

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 6, 2025

CONSTELLATION BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-08495
(Commission
File Number)

16-0716709
(IRS Employer
Identification No.)

50 East Broad Street, Rochester, NY 14614
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(585) 678-7100**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of Each Class
Class A Common Stock

**Trading
Symbol(s)**
STZ

Name of Each Exchange on Which Registered
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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

Item 2.02 Results of Operations and Financial Condition.

On October 6, 2025, Constellation Brands, Inc. ("Constellation" or the "Company"), a Delaware corporation, issued a news release (the "release") announcing its financial condition and results of operations as of and for the second fiscal quarter ended August 31, 2025. A copy of the release is attached hereto as Exhibit 99.1 and incorporated herein by reference. The projections constituting the guidance included in the release involve risks and uncertainties, the outcome of which cannot be foreseen at this time; therefore, actual results may vary materially from these forecasts. In this regard, see the information included in the release under the caption "Forward-Looking Statements."

The information in the release is "furnished" and not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 and is not otherwise subject to the liabilities of that section. Such information may be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 only if and to the extent such subsequent filing specifically references the information incorporated by reference herein.

The release contains non-GAAP financial measures; in the release these are referred to as "comparable," "adjusted," or "organic" measures. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of a registrant's historical or future financial performance, financial position, or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet, or statement of cash flows (or equivalent statements) of the registrant; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. In this regard, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, the Company has provided reconciliations within the release of the non-GAAP financial measures to the most directly comparable GAAP financial measures.

Comparable measures, adjusted measures, and organic measures are provided because management uses this information in monitoring and evaluating the results and underlying business trends of the core operations of the Company and/or in internal goal setting. In addition, the Company believes this information provides investors, financial analysts covering the Company, rating agencies, and other external users valuable insight on underlying business trends and results in order to evaluate year-over-year financial performance.

Item 7.01 Regulation FD Disclosure.

On October 6, 2025, Constellation issued the release, a copy of which is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

References to Constellation's website and/or other social media sites or platforms in the release do not incorporate by reference the information on such websites, social media sites, or platforms into this Current Report on Form 8-K, and Constellation disclaims any such incorporation by reference. The information in the release attached as Exhibit 99.1 is incorporated by reference into this Item 7.01 in satisfaction of the public disclosure requirements of Regulation FD. This information is "furnished" and not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 and is not otherwise subject to the liabilities of that section. Such information may be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 only if and to the extent such subsequent filing specifically references the information incorporated by reference herein.

Item 9.01 **Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
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99.1	News Release of Constellation Brands, Inc. dated October 6, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

Date: October 6, 2025

CONSTELLATION BRANDS, INC.

By: /s/ Garth Hankinson
Garth Hankinson
Executive Vice President and
Chief Financial Officer



Continues to Execute Against Strategic Objectives in a Challenging Operating Environment

Continues to Deliver Leading Dollar Share Gains in Beer Category Across U.S. Tracked Channels

Returns Nearly \$300 Million to Shareholders in Additional Share Repurchases

	Net Sales	Organic Net Sales	Operating Income (Loss)	Net Income (Loss) Attributable to CBI	Adjusted Earnings Before Interest & Taxes	Diluted Net Income (Loss) per Share Attributable to CBI (EPS)
Second Quarter Fiscal Year 2026 Financial Highlights ⁽¹⁾ In millions, except per share data						
Reported	\$2,481	\$2,481	\$874	\$466	\$871	\$2.65
% Change	(15%)	(15%)	171%	139%	171%	140%
Comparable	\$2,481	\$2,481	\$886	\$638	\$893	\$3.63
% Change	(15%)	(8%)	(13%)	(19%)	(18%)	(16%)

⁽¹⁾ Definitions of reported, comparable, adjusted, and organic as well as reconciliations of non-GAAP financial measures, are contained elsewhere in this news release. Comparable, adjusted, and organic amounts are non-GAAP financial measures.

HIGHLIGHTS

- Generates reported EPS of \$2.65 and comparable EPS of \$3.63
- Beer Business continues to outperform the industry, outpacing the beverage alcohol category by over 1 percentage point, and the beer category by nearly 2 percentage points in year-over-year dollar sales in Circana U.S. tracked channels
- Wine and Spirits Business outpaces the corresponding higher-end wine segment in both dollar sales and volume sales performance in Circana U.S. tracked channels
- Generates year-to-date operating cash flow of \$1.5 billion and free cash flow of \$1.1 billion
- Updates fiscal 2026 reported EPS outlook to \$9.86 - \$10.16, and affirms recently updated comparable EPS outlook of \$11.30 - \$11.60, operating cash flow target of \$2.5 - \$2.6 billion, and free cash flow target of \$1.3 - \$1.4 billion
- Repurchases \$604 million of shares through September 2025
- Declares quarterly cash dividend of \$1.02 per share of Class A Common Stock



"While we continue to navigate a challenging socioeconomic environment that has dampened consumer demand, our teams remain focused on executing against our strategic objectives, including driving distribution gains, disciplined innovation, and investing behind our brands. Against that backdrop, we are pleased to continue to lead the U.S. Beer industry in dollar share gains,

drive continued outperformance versus the U.S. Wine industry in our Wine and Spirits Business, and consistently deliver against our capital allocation priorities."

Bill Newlands - President and Chief Executive Officer



"Our cost savings and efficiency initiatives continue to deliver incremental benefits for our business, supporting continued healthy investment levels behind our brands. As we look to the remainder of the year, we remain committed to our disciplined and balanced capital allocation priorities, including maintaining our investment grade rating, advancing our brewery investments in our Beer Business, and

delivering cash returns to shareholders through our dividend and share repurchase programs."

