972,646
Allocation of Barr Brands International, Inc. common stock (10,130.9992 shares in 2024 and 23,780.0360 shares in 2023, at fair value)	<u>4,301,217</u>	<u>-</u>	<u>4,301,217</u>	<u>8,816,211</u>	<u>-</u>	<u>8,816,211</u>
Total additions	<u>31,460,581</u>	<u>38,900,921</u>	<u>70,361,502</u>	<u>12,649,513</u>	<u>9,363,543</u>	<u>22,013,056</u>
Deductions from net assets attributed to:						
Distributions to participants	19,389,439	-	19,389,439	31,930,263	-	31,930,263
Interest expense	-	994,399	994,399	-	1,021,093	1,021,093
Allocation of Barr Brands International, Inc. common stock (10,130.9992 shares in 2024 and 23,780.0360 shares in 2023, at fair value)	<u>-</u>	<u>4,301,217</u>	<u>4,301,217</u>	<u>-</u>	<u>8,816,211</u>	<u>8,816,211</u>
Total deductions	<u>19,389,439</u>	<u>5,295,616</u>	<u>24,685,055</u>	<u>31,930,263</u>	<u>9,837,304</u>	<u>41,767,567</u>
Net increase (decrease) in net assets	12,071,142	33,605,305	45,676,447	(19,280,750)	(473,761)	(19,754,511)
Net assets available for benefits						
Beginning of year	<u>167,782,501</u>	<u>187,831,375</u>	<u>355,613,876</u>	<u>187,063,251</u>	<u>188,305,136</u>	<u>375,368,387</u>
End of year	<u>\$ 179,853,643</u>	<u>\$ 221,436,680</u>	<u>\$ 401,290,323</u>	<u>\$ 167,782,501</u>	<u>\$ 187,831,375</u>	<u>\$ 355,613,876</u>

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

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements
December 31, 2024 and 2023

Note 1 - Description of Plan

The following description of Barr Brands International, Inc. Amended and Restated Employee Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the plan document or summary plan description for a more complete description of the Plan's provisions, which are available from the plan administrator.

General

The Plan is a defined contribution plan sponsored by Barr Brands International, Inc. (BBI). BBI is a holding corporation for W.M. Barr & Company, Inc. (Barr) and Microban International, Ltd. and subsidiaries (Microban) (collectively, the "Company").

The Plan operates as a leveraged employee stock ownership plan (ESOP) designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended. The Plan is administered by an advisory committee as appointed by the Company's Board of Directors. The trust department of an independent third party bank is the Plan's Trustee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

On November 25, 1996, the Plan purchased Company common and preferred shares using proceeds of a borrowing from former shareholders of the Company. The loan was guaranteed by the Company, and the stock was held in a trust fund (the "Trust") established under the Plan. In November 1999, the Company obtained long-term debt from a financial institution and repurchased all of the outstanding notes from the former shareholders. Upon repurchase of the notes by the Company, the ESOP became internally leveraged. The Company subsequently entered into new loan agreements with the ESOP in exchange for new notes (see note 5).

The notes payable to the Company are collateralized by the unallocated shares of stock. The Company has no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements of the Plan as of December 31, 2024 and 2023 and for the years then ended present separately the assets and liabilities and changes therein pertaining to the accountings of employees with vested rights in allocated Company stock (allocated) and Company stock not yet allocated to employees (unallocated).

Eligibility

Employees of the Company are eligible to enter the Plan on the first day of the quarter after completion of ninety (90) days of service and having attained age eighteen (18). Participants who do not have at least 1,000 hours of service during the plan year or are not employed on the last day of the plan year are generally not eligible for an allocation of Company contributions other than the qualified non-elective contribution (QNEC) described below.

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 1 - Description of Plan (continued)

Contributions

The Company is obligated to make contributions in cash to the Plan which, when aggregated with the Plan's interest earnings, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loans. The Company's common stock acquired by the Plan with loan proceeds is allocated to eligible participant accounts as principal and interest is repaid on the notes payable. The Company's common stock is allocated to participants based upon each participant's eligible compensation in proportion to the total eligible compensation of all participants.

Each year the Company will make a qualified non-elective contribution (QNEC) on behalf of each participant in an amount equal to three percent (3%) of each participant's eligible compensation for the plan year. The participant must have been an active employee and an active participant in the Barr Brands International, Inc. 401(k) Plan at any time during the plan year. QNECs totaled \$1,396,915 in 2024 and \$1,253,728 in 2023.

Effective May 15, 2024, the Plan was amended to allow for the recycling of as many shares as possible on an annual basis to normalize the level of benefit allocations to the participants. Such amendment allows the Plan to allocate shares to participants in accordance with the Internal Revenue Services rules while also preserving unallocated shares for future allocations. When shares are recycled they are reallocated to participant accounts at the value of the common stock as of the end of the preceding year. During 2024, the Plan recycled 13,764 shares at a value of \$5,102,865 to participant accounts.

