

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED March 31, 2024

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

FOR THE TRANSITION PERIOD FROM ____ TO ____

COMMISSION FILE NUMBER 000-50189

CROWN HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

75-3099507
(I.R.S. Employer
Identification No.)

14025 Riveredge Drive, Suite 300
(Address of principal executive offices)

Tampa FL

33637
(Zip Code)

215-698-5100
(registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock \$5.00 Par Value	CCK	New York Stock Exchange
7 3/8% Debentures Due 2026	CCK26	New York Stock Exchange
7 1/2% Debentures Due 2096	CCK96	New York Stock Exchange

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

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

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

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

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

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

There were 120,757,103 shares of Common Stock outstanding as of May 3, 2024.

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Crown Holdings, Inc.

PART I – FINANCIAL INFORMATION
Item 1. Financial Statements
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions except per share data)
(Unaudited)

	Three Months Ended March 31,	
	2024	2023
Net sales	\$ 2,784	\$ 2,974
Cost of products sold, excluding depreciation and amortization	2,247	2,411
Depreciation and amortization	115	123
Selling and administrative expense	154	160
Restructuring and other, net	23	11
Income from operations	245	269
Other pension and postretirement	11	11
Interest expense	113	102
Interest income	(20)	(9)
Foreign exchange	7	4
Income before taxes and equity in net earnings of affiliates	134	161
Provision for income taxes	40	42
Equity in net earnings of affiliates	(1)	3
Net income	93	122
Net income attributable to noncontrolling interests	26	20
Net income attributable to Crown Holdings	\$ 67	\$ 102
Earnings per common share attributable to Crown Holdings:		
Basic	\$ 0.56	\$ 0.86
Diluted	\$ 0.56	\$ 0.85

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

Crown Holdings, Inc.**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(In millions)****(Unaudited)**

	Three Months Ended March 31,	
	2024	2023
Net income	<u>\$ 93</u>	<u>\$ 122</u>
Other comprehensive income / (loss), net of tax:		
Foreign currency translation adjustments	8	89
Pension and other postretirement benefits	10	10
Derivatives qualifying as hedges	<u>(5)</u>	<u>5</u>
Total other comprehensive income	<u>13</u>	<u>104</u>
Total comprehensive income	106	226
Net income attributable to noncontrolling interests	26	20
Translation adjustments attributable to noncontrolling interests	<u>(3)</u>	<u>1</u>
Comprehensive income attributable to Crown Holdings	<u><u>\$ 83</u></u>	<u><u>\$ 205</u></u>

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

Crown Holdings, Inc.

CONSOLIDATED BALANCE SHEETS (Condensed)
(In millions)
(Unaudited)

	March 31, 2024	December 31, 2023
Assets		
Current assets		
Cash and cash equivalents	\$ 1,123	\$ 1,310
Receivables, net	1,637	1,719
Inventories	1,610	1,613
Prepaid expenses and other current assets	211	191
Total current assets	4,581	4,833
Goodwill	3,089	3,117
Intangible assets, net	1,201	1,258
Property, plant and equipment, net	5,049	5,062
Operating lease right-of-use assets, net	213	211
Other non-current assets	558	553
Total assets	\$ 14,691	\$ 15,034
Liabilities and equity		
Current liabilities		
Short-term debt	\$ 87	\$ 16
Current maturities of long-term debt	743	759
Current portion of operating lease liabilities	48	45
Accounts payable	2,154	2,459
Accrued liabilities	832	922
Total current liabilities	3,864	4,201
Long-term debt, excluding current maturities	6,623	6,699
Pension and postretirement liabilities	411	414
Non-current portion of operating lease liabilities	174	175
Other non-current liabilities	687	681
Commitments and contingent liabilities (Note J)		
Noncontrolling interests	462	454
Crown Holdings shareholders' equity	2,470	2,410
Total equity	2,932	2,864
Total liabilities and equity	\$ 14,691	\$ 15,034

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

Crown Holdings, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS (Condensed)
(In millions)
(Unaudited)

	Three Months Ended March 31,	
	2024	2023
Cash flows from operating activities		
Net income	\$ 93	\$ 122
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	115	123
Restructuring and other, net	23	11
Pension and postretirement expense	16	17
Pension contributions	4	1
Stock-based compensation	12	11
Equity earnings, net of distributions	2	27
Working capital changes and other	(367)	(547)
Net cash used for operating activities	(102)	(235)
Cash flows from investing activities		
Capital expenditures	(94)	(233)
Net investment hedge	13	13
Distribution from equity method investment	—	56
Other	—	3
Net cash used for investing activities	(81)	(161)
Cash flows from financing activities		
Net change in revolving credit facility and short-term debt	—	249
Proceeds from short-term debt	80	82
Payments of short-term debt	(8)	—
Proceeds from long-term debt	20	—
Payments of long-term debt	(32)	(24)
Dividends paid to noncontrolling interests	(15)	(11)
Dividends paid to shareholders	(30)	(29)
Common stock repurchased	(5)	(6)
Other	(1)	1
Net cash provided by financing activities	9	262
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(8)	(3)
Net change in cash, cash equivalents and restricted cash	(182)	(137)
Cash, cash equivalents and restricted cash at January 1	1,400	639
Cash, cash equivalents and restricted cash at March 31	\$ 1,218	\$ 502

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

Crown Holdings, Inc.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(In millions)
(Unaudited)

	Crown Holdings, Inc. Shareholders' Equity						
	Common Stock	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Crown Equity	Noncontrolling Interests	Total Shareholders' Equity
Balance at January 1, 2024	\$ 604	\$ 17	\$ 3,476	\$ (1,687)	\$ 2,410	\$ 454	\$ 2,864
Net income			67		67	26	93
Other comprehensive income				16	16	(3)	13
Dividends declared			(30)		(30)	(15)	(45)
Restricted stock awarded	1	(1)			—		—
Stock-based compensation		12			12		12
Common stock repurchased		(5)			(5)		(5)
Balance at March 31, 2024	<u>\$ 605</u>	<u>\$ 23</u>	<u>\$ 3,513</u>	<u>\$ (1,671)</u>	<u>\$ 2,470</u>	<u>\$ 462</u>	<u>\$ 2,932</u>
Balance at January 1, 2023	\$ 600	\$ —	\$ 3,141	\$ (1,892)	\$ 1,849	\$ 438	\$ 2,287
Net income			102		102	20	122
Other comprehensive income				103	103	1	104
Dividends declared			(29)		(29)	(7)	(36)
Restricted stock awarded	1	(1)			—		—
Stock-based compensation		11			11		11
Common stock repurchased		(6)			(6)		(6)
Balance at March 31, 2023	<u>\$ 601</u>	<u>\$ 4</u>	<u>\$ 3,214</u>	<u>\$ (1,789)</u>	<u>\$ 2,030</u>	<u>\$ 452</u>	<u>\$ 2,482</u>

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

Crown Holdings, Inc.**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
(In millions, except per share and statistical data)
(Unaudited)**A. Basis of Presentation**

The consolidated financial statements include the accounts of Crown Holdings, Inc. and its consolidated subsidiaries (the "Company"). The accompanying unaudited interim consolidated financial statements have been prepared in accordance with Form 10-Q instructions. In the opinion of management, these consolidated financial statements contain all adjustments of a normal and recurring nature necessary for a fair statement of the financial position of the Company as of March 31, 2024 and the results of its operations for the three months ended March 31, 2024 and 2023 and of its cash flows for the three months ended March 31, 2024 and 2023. The results reported in these consolidated financial statements are not necessarily indicative of the results that may be expected for the entire year. These results have been determined on the basis of accounting principles generally accepted in the United States of America ("GAAP"), the application of which requires management's utilization of estimates, and actual results may differ materially from the estimates utilized.

Certain information and footnote disclosures normally included in financial statements presented in accordance with GAAP have been condensed or omitted. The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The accompanying consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

During the fourth quarter of 2023, the Company recast its segment reporting to reclassify European corporate costs that were previously included in Corporate and other unallocated items in the European Beverage segment. Prior periods have been recast to conform to the new presentation.

During the first quarter of 2024, the Company completed a review of the useful lives of its beverage machinery and equipment and buildings based on the Company's experience with the duration over which equipment and buildings of its aluminum beverage can business can be utilized. The Company engaged a third-party appraiser to assist in this review and, as a result, effective January 1, 2024, the Company revised the estimated useful lives of buildings up to 50 years and machinery and equipment up to 23 years. The change in useful lives resulted in a net reduction in depreciation expense of approximately \$16 or \$0.10 per diluted share for the three months ended March 31, 2024, as compared to the amount of depreciation expense that would have been recorded by utilizing the prior depreciable lives.

In the first quarter of 2024, the Company corrected its presentation of certain borrowings and repayments of short-term debt that did not qualify for net presentation in our previously issued Consolidated Statements of Cash Flows. The Company now presents these borrowings and repayments of short-term debt on a gross basis within cash flows from financing activities. The Company determined that the corrections, which had no impact to cash flows provided by (used for) financing activities, were not material to any prior annual or interim periods and therefore, amendments of previously filed reports are not required.

The effects of the revisions on each of the impacted financial statement line items within the Company's Consolidated Statements of Cash Flows for the years ended December 31, 2021, 2022 and 2023, as well as the three months ended March 31, 2023, the six months ended June 30, 2023 and the nine months ended September 30, 2023 were as follows:

Crown Holdings, Inc.

