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

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 28, 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 1-4171

Kellanova

Kellanova

(Exact name of registrant as specified in its charter)

Delaware	38-0710690
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)

412 N. Wells Street
Chicago, IL 60654

(Address of Principal Executive Offices)

Registrant's telephone number: (269) 961-2000

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

Title of each class:	Trading symbol(s):	Name of each exchange on which registered:
Common Stock, $.25 par value per share	**K**	**New York Stock Exchange**
1.250% Senior Notes due 2025	**K 25**	**New York Stock Exchange**
0.500% Senior Notes due 2029	**K 29**	**New York Stock Exchange**
3.750% Senior Notes due 2034	**K 34**	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Securities Act: None

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

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

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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.

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. ☐

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes ☑ No ☐

The aggregate market value of the common stock held by non-affiliates of the registrant (assuming for purposes of this computation only that the W. K. Kellogg Foundation Trust, directors and executive officers may be affiliates) as of the close of business on June 29, 2024 was approximately $16.6 billion based on the closing price of $57.68 for one share of common stock, as reported for the New York Stock Exchange on that date.

As of January 25, 2025, 345,215,923 shares of the common stock of the registrant were issued and outstanding.

Certain information required by the Items comprising Part III of this Report will be incorporated herein by reference from an amendment to this Form 10-K (“Form 10-K/A”) which the registrant intends to file within 120 days after the end of its fiscal year.

PART I

ITEM 1. BUSINESS

The Company. Kellanova (formerly Kellogg Company), founded in 1906 and incorporated in Delaware in 1922, and its subsidiaries are engaged in the manufacture and marketing of snacks and convenience foods.

The address of the principal business office of Kellanova is 412 N. Wells Street, Chicago, Illinois 60654. Unless otherwise specified or indicated by the context, “Kellanova,” the "Company," “we,” “us” and “our” refer to Kellanova, its divisions and subsidiaries.

On October 2, 2023, the Company completed the separation of its North America cereal business resulting in two independent companies, Kellanova and WK Kellogg Co. As a result of the distribution, Kellanova shareowners of record on September 21, 2023, received one share of WK Kellogg Co common stock for every four shares of Kellanova common stock.

Reported results were prepared in accordance with U.S. GAAP, include all net sales and expenses recognized during the periods, and reflect WK Kellogg Co as discontinued operations for fiscal years 2023 and 2022. All amounts, percentages and disclosures for all periods presented reflect only the continuing operations of Kellanova unless otherwise noted. See the discussion in Item 1A. Risk Factors, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and in Note 2 within Notes to the Consolidated Financial Statements, which are located herein under Part II, Item 8.

Proposed Merger. On August 13, 2024, we entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Acquiror 10VB8, LLC, a Delaware limited liability company (“Acquiror”), Merger Sub 10VB8, LLC, a Delaware limited liability company and a wholly owned subsidiary of Acquiror (“Merger Sub”), and, solely for the limited purposes specified in the Merger Agreement, Mars, Incorporated, a Delaware corporation (“Mars”).

Completion of the Merger is subject to customary closing conditions, including the receipt of required regulatory approvals. At a special meeting of shareowners held on November 1, 2024, the Company's shareowners approved the Merger Agreement. Currently, the Company expects the Merger to close in the first half of 2025; however, the exact timing of the completion of the Merger, if at all, cannot be predicted with any certainty.

The Merger Agreement provides that, subject to the terms and conditions set forth therein, at the effective time of the Merger (the “Effective Time”), (1) Merger Sub will be merged with and into the Company (the “Merger”), with the Company continuing as the surviving corporation and a wholly owned subsidiary of Acquiror, and (2) each share of public common stock, par value $0.25 per share, of the Company issued and outstanding immediately prior to Effective Time (other than shares owned by (i) the Company or its subsidiaries or Mars or its subsidiaries (including Acquiror and its subsidiaries) or (ii) shareowners who have properly exercised and perfected appraisal rights under Delaware law) will be automatically cancelled and converted into the right to receive $83.50 per share in cash, without interest. Completion of the Merger is subject to customary closing conditions, including the receipt of required regulatory approvals.

Financial Information About Segments. Information on segments is located in Note 18 within Notes to the Consolidated Financial Statements.

Principal Products. Our principal products are snacks, such as crackers, savory snacks, toaster pastries, cereal bars, granola bars and bites; and convenience foods, such as, ready-to-eat cereals, frozen waffles, veggie foods and noodles. These products were, as of February 21, 2025, manufactured by us in 20 countries and marketed in more than 180 countries. They are sold to retailers and other customers through direct sales forces for resale to consumers. We use broker and distributor arrangements for certain products and channels, as well as in certain geographies.

Our snacks brands are marketed under brands such as ***Kellogg’s***, ***Cheez-It***, ***Pringles***, ***Austin***, ***Parati***, *and* ***RXBAR***. Our frozen foods are marketed under the ***Eggo*** and ***Morningstar Farms*** brands.

We also market crackers, crisps, and other convenience foods, under brands such as ***Kellogg’s***, ***Cheez-It***, ***Pringles***, and ***Austin***, to supermarkets in the United States through a variety of distribution methods.

Additional information pertaining to the sales across our segments for the years 2022 through 2024 is located in Note 18 within Notes to the Consolidated Financial Statements, which are included herein under Part II, Item 8.

Environmental, Social and Governance Leadership. Kellanova's vision is to be the world's best snacks-led powerhouse, unleashing the full potential of our differentiated brands and passionate people. Our purpose is creating better days, and a place at the table for everyone, through our trusted food brands. Our vision and purpose are brought to life through our Better Days™ Promise, our promise to advance sustainable and equitable access to food by addressing the intersection of wellbeing, hunger, sustainability, and equity, diversity and inclusion for 4 billion people by the end of 2030 (from a 2015 baseline).

This work is not new - we've been making progress on these topics for many decades and have been reporting our results annually through our Better Days™ Promise report (formerly Corporate Responsibility Report) and other disclosures since 2009. The information contained in our report is not incorporated by reference herein or otherwise made a part of this Annual Report on Form 10-K or any of our other filings with the Securities and Exchange Commission.

Our Commitments. Kellanova Better Days™ Promise, is our promise to create better days for 4 billion people by the end of 2030 (from a 2015 baseline, unless otherwise indicated), includes the following commitments:

- Nourishing 1.5 billion people with our foods and, in doing so, providing clear, science-based, front-of-pack nutrition labeling and by removing industrial trans fats from our recipes by the end of 2030.
- Feeding 400 million people facing food insecurity through food donations, expanded child feeding programs and disaster relief by the end of 2030.
- Advancing the wellbeing of 250,000 people in our food value chain, from farming communities to processors, prioritizing support for vulnerable groups by the end of 2030.
- Kellanova commits to reach net-zero GHG emissions across the value chain by 2050. Our net-zero target has been approved by the Science Based Targets initiative (SBTi).
- Achieving 100% renewable electricity by the end of 2030.
- Reducing water use in global Kellanova-owned manufacturing facilities in high water stress regions by the end of 2030.
- Reducing food waste across our global Kellanova-owned manufacturing facilities by the end of 2030 (from a 2016 baseline).
- Working towards 100% reusable, recyclable or compostable packaging (by volume) by the end of 2030.
- Responsibly sourcing priority ingredients by the end of 2030.
- And, engaging 2 billion people in advocating for sustainable and equitable access to food by the end of 2030.

The Company discusses the Kellanova Better Days™ Promise commitments in detail, including the methodologies used to track the metrics and commitments described above on the Kellanova Better Days™ Promise page on our website. The information on our web site is not, and shall not be deemed to be, a part of this Annual Report on Form 10-K or incorporated into any other filings we make with the Securities and Exchange Commission.