Payment of benefits

Prior to January 1, 2024, upon normal retirement age (65), death (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), or disability, a participant or beneficiary may elect to receive a distribution in the plan year immediately following the year in which the event occurs. If a participant terminates employment with the Company for other reasons, the participant may elect a distribution in the plan year following one full plan year after the participant's separation from service. Terminated participants whose vested account values were less than \$1,000 would receive cash distributions from the Plan. All distributions from the Plan are made in cash.

Effective January 1, 2024, the Plan was amended to allow participants (or their beneficiaries or legal representatives in the case of death) who were active employees through normal retirement age (65), participants who were age 60 as of December 31, 2023, deceased participants, or disabled participants, to elect either to receive a lump sum distribution in the plan year immediately following the year in which the event occurs or to receive distributions in equal share installments over a 5-year period. If a participant terminates employment with the Company for other reasons, the participant may no longer elect a lump sum distribution in the plan year following one full plan year after the participant's separation from service but may elect to receive distributions in equal

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 1 - Description of Plan (continued)

Payment of benefits (continued)

share installments over a 5-year period. Terminated participants whose vested account are less than \$7,000 will receive cash distributions from the Plan. All distributions from the Plan are made in cash. Terminated participants who were not active employees through normal retirement age or who were not age 60 as of December 31, 2023 and who do not make an election to receive distributions in equal share installments over a 5-year period will have one fifth of their shares exchanged for cash within the Plan in equal share installments over a 5-year period. This cash will be invested in the same target date fund that is the qualified default investment alternative in the Company's 401(k) plan based on the terminated participant's expected retirement age.

Prior to 2002, the Company was permitted to contribute 25% of the participants' total eligible compensation, plus interest owed on the outstanding ESOP loan, to the Plan each year. These contributions were used to repay the outstanding ESOP loan as well as fund participant distributions. Participant shares repurchased under the previous arrangement were reallocated to the active participant accounts. Effective January 1, 2002, the Company's Board of Directors elected to change the Company's structure to an S Corporation status as defined by the Internal Revenue Code (IRC). As an S Corporation, the Company is permitted to contribute 25% of the participants' total eligible compensation, including the interest owed on the outstanding ESOP loan balances, to the Plan each year. As a result of this limitation, the Company sought alternative means to make participant distributions while remaining in compliance with IRC prescribed contribution limits. To cover participant distributions, the Company distributed shares of Company stock with the intention that the participant would immediately sell the stock back to the Company.

This treatment results in the redemption and cancellation of shares, as opposed to the reallocation of shares within the Plan. Effective May 15, 2024, the Company returned to the reallocation method allowing the Company to redeem and cancel shares as well as recycle shares. The Company redeemed and canceled \$15,803,241 (42,626 shares) and \$31,930,263 (88,254 shares) of stock during 2024 and 2023, respectively, in connection with participant distributions. The remaining participant distributions of \$3,586,198 during 2024 were achieved by the recycling of 13,764 shares (see "Contributions" above).

Administrative expenses

As provided in the plan document, administrative expenses may be paid either by the Plan or by the Company. The Company has historically paid the operating expenses for the Plan.

Voting rights

The Trustee exercises voting rights for the Company common stock held as a part of the Plan assets. Each participant is entitled to direct the Trustee regarding voting rights on Company common stock allocated to his or her account as it relates to certain matters defined in the plan document. The Trustee is permitted to vote any share for which instructions have not been given by a participant.

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 1 - Description of Plan (continued)

Participant accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year with an allocation of shares of the Company's stock released by the Trustee from the unallocated account and forfeitures of terminated participants' non-vested accounts. With the exception of the reallocation of shares redeemed from participants determined by the Company and QNEC shares, only those participants who are eligible employees of the Company as of the last day of the plan year will receive an allocation. Allocations are based on participant's eligible compensation, relative to total eligible compensation. Plan earnings are allocated to each participant's account based on the ratio of the participant's account balance.

Vesting

Contributions and related investment income or losses resulting from the Company's QNEC are immediately 100% vested. Participants vest in their ESOP accounts and related investment income or losses based upon years of service. A participant becomes gradually vested based upon years of service, with 100% vesting occurring after six years of service. In the event of death, disability, normal retirement age (65), or if the Plan is discontinued, participants become 100% vested in all account balances.