Garth Hankinson - Executive Vice President and Chief Financial Officer

SECOND QUARTER FISCAL YEAR 2026 RESULTS

OCTOBER 6, 2025

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BEER

	Shipments	Depletions	Net Sales	Operating Income (Loss)
Three Months Ended In millions; branded product, 24-pack, 12-ounce case equivalents				
August 31, 2025	117.4		\$2,345.0	\$951.6
August 31, 2024	128.6		\$2,530.2	\$1,077.7
% Change	(8.7%)	(2.7%)	(7%)	(12%)

HIGHLIGHTS

- Our Beer Business reported a net sales decrease of 7% driven by an 8.7% decline in shipment volumes reflecting socioeconomic headwinds affecting consumer demand, along with distributor inventory rebalancing during the quarter.
- Operating margin decreased 200 basis points to 40.6% primarily due to unfavorable impacts from increased COGS (inclusive of fixed cost absorption from lower volumes and aluminum tariffs) and increased marketing as a percentage of net sales, partly offset by favorable pricing.
- Depletions decreased 2.7% largely driven by declines for Modelo Especial of just over 4%, Corona Extra of just over 7%, and the Modelo Chelada brands of nearly 3%, partly offset by growth in Pacifico of nearly 14% and Victoria of nearly 19%.
- Our Beer Business was the #1 dollar share gainer and had 4 of the top 15 dollar share gaining brands in Circana channels across the entire U.S. beer category as:
 - Modelo Especial maintained its position as the #1 brand in dollar sales;
 - Corona Extra remains a top 5 brand in dollar sales, and within the brand family Corona Sunbrew and Corona Familiar were top 15 dollar share gainers;
 - Pacifico continues to deliver double-digit volume and dollar growth and was the #3 dollar share gainer; and
 - Victoria continues to deliver double-digit volume and dollar growth and was the #11 dollar share gainer.
- The Beer Business continues to expect net sales to decline 2% - 4% and operating income to decline 7% - 9% for fiscal 2026.



WINE AND SPIRITS

	Shipments	Organic Shipments ⁽¹⁾	Depletions ^{(1) (2)}	Net Sales ⁽³⁾	Organic Net Sales ⁽¹⁾	Operating Income (Loss) ⁽³⁾
Three Months Ended In millions; branded product, 9-liter case equivalents						
August 31, 2025	1.3	1.3		\$136.0	\$136.0	\$(19.8)
August 31, 2024	5.5	1.4		\$388.7	\$168.2	\$70.5
% Change	(76.4%)	(7.1%)	2.0%	(65%)	(19%)	(128%)

⁽²⁾ Includes adjustments to remove volumes associated with (i) the SVEDKA Divestiture (as defined below) for the period June 1, 2024, through August 31, 2024 and (ii) the 2025 Wine Divestitures (as defined below) for the period June 2, 2024, through August 31, 2024.

⁽³⁾ Three months ended August 31, 2024, includes \$220.5 million of net sales and \$70.7 million of gross profit less marketing that are no longer part of the wine and spirits segment results due to the SVEDKA Divestiture and the 2025 Wine Divestitures.

HIGHLIGHTS

- Our Wine and Spirits Business net sales declined 65% driven by a 76.4% decrease in shipment volumes reflecting the impacts of the SVEDKA Divestiture and the 2025 Wine Divestitures, along with changes in financial and volume related distributor contractual obligations.
- Operating margin decreased from 18.1% to (14.6%) primarily due the impacts of the SVEDKA Divestiture and the 2025 Wine Divestitures, along with changes in financial and volume related distributor contractual obligations.
- Our portfolio delivered U.S. depletion growth of approximately 2% and outpaced the corresponding higher-end wine segment in both dollar sales and volume sales performance in Circana U.S. tracked channels.
- The Wine and Spirits Business continues to expect organic net sales to decline 17% - 20% and organic operating income to decline 97% - 100% for fiscal 2026.

SECOND QUARTER FISCAL YEAR 2026 RESULTS

OCTOBER 6, 2025

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OUTLOOK

Enterprise growth (decline) assumptions and Wine and Spirits decline assumptions for fiscal 2026 exclude (i) \$98 million of net sales and \$35 million of gross profit less marketing for the March 1, 2024 to January 5, 2025, period that are no longer part of year-over-year results following the SVEDKA Divestiture and (ii) \$613 million of net sales and \$210 million of gross profit less marketing for the June 2, 2024 to February 28, 2025, period that are no longer part of year-over-year results following the 2025 Wine Divestitures. The table sets forth management's current EPS expectations for fiscal 2026 compared to fiscal 2025 actual results.

	Reported		Comparable	
	FY26 Estimate	FY25 Actual	FY26 Estimate	FY25 Actual
Fiscal Year Ending February 28	\$9.86 - \$10.16	\$(0.45)	\$11.30 - \$11.60	\$13.78

Fiscal 2026 Guidance Assumptions:

- Enterprise: organic net sales decline of 4% - 6%
 - Beer: net sales decline of 2% - 4%
 - Wine and Spirits: organic net sales decline of 17% - 20%
- Enterprise: operating income growth (decline): reported of 667% - 687% and comparable of (11)% - (9)%
 - Beer: operating income decline of 7% - 9%
 - Wine and Spirits: organic operating income decline of 97% - 100%
 - Corporate expense: \$225 million
- Interest expense, net: approximately \$370 million
- Tax rate: reported approximately 18%; comparable approximately 19%
- Weighted average diluted shares outstanding: approximately 176 million inclusive of share repurchases
- Operating cash flow: \$2.5 - \$2.6 billion
- Capital expenditures: approximately \$1.2 billion, including approximately \$1.0 billion targeted for Mexico beer operations activities
- Free cash flow: \$1.3 - \$1.4 billion

QUARTERLY DIVIDEND

On September 30, 2025, Constellation's board of directors declared a quarterly cash dividend of \$1.02 per share of Class A Common Stock payable on November 13, 2025, to stockholders of record as of the close of business on October 30, 2025.

* A copy of this news release, including the attachments and other financial information that may be discussed during the call, will be available on our investor relations website, ir.cbrands.com, prior to the call.



ABOUT CONSTELLATION BRANDS

Constellation Brands (NYSE: STZ) is a leading international producer and marketer of beer, wine, and spirits with operations in the U.S., Mexico, New Zealand, and Italy. Our mission is to build brands that people love because we believe elevating human connections is Worth Reaching For. It's worth our dedication, hard work, and calculated risks to anticipate market trends and deliver for our consumers, shareholders, employees, and industry. This dedication is what has driven us to become one of the fastest-growing, large CPG companies in the U.S. at retail, and it drives our pursuit to deliver what's next.

Every day, people reach for brands from our high-end, imported beer portfolio anchored by the iconic Corona Extra and Modelo Especial, a flavorful lineup of Modelo Cheladas, and favorites like Pacifico, and Victoria; our exceptional wine brands including The Prisoner Wine Company, Robert Mondavi Winery, Kim Crawford, Schrader Cellars, and Lingua Franca; and our craft spirits brands such as Casa Noble Tequila and High West Whiskey.