Climate-Related Disclosure. Climate change and food security are considerations for Kellanova to ensure the long-term health and viability of the ingredients we use in our products. As a plant-based food company, the success of Kellanova is dependent on having timely access to high-quality, low-cost ingredients, water and energy for manufacturing globally. Risks are identified annually through annual reporting and evaluated in the short (<3 years), medium (3 - 6 years) and long terms (>6 years). These natural capital dependencies are at risk of shortage, price volatility, regulation, and quality impacts due to climate change which is assessed as part of Kellanova's overall enterprise risk management approach. Specific risks including climate change, deforestation, water, plastics, and social accountability are specifically identified and assessed on a regular basis, especially in emerging market expansion that fuels company growth.

Due to these risks, Kellanova has implemented short and long-term initiatives to mitigate and adapt to these environmental pressures, as well as the resulting challenge of food security. While these risks are not currently impacting business growth, they must be monitored, evaluated, and mitigated. The Company has incorporated the risks and opportunities of climate change and food security as part of the Differentiate, Drive, & Deliver Strategy and Kellanova Better Days™ Promise by continuing to identify risk, incorporate sustainability indicators into strategic priorities, and report regularly to leadership, the Board, and publicly.

Oversight. Kellanova's Board of Directors, including its Social Responsibility and Public Policy Committee, oversees our Better Days™ Promise social and environmental purpose strategy. Our Senior Vice President Chief Global Corporate Affairs Officer, Senior Vice President Global Supply Chain, Senior Vice President Chief Global Human Resources Officer, Senior Vice President, Global Growth Officer and other executives who report to the Chairman and CEO, are responsible for successfully implementing the strategy and regularly updating the CEO and

Board Committee. Our Chief Sustainability Officer (CSO) reports to the Senior Vice President Chief Global Corporate Affairs Officer. Additionally, numerous leaders are accountable for achieving specific social and environmental commitments, based on their roles.

In addition, Kellanova has a Global Better Days™ Promise Council and Regional Better Days™ Promise Councils. The Councils ensure execution on priority strategies to maximize environmental and social performance, share best practices to ensure we are progressing against our commitments.

Raw Materials. Agricultural commodities, including corn, wheat, rice, potato flakes, vegetable oils, sugar and cocoa, are the principal raw materials used in our products. Cartonboard, corrugate, and flexible packaging are the principal packaging materials used by us. We continually monitor world supplies and prices of such commodities (which include such packaging materials), as well as government trade policies. The cost of such commodities may fluctuate widely due to changes in government policy and regulation (including as a result of new or increased tariffs), changing weather patterns and conditions, climate change, and other supply and/or demand impacting events such as pandemics, geopolitical events, wars or other unforeseen circumstances. Continuous efforts are made to maintain and improve the quality and supply of such commodities for purposes of our short-term and long-term requirements.

The principal ingredients in the products produced by us in the United States include wheat and wheat-based ingredients, potato flakes, oats, rice, cocoa and chocolate, soybeans and soybean derivatives, various fruits, sugars and sweeteners, vegetable oils, dairy products, eggs, and other ingredients, which are obtained from various sources. While most of these ingredients are purchased from sources in the United States, some materials are imported due to regional availability and specification requirements.

We enter into long-term contracts for the materials described in this section and purchase these items on the open market, depending on our view of possible price fluctuations, supply levels, and our relative negotiating power. Although we are unable to predict the impact to our ability to source these materials and services in the future, and supply pressures have decreased, weather and geopolitical issues could result in other disruptions and logistical delays in 2025. As further discussed herein under Part II, Item 7A, we also use commodity futures and options to hedge some of our costs.

Raw materials and packaging needed for internationally based operations are available in adequate supply and are sourced both locally and imported from countries other than those where used in manufacturing.

Natural gas and propane are the primary sources of energy used to power processing equipment at major domestic and international facilities, although certain locations may use electricity, oil, propane or solar cells as needed. In addition, considerable amounts of diesel fuel are used in connection with the distribution of our products.

Trademarks. Generally, our products are marketed under trademarks we own. Our principal trademarks are our housemarks, brand names, slogans, and designs related to snacks, frozen breakfast, international cereals and noodles and various other foods manufactured and marketed by us. We also grant licenses to third parties to use these marks on various goods.

In connection with the separation of WK Kellogg Co, the Company and WK Kellogg Co entered into agreements providing for intellectual property use and selling rights. Under the Master Ownership and License Agreement Regarding Trademarks and Certain Related Intellectual Property, ownership, use and selling rights of trademarks, domain names and certain copyrights were allocated between Kellanova and WK Kellogg Co. Under this agreement, Kellanova and WK Kellogg Co each grant the other party various perpetual, irrevocable, exclusive, and royalty-free licenses to use certain respective trademarks in connection with specific food and beverage categories in specified jurisdictions. The licenses granted by Kellanova to WK Kellogg Co include a perpetual, irrevocable, exclusive, royalty-free license to use the “Kellogg’s” house brand, along with other key brands such as Tony the Tiger, Kellogg's Frosted Flakes, Toucan Sam, Froot Loops, Special K, Rice Krispies and Snap, Crackle and Pop, in connection with WK Kellogg Co business in North America.

We market convenience foods under trademarks and tradenames which include ***Austin***, ***Bisco***, ***Cheez-It***, ***Club***, ***Luxe***, ***Minueto***, ***Parati***, ***RXBAR***, ***Special K***, ***Toasteds***, ***Town House***, ***Zesta***, and ***Zoo Cartoon.*** Other brand names include ***Kellogg’s*** Corn Flake Crumbs; ***Choco Krispis***, ***Crunchy Nut***, ***Kashi***, ***Nutri-Grain***, ***Special K***, ***Squares***, ***Zucaritas***, ***Rice Krispies Treats***, and ***Sucrilhos*** for cereal bars; ***Pop-Tarts*** for toaster pastries; ***Eggo*** and ***MorningStar Farms*** for frozen breakfast foods; ***Nutri-Grain*** cereal bars for convenience foods in the United States and elsewhere; ***K-Time***, ***Sunibrite***, ***Split Stix*** and ***LCMs*** for convenience foods in Australia; ***Nutri-Grain***,

Coco Pops, ***Crunchy Nut***, ***Krave***, ***Frosties***, and ***Rice Krispies Squares*** for convenience foods in Europe; ***Special K*** for meal bars; ***Pringles*** for crisps; and ***Morningstar Farms***, ***Incogmeato***, ***Veggitizers***, and ***Gardenburger*** for certain meat alternatives. Additionally, we market beverages under the ***Trink*** trademark. One of our subsidiaries is also the exclusive licensee of the ***Carr's*** cracker line in the United States.

These trademarks include ***Kellogg's*** for convenience foods and other products, including the Kellogg's branded noodles business in Africa, and the brand names of certain ready-to-eat international cereals, including ***Sucrilhos***, ***Zucaritas***, ***Kellogg's Extra***, ***Müsli***, and ***Choco Krispis*** for cereals in Latin America; ***Coco Pops***, ***Choco Krispies***, ***Frosties***, ***Fruit 'n Fibre***, ***Kellogg's Crunchy Nut***, ***Krave, Kellogg's Extra***, ***Country Store***, ***Smacks***, ***Pops***, ***Honey Bsss***, ***Zimmy's***, ***Toppas***, and ***Tresor*** for cereals in Europe; and ***Froot Ring, Chocos***, ***Chex***, ***Guardian***, ***Just Right***, ***Sultana Bran***, ***Frosties***, ***Rice Bubbles***, ***Nutri-Grain***, and ***Sustain*** for cereals in Asia and Australia.