Put option

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the current appraised value of the stock. The purpose of the put option is to ensure that participants have the ability to ultimately obtain cash.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company common stock into investments which are more diversified. Prior to January 1, 2024, participants who were at least age fifty-five (55) or older with at least ten (10) years of participation in the Plan could elect to diversify a portion of their account. Diversification was offered to each eligible participant over a six-year period. In each of the first five (5) years, a participant could diversify up to twenty-five percent (25%) of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changed to fifty percent (50%). Effective January 1, 2024, participants who are at least age fifty (50) or older with at least six (6) years of participation in the Plan may elect to diversify a portion of their account. In each of the first five (5) years once a participant is eligible for diversification, a participant may diversify up to twenty-five percent (25%) of the number of shares

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 1 - Description of Plan (continued)

Diversification (continued)

allocated to his or her account, less any shares previously diversified. In the sixth and any subsequent years, the percentage changes to fifty percent (50%). For participants who elect diversification, such amounts will be transferred and reflected in the respective participant's account in the Barr Brands International, Inc. 401(k) Plan. Such amounts are included as distributions to participants in the accompanying statements of changes in net assets available for benefits.

Forfeitures

If an employee terminates before his or her ESOP account has become fully vested, such non-vested portion of the account is forfeited. Participant forfeitures are reallocated to participants' accounts based upon the relation of the participant's eligible compensation to total eligible compensation for the plan year. Forfeitures allocated to participants totaled \$280,261 and \$401,256 for the years ended December 31, 2024 and 2023, respectively.

Note 2 - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared on the accrual method of accounting.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires plan management to make estimates and assumptions which affect reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to: (a) the accounts of employees with rights in allocated stock (allocated) and (b) stock not yet allocated to employees (unallocated), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for discussion of fair value measurements.

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 2 - Summary of significant accounting policies (continued)

Investment valuation and income recognition (continued)

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments include the Plan's gains and losses on investments bought and sold as well as held during the year.

Contributions

Contributions from the Company are recorded in the year in which participant compensation is earned.

Payment of benefits

Benefits are recorded when paid.

Note 3 - Investments

The Plan's investment in Barr Brands International, Inc. common stock as of December 31, 2024 and 2023 is as follows:

	<u>2024</u>		<u>2023</u>	
	<u>Allocated</u>	<u>Unallocated</u>	<u>Allocated</u>	<u>Unallocated</u>
Number of shares	420,065.8820	680,954.3492	452,561.0964	691,085.3483
Cost	\$ <u>92,299,147</u>	\$ <u>144,500,252</u>	\$ <u>97,116,914</u>	\$ <u>142,753,717</u>
Fair value	\$ <u>178,343,171</u>	\$ <u>289,105,979</u>	\$ <u>167,782,501</u>	\$ <u>256,212,982</u>

Note 4 - Fair value measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, are described below.

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 4 - Fair value measurements (continued)

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in inactive markets; inputs other than quoted market prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2024 and 2023.

Mutual fund: Valued at the daily closing price as reported by the fund. The mutual fund held by the Plan is an open-end mutual fund that is registered with the Securities and Exchange Commission. This fund is required to publish its daily net asset value (NAV) and to transact at that price. The mutual fund held by the Plan is deemed to be actively traded.

Barr Brands International, Inc. common stock: The fair value of the Barr Brands International, Inc. common stock held by the Plan is determined based upon a combination of the market and income valuation techniques, which were applied consistently with prior years. The Plan uses an independent appraiser to assist in determining the estimated fair value. The valuation model considers historical and projected cash flow and net income, return on assets, return on equity, market comparables, and fair value of Company assets and liabilities, and assigns a weighting to each valuation method based on the nature and reliability of the inputs and assumptions. Market multiples are derived from comparable publicly traded equities or published trading multiples for private equity investments in similar companies. These multiples may be adjusted for current operating performance, geographic location, future expectations, financing and sales transactions, and other investment-specific factors and cash flows. As of December 31, 2024 and 2023, greater weighting was given to the income approach based on the nature and comparability of the inputs and assumptions. The estimated fair value at December 31, 2024 and 2023 also includes a discount for lack of marketability given the illiquid nature of the common stock.

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 4 - Fair value measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investment at fair value as of December 31, 2024 and 2023.

	Investments at Fair Value as of December 31, 2024			
	Level 1	Level 2	Level 3	Total
Mutual fund	\$ 1,444,496	\$ -	\$ -	\$ 1,444,496
Barr Brands International, Inc. common stock	-	-	467,449,150	467,449,150
	\$ 1,444,496	\$ -	\$ 467,449,150	\$ 468,893,646

	Investments at Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Barr Brands International, Inc. common stock	\$ -	\$ -	\$ 423,995,483	\$ 423,995,483

Changes in Fair Value of Level 3 Investments and Related Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investment for the years ended December 31, 2024 and 2023.