As an agriculture-based company, we strive to operate in a way that is sustainable and responsible. Our ESG strategy is embedded into our business and we focus on serving as good stewards of the environment, investing in our communities, and promoting responsible beverage alcohol consumption. We believe these aspirations in support of our longer-term business strategy allow us to contribute to a future that is truly Worth Reaching For.

To learn more, visit www.cbrands.com and follow us on [LinkedIn](#) and [Instagram](#).

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Constellation Brands, Inc. Q2 FY 2026 Earnings Release

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SUPPLEMENTAL INFORMATION

Reported basis ("reported") are derived from amounts as reported under generally accepted accounting principles in the U.S. Comparable basis ("comparable") are amounts which exclude items that affect comparability ("comparable adjustments"), as they are not reflective of core operations of the segments. The company's measure of segment profitability excludes comparable adjustments, which is consistent with the measure used by management to evaluate results. The company discusses various non-GAAP measures in this news release ("release"). Financial statements, as well as supplemental schedules and tables reconciling non-GAAP measures, together with definitions of these measures and the reasons management uses these measures, are included in this release.

FORWARD-LOOKING STATEMENTS

The statements made under the heading Outlook and all statements other than statements of historical fact set forth in this release, including statements regarding our business strategy and objectives, consumer demand and headwinds, the socioeconomic and operating environment, our growth and marketing plans and focus areas, capital allocation priorities, targets, and commitments, cost savings and efficiency initiatives, competitive position, Beer Business capital expansion, future operations, financial position, expected net sales, expenses, operating income, interest expense, net, tax rates, shares outstanding, operating cash flow, capital expenditures, free cash flow, EPS, future payments of dividends, amount, manner, and timing of share repurchases under the share repurchase authorization, and prospects, plans, and objectives of management, as well as information concerning expected actions of third parties, are forward-looking statements (collectively, "Projections") that involve risks and uncertainties, many of which are beyond our control, and which could cause actual results to differ materially from those set forth in, or implied by, the Projections.

When used in this release, the words "anticipate," "believe," "expect," "intend," "outlook," "will," and similar expressions are intended to identify Projections, although not all Projections contain such identifying words. All Projections speak only as of the date of this release. We undertake no obligation to update or revise any Projections, whether as a result of new information, future events, or otherwise. The Projections are based on management's current estimates, expectations, plans, and timetables, and, unless otherwise noted, do not take into account the impact of any future acquisition, investment, merger, or other business combination, divestiture (including any associated amount of incremental contingent consideration payment paid or received), cost savings, restructuring, operating, or efficiency initiatives, tariff changes, impacts, and responses, or financing or share repurchases that may be completed after the issuance of this release. Although we believe that the estimates, expectations, plans, and timetables reflected in the Projections are reasonable, we can give no assurance that such estimates, expectations, plans, and timetables will prove to be correct. In addition to the risks and uncertainties of ordinary business operations and conditions in the general economy and markets in which we compete, the Projections contained in this release are also subject to the risk, uncertainty, and possible variance from our current expectations regarding:

- potential further declines in the consumption of products we sell and our dependence on sales of our Mexican beer brands;
- impacts of our acquisition, divestiture, investment, and new product development strategies and activities, including the 2025 Wine Divestitures;
- dependence upon our trademarks and proprietary rights, including the failure to protect our intellectual property rights;
- potential damage to our reputation;
- competition in our industry and for talent;
- economic and other uncertainties associated with our international operations, including new or increased tariffs;
- water, agricultural and other raw material, and packaging material supply, production, and/or transportation difficulties, disruptions, and impacts, including limited groups of certain suppliers;
- reliance on complex information systems and third-party global networks, including internal control over financial reporting changes in connection with our OneStream consolidation system implementation, as well as risks associated with cybersecurity and artificial intelligence;
- dependence on limited facilities for production of our Mexican beer brands, including beer operations expansion, optimization, and/or construction activities, scope, capacity, supply, costs (including potential impairments), capital expenditures, and timing;
- operational disruptions or catastrophic loss to our breweries, wineries, other production facilities, or distribution systems;
- severe weather, natural and man-made disasters, climate change, environmental sustainability and corporate social responsibility-related regulatory compliance, and failure to meet environmental sustainability and corporate social responsibility targets, commitments, and aspirations;
- the success of cost savings, restructuring, and efficiency initiatives, including changes in key personnel responsible for oversight of our internal control over financial reporting in connection with the 2025 Restructuring Initiative;
- reliance on wholesale distributors, major retailers, and government agencies;
- contamination and degradation of product quality from diseases, pests, weather, and other conditions;
- communicable infection or disease outbreaks, pandemics, or other widespread public health crises impacting our consumers, employees, distributors, retailers, and/or suppliers;
- effects of employee labor activities that could increase our costs;
- our indebtedness and interest rate fluctuations;
- our international operations, worldwide and regional economic trends and financial market conditions, geopolitical uncertainty, including the impact of military conflicts, other governmental rules and regulations, and the U.S. federal government shutdown;
- class action or other litigation we face or may face, including related to alleged securities law violations, abuse or misuse of our products, product liability, marketing or sales practices, including product labeling, or other matters;
- potential impairments of our intangible assets, such as goodwill and trademarks;
- changes to tax laws, fluctuations in our effective tax rate, accounting for tax positions, the resolution of tax disputes, changes to accounting standards, elections, assertions, or policies, and the potential impact of a global minimum tax rate;
- uncertainties related to future cash dividends and share repurchases, which may affect the price of our common stock;
- ownership of our Class A Stock by certain individuals and entities affiliated with the Sands family and their Board of Director nomination rights;
- the choice-of-forum provision in our amended and restated by-laws regarding certain shareholder litigation; and
- other factors and uncertainties disclosed in our filings with the SEC, including our Annual Report on Form 10-K for the fiscal year ended February 28, 2025, which could cause actual future performance to differ materially from our current expectations.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(in millions)
(unaudited)