Our trademarks also include logos and depictions of certain animated characters in conjunction with our products, including the characters ***Snap, Crackle and Pop*** for use in connection ***Rice Krispies Treats*** convenience foods; ***Tony the Tiger*** for ***Zucaritas***, ***Sucrilhos*** and ***Frosties*** cereals and convenience foods; ***Toucan Sam*** for ***Froot Loops*** and ***Froot Rings*** international cereal; ***Dig 'Em*** for ***Smacks/Honey Smacks*** international cereal; ***Zimmy*** and ***Zimmy's*** cereal; ***Coco*** the Monkey for ***Coco Pops***, ***Choco Krispies*** and ***Chocos*** cereal; ***Cornelius*** (aka Cornelio) for ***Kellogg's Corn Flakes*** international cereal; ***Melvin*** the Elephant for certain cereal, dairy beverages and convenience foods; ***Chocovore**, **Poperto***, ***Pops the Bee***, and ***Sammy the Seal*** (aka ***Smaxey*** the Seal) for certain cereal products; and ***Mr. P*** or ***Julius Pringles*** for Pringles crisps.

The slogans ***L' Eggo my Eggo*** and ***L'Eggo with Eggo*** are used in connection with our frozen waffles, pancakes and French toast sticks, and ***Snack Stacks*** used in connection with potato crisps and crackers are also important Kellanova trademarks.

The trademarks listed above, among others, individually and when taken as a whole, are important to our business. Certain individual trademarks are also important to our business. Depending on the jurisdiction, trademarks are generally valid as long as they are in use and/or their registrations are properly maintained and they have not been found to have become generic. Registrations of trademarks can also generally be renewed indefinitely as long as the trademarks are in use.

Seasonality. Demand for our products is generally level throughout the year, although some of our convenience foods have a bias for stronger demand in the second half of the year due to events and holidays.

Working Capital. A description of our working capital is included in the Liquidity section of MD&A within Item 7 of this Report.

Customers. Our largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 16% of consolidated net sales during 2024, comprised principally of sales within the United States. No other customer accounted for greater than 10% of net sales in 2024. During 2024, our top five customers, collectively, including Wal-Mart, accounted for approximately 29% of our consolidated net sales and approximately 46% of U.S. net sales. There has been significant worldwide consolidation in the grocery industry and we believe that this trend is likely to continue. Although the loss of any large customer for an extended length of time could negatively impact our sales and profits, we do not anticipate that this will occur to a significant extent due to the consumer demand for our products and our relationships with our customers. Our products have been generally sold through our own sales forces and through broker and distributor arrangements, and have been generally resold to consumers in retail stores, restaurants, and other food service establishments.

Backlog. For the most part, orders are filled within a few days of receipt and are subject to cancellation at any time prior to shipment. The backlog of any unfilled orders at December 28, 2024 and December 30, 2023 was not material to us.

Competition. We have experienced, and expect to continue to experience, intense competition for sales of all of our principal products in our major product categories, both domestically and internationally. Our products compete with advertised and branded products of a similar nature as well as unadvertised and private label products, which are typically distributed at lower prices, and generally with other food products. Principal methods and factors of competition include new product introductions, product quality, taste, convenience, nutritional value, price, advertising and promotion.

Research and Development. Research to support and expand the use of our existing products and to develop new food products is carried on at the W. K. Kellogg Institute for Food and Nutrition Research in Battle Creek, Michigan, and at other locations around the world. Our expenditures for research and development were approximately (in millions): 2024-$115; 2023-$116; 2022-$111. Information concerning our research and development expense is located in Note 1 within Notes to the Consolidated Financial Statements.

Regulation. Our activities in the United States are subject to regulation by various government agencies, including but not limited to the Food and Drug Administration, the Federal Trade Commission the Departments of Agriculture, Commerce and Labor, the Environmental Protection Agency and the Occupational Health and Safety Administration, as well as voluntary regulation by other bodies. Various state and local agencies also regulate our activities. Other agencies and bodies outside of the United States, including those of the European Union and various countries, states and municipalities, also regulate our activities.

Environmental Matters. Our facilities are subject to various U.S. and foreign, federal, state, and local laws and regulations regarding the release of material into the environment and the protection of the environment in other ways. We are not a party to any material proceedings arising under these regulations. In 2024, compliance with existing environmental laws and regulations applicable to us did not have a material effect on our capital expenditures, earnings, or competitive position nor do we believe that compliance with existing environmental laws and regulations will materially affect our consolidated financial condition or our competitive position in 2025.

Human Capital Resources. On December 28, 2024, we had approximately 24,000 employees. The majority of our employees work on a full-time basis. We are also party to numerous collective bargaining agreements. Our human capital objectives include attracting, developing, engaging, rewarding and retaining our employees.

Equity, Diversity and Inclusion: Our goal is to create a place at the table for everyone. We report to our Board of Directors on a periodic basis about the actions we have taken to make progress on our talent strategy, and we are firmly committed to continuing to advance an inclusive work environment. Our equity, diversity and inclusion approach enables us to build a culture where employees are inspired to share their passion, talents and ideas. Our ten Business Employee Resource Groups (BERGs) which include GenK, Gender Equity, Hola (our Latino resource group), Kapable (our resource group for people with disabilities and their supporters), Kellanova African American Resource Group, KVets and supporters, Multicultural, Origens, Proud (our LBGTQ+ resource group), and Women of Kellanova, also play a critical role in attracting talent, providing mentoring and career development opportunities, delivering commercial business insights and connecting people to the Company and the communities where we do business.

Training and Development: We invest in ongoing leadership development through programs for future managers, for experienced managers and our executive leadership training program for developing our future leaders.

Employee Engagement: We communicate frequently and transparently with our employees through a variety of engagement vehicles, from externally managed global opinion surveys to weekly check-ins via our internal global recognition platform. We also provide a wide array of opportunities for volunteerism through Kellanova's "Better Days" commitment, and provide matching donations for employees' service to charities of their choosing in many regions.

Total Rewards: We provide a market-based competitive compensation through our salary, annual incentive and long-term incentive programs, and a benefits package that promotes employee well-being across all aspects of their lives, including physical, financial, social and emotional wellbeing. We sponsor a number of benefit plans for eligible employees in the United States and various foreign locations, including defined benefit pension plans, defined contributions retirement plans, retiree health and welfare, active health care, severance and other postemployment benefits. We continually review and implement new programs around the world to meet the evolving needs of our employees, including, but not limited to benefit programs for same sex partners and progressive leave benefits (e.g., paternity/maternity and active Military). We are also offering flexible work arrangements across our global population.

Health and Wellness: We aim to create a culture where all colleagues feel supported and valued in line with our corporate mission. We continue to evolve our programs to meet our colleagues' health and wellness needs, which we believe is essential to attract and retain employees of the highest caliber, and we offer a competitive benefits package focused on fostering work/life integration. Our global employee wellbeing framework, "My Total Health," addresses physical, financial, social and emotional wellbeing to support our employees' personal goals. On an ongoing basis, we focus on each aspect of wellbeing and provide useful information, education, tools and resources. In North America, our "Find your Wings" employee assistance program provides access to valuable Mental Health resources. In addition, our "Lean on Me" program trains employees on how to identify other employees that may be struggling with mental health challenges and pointing them towards our available resources. We also provide company paid access to gyms and mindfulness resources in many parts of the world. Most of our locations now use the My Total Health framework to guide how they communicate and engage with employees in support of their wellbeing.

Company Ethics: The Company has processes in place for compliance with the Code of Conduct for Kellanova Board of Directors and Global Code of Ethics for Kellanova employees, each including a requirement for regular certification that provides employees an opportunity to disclose actual or potential conflicts of interest, report actual or potential violations of the law, the Code or policy and acknowledge their obligation to comply with the applicable code. The Company regularly re-enforces our commitment to ethics and integrity in employee communications, in our everyday actions and through our processes. In addition, the Company provides targeted training across the globe during the course of the year. The Company also maintains an ethics related hotline, managed by a third party, through which individuals can anonymously raise concerns or ask questions about business behavior.

Financial Information About Geographic Areas. Information on geographic areas is located in Note 18 within Notes to the Consolidated Financial Statements, which are included herein under Part II, Item 8.