Three Months Ended March 31, 2023

	As Previously Reported	Adjustments	As Revised
Net change in revolving credit facility and short-term debt	\$ 331	\$ (82)	\$ 249
Proceeds from short-term debt	—	82	82
Net cash provided by financing activities	262	—	262

Six Months Ended June 30, 2023

	As Previously Reported	Adjustments	As Revised
Net change in revolving credit facility and short-term debt	\$ (311)	\$ (82)	\$ (393)
Proceeds from short-term debt	—	120	120
Payments of short-term debt	—	(38)	(38)
Net cash provided by financing activities	101	—	101

Nine Months Ended September 30, 2023

	As Previously Reported	Adjustments	As Revised
Net change in revolving credit facility and short-term debt	\$ (362)	\$ (31)	\$ (393)
Proceeds from short-term debt	—	127	127
Payments of short-term debt	—	(96)	(96)
Net cash provided by financing activities	35	—	35

Year Ended December 31, 2023

	As Previously Reported	Adjustments	As Revised
Net change in revolving credit facility and short-term debt	\$ (398)	\$ 2	\$ (396)
Proceeds from short-term debt	—	129	129
Payments of short-term debt	—	(131)	(131)
Net cash provided by financing activities	116	—	116

Year Ended December 31, 2022

	As Previously Reported	Adjustments	As Revised
Net change in revolving credit facility and short-term debt	\$ 268	\$ —	\$ 268
Proceeds from short-term debt	—	45	45
Payments of short-term debt	—	(45)	(45)
Net cash used for financing activities	(25)	—	(25)

Year Ended December 31, 2021

	As Previously Reported	Adjustments	As Revised
Net change in revolving credit facility and short-term debt	\$ 12	\$ 27	\$ 39
Proceeds from short-term debt	—	15	15
Payments of short-term debt	—	(42)	(42)
Net cash used for financing activities	(2,944)	—	(2,944)

Crown Holdings, Inc.**B. Recent Accounting and Reporting Pronouncements**Recently Issued Accounting Standards

In November 2023, the Financial Accounting Standards Board issued new guidance that requires incremental disclosures related to reportable segments. That standard requires disclosure, on an annual and interim basis, of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of profit or loss. The title and position of the CODM and how the reported measure of segment profit or loss is used by the CODM to assess segment performance and allocate resources is also required to be disclosed. The standard also permits disclosure of additional measures of segment profit. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. As the guidance impacts disclosure only, it will not have an impact on the Company's financial results. These changes in disclosure will initially be reflected in the annual financial statement footnotes for the year ended December 31, 2024.

In December 2023, the Financial Accounting Standards Board issued a final standard on improvements to income tax disclosures. The standard requires disclosure of specific categories within the effective tax rate reconciliation and details about significant reconciling items, subject to a quantitative threshold. The standard also requires information on income taxes paid disaggregated by federal, state and foreign based on a quantitative threshold. The standard is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The standard is applied prospectively with an option for retrospective adoption. The Company is currently evaluating the impact of adopting this standard on its disclosures.

C. Cash, Cash Equivalents, and Restricted Cash

Cash, cash equivalents, and restricted cash included in the Company's Consolidated Balance Sheets and Statement of Cash Flows were as follows:

	March 31, 2024	December 31, 2023
Cash and cash equivalents	\$ 1,123	\$ 1,310
Restricted cash included in prepaid expenses and other current assets	95	90
Total cash, cash equivalents and restricted cash	<u>\$ 1,218</u>	<u>\$ 1,400</u>

Amounts included in restricted cash primarily represent amounts required to be segregated by certain of the Company's receivables securitization agreements.

D. Receivables

	March 31, 2024	December 31, 2023
Accounts receivable	\$ 1,031	\$ 1,122
Less: allowance for credit losses	(32)	(29)
Net trade receivables	999	1,093
Unbilled receivables	381	338
Miscellaneous receivables	257	288
	<u>\$ 1,637</u>	<u>\$ 1,719</u>

E. Inventories

	March 31, 2024	December 31, 2023
Raw materials and supplies	\$ 983	\$ 1,031
Work in process	143	139
Finished goods	484	443
	<u>\$ 1,610</u>	<u>\$ 1,613</u>

Crown Holdings, Inc.**F. Intangible Assets**

Gross carrying amounts and accumulated amortization of finite-lived intangible assets by major class were as follows:

	March 31, 2024			December 31, 2023		
	Gross	Accumulated amortization	Net	Gross	Accumulated amortization	Net
Customer relationships	\$ 1,405	\$ (690)	\$ 715	\$ 1,423	\$ (670)	\$ 753
Trade names	532	(134)	398	539	(130)	409
Technology	158	(138)	20	159	(133)	26
Long term supply contracts	169	(103)	66	167	(99)	68
Patents	12	(10)	2	12	(10)	\$ 2
	<u>\$ 2,276</u>	<u>\$ (1,075)</u>	<u>\$ 1,201</u>	<u>\$ 2,300</u>	<u>\$ (1,042)</u>	<u>\$ 1,258</u>

Net income for the three months ended March 31, 2024 and 2023 included amortization expense of \$40.

G. Supplier Finance Program Obligations

The Company has various supplier finance programs under which the Company agrees to pay banks the stated amount of confirmed invoices from its designated suppliers on the original maturity dates of the invoices. Suppliers, at their sole discretion, have the opportunity to sell their receivables due from the Company earlier than contracted payment terms. The Company or the banks may terminate the agreements upon at least 30 days' notice. The Company does not have assets pledged as collateral for supplier finance programs. The supplier invoices that have been confirmed as valid under the programs typically have payment terms of 150 days or less, consistent with the commercial terms and conditions as agreed upon with suppliers. The Company had \$672 and \$862 confirmed obligations outstanding under these supplier finance programs as of March 31, 2024 and December 31, 2023 included in Accounts Payable.

H. Restructuring and Other

The Company recorded restructuring and other items as follows:

	Three Months Ended March 31,	
	2024	2023
Asset sales and impairments	\$ 3	\$ 2
Restructuring	19	9
Other costs	1	—
	<u>\$ 23</u>	<u>\$ 11</u>

For the three months ended March 31, 2024 restructuring primarily included headcount reductions and other exit costs in the Company's European Beverage segment.

For the three months ended March 31, 2023, restructuring primarily included headcount reductions in the Company's European Beverage and Other segments.

During the first quarter of 2024, the Company made payments of \$12 and had a restructuring accrual of \$28, primarily related to previously announced restructuring actions and the items referenced above. The Company expects to pay these amounts over the next twelve months. The Company continues to review its costs structure and may record additional restructuring charges in the future.

I. Asbestos-Related Liabilities

Crown Cork & Seal Company, Inc. (“Crown Cork”) is one of many defendants in a substantial number of lawsuits filed throughout the U.S. by persons alleging bodily injury as a result of exposure to asbestos. These claims arose from the insulation operations of a U.S. company, the majority of whose stock Crown Cork purchased in 1963.

Crown Holdings, Inc.

Approximately ninety days after the stock purchase, this U.S. company sold its insulation assets and was later merged into Crown Cork.

Prior to 1998, amounts paid to asbestos claimants were covered by a fund made available to Crown Cork under a 1985 settlement with carriers insuring Crown Cork through 1976, when Crown Cork became self-insured. The fund was depleted in 1998 and the Company has no remaining coverage for asbestos-related costs.

In December 2001, the Commonwealth of Pennsylvania enacted legislation that limits the asbestos-related liabilities of Pennsylvania corporations that are successors by corporate merger to companies involved with asbestos. The legislation limits the successor's liability for asbestos to the acquired company's asset value adjusted for inflation. Crown Cork has paid significantly more for asbestos-related claims than the acquired company's adjusted asset value. In November 2004, the legislation was amended to address a Pennsylvania Supreme Court decision (*Ieropoli v. AC&S Corporation, et. al.*, No. 117 EM 2002) which held that the statute violated the Pennsylvania Constitution due to retroactive application. The Company cautions that the limitations of the statute, as amended, are subject to litigation and may not be upheld.

In June 2003, the state of Texas enacted legislation that limits the asbestos-related liabilities in Texas courts of companies such as Crown Cork that allegedly incurred these liabilities because they are successors by corporate merger to companies that had been involved with asbestos. The Texas legislation, which applies to future claims and pending claims, caps asbestos-related liabilities at the total gross value of the predecessor's assets adjusted for inflation. Crown Cork has paid significantly more for asbestos-related claims than the total adjusted value of its predecessor's assets.

In October 2010, the Texas Supreme Court held that the Texas legislation was unconstitutional under the Texas Constitution when applied to asbestos-related claims pending against Crown Cork when the legislation was enacted in June 2003. The Company believes that the decision of the Texas Supreme Court is limited to retroactive application of the Texas legislation to asbestos-related cases that were pending against Crown Cork in Texas on June 11, 2003 and therefore, in its accrual, continues to assign no value to claims filed after June 11, 2003.

The states of Alabama, Arizona, Arkansas, Florida, Georgia, Idaho, Indiana, Iowa, Kansas, Michigan, Mississippi, Nebraska, North Carolina, North Dakota, Ohio, Oklahoma, South Carolina, South Dakota, Tennessee, Utah, West Virginia, Wisconsin and Wyoming have enacted legislation that limits asbestos-related liabilities under state law of companies such as Crown Cork that allegedly incurred these liabilities because they are successors by corporate merger to companies that had been involved with asbestos. The legislation, which applies to future and, with the exception of Arkansas, Georgia, South Carolina, South Dakota, West Virginia and Wyoming, pending claims at the time of enactment, caps asbestos-related liabilities at the fair market value of the predecessor's total gross assets adjusted for inflation. Crown Cork has paid significantly more for asbestos-related claims than the total value of its predecessor's assets adjusted for inflation. Crown Cork has integrated the legislation into its claims defense strategy. The Company cautions, however, that the legislation may be challenged and there can be no assurance regarding the ultimate effect of the legislation on Crown Cork.