	August 31, 2025	February 28, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 72.0	\$ 68.1
Accounts receivable	667.6	736.5
Inventories	1,439.7	1,437.2
Prepaid expenses and other	699.6	561.1
Assets held for sale	—	913.5
Total current assets	2,878.9	3,716.4
Property, plant, and equipment, net	8,002.2	7,409.8
Goodwill	5,179.3	5,126.8
Intangible assets	2,533.4	2,532.3
Deferred income taxes	1,588.4	1,805.3
Other assets	1,237.2	1,061.7
Total assets	\$ 21,419.4	\$ 21,652.3
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities:		
Short-term borrowings	\$ 252.5	\$ 806.7
Current maturities of long-term debt	504.1	1,402.0
Accounts payable	1,023.2	939.8
Other accrued expenses and liabilities	879.6	886.7
Total current liabilities	2,659.4	4,035.2
Long-term debt, less current maturities	9,788.3	9,289.0
Deferred income taxes and other liabilities	1,185.4	1,193.3
Total liabilities	13,633.1	14,517.5
CBI stockholders' equity	7,500.4	6,882.0
Noncontrolling interests	285.9	252.8
Total stockholders' equity	7,786.3	7,134.8
Total liabilities and stockholders' equity	\$ 21,419.4	\$ 21,652.3

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions, except per share data)
(unaudited)

	Three Months Ended		Six Months Ended	
	August 31, 2025	August 31, 2024	August 31, 2025	August 31, 2024
NET INCOME (LOSS) ATTRIBUTABLE TO CBI				
Sales	\$ 2,653.9	\$ 3,139.1	\$ 5,331.4	\$ 5,999.8
Excise taxes	(172.9)	(220.2)	(335.4)	(419.1)
Net sales	2,481.0	2,918.9	4,996.0	5,580.7
Cost of product sold	(1,171.0)	(1,407.1)	(2,419.4)	(2,665.1)
Gross profit	1,310.0	1,511.8	2,576.6	2,915.6
Selling, general, and administrative expenses	(436.0)	(491.2)	(936.7)	(953.4)
Goodwill impairment	—	(2,250.0)	—	(2,250.0)
Asset impairment and related expenses	—	—	(52.1)	—
Operating income (loss)	874.0	(1,229.4)	1,587.8	(287.8)
Income (loss) from unconsolidated investments	(3.5)	(1.2)	(7.0)	80.8
Interest expense, net	(87.6)	(104.0)	(186.5)	(206.8)
Income (loss) before income taxes	782.9	(1,334.6)	1,394.3	(413.8)
(Provision for) benefit from income taxes	(296.8)	152.2	(384.4)	124.2
Net income (loss)	486.1	(1,182.4)	1,009.9	(289.6)
Net (income) loss attributable to noncontrolling interests	(20.1)	(16.6)	(27.8)	(32.4)
Net income (loss) attributable to CBI	\$ 466.0	\$ (1,199.0)	\$ 982.1	\$ (322.0)
CLASS A COMMON STOCK				
Net income (loss) per common share attributable to CBI – basic	\$ 2.65	\$ (6.59)	\$ 5.55	\$ (1.77)
Net income (loss) per common share attributable to CBI – diluted	\$ 2.65	\$ (6.59)	\$ 5.55	\$ (1.77)
Weighted average common shares outstanding – basic	175.821	181.947	176.804	182.356
Weighted average common shares outstanding – diluted	175.938	181.947	176.957	182.356
Cash dividends declared per common share	\$ 1.02	\$ 1.01	\$ 2.04	\$ 2.02

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)
(unaudited)

	Six Months Ended	
	August 31, 2025	August 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ 1,009.9	\$ (289.6)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Deferred tax provision (benefit)	277.6	(178.5)
Depreciation	207.9	220.8
Stock-based compensation	32.1	41.0
Noncash lease expense	62.6	57.7
Asset impairment and related expenses	52.1	—
Net gain in connection with Canopy exchangeable shares	—	(83.3)
Goodwill impairment	—	2,250.0
Change in operating assets and liabilities, net of effects from purchase and sale of business:		
Accounts receivable	72.2	(40.6)
Inventories	(48.3)	14.7
Prepaid expenses and other current assets	(56.8)	(77.7)
Accounts payable	53.0	134.5
Contract liabilities	(50.4)	9.7
Other accrued expenses and liabilities	(57.0)	(55.4)
Other	(65.6)	(131.0)
Total adjustments	479.4	2,161.9
Net cash provided by (used in) operating activities	1,489.3	1,872.3
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant, and equipment	(410.1)	(703.1)
Purchase of business, net of cash acquired	—	(158.3)
Investments in equity method investees and securities	(7.0)	(19.0)
Proceeds from sale of assets	30.8	32.8
Proceeds from sale of business	851.1	—
Other investing activities	—	(10.0)
Net cash provided by (used in) investing activities	464.8	(857.6)

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)
(unaudited)

	Six Months Ended	
	August 31, 2025	August 31, 2024
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of long-term debt	499.1	—
Principal payments of long-term debt	(902.1)	(554.3)
Net proceeds from (repayments of) short-term borrowings	(554.2)	266.7
Dividends paid	(361.1)	(368.6)
Purchase of treasury stock	(604.0)	(449.2)
Proceeds from shares issued under equity compensation plans	3.1	48.4
Payments of minimum tax withholdings on stock-based payment awards	(9.5)	(13.8)
Payments of debt issuance, debt extinguishment, and other financing costs	(5.4)	—
Distributions to noncontrolling interests	(17.5)	(32.5)
Payment of contingent consideration	(1.5)	(0.7)
Net cash provided by (used in) financing activities	(1,953.1)	(1,104.0)
Effect of exchange rate changes on cash and cash equivalents	2.9	1.5
Net increase (decrease) in cash and cash equivalents	3.9	(87.8)
Cash and cash equivalents, beginning of period	68.1	152.4
Cash and cash equivalents, end of period	\$ 72.0	\$ 64.6

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
RECONCILIATION OF REPORTED AND ORGANIC NET SALES

(in millions)
(unaudited)

For periods of acquisition, we define organic net sales as current period reported net sales less net sales of products of acquired businesses reported for the current period, as appropriate. For periods of divestiture, we define organic net sales as prior period reported net sales less net sales of products of divested businesses reported for the prior period, as appropriate. We provide organic net sales because management uses this information in monitoring and evaluating the underlying business trends of our core operations. Wine and Spirits net sales are provided by channel and market categories as management uses this information to monitor this business. In addition, we believe this information provides investors, financial analysts covering the Company, rating agencies, and other external users ("our investors") valuable insight on underlying business trends and results and, in the case of Wine and Spirits, the underlying composition of segment net sales and results, in order to evaluate year-over-year financial performance.