Executive Officers. The names, ages, and positions of our executive officers (as of February 21, 2025) are listed below, together with their business experience. Executive officers are elected annually by the Board of Directors.

Nicolas Amaya 51

Senior Vice President, Kellanova
President, Kellanova North America

Mr. Amaya assumed his current position on February 1, 2024. Prior to that, Mr. Amaya served as Senior Vice President, Kellanova (formerly Kellogg Company) and President, Kellanova Latin America. Mr. Amaya joined Kellanova in 2001 as a Marketing Intern for Eggo in the United States. Since then, he has held a variety of leadership positions in the U.S. and Latin America across the cereal, frozen and snacks businesses. Among his many contributions, Mr. Amaya led the complex and challenging regional integration of Pringles in 2012. In April 2013, he was appointed General Manager, Snacks and Growth Platforms for Latin America, and in 2015, he stepped up to the role of Vice President and General Manager, Category Marketing and Innovation, Latin America. He was promoted to Vice President and General Manager for Mexico in October 2016. In November 2019, Mr. Amaya was promoted to SVP and President Kellanova Latin America. Prior to Kellanova, Mr. Amaya held various marketing roles at Unilever Andina in the personal care division.

Kris Bahner 55

Senior Vice President & Chief Global Corporate Affairs Officer, Kellanova

Ms. Bahner assumed her current position in April 2023. Ms. Bahner has more than 30 years of Corporate Affairs experience within the food industry. She joined Kellanova (formerly known as Kellogg Company) in 2006. Ms. Bahner leads global Corporate Affairs – including Communications, Philanthropy, Sustainability and Government Relations. Prior to joining Kellanova, she held a variety of corporate affairs roles with Kraft Foods, and led public relations programs for food industry clients at both Edelman Public Relations Worldwide and Powers Agency. Ms. Bahner served as the Executive Sponsor of the company’s Women of Kellogg business employee resource group for more than nine years. She is the President of Kellanova’s Fund Board of Trustees and President of Kellanova’s 25-Year Employees’ Fund, Inc.

Amit Banati 56

Vice Chairman and Chief Financial Officer

Mr. Banati has been Senior Vice President, Chief Financial Officer and Principal Financial Officer, Kellanova (formerly known as Kellogg Company) since July 2019 and Vice Chairman since January 2023. Mr. Banati joined Kellanova in March 2012 as President, Asia Pacific, and his responsibilities were expanded to President, Asia Pacific, Middle East and Africa in July 2018. Before joining Kellanova, Mr. Banati served in a variety of finance, general management and board roles at Kraft Foods, Cadbury Schweppes and Procter & Gamble. He has worked extensively across the Asia Pacific and Africa region. At Kraft Foods, he was President, North Asia and Asia Pacific Strategy. Prior to that, Mr. Banati served as President, Pacific, for Cadbury Schweppes and Chairman of Cadbury Schweppes Australia. He was a member of the company’s Chief Executive Committee. He also served as the Chief Financial Officer for Cadbury Schweppes Asia Pacific. Mr. Banati is a director of Fortune Brands Home Innovations.

Steven A. Cahillane 59

Chairman and Chief Executive Officer

Mr. Cahillane has been Chairman of the Board of Kellanova (formerly known as Kellogg Company) since March 2018, and President and Chief Executive Officer since October 2017. He has also served as a Kellanova Director since October 2017. Prior to joining Kellanova, Mr. Cahillane served as Chief Executive Officer and President, and as a member of the board of directors, of Alphabet Holding Company, Inc., a holding company, and its wholly-owned operating subsidiary, The Nature's Bounty Co., a health and wellness company, from September 2014. Prior to that, Mr. Cahillane served as Executive Vice President of The Coca-Cola Company, a beverage company, from February 2013 to February 2014 and President of Coca-Cola Americas, the global beverage maker's largest business, with $25 billion in annual sales at that time, from January 2013 to February 2014. Mr. Cahillane served as President of various Coca-Cola operating groups from 2007 to 2012. He has also been a trustee of the W. K. Kellogg Foundation Trust since 2018. Mr. Cahillane is a director of Colgate-Palmolive Company.

Kurt D. Forche 55

Vice President and Corporate Controller

Mr. Forche was appointed Vice President and Corporate Controller, Kellanova (formerly known as Kellogg Company), in July 2018. Previously, Mr. Forche served as Vice President, Assistant Corporate Controller since December 2016. Mr. Forche joined Kellanova as an internal auditor in 1997, subsequently holding a number of Finance roles in the North American business until being named Senior Director, Corporate Financial Reporting in April 2014. Prior to joining Kellanova in 1997, he spent four years at Price Waterhouse as an auditor.

Todd W. Haigh 54

Senior Vice President and Chief Legal Officer

Mr. Haigh was appointed Interim Chief Legal Officer of Kellanova in June 2024 and became Chief Legal Officer in August 2024. Mr. Haigh previously served as Vice President – Chief Counsel of Kellanova (formerly Kellogg Company). Prior to joining Kellogg Company in 2005, Mr. Haigh was a partner at Kirkland & Ellis LLP, where he worked from 2000 – 2005 and was previously an attorney at the law firm of Jenner & Block from 1997 – 2000. Mr. Haigh holds a Juris Doctor from University of Iowa College of Law and a BBA and MA, Accounting from University of Iowa.

Melissa A. Howell 58

Senior Vice President, Global Human Services

Ms. Howell assumed her current position in June 2016. Prior to joining Kellanova (formerly known as Kellogg Company), she was Chief Human Resources Officer for Rockford, Michigan-based Wolverine since 2014. Prior to Wolverine, Ms. Howell spent 24 years with General Motors where she led a team of 2,800 Human Resource professionals worldwide, supporting a global business at one of the top automotive companies in the world, and also among the largest public corporations. Ms. Howell joined General Motors as a Labor Relations Representative at its Ypsilanti, Michigan, assembly plant in 1990. Over the following years, she served in a series of key human resources leadership roles in Europe, Asia and U.S. leading teams on six continents across an array of functional areas. Ms. Howell was promoted to Executive Director of North American Human Resources in 2011 and subsequently promoted to Senior Vice President of Global Human Resources.

Charisse Hughes 54

Senior Vice President, Chief Growth Officer

Ms. Hughes has been Senior Vice President, Chief Growth Officer, Kellanova (formerly known as Kellogg Company) since May 2023. Ms. Hughes joined Kellanova in 2020 as Chief Marketing Officer. Prior to her current role, she served as Chief Brand & Advanced Analytics Officer. She is responsible for driving the growth agenda for the company through leadership of Global Brands, Innovation and R&D, Commercial Advanced Analytics, Marketing Excellence, and Licensing & Cultural Initiatives. Prior to joining Kellanova, Ms. Hughes was the Chief Marketing Officer for Pandora Americas. Her experience also includes marketing and brand leadership roles with The Estee Lauder Companies, Avon Products, Inc. and Sara Lee Corporation. Ms. Hughes serves on the Board of Directors for Crocs, Inc. She is also a Board Advisor for Pixability and a member of the Executive Leadership Council.

Shumit Kapoor 54

Senior Vice President, Kellanova
President, Kellanova Asia Pacific, Middle East and Africa

Mr. Kapoor assumed his current position in July 2020. Prior to joining Kellanova (formerly known as Kellogg Company), he was Regional President, Pet Nutrition, Asia Pacific for Mars Inc. from January 2017 to June 2020. In this role, Mr. Kapoor had additional oversight of the confectionary and food business in Japan and New Zealand. Prior to that, he was Regional President, Asia Pacific, for Mars' Royal Canin business from January 2015 to December 2016. Mr. Kapoor served in various leadership roles at Mars Inc., starting his career as General Manager, South East Asia and India Mars Multisales in July 2011. Prior to Mars Inc., Mr. Kapoor was with Nokia from 2005 to 2011 and Procter & Gamble from 1993 to 2005.