The Company further cautions that an adverse ruling in any litigation relating to the constitutionality or applicability to Crown Cork of one or more statutes that limits the asbestos-related liability of alleged defendants like Crown Cork could have a material impact on the Company.

During the three months ended March 31, 2024, the Company paid \$3 to settle asbestos claims and pay related legal and defense costs and had approximate claims activity as follows:

Beginning claims	58,500
New claims	400
Settlements or dismissals	(100)
Ending claims	<u>58,800</u>

In the fourth quarter of each year, the Company performs an analysis of outstanding claims and categorizes these claims by year of exposure and state filed. As of December 31, 2023, the Company's outstanding claims were:

Crown Holdings, Inc.

Claimants alleging first exposure after 1964	18,000
Claimants alleging first exposure before or during 1964 filed in:	
Texas	13,000
Pennsylvania	1,500
Other states that have enacted asbestos legislation	6,000
Other states	20,000
Total claims outstanding	<u>58,500</u>

The outstanding claims in each period exclude approximately 19,000 inactive claims. Due to the passage of time, the Company considers it unlikely that the plaintiffs in these cases will pursue further action against the Company. The exclusion of these inactive claims had no effect on the calculation of the Company's accrual as the claims were filed in states, as described above, where the Company's liability is limited by statute.

With respect to claimants alleging first exposure to asbestos before or during 1964, the Company does not include in its accrual any amounts for settlements in states where the Company's liability is limited by statute except for certain pending claims in Texas as described earlier.

With respect to post-1964 claims, regardless of the existence of asbestos legislation, the Company does not include in its accrual any amounts for settlement of these claims because of increased difficulty of establishing identification of relevant insulation products as the cause of injury. Given the Company's settlement experience with post-1964 claims, it does not believe that an adverse ruling in the Texas or Pennsylvania asbestos litigation cases, or in any other state that has enacted asbestos legislation, would have a material impact on the Company with respect to such claims.

As of December 31, 2023 and 2022, the percentage of outstanding claims related to claimants alleging serious diseases (primarily mesothelioma and other malignancies) were as follows:

	<u>2023</u>	<u>2022</u>
Total claims	25 %	24 %
Pre-1965 claims in states without asbestos legislation	44 %	43 %

Crown Cork has entered into arrangements with plaintiffs' counsel in certain jurisdictions with respect to claims which are not yet filed, or asserted, against it. However, Crown Cork expects claims under these arrangements to be filed or asserted against Crown Cork in the future. The projected value of these claims is included in the Company's estimated liability as of March 31, 2024.

As of March 31, 2024, the Company's accrual for pending and future asbestos-related claims and related legal costs was \$201, including \$145 for unasserted claims. The Company determines its accrual without limitation to a specific time period.

It is reasonably possible that the actual loss could be in excess of the Company's accrual. However, the Company is unable to estimate the reasonably possible loss in excess of its accrual due to uncertainty in the following assumptions that underlie the Company's accrual and the possibility of losses in excess of such accrual: the amount of damages sought by the claimant (which was not specified for approximately 82% of the claims outstanding at the end of 2023), the Company and claimant's willingness to negotiate a settlement, the terms of settlements of other defendants with asbestos-related liabilities, the bankruptcy filings of other defendants (which may result in additional claims and higher settlements for non-bankrupt defendants), the nature of pending and future claims (including the seriousness of alleged disease, whether claimants allege first exposure to asbestos before or during 1964 and the claimant's ability to demonstrate the alleged link to Crown Cork), the volatility of the litigation environment, the defense strategies available to the Company, the level of future claims, the rate of receipt of claims, the jurisdiction in which claims are filed, and the effect of state asbestos legislation (including the validity and applicability of the Pennsylvania legislation to non-Pennsylvania jurisdictions, where the substantial majority of the Company's asbestos cases are filed).

J. Commitments and Contingent Liabilities

The Company, along with others in most cases, has been identified by the EPA or a comparable state environmental agency as a Potentially Responsible Party (“PRP”) at a number of sites and has recorded aggregate accruals of \$12 for its share of estimated future remediation costs at these sites. The Company has been identified as having either directly

Crown Holdings, Inc.

or indirectly disposed of commercial or industrial waste at the sites subject to the accrual, and where appropriate and supported by available information, generally has agreed to be responsible for a percentage of future remediation costs based on an estimated volume of materials disposed in proportion to the total materials disposed at each site. The Company has not had monetary sanctions imposed nor has the Company been notified of any potential monetary sanctions at any of the sites.

The Company has also recorded aggregate accruals of \$7 for remediation activities at various worldwide locations that are owned by the Company and for which the Company is not a member of a PRP group. Although the Company believes its accruals are adequate to cover its portion of future remediation costs, there can be no assurance that the ultimate payments will not exceed the amount of the Company's accruals and will not have a material effect on its results of operations, financial position and cash flow. Any possible loss or range of potential loss that may be incurred in excess of the recorded accruals cannot be estimated.

In March 2015, the Bundeskartellamt, or German Federal Cartel Office ("FCO"), conducted unannounced inspections of the premises of several metal packaging manufacturers, including a German subsidiary of the Company. The local court order authorizing the inspection cited FCO suspicions of anti-competitive agreements in the German market for the supply of metal packaging products. The Company conducted an internal investigation into the matter and discovered instances of inappropriate conduct by certain employees of German subsidiaries of the Company. The Company cooperated with the FCO and submitted a leniency application with the FCO which disclosed the findings of its internal investigation to date. In April 2018, the FCO discontinued its national investigation and referred the matter to the European Commission (the "Commission"). Following the referral, Commission officials conducted unannounced inspections of the premises of several metal packaging manufacturers, including Company subsidiaries in Germany, France and the U.K. The Company cooperated with the Commission and submitted a leniency application with the Commission with respect to the findings of its internal investigation in Germany. In July 2022, the Company reached a settlement with the Commission relating to the Commission's investigation, pursuant to which the Company agreed to pay a fine in the amount of \$8. Fining decisions based on settlements can be appealed under EU law. The Company is seeking annulment of the Commission's fining decision on the basis that the referral of the case from the FCO to the Commission was unjustified. There can be no assurance regarding the outcome of such appeal.

In March 2017, U.S. Customs and Border Protection ("CBP") at the Port of Milwaukee issued a penalty notification alleging that certain of the Company's subsidiaries intentionally misclassified the importation of certain goods into the U.S. during the period 2004 -2009. CBP initially assessed a penalty of \$18. The Company has acknowledged to CBP that the goods were misclassified and has paid all related duties, which CBP does not dispute. The Company has asserted that the misclassification was unintentional and disputes the penalty assessment by CBP. CBP has brought suit in the U.S. Court of International Trade seeking enforcement of the initial penalty against the Company. At the present time, based on the information available, the Company does not believe that a loss for the alleged intentional misclassification is probable. However, there can be no assurance that the Company will be successful in contesting the assessed penalty.

On October 7, 2021, the French Autorité de la concurrence (the French Competition Authority or "FCA") issued a statement of objections to 14 trade associations, one public entity and 101 legal entities from 28 corporate groups, including the Company, certain of its subsidiaries, other leading metal can manufacturers, certain can fillers and certain retailers in France. The FCA alleged violations of Articles 101 of the Treaty on the Functioning of the European Union and L.420-1 of the French Commercial Code. The statement of objections alleges, among other things, anti-competitive behavior in connection with the removal of bisphenol-A from metal packaging in France. The removal of bisphenol-A was mandated by French legislation that went into effect in 2015. On December 29, 2023, the FCA issued a decision imposing a fine of €4 million on the Company. The Company has appealed the decision of the FCA, however there can be no assurance regarding the outcome of such appeal.

The Company and its subsidiaries are also subject to various other lawsuits and claims with respect to labor, environmental, securities, vendor and other matters arising out of the Company's normal course of business. While the impact on future financial results is not subject to reasonable estimation because considerable uncertainty exists, management believes that the ultimate liabilities resulting from such lawsuits and claims will not materially affect the Company's consolidated earnings, financial position or cash flow. The Company has various commitments to purchase materials, supplies and utilities as part of the ordinary conduct of business. At times, the Company guarantees the obligations of subsidiaries under certain of these contracts and is liable for such arrangements only if the subsidiary fails to perform its obligations under the contract.

Crown Holdings, Inc.

The Company's basic raw materials for its products are aluminum and steel, both of which are purchased from multiple sources. The Company is subject to fluctuations in the cost of these raw materials and has periodically adjusted its selling prices to reflect these movements. There can be no assurance, however, that the Company will be able to fully recover any increases or fluctuations in raw material costs from its customers. The Company also has commitments for standby letters of credit and for purchases of capital assets.

At March 31, 2024, the Company was party to certain indemnification agreements covering environmental remediation, lease payments and other potential costs associated with properties sold or businesses divested. The Company accrues for costs related to these items when it is probable that a liability has been incurred and the amount can be reasonably estimated.

K. Derivative and Other Financial Instruments**Fair Value Measurements**

Under U.S. GAAP a framework exists for measuring fair value, providing a three-tier hierarchy of pricing inputs used to report assets and liabilities that are adjusted to fair value. Level 1 includes inputs such as quoted prices which are available in active markets for identical assets or liabilities as of the report date. Level 2 includes inputs other than those available in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 3 includes unobservable pricing inputs that are not corroborated by market data or other objective sources. The Company has no recurring items valued using Level 3 inputs other than certain pension plan assets.

The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of assets and liabilities measured at fair value and their placement within the fair value hierarchy.

The Company applies a market approach to value its commodity price hedge contracts. Prices from observable markets are used to develop the fair value of these financial instruments and they are reported under Level 2. The Company uses an income approach to value its foreign exchange forward contracts. These contracts are valued using a discounted cash flow model that calculates the present value of future cash flows under the terms of the contracts using market information as of the reporting date, such as foreign exchange spot and forward rates, and are reported under Level 2 of the fair value hierarchy.