The divestitures impacting the period below consists of (i) the sale of the SVEDKA brand and related assets (the "SVEDKA Divestiture") (sold January 6, 2025) and (ii) the sale and, in certain circumstances, exclusive license to use the trademarks of a portion of our wine and spirits business, primarily centered around our then-owned mainstream wine brands and associated inventory, wineries, vineyards, offices, and facilities (the "2025 Wine Divestitures") (sold June 2, 2025).

	Three Months Ended			Six Months Ended		
	August 31, 2025	August 31, 2024	Percent Change	August 31, 2025	August 31, 2024	Percent Change
Consolidated net sales	\$ 2,481.0	\$ 2,918.9	(15%)	\$ 4,996.0	\$ 5,580.7	(10%)
Less: divestitures ⁽¹⁾	—	(220.5)		—	(256.5)	
Consolidated organic net sales	\$ 2,481.0	\$ 2,698.4	(8%)	\$ 4,996.0	\$ 5,324.2	(6%)
Beer net sales	\$ 2,345.0	\$ 2,530.2	(7%)	\$ 4,579.5	\$ 4,803.0	(5%)
Wine and Spirits net sales ⁽²⁾	\$ 136.0	\$ 388.7	(65%)	\$ 416.5	\$ 777.7	(46%)
Less: divestitures ⁽¹⁾	—	(220.5)		—	(256.5)	
Wine and Spirits organic net sales	\$ 136.0	\$ 168.2	(19%)	\$ 416.5	\$ 521.2	(20%)

⁽¹⁾ For the applicable periods:

	For the Three Months Ended August 31, 2024	For the Six Months Ended August 31, 2024
SVEDKA Divestiture	6/1/2024 - 8/31/2024	3/1/2024 - 8/31/2024
2025 Wine Divestitures	6/2/2024 - 8/31/2024	6/2/2024 - 8/31/2024

⁽²⁾ Wine and Spirits net sales by channel and market categories are as follows:

	Three Months Ended			Six Months Ended		
	August 31, 2025	August 31, 2024	Percent Change	August 31, 2025	August 31, 2024	Percent Change
U.S. Wholesale	\$ 96.0	\$ 120.5	(20%)	\$ 312.9	\$ 406.5	(23%)
International	25.4	29.8	(15%)	60.3	68.6	(12%)
DTC	11.0	13.1	(16%)	26.3	29.0	(9%)
Other	3.6	4.8	(25%)	17.0	17.1	(1%)
Divestitures ⁽¹⁾	—	220.5	NM	—	256.5	NM
Wine and Spirits net sales	\$ 136.0	\$ 388.7	(65%)	\$ 416.5	\$ 777.7	(46%)

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
SUPPLEMENTAL SHIPMENT AND DEPLETION INFORMATION

(in millions)
(unaudited)

	Three Months Ended			Six Months Ended		
	August 31, 2025	August 31, 2024	Percent Change	August 31, 2025	August 31, 2024	Percent Change
BEER						
(branded product, 24-pack, 12-ounce case equivalents)						
Shipments	117.4	128.6	(8.7%)	228.7	243.7	(6.2%)
Depletions ⁽¹⁾			(2.7%)			(2.6%)
WINE AND SPIRITS						
(branded product, 9-liter case equivalents)						
Shipments	1.3	5.5	(76.4%)	5.2	11.1	(53.2%)
Organic shipments ⁽²⁾	1.3	1.4	(7.1%)	5.2	5.9	(11.9%)
U.S. Wholesale shipments	0.8	4.9	(83.7%)	4.1	9.8	(58.2%)
U.S. Wholesale organic shipments ⁽²⁾	0.8	1.0	(20.0%)	4.1	4.8	(14.6%)
Depletions ^{(1) (2)}			2.0%			(6.3%)

⁽¹⁾ Depletions represent U.S. distributor shipments of our respective branded products to retail customers, based on third-party data.

⁽²⁾ Includes adjustments to remove divestiture volumes for the applicable periods:

	For the Three Months Ended August 31, 2024	For the Six Months Ended August 31, 2024
SVEDKA Divestiture	6/1/2024 - 8/31/2024	3/1/2024 - 8/31/2024
2025 Wine Divestitures	6/2/2024 - 8/31/2024	6/2/2024 - 8/31/2024

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
SUMMARIZED SEGMENT, INCOME (LOSS) FROM UNCONSOLIDATED INVESTMENTS,
AND DEPRECIATION AND AMORTIZATION INFORMATION

(in millions)
(unaudited)

Management excludes items that affect comparability from its evaluation of the results of each operating segment as these comparable adjustments are not reflective of core operations of the segments. Segment operating performance and the incentive compensation of segment management are evaluated based on core segment operating income (loss) which does not include the impact of these comparable adjustments.