Rodrigo Lance 50

Senior Vice President, Global Supply Chain

Mr. Lance has been Senior Vice President, Global Supply Chain, Kellanova (formerly known as Kellogg Company) since March 2022. Prior to his current role, he was Senior Vice President, KNA Supply Chain from October 2019 to March 2022 and Vice President, Supply Chain Europe and Vice President, Supply Chain Latin America from May 2017 to October 2019. Prior to his Supply Chain roles, Mr. Lance served as Vice President, Snacks Engineering beginning in 2011. In 1997, Mr. Lance began his career at Kellanova and served in various roles including Production Supervisor at the Queretaro, Mexico, plant. He also served as the Plant Manager in Guatemala; Linares, Mexico, and Columbus, Georgia, U.S.

David Lawlor 57

Senior Vice President, Kellanova
President, Kellanova Europe

Mr. Lawlor assumed his current position in July 2018. He most recently served as Vice President, European Cereal from November 2017 to June 2018. Mr. Lawlor began his career at Kellanova (formerly known as Kellogg Company) in 1991, joining as a sales manager in its Dublin office. Following this, he held a number of senior roles, including running the company's Middle Eastern business, setting up its Dubai office. Mr. Lawlor then served as General Manager of Kellogg Russia from October 2008 to August 2016 and led the integration of United Bakers Group, a local biscuit and cracker manufacturer. In August 2016, he was appointed Managing Director, UK/ROI where he refocused the company's efforts to stabilize and grow its core cereal business.

Victor Marroquin 49

Senior Vice President, Kellanova Latin America

Mr. Marroquin was appointed Senior Vice President & President Kellanova Latin America, in February 2024. Previously, Mr. Marroquin served as General Manager, Kellanova Mexico, since December 2020. Mr. Marroquin joined Kellanova (formerly Kellogg Company) in 1997. Mr. Marroquin served as VP & General Manager Andean Region – Colombia, Ecuador, Peru & Bolivia from July 2018 through 2020, General Manager – Kellogg Brazil from December 2016 to July 2018 and General Manager of – Ecuador & Peru from June 2014 through December 2016. Prior to that, Mr. Marroquin held a number of marketing, customer development and commercial management roles at the Company across Latin American countries.

Availability of Reports; Website Access; Other Information. Our internet address is http://www.kellanova.com. The information contained on, or accessible through, our website is not part of or incorporated into this Annual Report on Form 10-K. All reports required to be filed with the U.S. Securities and Exchange Commission are available and can be accessed free of charge on the SEC's website at www.sec.gov and are also accessible as soon as reasonably practicable after we file or furnish them to the SEC through the Investor Relations section of our website.

Copies of our Corporate Governance Guidelines, the Charters of the Audit, Compensation and Talent Management, and Nominating and Governance Committees of the Board of Directors, the Code of Conduct for the Company's Board of Directors and Global Code of Ethics for the Company's employees (including the chief executive officer, chief financial officer and corporate controller) can also be found on the Kellanova website. Any amendments or waivers to the Global Code of Ethics applicable to the chief executive officer, chief financial officer and corporate controller can also be found in the "Investor Relations" section of the Kellanova website. Shareowners may also request a free copy of these documents from: Kellanova, P.O. Box CAMB, Battle Creek, Michigan 49016-9935 (phone: (800) 961-1413), Investor Relations Department at that same address (phone: (269) 961-2800) or investor.relations@Kellanova.com.

Forward-Looking Statements. This Report contains "forward-looking statements" with projections and expectations concerning, among other things, the Company's restructuring programs; the timing, completion and other effects of the Merger; the integration of acquired businesses; our strategy, financial principles, and plans; initiatives, improvements and growth; sales, margins, advertising, promotion, merchandising, brand building, operating profit, and earnings per share; innovation; investments; capital expenditures; asset write-offs and expenditures and costs related to productivity or efficiency initiatives; the impact of accounting changes and significant accounting estimates; our ability to meet interest and debt principal repayment obligations; minimum contractual obligations; future common stock repurchases or debt reduction; effective income tax rate; cash flow and core working capital improvements; interest expense; commodity and energy prices; sustainability performance; and employee benefit plan costs and funding. Forward-looking statements include predictions of future results or activities and may contain the words "expect," "believe," "will," "can," "anticipate," "estimate," "project," "should," or words or phrases of similar meaning. For example, forward-looking statements are found in this Item 1 and in several sections of Management's Discussion and Analysis. Our actual results or activities may differ materially from these predictions.

Our future results could be affected by a variety of other factors, including the risk that the Merger may not be completed at all or the occurrence of any event, change, or other circumstances that could give rise to the termination of the Merger Agreement, including circumstances requiring a party to pay the other party a termination fee pursuant to the Merger Agreement; the risk that the conditions to closing of the Merger may not be satisfied or waived; the risk that a governmental or regulatory approval that may be required for the Merger is not obtained or is obtained subject to conditions that are not anticipated; potential litigation relating to, or other unexpected costs resulting from, the Merger; legislative, regulatory, and economic developments; risks that the proposed Merger disrupts the Company's current plans and operations; the risk that certain restrictions during the pendency of the Merger may impact the Company's ability to pursue certain business opportunities or strategic transactions; the diversion of management's time on transaction-related issues; continued availability of capital and financing and rating agency actions; the risk that any announcements relating to the Merger could have adverse effects on the market price of the Company's common stock, credit ratings or operating results; the impact of macroeconomic conditions; business disruptions; consumers' and other stakeholders' perceptions of our brands; the ability to implement restructurings as planned, whether the expected amount of costs associated with restructurings will differ from forecasts, whether the Company will be able to realize the anticipated benefits from restructurings in the amounts and times expected; the ability to realize the anticipated benefits and synergies from business acquisitions in the amounts and at the times expected; the impact of competitive conditions; the ability to realize the intended benefits of the separation of WK Kellogg Co (the "separation"); uncertainty of the expected financial performance of the Company following completion of the separation; the effectiveness of pricing, advertising, and promotional programs; the success of innovation, renovation and new product introductions; the success of our Better Days and sustainability programs; the recoverability of the carrying value of goodwill and other intangibles; the success of productivity improvements and business transitions; commodity and energy prices, transportation costs, labor costs, disruptions or inefficiencies in supply chain; the availability of and interest rates on short-term and long-term financing; actual market performance of benefit plan trust investments; the levels of spending on systems initiatives, properties, business opportunities; integration of acquired businesses; other general and administrative costs; changes in consumer behavior and preferences; the effect of U.S. and foreign economic conditions on items such as interest rates; statutory tax rates; currency conversion and availability; legal and regulatory factors including changes in food safety, advertising and labeling laws and regulations, the ultimate impact of product recalls; business disruption or other losses from war, terrorist acts or political unrest; and the risks and uncertainties described in Item 1A below. Forward-looking statements speak only as of the date they were made, and we undertake no obligation to publicly update them.

ITEM 1A. RISK FACTORS

In addition to the factors discussed elsewhere in this Report, the following risks and uncertainties could materially adversely affect our business, financial condition and results of operations. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations and financial condition.

Risk Factors Summary

Below is a summary of the principal risks associated with an investment in the Company. This summary should not be relied upon as an exhaustive list of the material risks facing our business.