Fair value disclosures for financial assets and liabilities that were accounted for at fair value on a recurring basis are provided later in this note. In addition, see [Note L](#) for fair value disclosures related to debt.

Derivative Financial Instruments

In the normal course of business the Company is subject to risk from adverse fluctuations in currency exchange rates, interest rates and commodity prices. The Company manages these risks through a program that includes the use of derivative financial instruments, primarily swaps and forwards. Counterparties to these contracts are major financial institutions. The Company is exposed to credit loss in the event of nonperformance by these counterparties. The Company does not use derivative instruments for trading or speculative purposes.

The Company's objective in managing exposure to market and interest rate risk is to limit the impact on earnings and cash flow. The extent to which the Company uses such instruments is dependent upon its access to these contracts in the financial markets and its success using other methods, such as netting exposures in the same currencies to mitigate foreign exchange risk, using sales agreements that permit the pass-through of commodity price and foreign exchange rate risk to customers and borrowing both fixed and floating debt instruments to manage interest rate risk.

For derivative financial instruments accounted for in hedging relationships, the Company formally designates and documents, at inception, the financial instrument as a hedge of a specific underlying exposure, the risk management objective and the manner in which effectiveness will be assessed. The Company formally assesses, both at inception and at least quarterly thereafter, whether the hedging relationships are effective in offsetting changes in fair value or cash flows of the related underlying exposures. When a forecasted transaction is reasonably possible, but not probable of occurring, the hedge no longer qualifies for hedge accounting and the change in fair value from the date of the last effectiveness test is recognized in earnings. Any gain or loss which has accumulated in other comprehensive income

Crown Holdings, Inc.

at the date of the last effectiveness test is reclassified into earnings at the same time of the underlying exposure or when the forecasted transaction becomes probable of not occurring.

Cash Flow Hedges

The Company designates certain derivative financial instruments as cash flow hedges. No components of the hedging instruments are excluded from the assessment of hedge effectiveness. Changes in fair value of outstanding derivatives accounted for as cash flow hedges are recorded in accumulated other comprehensive income until earnings are impacted by the hedged transaction. Classification of the gain or loss in the Consolidated Statements of Operations upon reclassification from accumulated comprehensive income is the same as that of the underlying exposure. Contracts outstanding at March 31, 2024 mature between one and thirty-three months.

The Company uses commodity forward contracts to hedge anticipated purchases of various commodities, primarily aluminum as well as natural gas and electricity, and these exposures are hedged by a central treasury unit.

The Company also designates certain foreign exchange contracts as cash flow hedges of anticipated foreign currency denominated sales or purchases. The Company manages these risks at the operating unit level. Often, foreign currency risk is hedged together with the related commodity price risk.

The Company may also use interest rate swaps to convert interest on floating rate debt to a fixed-rate.

The following tables set forth financial information about the impact on other comprehensive income ("OCI"), accumulated other comprehensive income ("AOCI") and earnings from changes in the fair value of derivative instruments.

Derivatives in cash flow hedges	Amount of gain/(loss) recognized in OCI	
	Three Months Ended March 31,	
	2024	2023
Foreign exchange	\$ 1	\$ 2
Commodities	(8)	1
	<u>\$ (7)</u>	<u>\$ 3</u>
Derivatives in cash flow hedges	Amount of gain/(loss) reclassified from AOCI into income	
	Three Months Ended March 31,	
	2024	2023
Commodities	\$ (4)	\$ (2)
Foreign exchange	—	1
Commodities	<u>1</u>	<u>(3)</u>
	<u>(3)</u>	<u>(4)</u>
	<u>1</u>	<u>1</u>
	<u>\$ (2)</u>	<u>\$ (3)</u>
Affected line items in the Statement of Operations		
		Net sales
		Cost of products sold, excluding depreciation and amortization
		Cost of products sold, excluding depreciation and amortization
		Income before taxes and equity in net earnings of affiliates
		Provision for income taxes
		Net income

For the twelve-month period ending March 31, 2025, a net loss of \$5 (\$4, net of tax) is expected to be reclassified to earnings for commodity and foreign exchange contracts. No material amounts were reclassified during the three months ended March 31, 2024 and 2023 in connection with anticipated transactions that were considered probable of not occurring.

Crown Holdings, Inc.Fair Value Hedges and Contracts Not Designated as Hedges

The Company designates certain derivative financial instruments as fair value hedges of recognized foreign-denominated assets and liabilities, generally trade accounts receivable and payable and unrecognized firm commitments. The notional values and maturity dates of the derivative instruments coincide with those of the hedged items. Changes in fair value of the derivative financial instruments, excluding time value, are offset by changes in fair value of the related hedged items.

For the three months ended March 31, 2024 and 2023, the Company recorded a gain of \$4 and a loss of \$5, respectively, from foreign exchange contracts designated as fair value hedges. These adjustments were reported within foreign exchange in the Consolidated Statements of Operations.

Certain derivative financial instruments, including foreign exchange contracts related to intercompany debt, were not designated or did not qualify for hedge accounting; however, they are effective economic hedges as the changes in their fair value, except for time value, are offset by changes arising from re-measurement of the related hedged items. The Company's primary use of these derivative instruments is to offset the earnings impact that fluctuations in foreign exchange rates have on certain monetary assets and liabilities denominated in nonfunctional currencies. Changes in fair value of these derivative instruments are immediately recognized in earnings as foreign exchange adjustments.

The following table sets forth the impact on earnings from derivatives not designated as hedges.

	Pre-tax amount of gain /(loss) recognized in earnings		
	Three Months Ended March 31,		
Derivatives not designated as hedges	2024	2023	Affected line item in the Statement of Operations
Foreign exchange	\$ —	\$ (1)	Cost of products sold, excluding depreciation and amortization
Foreign exchange	2	4	Foreign exchange
	\$ 2	\$ 3	

Net Investment Hedges

The Company designates certain debt and derivative instruments as net investment hedges to manage foreign currency risk relating to net investments in subsidiaries denominated in foreign currencies and reduce the variability in the functional currency equivalent cash flows.

During the three months ended March 31, 2024 and 2023, the Company recorded a gain of \$41 (\$34, net of tax) and a loss of \$16 (\$14, net of tax) in other comprehensive income for certain debt instruments that are designated as hedges of its net investment in a euro-based subsidiary. As of March 31, 2024 and December 31, 2023, cumulative gains of \$90 (\$102, net of tax) and \$49 (\$68, net of tax) were recognized in accumulated other comprehensive income related to these net investment hedges and the carrying amount of the hedging instrument was approximately €1,629 (\$1,758) at March 31, 2024.

The Company also has cross-currency swaps with an aggregate notional values of \$875 designated as hedges of the Company's net investment in a euro-based subsidiary. These swaps mature in 2026 and reduced interest expense by \$6 for the three months ended March 31, 2024 and 2023.

The following tables set forth financial information about the impact on accumulated other comprehensive income from changes in the fair value of derivative instruments designated as net investment hedges.

Crown Holdings, Inc.

	Amount of gain / (loss) recognized in AOCI	
	Three Months Ended March 31,	
	2024	2023
Derivatives designated as net investment hedges		
Foreign exchange	\$ 12	\$ (5)

Gains and losses representing components excluded from the assessment of effectiveness on derivatives designated as net investment hedges are recognized in accumulated other comprehensive income.

Gains or losses on net investment hedges remain in accumulated other comprehensive income until disposal of the underlying assets.

Fair Values of Derivative Financial Instruments and Valuation Hierarchy

The following table sets forth the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2024 and December 31, 2023, respectively. The fair values of these financial instruments were reported under Level 2 of the fair value hierarchy.

	Balance Sheet classification	March 31, 2024	December 31, 2023	Balance Sheet classification	March 31, 2024	December 31, 2023
Derivatives designated as hedging instruments						
Foreign exchange contracts cash flow	Prepaid expenses and other current assets	\$ 1	\$ 1	Accrued liabilities	\$ 1	\$ 2
Foreign exchange contracts fair value	Prepaid expenses and other current assets	1	—	Accrued liabilities	1	2
Commodities contracts cash flow	Prepaid expenses and other current assets	7	13	Accrued liabilities	11	13
Net investment hedge	Other non-current assets	62	47	Other non-current liabilities	—	—
		<u>\$ 71</u>	<u>\$ 61</u>		<u>\$ 13</u>	<u>\$ 17</u>
Derivatives not designated as hedging instruments						
Foreign exchange contracts	Prepaid expenses and other current assets	\$ 12	\$ 3	Accrued liabilities	\$ 7	\$ 3
Total derivatives		<u>\$ 83</u>	<u>\$ 64</u>		<u>\$ 20</u>	<u>\$ 20</u>

Line item in the Balance Sheet in which the hedged item is included	Carrying amount of the hedged assets / liabilities	
	March 31, 2024	December 31, 2023
Cash and cash equivalents	\$ 2	\$ 2
Receivables, net	10	12
Accounts payable	63	120

As of March 31, 2024 and December 31, 2023, the cumulative amount of fair value hedging adjustments included in the carrying amount of the hedged assets and liabilities were a net loss of less than \$1 and a net gain of \$2.

Offsetting of Derivative Assets and Liabilities

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Certain derivative financial instruments are subject to agreements with counterparties similar to master netting arrangements and are eligible for offset. The Company has made an accounting policy election not to offset the fair values of these instruments. In the table below, the aggregate fair values of the Company's derivative assets and liabilities are presented on both a gross and net basis, where appropriate.