	Three Months Ended			Six Months Ended		
	August 31, 2025	August 31, 2024	Percent Change	August 31, 2025	August 31, 2024	Percent Change
CONSOLIDATED						
Net sales	\$ 2,481.0	\$ 2,918.9	(15%)	\$ 4,996.0	\$ 5,580.7	(10%)
Gross profit	\$ 1,310.0	\$ 1,511.8	(13%)	\$ 2,576.6	\$ 2,915.6	(12%)
Operating income (loss)	\$ 874.0	\$ (1,229.4)	171%	\$ 1,587.8	\$ (287.8)	652%
<i>Operating margin</i>	35.2 %	(42.1)%		31.8 %	(5.2)%	
Income (loss) from unconsolidated investments	\$ (3.5)	\$ (1.2)	(192%)	\$ (7.0)	\$ 80.8	(109%)
Depreciation and amortization	\$ 103.1	\$ 109.6	(6%)	\$ 208.6	\$ 221.5	(6%)
COMPARABLE ADJUSTMENTS ⁽¹⁾						
Gross profit	\$ 15.2	\$ (18.6)	NM	\$ (1.3)	\$ 3.4	NM
Operating income (loss)	\$ (12.2)	\$ (2,319.2)	NM	\$ (108.3)	\$ (2,301.6)	NM
Income (loss) from unconsolidated investments	\$ (10.1)	\$ (4.5)	NM	\$ (10.1)	\$ 78.8	NM
BEER						
Net sales	\$ 2,345.0	\$ 2,530.2	(7%)	\$ 4,579.5	\$ 4,803.0	(5%)
Segment gross profit	\$ 1,240.0	\$ 1,366.4	(9%)	\$ 2,427.0	\$ 2,579.5	(6%)
<i>Segment gross margin</i>	52.9 %	54.0 %		53.0 %	53.7 %	
Segment operating income (loss)	\$ 951.6	\$ 1,077.7	(12%)	\$ 1,825.0	\$ 2,000.7	(9%)
<i>Segment operating margin</i>	40.6 %	42.6 %		39.9 %	41.7 %	
Segment depreciation and amortization	\$ 82.6	\$ 82.5	—%	\$ 159.4	\$ 168.9	(6%)
WINE AND SPIRITS						
Wine net sales	\$ 112.5	\$ 336.2	(67%)	\$ 371.0	\$ 665.5	(44%)
Spirits net sales	\$ 23.5	\$ 52.5	(55%)	\$ 45.5	\$ 112.2	(59%)
Net sales	\$ 136.0	\$ 388.7	(65%)	\$ 416.5	\$ 777.7	(46%)
Segment gross profit	\$ 54.8	\$ 164.0	(67%)	\$ 150.9	\$ 332.7	(55%)
<i>Segment gross margin</i>	40.3 %	42.2 %		36.2 %	42.8 %	
Segment operating income (loss)	\$ (19.8)	\$ 70.5	(128%)	\$ (25.8)	\$ 130.2	(120%)
<i>Segment operating margin</i>	(14.6)%	18.1 %		(6.2)%	16.7 %	
Segment income (loss) from unconsolidated investments	\$ 7.5	\$ 5.4	39%	\$ 5.1	\$ 5.8	(12%)
Segment depreciation and amortization	\$ 14.3	\$ 21.5	(33%)	\$ 36.5	\$ 42.8	(15%)
CORPORATE OPERATIONS AND OTHER						
Segment operating income (loss)	\$ (45.6)	\$ (58.4)	22%	\$ (103.1)	\$ (117.1)	12%
Segment income (loss) from unconsolidated investments	\$ (0.9)	\$ (2.1)	57%	\$ (2.0)	\$ (3.8)	47%
Segment depreciation and amortization	\$ 6.2	\$ 5.6	11%	\$ 12.7	\$ 9.8	30%
NM = Not Meaningful						

⁽¹⁾ See page 13 for further information on comparable adjustments.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES

(in millions, except per share data)
(unaudited)

We report our financial results in accordance with GAAP. However, non-GAAP financial measures, as defined in the reconciliation tables below, are provided because management uses this information in evaluating the results of our core operations and/or internal goal setting. In addition, we believe this information provides our investors valuable insight on underlying business trends and results in order to evaluate year-over-year financial performance. See the tables below for supplemental financial data and corresponding reconciliations of these non-GAAP financial measures to GAAP financial measures for the periods presented. Non-GAAP financial measures should be considered in addition to, not as a substitute for, or superior to, our reported results prepared in accordance with GAAP.

	Three Months Ended			Six Months Ended		
	August 31, 2025	August 31, 2024	Percent Change	August 31, 2025	August 31, 2024	Percent Change
Operating income (loss) (GAAP)	\$ 874.0	\$ (1,229.4)	171%	\$ 1,587.8	\$ (287.8)	652%
Comparable adjustments ⁽¹⁾	12.2	2,319.2		108.3	2,301.6	
Less: divestitures ⁽²⁾	—	(70.7)		—	(84.7)	
Comparable operating income (loss) (Non-GAAP)	\$ 886.2	\$ 1,019.1	(13%)	\$ 1,696.1	\$ 1,929.1	(12%)
Comparable operating margin	35.7 %	37.8 %		33.9 %	36.2 %	
Net income (loss) attributable to CBI (GAAP)	\$ 466.0	\$ (1,199.0)	139%	\$ 982.1	\$ (322.0)	405%
Net income (loss) attributable to noncontrolling interests (GAAP)	20.1	16.6		27.8	32.4	
Provision for (benefit from) income taxes (GAAP)	296.8	(152.2)		384.4	(124.2)	
Interest expense, net (GAAP)	87.6	104.0		186.5	206.8	
Adjusted EBIT (Non-GAAP)	870.5	(1,230.6)	171%	1,580.8	(207.0)	864%
Comparable adjustments ⁽¹⁾	22.3	2,323.7		118.4	2,222.8	
Comparable EBIT (Non-GAAP)	\$ 892.8	\$ 1,093.1	(18%)	\$ 1,699.2	\$ 2,015.8	(16%)
Net income (loss) attributable to CBI (GAAP)	\$ 466.0	\$ (1,199.0)	139%	\$ 982.1	\$ (322.0)	405%
Comparable adjustments ⁽¹⁾	171.8	1,986.6		228.6	1,764.1	
Comparable net income (loss) attributable to CBI (Non-GAAP)	\$ 637.8	\$ 787.6	(19%)	\$ 1,210.7	\$ 1,442.1	(16%)
EPS (GAAP)	\$ 2.65	\$ (6.59)	140%	\$ 5.55	\$ (1.77)	414%
Comparable adjustments ⁽¹⁾	0.98	10.89		1.29	9.64	
Comparable EPS (Non-GAAP) ⁽³⁾	\$ 3.63	\$ 4.32	(16%)	\$ 6.84	\$ 7.88	(13%)
Weighted average common shares outstanding - diluted ⁽³⁾	175.938	182.486		176.957	182.960	

⁽¹⁾ See page 13 for further information on comparable adjustments.