- We may not complete the proposed Merger within the time frame we anticipate or at all, which could have an adverse effect on our business, financial results and/or operations.
- Uncertainties associated with the Merger could adversely affect our business, results of operations and financial condition.
- Completion of the Merger is conditioned on, among other things, the receipt of certain regulatory approvals, which may not be received, may take longer than expected or may impose conditions that are not presently anticipated or that cannot be met, and if these approvals are not received or waived (as applicable), the Merger will not be completed.
- While the Merger Agreement is in effect, we are subject to restrictions on our business activities.
- Failure to complete the Merger could adversely affect our business and the market price of our shares of common stock.
- In certain instances, the Merger Agreement requires us to pay a termination fee to Acquiror, which could affect the decisions of a third party considering making an alternative acquisition proposal.
- The Merger Agreement contains provisions that limit our ability to pursue alternatives to the Merger.
- We have incurred, and will continue to incur, direct and indirect costs as a result of the Merger.
- We and our directors may be subject to litigation challenging the Merger, and an unfavorable judgment or ruling in any such lawsuits could prevent or delay the consummation of the Merger and/or result in substantial costs.
- Our business is significantly impacted by general macroeconomic conditions, and accordingly, our business, results of operations and financial condition could be materially adversely affected by a negative macroeconomic environment or persistent macroeconomic challenges.
- Pandemics, epidemics or disease outbreaks, may disrupt our business, including, among other things, our supply chain and production processes, each of which could materially affect our operations, liquidity, financial condition and results of operations.
- Our results may be negatively impacted if consumers do not maintain their favorable perception of our brands.
- Business disruptions could have an adverse effect on our business, financial condition and results of operations.
- We may not achieve our targeted cost savings and efficiencies from cost reduction initiatives.
- We may not realize the benefits we expect from revenue growth management.
- We may not realize the anticipated benefits from the separation of WK Kellogg Co, which could harm our business.
- The separation could result in substantial tax liability to us and our stockholders.
- If we pursue strategic acquisitions, alliances, divestitures or joint ventures, we may not be able to successfully consummate favorable transactions or successfully integrate acquired businesses.
- We may not be able to attract, develop and retain the highly skilled people we need to support our business.
- Our results may be materially and adversely impacted as a result of increases in the price of raw materials, including agricultural commodities, packaging, fuel and labor.

- Our results may be adversely affected by increases in transportation costs and reduced availability of or increases in the price of oil or other fuels.
- We operate in the highly competitive food industry, including with respect to retail shelf space.
- The changing retail environment and the growing presence of alternative retail channels, could negatively impact our sales and profits.
- Our consolidated financial results and demand for our products are dependent on the successful development of new products and processes, identification of changing consumer and customer preferences and behaviors, and meeting these preferences and behaviors.
- Adverse changes in the global climate or extreme weather conditions could adversely affect our business or operations.
- A shortage in the labor pool, failure to successfully negotiate collectively bargained agreements, or other general inflationary pressures or changes in applicable laws and regulations could increase labor cost, which could have a material adverse effect on our consolidated operating results or financial condition.
- Multiemployer pension plans could adversely affect our business.
- Our postretirement benefit-related costs and funding requirements could increase as a result of volatility in the financial markets, changes in interest rates and actuarial assumptions.
- We use available borrowings under the credit facilities and other available debt financing for cash to operate our business, which subjects us to market and counter-party risk, some of which is beyond our control.
- We utilize extended payment terms for customers supplemented with receivable sales programs (or “monetization programs”). We also utilize accounts payable tracking systems, which facilitate participating suppliers’ ability to monitor and, if elected at their discretion, sell payment obligations from the Company to designated third-party financial institutions. Together, these programs assist in helping to effectively managing our core working capital. If the extension of customer payment terms is reversed, if we shorten supplier payment terms through negotiation or due to regulation, or if financial institutions terminate their participation in these programs, our ability to maintain current levels of core working capital could be adversely impacted.
- We have a substantial amount of indebtedness.
- An impairment of the carrying value of goodwill or other acquired intangibles could negatively affect our consolidated operating results and net worth.
- We face risks related to tax matters, including changes in tax rates, disagreements with taxing authorities and imposition of new taxes.
- If our food products become adulterated, misbranded or mislabeled, we might need to recall those items and may experience regulatory enforcement and product liability and/or consumer fraud claims if consumers are injured or damaged as a result.
- Evolving tax, advertising, environmental, licensing, labeling, trade, food quality and safety, intellectual property, data privacy, artificial intelligence, or other regulations or failure to comply with existing regulations and laws could have a material adverse effect on our consolidated financial condition.
- Our operations in certain emerging markets expose us to political, economic and regulatory risks.
- Technology failures, cyber incidents, security incidents, privacy breaches or data breaches could disrupt our operations or reputation and negatively impact our business.
- Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products and brands.
- We are subject to risks generally associated with companies that operate globally.
- Our performance is affected by general economic, political and social conditions and taxation policies.
- Our operations face significant foreign currency exchange rate exposure and currency restrictions which could negatively impact our operating results.
- Geopolitical and international regulatory events, uncertainty or other factors may have a negative effect on global economic conditions, financial markets and our business.
- Potential liabilities and costs from litigation could adversely affect our business.

The following are detailed descriptions of our Risk Factors summarized above.

Risks Related to the Merger

We may not complete the proposed Merger within the timeframe we anticipate or at all, which could have an adverse effect on our business, financial results and/or operations.

On August 13, 2024, the Company entered into the Merger Agreement with Acquiror, Merger Sub and, solely for the limited purposes set forth therein, Mars, pursuant to which Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Acquiror. Completion of the Merger is subject to a number of closing conditions, including the receipt of required regulatory approvals. The failure to satisfy these closing conditions could jeopardize or delay the consummation of the Merger. The parties to the Merger Agreement may not receive the necessary approvals for the transaction or receive them within the expected timeframe. In addition, the Merger may fail to close for other reasons.

Each party's obligation to consummate the Merger is also subject to the accuracy of the representations and warranties of the other party (subject to certain materiality qualifications) and the performance in all material respects of the other party's covenants under the Merger Agreement, including, with respect to us, covenants regarding operation of our business prior to closing. In addition, the Merger Agreement may be terminated under certain specified circumstances. Certain conditions to the completion of the pending Merger are not within our or Mars's control, and we cannot predict when or if these conditions will be satisfied (or waived, as applicable). As a result, we cannot assure you that the Merger will be completed, or that, if completed, it will be exactly on the terms set forth in the Merger Agreement or within the expected time frame. Refer to Note 1 Accounting Policies – Proposed Merger to our Consolidated Financial Statements located in Item 1 of Part 1 of this Report, for further information.

If the Merger is not completed within the expected time frame or at all, we may be subject to a number of material risks. The price of our common stock may decline to the extent that current market prices reflect a market assumption that the Merger will be completed. We could be required to pay Acquiror a termination fee if the Merger Agreement is terminated under specific circumstances described in the Merger Agreement. The failure to complete the Merger may result in negative publicity and negatively affect our relationship with our shareowners, employees, customers and suppliers. We may also be required to devote significant time and resources to litigation related to any failure to complete the Merger or related to any enforcement proceeding commenced against us to perform our obligations under the Merger Agreement.

In addition to any other remedy that may be available to any of the parties, including monetary damages, each of Kellanova, Acquiror and Merger Sub is generally entitled to an injunction or injunctions to prevent breaches of the Merger Agreement and to enforce specifically the terms and provisions of the Merger Agreement. We cannot assure you that a remedy will be available to us in the event of such a breach or that the damages we incur in connection with such breach will not exceed the amount of the reverse termination fee.

Uncertainties associated with the Merger could adversely affect our business, results of operations and financial condition.

Announcements related to the Merger, as well as any delays in the expected timeframe, could cause disruption in our business and create uncertainties, which could have an adverse effect on our business, results of operations and financial condition, regardless of whether the Merger is completed. These risks and uncertainties include, but are not limited to:

- the possibility that our relationship with suppliers, customers and employees could be adversely affected, including if our suppliers, customers or others attempt to negotiate changes in existing business relationships, consider entering into business relationships with parties other than us, delay or defer decisions concerning their business with us, or terminate their existing business relationships with us during the pendency of the Merger;
- uncertainties caused by any negative sentiment in the marketplace with respect to the Merger, which could adversely impact investor confidence in the Company;
- a diversion of a significant amount of management time and resources toward the completion of the Merger;
- a distraction of our current employees as a result of the Merger, which could result in a decline in their productivity or cause distractions in the workplace;
- being subject to certain restrictions on the conduct of our business;
- possibly foregoing certain business opportunities that we might otherwise pursue absent the pending Merger;
- difficulties in attracting and retaining key employees due to uncertainties related to the Merger;
- impact of costs related to completion of the Merger, including any costs related to obtaining regulatory approvals; and
- other developments beyond our control, including, but not limited to, changes in domestic or global economic conditions that may affect the timing or success of the Merger.