	Gross amounts recognized in the Balance Sheet	Gross amounts not offset in the Balance Sheet	Net amount
<u>Balance at March 31, 2024</u>			
Derivative assets	\$83	4	79
Derivative liabilities	20	4	16
<u>Balance at December 31, 2023</u>			
Derivative assets	\$64	7	57
Derivative liabilities	20	7	13

Notional Values of Outstanding Derivative Instruments

The aggregate U.S. dollar-equivalent notional values of outstanding derivative instruments in the Consolidated Balance Sheets at March 31, 2024 and December 31, 2022 were:

	March 31, 2024	December 31, 2023
Derivatives designated as cash flow hedges:		
Foreign exchange	\$ 353	\$ 75
Commodities	113	160
Derivatives designated as fair value hedges:		
Foreign exchange	152	202
Derivatives designated as net investment hedges:		
Foreign exchange	875	875
Derivatives not designated as hedges:		
Foreign exchange	263	302

Crown Holdings, Inc.**L. Debt**

	March 31, 2024		December 31, 2023	
	Principal outstanding	Carrying amount	Principal outstanding	Carrying amount
<u>Short-term debt</u>	\$ 87	\$ 87	\$ 16	\$ 16
<u>Long-term debt</u>				
Senior secured borrowings:				
Revolving credit facilities	—	—	—	—
Term loan facilities				
U.S. dollar due 2027	1,575	1,570	1,575	1,569
Euro due 2027 ¹	572	572	589	589
Senior notes and debentures:				
€600 at 2.625% due 2024	647	647	663	662
€600 at 3.375% due 2025	647	646	663	662
U.S. dollar at 4.25% due 2026	400	398	400	398
U.S. dollar at 4.75% due 2026	875	871	875	871
U.S. dollar at 7.375% due 2026	350	350	350	350
€500 at 2.875% due 2026	539	537	552	550
€500 at 5.00% due 2028	539	532	552	544
€500 at 4.75% due 2029	539	533	552	544
U.S. dollar at 5.25% due 2030	500	494	500	494
U.S. dollar at 7.50% due 2096	40	40	40	40
Other indebtedness in various currencies	176	176	185	185
Total long-term debt	7,399	7,366	7,496	7,458
Less current maturities	(743)	(743)	(759)	(759)
Total long-term debt, less current maturities	\$ 6,656	\$ 6,623	\$ 6,737	\$ 6,699

(1) €530 and €533 at March 31, 2024 and December 31, 2023

The estimated fair value of the Company's debt, using a market approach incorporating Level 2 inputs such as quoted market prices for the same or similar issues, was \$7,441 at March 31, 2024 and \$7,484 at December 31, 2023.

The U.S. dollar term loan interest rate was SOFR plus 1.35% and the Euro term loan interest rate was EURIBOR plus 1.25% at March 31, 2024 and at December 31, 2023.

M. Pension and Other Postretirement Benefits

The components of net periodic pension and other postretirement benefits costs for the three months ended March 31, 2024 and 2023 were as follows:

	Three Months Ended March 31,	
	2024	2023
<u>Pension benefits – U.S. plans</u>		
Service cost	\$ 4	\$ 3
Interest cost	13	12
Expected return on plan assets	(15)	(15)
Recognized net loss	10	11
Net periodic cost	\$ 12	\$ 11

Crown Holdings, Inc.

	Three Months Ended March 31,	
	2024	2023
<u>Pension benefits – Non-U.S. plans</u>		
Service cost	\$ 1	\$ 3
Interest cost	5	5
Expected return on plan assets	(6)	(5)
Recognized net loss	2	1
Net periodic cost	<u>\$ 2</u>	<u>\$ 4</u>

	Three Months Ended March 31,	
	2024	2023
<u>Other postretirement benefits</u>		
Interest cost	\$ 2	\$ 2
Net periodic cost	<u>\$ 2</u>	<u>\$ 2</u>

The components of net periodic cost other than the service cost component are included in other pension and postretirement in the Consolidated Statement of Operations.

The following table provides information about amounts reclassified from accumulated other comprehensive income.

	Three Months Ended March 31,		
Details about accumulated other comprehensive income components	2024	2023	Affected line items in the statement of operations
Actuarial losses	\$ 12	\$ 12	Other pension and postretirement
	12	12	Income before taxes and equity
	(2)	(2)	in net earnings of affiliates
			Provision for income taxes
Total reclassified	<u>\$ 10</u>	<u>\$ 10</u>	Net income

N. Capital Stock

On December 9, 2021, the Company's Board of Directors authorized the repurchase of an aggregate amount of \$3,000 of Company common stock through the end of 2024. Share repurchases under the Company's program may be made in the open market or through privately negotiated transactions, and at times and in such amounts as management deems appropriate. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements and other market conditions. The Company has remaining Board authorization to repurchase \$2,300 of the Company's common stock under the program as of March 31, 2024.

For the three months ended March 31, 2024 and 2023, the Company declared and paid cash dividends of \$0.25 per share and \$0.24 per share respectively. Additionally, on May 2, 2024, the Company's Board of Directors declared a dividend of \$0.25 per share payable on June 27, 2024 to shareholders of record as of June 13, 2024.

O. Accumulated Other Comprehensive Loss Attributable to Crown Holdings

The following table provides information about the changes in each component of accumulated other comprehensive income/(loss).

Crown Holdings, Inc.

	Defined benefit plans	Foreign currency translation	Gains and losses on cash flow hedges	Total
Balance at January 1, 2023	\$ (686)	\$ (1,197)	\$ (9)	\$ (1,892)
Other comprehensive income before reclassifications	—	88	2	90
Amounts reclassified from accumulated other comprehensive income	10	—	3	13
Other comprehensive income	10	88	5	103
Balance at March 31, 2023	<u>\$ (676)</u>	<u>\$ (1,109)</u>	<u>\$ (4)</u>	<u>\$ (1,789)</u>
Balance at January 1, 2024	\$ (664)	\$ (1,022)	\$ (1)	\$ (1,687)
Other comprehensive income / (loss) before reclassifications	—	11	(7)	4
Amounts reclassified from accumulated other comprehensive income	10	—	2	12
Other comprehensive income / (loss)	10	11	(5)	16
Balance at March 31, 2024	<u>\$ (654)</u>	<u>\$ (1,011)</u>	<u>\$ (6)</u>	<u>\$ (1,671)</u>

See [Note K](#) and [Note M](#) for further details of amounts related to cash flow hedges and defined benefit plans.

P. Revenue

The Company recognized revenue as follows:

	Three Months Ended March 31,	
	2024	2023
Revenue recognized over time	\$ 1,571	\$ 1,664
Revenue recognized at a point in time	1,213	1,310
Total revenue	<u>\$ 2,784</u>	<u>\$ 2,974</u>

See [Note R](#) for further disaggregation of the Company's revenue.

The Company has applied the practical expedient to exclude disclosure of remaining performance obligations as its binding orders typically have a term of one year or less.

Contract assets are typically recognized for work in process related to the Company's three-piece printed products and equipment business. Contract assets and liabilities are reported in a net position on a contract-by-contract basis. The Company had net contract assets of \$14 and \$8 as of March 31, 2024 and December 31, 2023, respectively, included in prepaid and other current assets. During the three months ended March 31, 2024, the Company satisfied performance obligations related to contract assets at December 31, 2023 and also recorded new contract assets primarily related to work in process for the equipment business.

Q. Earnings Per Share

The following table summarizes the computations of basic and diluted earnings per share attributable to the Company.

Crown Holdings, Inc.

	Three Months Ended March 31,	
	2024	2023
Net income attributable to Crown Holdings	\$ 67	\$ 102
Weighted average shares outstanding:		
Basic	119.6	119.2
Dilutive restricted stock	0.2	0.4
Diluted	119.8	119.6
Basic earnings per share	\$ 0.56	\$ 0.86
Diluted earnings per share	\$ 0.56	\$ 0.85

For the three months ended March 31, 2024 and 2023, 0.20 million and 0.08 million contingently issuable common shares were excluded from the computation of diluted earnings per share because the effect would be anti-dilutive.

R. Segment Information

The Company evaluates performance and allocates resources based on segment income, which is not a defined term under GAAP. The Company defines segment income as income from operations adjusted to exclude intangibles amortization charges, provisions for restructuring and other and the impact of fair value adjustments related to inventory acquired in an acquisition. Segment income should not be considered in isolation or as a substitute for net income prepared in accordance with GAAP and may not be comparable to calculations of similarly titled measures by other companies.

The tables below present information about the Company's operating segments.

	External Sales Three Months Ended March 31,	
	2024	2023
Americas Beverage	\$ 1,222	\$ 1,261
European Beverage	482	479
Asia Pacific	279	338
Transit Packaging	520	564
Other	281	332
Total	\$ 2,784	\$ 2,974

The primary sources of revenue included in Other are the Company's food can, aerosol can, and closures businesses in North America, and beverage tooling and equipment operations in the U.S. and U.K.

	Intersegment Sales Three Months Ended March 31,	
	2024	2023
Transit Packaging	\$ 5	\$ 13
Other	21	38
Total	\$ 26	\$ 51

Intersegment sales primarily include sales of equipment and parts used in the manufacturing process.

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	Segment Income	
	Three Months Ended	
	March 31,	
	2024	2023
Americas Beverage	\$ 189	\$ 178
European Beverage	51	39
Asia Pacific	42	36
Transit Packaging	68	78
Total reportable segments	<u>\$ 350</u>	<u>\$ 331</u>

A reconciliation of segment income of reportable segments to income before income taxes is as follows:

	Three Months Ended	
	March 31,	
	2024	2023
Segment income of reportable segments	\$ 350	\$ 331
Segment income of other	8	27
Corporate and unallocated items	(50)	(38)
Restructuring and other, net	(23)	(11)
Amortization of intangibles	(40)	(40)
Other pension and postretirement	(11)	(11)
Interest expense	(113)	(102)
Interest income	20	9
Foreign exchange	(7)	(4)
Income from operations before taxes and equity in net earnings of affiliates	<u>\$ 134</u>	<u>\$ 161</u>

For the three months ended March 31, 2023, intercompany profits of \$1 were eliminated within segment income of other.