⁽²⁾ Amount reflects gross profit less marketing that are no longer part of the results for the applicable periods:

	For the Three Months Ended August 31, 2024	For the Six Months Ended August 31, 2024
SVEDKA Divestiture	6/1/2024 - 8/31/2024	3/1/2024 - 8/31/2024
2025 Wine Divestitures	6/2/2024 - 8/31/2024	6/2/2024 - 8/31/2024

⁽³⁾ Comparable basis diluted net income (loss) per share ("comparable EPS") may not sum due to rounding as each item is computed independently. The comparable adjustments and comparable EPS are calculated on a fully dilutive basis. On a comparable basis, for the three months and six months ended August 31, 2024, we have included 0.539 million and 0.604 million weighted average common shares outstanding, respectively, as the effect of including these would have been anti-dilutive on a reported basis.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES (continued)

(in millions, except per share data)
(unaudited)

The comparable adjustments that impacted comparability in our results for each period are as follows:

	Three Months Ended		Six Months Ended	
	August 31, 2025	August 31, 2024	August 31, 2025	August 31, 2024
Net gain (loss) on undesignated commodity derivative contracts	\$ 13.0	\$ (24.3)	\$ (4.7)	\$ (9.7)
Settlements of undesignated commodity derivative contracts	4.2	7.0	6.7	15.5
Strategic business reconfiguration costs	(1.2)	—	(1.6)	—
Flow through of inventory step-up	(0.8)	(1.3)	(1.7)	(2.4)
Comparable adjustments, Gross profit	15.2	(18.6)	(1.3)	3.4
Gain (loss) on sale of business	(14.9)	—	(16.3)	—
Transition services agreements activity	(10.0)	(4.8)	(15.5)	(7.6)
2025 Restructuring Initiative	(8.3)	—	(21.6)	—
Strategic business reconfiguration costs	—	(24.5)	(5.2)	(26.3)
Goodwill impairment	—	(2,250.0)	—	(2,250.0)
Asset impairment and related expenses	—	—	(52.1)	—
Other gains (losses)	5.8	(21.3)	3.7	(21.1)
Comparable adjustments, Operating income (loss)	(12.2)	(2,319.2)	(108.3)	(2,301.6)
Comparable adjustments, Income (loss) from unconsolidated investments	(10.1)	(4.5)	(10.1)	78.8
Comparable adjustments, Adjusted EBIT	(22.3)	(2,323.7)	(118.4)	(2,222.8)
Comparable adjustments, Interest expense, net	(1.6)	(0.3)	(1.6)	(0.3)
Comparable adjustments, (Provision for) benefit from income taxes	(147.9)	337.4	(108.6)	459.0
Comparable adjustments, Net income (loss) attributable to CBI	\$ (171.8)	\$ (1,986.6)	\$ (228.6)	\$ (1,764.1)

Undesignated commodity derivative contracts

Net gain (loss) on undesignated commodity derivative contracts represents a net gain (loss) from the changes in fair value of undesignated commodity derivative contracts. The net gain (loss) is reported outside of segment operating results until such time that the underlying exposure is recognized in the segment operating results. At settlement, the net gain (loss) from the changes in fair value of the undesignated commodity derivative contracts is reported in the appropriate operating segment, allowing the results of our operating segments to reflect the economic effects of the commodity derivative contracts without the resulting unrealized mark to fair value volatility.

Strategic business reconfiguration costs

We recognized costs in connection with certain activities which are intended to streamline, increase efficiencies, and reduce our cost structure.

Flow through of inventory step-up

In connection with acquisitions, the allocation of purchase price in excess of book value for certain inventories on hand at the date of acquisition is referred to as inventory step-up. Inventory step-up represents an assumed manufacturing profit attributable to the acquired business prior to acquisition.

Gain (loss) on sale of business

We recognized a net loss from the sales of businesses largely in connection with the 2025 Wine Divestitures.

Transition services agreements activity

We recognized costs in connection with transition services agreements related to the previous sales of portions of our wine and spirits business.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES (continued)

(in millions, except per share data)
(unaudited)

2025 Restructuring Initiative

We recognized costs in connection with an enterprise-wide cost savings and restructuring initiative designed to help optimize the performance of our business ("2025 Restructuring Initiative").

Goodwill impairment

We recognized a goodwill impairment in connection with negative trends within our Wine and Spirits business.

Asset impairment and related expenses

Largely in connection with the 2025 Wine Divestitures we recognized contract liabilities and inventory obsolescence expenses, partially offset by changes in then-existing net assets held for sale.

Other gains (losses)

Primarily includes the following:

	Three Months Ended		Six Months Ended	
	August 31, 2025	August 31, 2024	August 31, 2025	August 31, 2024
Gain (loss) on sale of assets	\$ 4.1	\$ —	\$ 4.1	\$ —
Net loss on foreign currency as a result of the resolution of various tax examinations and assessments	\$ —	\$ (20.7)	\$ —	\$ (20.7)

Comparable adjustments, Income (loss) from unconsolidated investments

Includes the following:

	Three Months Ended		Six Months Ended	
	August 31, 2025	August 31, 2024	August 31, 2025	August 31, 2024
Unrealized gain (loss) from the changes in fair value of our securities measured at fair value	\$ (5.0)	\$ (2.5)	\$ (5.0)	\$ (2.5)
Other gains (losses)	\$ (3.6)	\$ 0.1	\$ (3.6)	\$ 0.1
Equity method investments impairment	\$ (1.5)	\$ (2.1)	\$ (1.5)	\$ (2.1)
Net gain in connection with Canopy exchangeable shares	\$ —	\$ —	\$ —	\$ 83.3

Comparable adjustments, Interest expense, net

We (i) recognized losses from the write-off of unamortized discount and debt issuance costs in connection with the repayment of outstanding senior notes for the three months and six months ended August 31, 2025, and (ii) wrote-off accrued interest income related to a convertible note issued to investments.

Comparable adjustments, (Provision for) benefit from income taxes

The effective tax rate applied to each comparable adjustment amount is generally based upon the jurisdiction in which the comparable adjustment was recognized. We recognized a benefit from income taxes for the three months and six months ended August 31, 2024, resulting from the goodwill impairment, net of the non-deductible portion. Comparable adjustments, (Provision for) benefit from income taxes also include items solely impacting income taxes and consist of the following:

	Three Months Ended		Six Months Ended	
	August 31, 2025	August 31, 2024	August 31, 2025	August 31, 2024
Net income tax benefit (expense) recognized for adjustments to valuation allowances	\$ (192.1)	\$ —	\$ (192.7)	\$ 4.4
Net income tax expense resulting from a taxable dividend distribution from a foreign subsidiary	\$ (18.3)	\$ —	\$ (18.3)	\$ —
Net income tax expense recognized as a result of recent divestitures	\$ (7.1)	\$ (9.6)	\$ (13.2)	\$ (9.6)
Net income tax benefit from the resolution of various tax examinations and assessments related to prior periods	\$ 65.5	\$ 8.5	\$ 87.4	\$ 129.7

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES (continued)

(in millions, except per share data)
(unaudited)

	Three Months Ended					
	August 31, 2025			August 31, 2024		
	Income (loss) before income taxes	(Provision for) benefit from income taxes ⁽¹⁾	Effective tax rate ⁽²⁾	Income (loss) before income taxes	(Provision for) benefit from income taxes ⁽¹⁾	Effective tax rate ⁽²⁾
Reported basis (GAAP)	\$ 782.9	\$ (296.8)	37.9 %	\$ (1,334.6)	\$ 152.2	11.4 %
Comparable adjustments	23.9	147.9		2,324.0	(337.4)	
Comparable basis (Non-GAAP)	<u>\$ 806.8</u>	<u>\$ (148.9)</u>	18.5 %	<u>\$ 989.4</u>	<u>\$ (185.2)</u>	18.7 %

⁽¹⁾ The comparable adjustment effective tax rate applied to each comparable adjustment amount is generally based upon the jurisdiction in which the adjustment was recognized.