The adverse effects of the pendency of the Merger could be exacerbated by any delays in completion of the Merger or termination of the Merger Agreement.

Completion of the Merger is conditioned on, among other things, the receipt of certain regulatory approvals, which may not be received, may take longer than expected or may impose conditions that are

not presently anticipated or that cannot be met, and if these approvals are not received or waived (as applicable), the Merger will not be completed.

Various consents, clearances, approvals, authorizations and declarations of non-objection, or expiration of waiting periods (or extensions thereof), from certain regulatory and governmental authorities in the U.S., the European Union and certain other jurisdictions are conditions to completing the Merger.

In deciding whether to grant the required regulatory approvals, the relevant governmental authorities will consider, among other things, the effect of the proposed transaction with Mars on competition and national security or other national or other public interests within their relevant jurisdictions. Regulatory and governmental authorities may impose conditions on their respective approvals, in which case lengthy negotiations may ensue among such regulatory or governmental authorities, Mars and us. Such conditions, any such negotiations and the process of obtaining such regulatory approvals, consents or clearances could have the effect of delaying or preventing the consummation of the Merger.

Subject to the terms of the Merger Agreement, we have agreed to use our reasonable best efforts to promptly take all actions and to do, or cause to be done, all things necessary, proper or advisable pursuant to the Merger Agreement or applicable laws to obtain all required regulatory approvals. There can be no assurance that all required approvals will be obtained, and, if all required approvals are obtained (or waived, if applicable), we can provide no assurance as to the terms, conditions and timing of such approvals or that the pending Merger will be completed in a timely manner or at all. Even if regulatory approvals are obtained, it is possible conditions will be imposed that could result in a material delay in, or the abandonment of, the pending Merger or otherwise have an adverse effect on us.

While the Merger Agreement is in effect, we are subject to restrictions on our business activities.

While the Merger Agreement is in effect, we are subject to restrictions on our business activities, including, among other things, restrictions on our ability to acquire other businesses and assets, dispose of our assets, make investments, enter into certain contracts, repurchase or issue securities, pay dividends (subject to limited exceptions, including payment of regular quarterly cash dividends), make capital expenditures, take certain actions relating to intellectual property, amend our organizational documents and incur indebtedness. These restrictions could prevent us from pursuing strategic business opportunities, taking actions with respect to our business that we may consider advantageous and responding effectively and/or timely to competitive pressures and industry developments, and may as a result materially adversely affect our business, results of operations and financial condition.

Failure to complete the Merger could adversely affect our business and the market price of our shares of common stock.

The closing of the Merger may not occur on the expected timeline or at all. The Merger Agreement contains certain termination rights for us and Acquiror, including (i) by either the Company or Acquiror if the Merger is not consummated on or before August 13, 2025 (which date may be automatically extended in certain circumstances pursuant to the terms of the Merger Agreement), (ii) if the other party breaches or fails to perform any of its representations, warranties, covenants or other agreements contained in the Merger Agreement, which breach or failure to perform would result in a failure of a condition precedent to consummation of the Merger and cannot be cured or, if capable of being cured, has not been cured within a specified timeframe or (iii) if any order or law has been entered adopted or become effective that temporarily or permanently prohibits, enjoins or makes illegal the consummation of the Merger. If the Merger Agreement is terminated and the Merger is not consummated, the price of our common stock may decline, we may experience negative reactions from the financial markets, including negative stock price impacts or we may experience negative reactions from our business partners and you may not recover your investment or receive a price for your shares similar to what has been offered pursuant to the Merger.

In certain instances, the Merger Agreement requires us to pay a termination fee to Acquiror, which could affect the decisions of a third party considering making an alternative acquisition proposal.

Under the terms of the Merger Agreement, we may be required to pay Acquiror a termination fee of $800 million under specified conditions. This payment could affect the structure, pricing and terms proposed by a third party seeking to acquire or merge with us and could discourage a third party from making a competing acquisition proposal, including a proposal that would be more favorable to our shareowners than the Merger.

If the Company is required to pay this termination fee, such fee, together with costs incurred to execute the Merger Agreement and pursue the Merger, could have a material adverse effect on the Company's financial condition and results of operations.

The Merger Agreement contains provisions that limit our ability to pursue alternatives to the Merger.

Under the Merger Agreement, we are restricted from soliciting, initiating, knowingly encouraging or knowingly facilitating any inquiries regarding, or the making of any proposal or offer that constitutes, or would reasonably be expected to lead to, a Company Takeover Proposal (as defined in the Merger Agreement). These provisions could discourage a third party that may have an interest in acquiring all or a significant part of our business from considering or proposing an acquisition, even if such third party were prepared to pay consideration with a higher value than the value of the consideration provided for in the Merger Agreement.

We have incurred, and will continue to incur, direct and indirect costs as a result of the Merger.

We have incurred, and will continue to incur, significant costs and expenses, including fees for professional services and other transaction costs, in connection with the Merger. We must pay substantially all of these costs and expenses whether or not the Merger is completed. There are a number of factors beyond our control that could affect the total amount or the timing of these costs and expenses.

We and our directors may be subject to litigation challenging the Merger, and an unfavorable judgment or ruling in any such lawsuits could prevent or delay the consummation of the Merger and/or result in substantial costs.

Putative shareowner complaints, including shareowner class action complaints, and other complaints filed against the Company, our board of directors, parties involved in the Merger and others in connection with the transactions contemplated by the Merger Agreement may delay or prevent the Merger. In connection with the Merger, we are subject to two outstanding complaints in the Supreme Court of the State of New York, County of New York and are captioned Dan Smith v. Kellanova, et. al., Index No. 655390/2024 (filed October 11, 2024) (the "Smith Complaint") and Steve Taylor v. Kellanova, et. al., Index No. 655412/2024 (filed October 11, 2024) (the "Taylor Complaint" and, together with the Smith Complaint, the "Merger Actions").

The Merger Actions generally allege that the definitive proxy statement for the special meeting of shareowners regarding the merger agreement misrepresents and/or omits certain purportedly material information relating to the Company's financial projections, the analyses performed by the financial advisors and certain conflict-related information and violations of New York common law related to the same. The Merger Actions seek, among other things, an injunction enjoining the consummation of the Merger unless and until certain additional information is disclosed, or its rescinding or actual and punitive damages, and fees and expenses, including reasonable attorneys' and experts' fees and expenses, and other relief the court may deem just and proper.

The Company believes the claims asserted in the Merger Actions are without merit but cannot predict the outcome of any such claims. Additional lawsuits arising out of the Merger may also be filed or received in the future. The outcome of any such complaints and any litigation ensuing from such complaints cannot be assured, including the amount of fees and costs associated with defending these claims or any other liabilities that may be incurred in connection therewith. Whether or not any plaintiff's claim is successful, this type of litigation can result in significant costs and divert our attention and resources from the Merger and ongoing business activities, which could adversely affect our operations. In addition, if dismissals are not obtained or a settlement is not reached, these lawsuits could prevent or delay completion of the Merger.

<u>Risks Related to Our Business</u>

Our business is significantly impacted by general macroeconomic conditions, and accordingly, our business, results of operations and financial condition could be materially adversely affected by a negative macroeconomic environment or persistent macroeconomic challenges.