	2024	2023
Balance, beginning of year	\$ 423,995,483	\$ 445,701,547
Shares acquired	-	-
Unrealized appreciation	59,256,908	10,224,199
Distributions to participants	(19,389,439)	(31,930,263)
Shares exchanged for cash	(1,516,667)	-
Recycling of shares	5,102,865	-
Balance, end of year	\$ 467,449,150	\$ 423,995,483

The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date

\$ 59,256,908 \$ 10,224,199

Gains and losses (realized and unrealized) included in changes in net assets for the periods above are reported in net appreciation in fair value of investment in the accompanying statements of changes in net assets available for benefits.

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 4 - Fair value measurements (continued)

**Quantitative Information about Significant Unobservable Inputs Used in
Level 3 Fair Value Measurements**

The following table represents the Plan's Level 3 financial instrument, the valuation techniques used to measure the fair value of the financial instrument, and the significant unobservable inputs.

<u>Description</u>	<u>Fair Value December 31, 2024</u>	<u>Fair Value December 31, 2023</u>	<u>Principal Valuation Techniques</u>	<u>Unobservable Inputs</u>
Barr Brands International, Inc. common stock	\$ 467,449,150	\$ 423,995,483	Discounted cash flow	Weighted average cost of capital Long-term revenue growth rate Discount for lack of marketability Market comparable companies

The valuation process involves the Trustee's selection of an independent appraiser. Plan management accumulates the data for the appraiser from the audited financial statements of the Company and internal budgets and five year projections. The appraiser prepares a preliminary report which plan management, along with the ESOP Trustee, reviews in detail, discusses and approves.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although plan management believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 5 - Notes payable

In April 2020, the Company entered into a loan agreement with the ESOP (Fifth ESOP Note) to allow the Trust to purchase 240,000 shares of common stock at \$169.61 per share, totaling \$40,706,401 and refinance all outstanding balances on prior ESOP notes totaling \$37,355,704 in exchange for a \$78,062,105 note dated April 3, 2020. The Fifth ESOP Note bears and accrues interest annually at 1.44%. On May 15, 2024 the Fifth ESOP Note was amended to extend the maturity date to March 31, 2120 with equal annual principal payments of \$712,309 beginning in 2025. The outstanding balance of the Fifth ESOP Note as of December 31, 2024 and 2023 was \$68,381,607 and \$70,333,159, respectively.

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 5 - Notes payable (continued)

The scheduled amortization of the Fifth ESOP Note for the next five years is as follows:

<u>Year Ending</u>	
2025	\$ 712,309
2026	712,309
2027	712,309
2028	712,309
2029	712,309
Thereafter	<u>64,820,062</u>
	<u>\$ 68,381,607</u>

Note 6 - Related party transactions and party-in-interest transactions

The Plan invests in Company common stock purchased using proceeds of loans from the Company. This investment, transactions in this investment, and the loans from the Company qualify as party-in-interest transactions.

The Company provides the Plan with certain management and administrative services for which no fees are charged.

The Plan also has a number of service providers that qualify as parties-in-interest under ERISA.

Note 7 - Plan termination

The Company reserves the right to terminate the Plan at any time, subject to the Plan provisions. Upon termination of the Plan, the Company directs the Trustee to pay all liabilities and expenses of the ESOP and to sell shares of financed common stock held as collateral to the extent it determines such sale is necessary in order to repay the loans. Subsequently, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the IRC.

Note 8 - Tax status

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated May 10, 2017, that the Plan and the related trust are designed in accordance with the applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, management believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the IRC.

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements (Continued)
December 31, 2024 and 2023

Note 8 - Tax status (continued)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods.

Note 9 - Risks, uncertainties and concentrations

The Plan invests in the Company's common stock and a mutual fund. Investment securities are exposed to various risks such as interest rate, market, and credit risk. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 10 - Subsequent events

Plan management has evaluated subsequent events through October 10, 2025, which is the date that the financial statements were available to be issued. No significant matters were identified for disclosure during this evaluation.

SUPPLEMENTAL SCHEDULE

**BARR BRANDS INTERNATIONAL, INC. AMENDED AND
RESTATED EMPLOYEE STOCK OWNERSHIP PLAN**
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 46-1120364 / Plan Number: 002
December 31, 2024

<u>(a)</u>	<u>(b)(c) Identity of Issue/Description</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	<u>Mutual fund</u>		
	Vanguard Target Retirement Income Fund	\$ 1,519,478	\$ 1,444,496
	<u>Common stock</u>		
	Barr Brands International, Inc. common stock		
*	1,101,020.2312 shares	<u>236,799,399</u>	<u>467,449,150</u>
		<u>\$ 238,318,877</u>	<u>\$ 468,893,646</u>

* Represents a party-in-interest as defined by ERISA.