⁽²⁾ Effective tax rate is not considered a GAAP financial measure, for purposes of this reconciliation, we derived the reported GAAP measure based on GAAP results, which serves as the basis for the reconciliation to the comparable non-GAAP financial measure.

Operating Income Guidance

	Guidance Range for the Year Ending February 28, 2026		Actual for the Year Ended February 28, 2025	Percentage Change	
Operating income (GAAP)	\$ 2,724	\$ 2,795	\$ 354.9	667 %	687 %
Comparable adjustments ⁽¹⁾	140	140	3,120.0		
Divestitures ⁽²⁾	—	—	(244.7)		
Comparable operating income (Non-GAAP)	<u>\$ 2,864</u>	<u>\$ 2,935</u>	<u>\$ 3,230.2</u>	(11)%	(9)%

⁽¹⁾ Comparable adjustments include: ⁽³⁾ ⁽⁴⁾

	Estimated for the Year Ending February 28, 2026	Actual for the Year Ended February 28, 2025
Asset impairment and related expenses	\$ 52	\$ 478.0
2025 Restructuring Initiative	\$ 41	\$ 49.7
Transition services agreements activity	\$ 30	\$ 22.6
(Gain) loss on sale of business	\$ 16	\$ (266.0)
Strategic business reconfiguration costs	\$ 6	\$ 40.3
Net (gain) loss on undesignated commodity derivative contracts	\$ 5	\$ 0.3
Flow through of inventory step-up	\$ 2	\$ 10.2
Settlements of undesignated commodity derivative contracts	\$ (7)	\$ (26.8)
(Gain) loss on sale of assets	\$ (4)	\$ —
Goodwill and intangible assets impairment	\$ —	\$ 2,797.7
Transaction, integration, and other acquisition-related costs	\$ —	\$ 1.2
Other (gains) losses	\$ —	\$ 12.8

⁽²⁾ Amount reflects gross profit less marketing attributable to (i) the SVEDKA Divestiture for the period March 1, 2024, through January 5, 2025 and (ii) the 2025 Wine Divestitures for the period June 2, 2024, through February 28, 2025.

⁽³⁾ See page 13 for further information on comparable adjustments.

⁽⁴⁾ May not sum due to rounding.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES (continued)

(in millions, except per share data)
(unaudited)

EPS Guidance

	Guidance Range for the Year Ending February 28, 2026		Actual for the Year Ended February 28, 2025
Forecasted EPS (GAAP)	\$ 9.86	\$ 10.16	\$ (0.45)
Comparable adjustments ⁽¹⁾	1.44	1.44	14.23
Forecasted comparable EPS (Non-GAAP) ⁽²⁾	\$ 11.30	\$ 11.60	\$ 13.78

⁽¹⁾ Comparable adjustments include: ⁽²⁾⁽³⁾

	Estimated for the Year Ending February 28, 2026	Actual for the Year Ended February 28, 2025
Net income tax expense recognized for adjustments to valuation allowances	\$ 1.09	\$ 0.08
Asset impairment and related expenses	\$ 0.22	\$ 2.00
2025 Restructuring Initiative	\$ 0.17	\$ 0.20
Transition services agreements activity	\$ 0.13	\$ 0.09
Net income tax expense resulting from a taxable dividend distribution from a foreign subsidiary	\$ 0.10	\$ —
(Gain) loss on sale of business	\$ 0.07	\$ (1.07)
Net income tax expense (benefit) recognized as a result of recent divestitures	\$ 0.07	\$ (0.12)
(Income) loss from unconsolidated investments	\$ 0.04	\$ 0.26
Strategic business reconfiguration costs	\$ 0.03	\$ 0.17
Net (gain) loss on undesignated commodity derivative contracts	\$ 0.02	\$ —
Flow through of inventory step-up	\$ 0.01	\$ 0.04
Net income tax benefit recognized as a result of the resolution of various tax examinations and assessments related to prior periods	\$ (0.50)	\$ (0.73)
Settlements of undesignated commodity derivative contracts	\$ (0.03)	\$ (0.11)
(Gain) loss on sale of assets	\$ (0.02)	\$ —
Goodwill and intangible assets impairment	\$ —	\$ 13.30
Other (gains) losses	\$ —	\$ 0.08
Loss of interest income on write-off of a convertible note	\$ —	\$ 0.02

⁽²⁾ May not sum due to rounding as each item is computed independently. The comparable adjustments and comparable EPS are calculated on a fully dilutive basis.

⁽³⁾ See page 13 for further information on comparable adjustments.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES (continued)
(in millions, except per share data)

Free Cash Flow Guidance

Free cash flow, as defined in the reconciliation below, is considered a liquidity measure and is considered to provide useful information to investors about the amount of cash generated, which can then be used, after required debt service and dividend payments, for other general corporate purposes. A limitation of free cash flow is that it does not represent the total increase or decrease in the cash balance for the period.

		Guidance Range for the Year Ending February 28, 2026	
Net cash provided by operating activities (GAAP)	\$	2,500	\$ 2,600
Purchase of property, plant, and equipment		(1,200)	(1,200)
Free cash flow (Non-GAAP)	\$	1,300	\$ 1,400
		Six Months Ended	
		August 31, 2025	August 31, 2024
Net cash provided by operating activities (GAAP)	\$	1,489.3	\$ 1,872.3
Purchase of property, plant, and equipment		(410.1)	(703.1)
Free cash flow (Non-GAAP)	\$	1,079.2	\$ 1,169.2