Corporate and unallocated items include corporate and administrative costs, research and development, and unallocated items such as stock-based compensation and insurance costs.

Crown Holdings, Inc.**PART I - FINANCIAL INFORMATION****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

(dollars in millions)

Introduction

The following discussion presents management's analysis of the results of operations for the three months ended March 31, 2024 compared to 2023 and changes in financial condition and liquidity from December 31, 2023. This discussion should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, along with the consolidated financial statements and related notes included in and referred to within this report.

Business Strategy and Trends

The Company's strategy is to maximize long-term shareholder value by pursuing profitable organic and inorganic growth opportunities while returning cash to shareholders through dividends and share repurchases.

Global industry demand for beverage cans has been growing in recent years in North America, Brazil, Europe, and Southeast Asia. Growth has been driven by new product introductions in North America, customer and consumer focus on the sustainability benefits of aluminum, and population and GDP growth in many markets. To meet such demand, the Company made long-term investments of approximately \$2,000 for new manufacturing facilities and additional production lines in existing facilities since 2021. In 2023, the impact of higher inflation and interest rates slowed growth in many markets. Based on current market conditions, the Company expects to have the ability to meet current and future demand growth with its current installed capital base and expects capital spending to be no more than \$500 in 2024.

The Company's strategy is anchored by strong cash flow generation and a healthy balance sheet with a targeted net leverage ratio in the range of 3.0x to 3.5x adjusted EBITDA (a non-GAAP measure). At the current net leverage level, the Company believes it has the flexibility and resources to fund growth, repay debt and return excess cash flow to shareholders in the future. In December 2021, the Board of Directors authorized the repurchase of \$3,000 in Company common stock through the end of 2024.

The Company continues to actively elevate its commitment to sustainability, which is a core value of the Company. In 2020, the Company introduced **Twentyby30**, a robust program that outlines twenty measurable, science based, environmental, social and governance goals to be completed by 2030. In September 2021, the Company joined The Climate Pledge, a commitment to be net-zero carbon across business operations by 2040.

To date the war between Russia and Ukraine and the conflicts in the Middle East have not had a direct material impact on the Company's business, financial condition, or results of operations.

The Company continues to actively manage the challenges of supply chain disruptions, foreign exchange, interest rate fluctuations, and inflationary pressures, including increasing costs for raw materials, energy and transportation. The Company generally attempts to mitigate aluminum and steel price risk by matching its purchase obligations with its sales agreements. Additionally, the Company attempts to mitigate inflationary pressures on energy and raw material costs with contractual pass-through provisions that include annual selling price adjustments based on price indices. The Company also uses commodity forward contracts to manage its exposure to raw material costs. The ability to mitigate inflationary risks through these measures varies by region and the impact on the results of the Company's segments is discussed, as applicable, in the heading "Results of Operations" below.

Results of Operations

The key measure used by the Company in assessing performance is segment income, a non-GAAP measure defined by the Company as income from operations adjusted to exclude intangibles amortization charges, restructuring and other and the impact of fair value adjustments to inventory acquired in an acquisition.

The foreign currency translation impacts referred to in the discussion below were primarily due to changes in the Mexican peso in the Company's Americas Beverage segment and the Thai baht in the Company's Asia Pacific segment.

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The Company calculates the impact of foreign currency translation by dividing current year U.S. dollar results by the current year average foreign exchange rates and then multiplying those amounts by the applicable prior year average exchange rates.

Net Sales and Segment Income

	Three Months Ended	
	March 31,	
	2024	2023
Net sales	\$ 2,784	\$ 2,974

Net sales decreased primarily due to \$130 from the pass-through of lower aluminum, steel and other commodity costs and lower overall volumes in Asia Pacific, Transit Packaging and Other segments, partially offset by higher beverage can shipments in the Americas and European Beverage segments and favorable foreign currency translation of \$10.

Americas Beverage

The Americas Beverage segment manufactures aluminum beverage cans and ends, steel crowns, glass bottles and aluminum closures and supplies a variety of customers from its operations in the U.S., Brazil, Canada, Colombia and Mexico.

The U.S. and Canadian beverage can markets have experienced growth in recent years due to the introduction of new beverage products in cans versus other packaging formats. In Brazil and Mexico, the Company's volumes have increased in recent years primarily due to market growth driven by increased per capita incomes and consumption, combined with an increased preference for cans over other forms of beverage packing.

To meet volume requirements in these markets, the Company added a new greenfield facility in Mesquite, Nevada in 2023.

Net sales and segment income in the Americas Beverage segment were as follows:

	Three Months Ended	
	March 31,	
	2024	2023
Net sales	\$ 1,222	\$ 1,261
Segment income	189	178

Net sales decreased primarily due to the pass-through of \$58 lower aluminum costs, partially offset by 7% higher shipments in North America and favorable foreign currency translation of \$7.

Segment income improved due to higher shipments and lower start up costs compared to 2023.

European Beverage

The Company's European Beverage segment manufactures aluminum beverage cans and ends and supplies a variety of customers from its operations throughout Europe, the Middle East and North Africa. In recent years, the European beverage can market has been growing due to a market shift to cans versus other packaging formats. To meet volume requirements, the Company added additional line capacity in Agoncillo, Spain, a new greenfield facility in Peterborough, U.K. and acquired Helvetia Packaging AG, a beverage can and end manufacturing facility in Saarlouis, Germany.

During the fourth quarter of 2023, the Company recast its segment reporting to reclassify European corporate costs that were previously included in Corporate and other unallocated items in the European Beverage segment. Prior periods were recast to conform to the new presentation.

Crown Holdings, Inc.

Net sales and segment income in the European Beverage segment were as follows:

	Three Months Ended March 31,	
	2024	2023
Net sales	\$ 482	\$ 479
Segment income	51	39

Net sales increased primarily due to 5% higher shipments and favorable foreign currency translation of \$6, partially offset by \$16 pass-through of lower aluminum costs.

Segment income improved due to higher shipments and lower start up costs compared to 2023.

Asia Pacific

The Company's Asia Pacific segment consists of beverage can operations in Cambodia, China, Indonesia, Malaysia, Myanmar, Thailand and Vietnam and non-beverage can operations, primarily food cans and specialty packaging. Historically, growth in the beverage can market in Southeast Asia has been driven by increased per capita incomes and consumption, combined with an increased preference for cans over other forms of beverage packaging.

In 2023, volume softness was noted across each country in the Asia Pacific segment as the region continues to struggle with the effects of higher inflation and interest rates. In the fourth quarter of 2023, the Company announced the closure of its beverage can facilities in Ho Chi Minh City, Vietnam and Singapore with capacity relocated to the Company's Vung Tau, Vietnam facility.

In June 2022, the Company's Yangon, Myanmar beverage can plant was temporarily idled due to currency restrictions, which resulted in the inability to source U.S. dollars required to procure U.S. dollar raw materials. The Company began production on a limited basis in 2023 and had net sales of \$3 for the three months ended March 31, 2024. Property, plant and equipment in Myanmar as of March 31, 2024 was \$51, including \$25 of land and buildings and \$26 of machinery and equipment. The Company will continue to monitor the economic conditions and the impact to its business in Myanmar, including any alternative uses for its machinery and equipment.

Net sales and segment income in the Asia Pacific segment were as follows:

	Three Months Ended March 31,	
	2024	2023
Net sales	\$ 279	\$ 338
Segment income	42	36

Net sales decreased primarily due to 8% lower shipments, the pass-through of \$19 lower aluminum costs and unfavorable foreign currency of \$6.

Segment income increased primarily due to improved matching of aluminum pass-through provisions as a result of lower inventory in 2024.

Transit Packaging

The Company's Transit Packaging segment includes the Company's worldwide automation and equipment technologies, protective packaging solutions and steel and plastic consumables. Automation and equipment technologies include manual, semi-automatic and automatic equipment and tools, which are primarily used in end-of-line operations to apply and remove consumables such as strap and film. Protective solutions include standard and purpose designed products, such as airbags, edge protectors, and honeycomb products, among others, that help prevent movement of, and/or damage to, a wide range of

industrial and consumer goods during transport. Steel and plastic consumables include steel strap, plastic strap, industrial film and other related products that are used across a wide range of industries.

Net sales and segment income in the Transit Packaging segment were as follows:

Crown Holdings, Inc.

	Three Months Ended March 31,	
	2024	2023
Net sales	\$ 520	\$ 564
Segment income	68	78

Net sales decreased primarily due to the pass-through of \$24 lower material costs and lower volumes.

Segment income decreased primarily due to lower volumes.

Other

Other includes the Company's food can, aerosol can and closures businesses in North America, and beverage tooling and equipment operations in the U.S. and U.K. The Company is expected to add a pet food can line to its Dubuque, Iowa plant in 2024.

In 2023, the Company right-sized the beverage can equipment operations in the U.K. to reflect the expected significant reduction in orders from global beverage can manufacturers. Additionally, in the fourth quarter of 2023, the Company announced the closure of its Decatur, IL aerosol can plant in response to lower aerosol can demand.

Net sales and segment income in Other were as follows:

	Three Months Ended March 31,	
	2024	2023
Net sales	\$ 281	\$ 332
Segment income	8	27

Net sales and segment income decreased primarily due to lower volumes in the food can, aerosol can and equipment businesses. Net sales were also negatively impacted by \$11 due to the pass-through of lower steel costs.

Corporate and unallocated

Corporate and unallocated items include corporate and administrative costs, research and development, and unallocated items such as stock-based compensation and insurance costs.

	Three Months Ended March 31,	
	2024	2023
Corporate and unallocated expense	\$ (50)	\$ (38)

Corporate and unallocated expenses increased for the three months ended March 31, 2024 compared to 2023, primarily due to higher property insurance costs, including \$8 incurred during the quarter related to a facility fire, and incentive compensation.

Depreciation and Amortization

The Company periodically reviews the useful lives of property, plant and equipment. Based on the Company's experience with the duration over which equipment and buildings of its aluminum beverage can business can be utilized, the Company engaged a third-party appraiser to assist in this review and, as a result, increased the estimated useful lives of buildings up to 50 years and machinery and equipment up to 23 years effective January 1, 2024. The change in accounting estimate will be applied on a prospective basis. The change in useful lives resulted in a net reduction in depreciation expense of \$16 for the

three months ended March 31, 2024, as compared to the amount of depreciation expense that would have been recorded by utilizing the prior depreciable lives.

Crown Holdings, Inc.**Restructuring and other, net**

For the three months ended March 31, 2024, restructuring and other net charges of \$23 primarily included business reorganization activities in the Company's European Beverage segment. The Company continues to review its costs structure and may record additional restructuring charges in the future.

Taxes on income

The increase in the effective tax rate for the three months ended March 31, 2024 compared to 2023, was primarily due to the geographic distribution of the Company's world-wide earnings in higher-tax jurisdictions.

Effective January 1, 2024, various jurisdictions in which the Company operates have enacted the Pillar II directive which establishes a global minimum corporate tax rate of 15% initiated by the Organisation for Economic Co-operation and Development. The Company does not expect Pillar II to have a material impact on its financial results, including its annual estimated effective tax rate or liquidity for 2024.

Net income attributable to noncontrolling interest

For the three months ended March 31, 2024 compared to 2023, net income from noncontrolling interests increased from \$20 to \$26 primarily due to higher earnings in the Company's beverage can operations in Brazil.

Liquidity and Capital Resources**Operating Activities**

Cash used for operating activities decreased from \$235 for the three months ended March 31, 2023 to \$102 for the three months ended March 31, 2024, primarily due to working capital improvements, partially offset by lower distributions from equity method investments.

Days sales outstanding for trade receivables, excluding the impact of unbilled receivables, decreased from 35 days as of March 31, 2023 to 32 days as of March 31, 2024.

Inventory turnover decreased from 74 days at March 31, 2023 to 63 days at March 31, 2024, primarily due to efforts to reduce inventory levels across most businesses.

Days outstanding for trade payables decreased from 84 days at March 31, 2023 to 83 days at March 31, 2024.

Investing Activities

Cash used for investing activities decreased from \$161 for the three months ended March 31, 2023 to \$81 for the three months ended March 31, 2024, primarily due to lower capital expenditures. Additionally, the three months ended March 31, 2023 included a distribution from an equity method investment of \$56.

The Company currently expects capital expenditures in 2024 to be no more than \$500.

Financing Activities

Cash provided by financing activities decreased from \$262 for the three months ended March 31, 2023 to \$9 for the three months ended March 31, 2024 primarily due to higher borrowings on the credit facility in the first quarter of 2023.

Liquidity

As of March 31, 2024, \$634 of the Company's \$1,123 of cash and cash equivalents was located outside the U.S. The Company is not currently aware of any legal restrictions under foreign law that materially impact its access to cash held outside the U.S.

The Company funds its cash needs in the U.S. through a combination of cash flows from operations, dividends from certain foreign subsidiaries, borrowings under its revolving credit facility and the acceleration of cash receipts under its receivable securitization and factoring facilities. Of the cash and cash

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equivalents located outside the U.S., \$382 was held by subsidiaries for which earnings are considered indefinitely reinvested.

The Company's revolving credit agreements provide capacity of \$1,650 and as of March 31, 2024, the Company had available capacity of \$1,613. The Company could have borrowed this amount at March 31, 2024 and still have been in compliance with its leverage ratio covenants.

The Company's debt agreements contain covenants that limit the ability of the Company and its subsidiaries to, among other things, incur additional debt, pay dividends or repurchase capital stock, make certain other restricted payments, create liens and engage in sale and leaseback transactions. These restrictions are subject to a number of exceptions, however, which allow the Company to incur additional debt, create liens or make otherwise restricted payments provided that the Company is in compliance with applicable financial and other covenants and meets certain liquidity requirements.

The Company's revolving credit facilities and term loan facilities also contain a total leverage ratio covenant. The leverage ratio is calculated as total net debt divided by Consolidated EBITDA (as defined in the credit agreement). Total net debt is defined in the credit agreement as total debt less cash and cash equivalents. Consolidated EBITDA is calculated as the sum of, among other things, net income attributable to Crown Holdings, net income attributable to certain of the Company's subsidiaries, income taxes, interest expense, depreciation and amortization, and certain non-cash charges. The Company's total net leverage ratio of 3.3 to 1.0 at March 31, 2024 was in compliance with the covenant requiring a ratio no greater than 4.5 to 1.0. The ratio is calculated at the end of each quarter using debt and cash balances as of the end of the quarter and Consolidated EBITDA for the most recent twelve months. Failure to meet the financial covenant could result in the acceleration of any outstanding amounts due under the revolving credit facilities and term loan facilities.

In order to reduce leverage and future interest payments, the Company may from time to time repurchase outstanding notes and debentures with cash or seek to refinance its existing credit facilities and other indebtedness. The Company will evaluate any such transactions in light of any required premiums and then existing market conditions and may determine not to pursue such transactions.

The Company's current sources of liquidity also include a securitization facility with a program limit up to a maximum of \$800 that expires in July 2025 and securitization facilities with program limits of \$230 and \$160 that expire in November 2025.

The Company utilizes its cash flows from operations, borrowings under its revolving credit facilities and the acceleration of cash receipts under its receivables securitization and factoring programs to primarily fund its operations, capital expenditures and financing obligations.

Based on market conditions and interest rates, the Company may consider various opportunistic strategies to manage its pension obligations, including lump sum payments and the purchase of annuity insurance contracts, which may require additional pension contributions and the use of plan assets. These strategies could be significant and result in the Company recording pension settlement charges to accelerate the timing of recognition of actuarial losses recorded in accumulated other comprehensive income. As of March 31, 2024, the Company had \$674 of net losses related to pension benefit obligations recorded in accumulated other comprehensive income.

Capital Resources

As of March 31, 2024, the Company had approximately \$112 of capital commitments primarily related to Americas Beverage and European Beverage. The Company expects to fund these commitments primarily through cash flows from operations.

Contractual Obligations

There were no material changes to the Company's contractual obligations provided within Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Annual Report on Form 10-K for the year ended December 31, 2023, which information is incorporated herein by reference.

Crown Holdings, Inc.**Supplemental Guarantor Financial Information**

The Company and certain of its 100% directly or indirectly owned subsidiaries provide guarantees of senior notes and debentures issued by other 100% directly or indirectly owned subsidiaries. These senior notes and debentures are fully and unconditionally guaranteed by the Company and substantially all of its subsidiaries in the United States, except in the case of the Company's outstanding senior notes issued by Crown Cork & Seal Company, Inc., which are fully and unconditionally guaranteed by Crown Holdings, Inc. (Parent). No other subsidiary guarantees the debt and the guarantees are made on a joint and several basis.

The following tables present summarized financial information related to the senior notes issued by the Company's subsidiary debt issuers and guarantors on a combined basis for each issuer and its guarantors (together, an "obligor group") after elimination of (i) intercompany transactions and balances among the Parent and the guarantors and (ii) equity in earnings from and investments in any subsidiary that is a non-guarantor. Crown Cork Obligor group consists of Crown Cork & Seal Company, Inc. and the Parent. Crown Americas Obligor group consists of Crown Americas LLC, Crown Americas Capital Corp. IV, Crown Americas Capital Corp. V, Crown Americas Capital Corp. VI, the Parent, and substantially all of the Company's subsidiaries in the United States.

Crown Cork Obligor Group

	Three Months Ended March 31, 2024
Net sales	\$ —
Gross Profit	—
Income from operations	(1)
Net income ¹	(18)
Net income attributable to Crown Holdings ¹	(18)

(1) Includes \$14 of expense related to intercompany interest with non-guarantor subsidiaries

	March 31, 2024	December 31, 2023
Current assets	\$ 13	\$ 22
Non-current assets	34	29
Current liabilities	47	49
Non-current liabilities ¹	6,298	6,265

(1) Includes payables of \$5,539 and \$5,514 due to non-guarantor subsidiaries as of March 31, 2024 and December 31, 2023

Crown Americas Obligor Group

	Three Months Ended March 31, 2024
Net sales ¹	\$ 1,160
Gross profit ²	163
Income from operations ²	39
Net income ³	(14)
Net income attributable to Crown Holdings ³	(14)

(1) Includes \$102 of sales to non-guarantor subsidiaries

(2) Includes \$10 of gross profit related to sales to non-guarantor subsidiaries

(3) Includes \$6 of income related to intercompany interest and technology royalties with non-guarantor subsidiaries

Crown Holdings, Inc.

	March 31, 2024	December 31, 2023
Current assets ¹	\$ 1,403	\$ 1,423
Non-current assets ²	3,816	3,850
Current liabilities ³	1,154	1,166
Non-current liabilities ⁴	6,510	6,553

(1) Includes receivables of \$38 and \$30 due from non-guarantor subsidiaries as of March 31, 2024 and December 31, 2023

(2) Includes receivables of \$165 and \$189 due from non-guarantor subsidiaries as of March 31, 2024 and December 31, 2023

(3) Includes payables of \$29 and \$35 due to non-guarantor subsidiaries as of March 31, 2024 and December 31, 2023

(4) Includes payables of \$2,087 and \$2,134 due to non-guarantor subsidiaries as of March 31, 2024 and December 31, 2023

Commitments and Contingent Liabilities

Information regarding the Company's commitments and contingent liabilities appears in Part I within Item 1 of this report under [Note J](#), entitled "Commitments and Contingent Liabilities," to the consolidated financial statements, and in Part II within Item 1A of this report which information is incorporated herein by reference.

Critical Accounting Policies

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. which require that management make numerous estimates and assumptions.

Actual results could differ from these estimates and assumptions, impacting the reported results of operations and financial condition of the Company. Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note A to the consolidated financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 describe the significant accounting estimates and policies used in the preparation of the consolidated financial statements. Updates to the Company's accounting policies related to new accounting pronouncements, as applicable, are included in the notes to the consolidated financial statements included in this Quarterly Report on Form 10-Q.

Forward Looking Statements

Statements included herein, including, but not limited to, those in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in the discussions of asbestos in [Note I](#) and commitments and contingencies in [Note J](#) to the consolidated financial statements included in this Quarterly Report on Form 10-Q, and also in Part I, Item 1, "Business" and Item 3, "Legal Proceedings" and in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," within the Company's Annual Report on Form 10-K for the year ended December 31, 2023, which are not historical facts (including any statements concerning the direct or indirect impact of the COVID-19 pandemic, conflicts in the Middle East and the Russia-Ukraine war, objectives of management for share repurchases, dividends, future operations or economic performance, or assumptions related thereto, including the potential for higher interest rates and energy prices), are "forward-looking statements" within the meaning of the federal securities laws. In addition, the Company and its representatives may, from time to time, make oral or written statements which are also "forward-looking statements."

These forward-looking statements are made based upon management's expectations and beliefs concerning future events impacting the Company and, therefore, involve a number of risks and uncertainties. Management cautions that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements.

While the Company periodically reassesses material trends and uncertainties affecting the Company's results of operations and financial condition in connection with the preparation of "Management's Discussion and Analysis of Financial Condition and Results of Operations" and certain other sections contained in the Company's quarterly, annual or other reports filed with the U.S. Securities and Exchange Commission ("SEC"), the Company does not intend to review or revise any particular forward-looking statement in light of future events.

A discussion of important factors that could cause the actual results of operations or financial condition of the Company to differ from expectations has been set forth in the Company's Annual Report on Form 10-K for the year ended December 31,

2023 within Part II, Item 7: “Management's Discussion and Analysis of Financial Condition and Results of Operations” under the caption “Forward Looking Statements” and is incorporated herein by reference.

Crown Holdings, Inc.

Some of the factors are also discussed elsewhere in this Form 10-Q (including under Item 1A of Part II below) and in prior Company filings with the SEC. In addition, other factors have been or may be discussed from time to time in the Company's SEC filings.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of business the Company is subject to risk from adverse fluctuations in foreign exchange and interest rates and commodity prices. The Company manages these risks through a program that includes the use of derivative financial instruments, primarily swaps and forwards. Counterparties to these contracts are major financial institutions. The Company is exposed to credit loss in the event of nonperformance by the counterparties. These instruments are not used for trading or speculative purposes. The extent to which the Company uses such instruments is dependent upon its access to these contracts in the financial markets and its success in using other methods, such as netting exposures in the same currencies to mitigate foreign exchange risk and using sales arrangements that permit the pass-through of commodity prices and foreign exchange rate risks to customers. The Company's objective in managing its exposure to market risk is to limit the impact on earnings and cash flow. For further discussion of the Company's use of derivative instruments and their fair values at March 31, 2024, see [Note K](#) to the consolidated financial statements included in this Quarterly Report on Form 10-Q.

As of March 31, 2024, the Company had \$2.3 billion principal floating interest rate debt and \$1.1 billion of securitization and factoring. A change of 0.25% in these floating interest rates would change annual interest expense by approximately \$8 million before tax.

Item 4. Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, management, including the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of its disclosure controls and procedures. Based upon that evaluation and as of the end of the quarter for which this report is made, the Company's Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective. Disclosure controls and procedures ensure that information to be disclosed in reports that the Company files and submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and terms of the SEC, and ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There has been no change in internal controls over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION**Item 1. Legal Proceedings**

For information regarding the Company's potential asbestos-related liabilities and other litigation, see [Note I](#) entitled "Asbestos-Related Liabilities" and [Note J](#) entitled "Commitments and Contingent Liabilities" to the consolidated financial statements within Part I, Item 1 of this Quarterly Report on Form 10-Q, which information is incorporated herein by reference.

Item 1A. Risk Factors

The information set forth in this report should be read in conjunction with the risk factors discussed in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2023. Such risks are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial may also materially adversely affect the Company's business, financial condition and/or operating results.

Crown Holdings, Inc.**Item 2. Unregistered Sale of Equity Securities and Use of Proceeds**

During the three months ended March 31, 2024, 58,900 shares were surrendered to cover taxes on the vesting of restricted stock.

In December 2021, the Company's Board of Directors authorized the repurchase of an aggregate amount of \$3,000 of Company common stock through the end of 2024. Share repurchases under the Company's program may be made in the open market or through privately negotiated transactions, and at times and in such amounts as management deems appropriate. The Company has remaining Board authorization to repurchase \$2,300 of the Company's common stock under the program as of March 31, 2024.

Item 3. Defaults Upon Senior Securities

There were no events required to be reported under Item 3 for the three months ended March 31, 2024.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information**Submission of Matters to a Vote of Security Holders**

(a) Crown Holdings, Inc. (the "Company") held its Annual Meeting of Shareholders on May 2, 2024 (the "Annual Meeting"). As of March 12, 2024, the record date for the meeting, 120,794,273 shares of Common Stock, par value \$5.00 per share, of the Company ("Common Stock") were issued and outstanding. A quorum of 108,996,308 shares of Common Stock were present or represented at the meeting.

(b) The following individuals were nominated and elected to serve as directors:

Timothy J. Donahue, Richard H. Fearon, Andrea J. Funk, Stephen J. Hagge, James H. Miller, B. Craig Owens, Angela M. Snyder, Caesar F. Sweitzer, Marsha C. Williams and Dwayne A. Wilson.

At the Annual Meeting, the Company's Shareholders voted on the five matters below as follows:

- 1) The Company's Shareholders elected the following directors pursuant to the following vote:

Crown Holdings, Inc.

Directors	Votes For	Votes Withheld	Broker Non-Vote
Timothy J. Donahue	95,929,459	7,776,333	5,290,516
Richard H. Fearon	98,012,533	5,693,259	5,290,516
Andrea J. Funk	101,536,684	2,169,108	5,290,516
Stephen J. Hagge	100,172,734	3,533,058	5,290,516
James H. Miller	97,079,096	6,626,696	5,290,516
B. Craig Owens	101,463,780	2,242,012	5,290,516
Angela M. Snyder	102,024,135	1,681,657	5,290,516
Caesar F. Sweitzer	99,847,032	3,858,760	5,290,516
Marsha C. Williams	98,274,088	5,431,704	5,290,516
Dwayne A. Wilson	101,863,419	1,842,373	5,290,516

- 2) The Company's Shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditor for the fiscal year ending December 31, 2024 pursuant to the following vote:

Votes For	Votes Against	Votes Abstaining	Broker Non-Vote
103,295,703	5,278,646	421,959	—

- 3) The Company's Shareholders approved, by non-binding advisory vote, the resolution on executive compensation (as further described in the Company's 2024 Proxy Statement) pursuant to the following vote:

Votes For	Votes Against	Votes Abstaining	Broker Non-Vote
99,533,007	4,024,953	147,832	5,290,516

- 4) The Company's Shareholders approved an amendment to the Company's Articles of Incorporation to reduce the minimum and maximum size of Board of Directors to the following vote:

Votes For	Votes Against	Votes Abstaining	Broker Non-Vote
103,118,826	445,525	141,441	5,290,516

Crown Holdings, Inc.

- 5) The Company's Shareholders did not approve the Shareholder proposal regarding transparency in political spending to the following vote:

Votes For	Votes Against	Votes Abstaining	Broker Non-Vote
50,160,413	52,421,215	1,124,164	5,290,516

Rule 10b5-1 Trading Plans

During the fiscal quarter ended March 31, 2024, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement."

Item 6. Exhibits

- 22 [List of Guarantor Subsidiaries](#)
- 31.1 [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) or 15d-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) or 15d-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32 [Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Timothy J. Donahue, President and Chief Executive Officer of Crown Holdings, Inc. and Kevin C. Clothier, Senior Vice President and Chief Financial Officer of Crown Holdings, Inc.](#)
- 101 The following financial information from the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 formatted in inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Operations for the three months ended March 31, 2024 and 2023, (ii) Consolidated Statements of Comprehensive Income for the three months ended March 31, 2024 and 2023, (iii) Consolidated Balance Sheets as of March 31, 2024 and December 31, 2023, (iv) Consolidated Statements of Cash Flows for the three months ended March 31, 2024 and 2023, (v) Consolidated Statements of Changes in Equity for the three months ended March 31, 2024 and 2023 and (vi) Notes to Consolidated Financial Statements.
- 104 Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

SIGNATURE

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

Crown Holdings, Inc.
Registrant

By: /s/ Christy L. Kalaus
Christy L. Kalaus
Vice President and Corporate Controller

Date: May 6, 2024