Geopolitical instability, including wars and conflicts (including conflicts in Ukraine and the Middle East), actual and potential shifts in U.S. and foreign, trade, economic and other policies, as well as other global events, have significantly increased macroeconomic uncertainty at a global level. In the recent past, the macroeconomic environment had been characterized by record-high inflation, supply chain challenges, labor shortages, high interest rates, foreign currency exchange volatility, volatility in global capital and credit markets and increased recession risk. Although many of these conditions improved in the U.S. economy during 2024, uncertainty remains and further changes to fiscal and monetary policy, including increased tariffs and trade restrictions, inflationary pressures resulting from such tariffs and trade restrictions, geopolitical instability and rising international tensions could reverse any improvements. Such economic volatility could adversely affect our business, financial condition, results of operations and cash flows, and future market disruptions could negatively impact us. Further, adverse macroeconomic conditions may affect our customers' and prospective customers' operations and financial condition and make it difficult for our customers and prospective customers to accurately forecast and plan future business activities, which may in turn cause our customers to limit their purchase orders or affect their ability to pay amounts owed to us in a timely manner or at all, or adversely affect prospective customers' ability or willingness to purchase our products. An economic downturn or a recession or increased uncertainty may also lead to increased credit and collectability risks, higher borrowing costs or reduced availability of capital and credit markets, reduced liquidity, adverse impacts on our suppliers, failures of counterparties including financial institutions and insurers, asset impairments, and declines in the value of our financial instruments.

Pandemics, epidemics or disease outbreaks, may disrupt our business, including, among other things, our supply chain and production processes, each of which could materially affect our operations, liquidity, financial condition and results of operations.

The actual or perceived effects of a disease outbreak, epidemic, pandemic or similar widespread public health concern could negatively affect our business, financial condition and results of operations. The occurrence of widespread public health concerns (such as was the case with the COVID-19 pandemic) in some markets could lead to the implementation of restrictions and impact our ability to perform critical functions. A shutdown of one or more of our manufacturing, warehousing or distribution facilities as a result of illness, government restrictions or other workforce disruptions or absenteeism, or reductions in capacity utilization levels, could result in us incurring additional direct costs and experiencing lost revenue. Illness, travel restrictions or workforce disruptions could negatively affect our supply chain, manufacturing, distribution or other business. These disruptions or our failure to effectively respond to them, could increase product or distribution costs, or cause delays or inability to deliver products to our customers. Disruptions to our supply chain in certain markets have occurred from time to time. Disruptions to our work force and supply chain could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Widespread public health concerns could materially impact our ability to meet the demands of our customers. The potential impact of widespread public health concerns on any of our supply, production or logistics providers could include, but is not limited to, problems with their respective businesses, finances, labor matters (including illness or absenteeism in workforce or closure due to positive testing), ability to source, import or secure ingredients and packaging, ability to transport products to our facilities, product quality issues, costs, production, insurance and reputation. Any of the foregoing could negatively affect the price and availability of our products and impact our supply chain. If disruptions caused by a widespread public health concern continue for an extended period of time, our ability to meet the demand for our products may be materially impacted.

Our results may be negatively impacted if consumers do not maintain their favorable perception of our brands.

We have a number of iconic brands with significant value. Promoting and protecting the value of these brands is critical to the success of our business. Brand value is primarily based on consumer perceptions. Successful promotions and brand value enhancement depends in large part on our ability to provide high-quality products. Brand value could diminish significantly due to a number of factors, including consumer perception that we, or any of our employees or agents, have acted in an irresponsible manner, adverse publicity about our labor relations (whether or not valid), our products (whether or not valid), sponsorship or endorsement relationships (whether or not valid), our failure to maintain the quality of our products, the failure of our products or promotions to deliver consistently positive consumer experiences, the products becoming unavailable to consumers, or the failure to meet the nutrition expectations of our products or particular ingredients in our products (whether or not valid), including the perception of healthfulness of our products or their ingredients. In addition, due to our varied and geographically diverse consumer base, we must be responsive to local consumers, including when and how consumers consume food products and their desire for premium or value offerings and whether to provide an array of products that satisfy the broad spectrum of consumer preferences. Accordingly, we might fail to anticipate consumer preferences with respect to dietary trends or purchasing behaviors, invest sufficiently in maintaining, extending and expanding our brand image or achieve the desired effects of our marketing efforts or use data-driven marketing and advertising to reach consumers at the right time with the right message. The growing use of social and digital media platforms by consumers, Kellanova and third parties increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about Kellanova, our brands, our products, our labor relations or any of our employees or agents on social or digital media platforms could seriously damage our brands, reputation and brand loyalty, regardless of the information's accuracy. Placement of our advertisements in digital media may also result in damage to our brands if the media itself experiences negative publicity itself. The harm may be immediate, and we may not be afforded an opportunity for redress or correction. Brand recognition and loyalty can also be impacted by the effectiveness of our advertising campaigns, marketing programs, influencers and sponsorships, as well as our use of social media. If we do not maintain the favorable perception of our brands, our results could be negatively impacted.

Business disruptions could have an adverse effect on our business, financial condition and results of operations.

We manufacture and source products and materials on a global scale. We have a complex network of suppliers, owned manufacturing locations, contract manufacturer locations, warehousing and distribution networks and information systems that support our ability to provide our products to our customers consistently. Our ability to make, move and sell products globally is critical to our success. Factors that are hard to predict or beyond our control, such as product or raw material scarcity, workforce disruptions, weather (including any potential effects of climate change), natural disasters, water availability, fires or explosions, terrorism, political unrest, government restrictions, mandates or shutdowns, tariffs and other trade restrictions, cybersecurity breaches, health pandemics, disruptions in logistics, loss or impairment of key manufacturing sites, supplier capacity constraints, or strikes, could damage or disrupt our operations or our suppliers', their suppliers or our contract manufacturers' operations. If we do not effectively prepare for and respond to disruptions in our operations, for example, by finding alternative suppliers or replacing capacity at key manufacturing or distribution locations, or cannot quickly repair damage to our information, technology, production or supply systems, we may be late in delivering or unable to deliver products to our customers. If that occurs, we may lose our customers' confidence, and long-term consumer demand for our products could decline. In addition, insurance policies that may provide coverage with regard to such events may not cover any or all of the resulting financial losses. These events could adversely affect our business, financial condition and results of operations.

Many of our employees are covered by collectively-bargained agreements and other employees may seek to be covered by collectively-bargained agreements. Strikes or work stoppages and interruptions have occurred and could occur in the future if we are unable to renew these agreements on satisfactory terms or enter into new agreements on satisfactory terms, which could adversely impact our operating results.

In addition, we may be unable to meet the demand for our products during certain business disruptions. Short-term or sustained increases in consumer demand at our retail customers may exceed our production capacity or otherwise strain our supply chain. We may face additional production disruptions in the future, which may place constraints on our ability to produce products in a timely manner or may increase our costs. Our failure to meet the demand for our products could adversely affect our business and results of operations.

Our businesses rely on independent third parties for the supply of materials for, and the manufacture of, many products. Our businesses could be materially affected if we fail to develop or maintain our relationships with these third parties, if any of these third parties is unable to fulfill its obligations to us, if any of these third parties fails to comply with governmental regulations applicable to the supply of materials for or the manufacturing of our products or if any of these third parties ceases doing business with us or goes out of business. Additionally, from time to time, we experience operational difficulties with these third parties, which may include increases in costs, reductions in the availability of materials or production capacity, delays in the addition of incremental capacity, failures to meet shipment or production deadlines, including as a result of public health crises (such as the COVID-19 pandemic) and related governmental restrictions or mandates and any naturally occurring or climate change induced acute (including extreme weather and natural disasters, such as wildfires) or chronic (including prolonged temperature and weather patterns) climatic events, fire and water stress, cybersecurity incidents, errors in complying with specifications and insufficient quality control. The inability of a third-party supplier or manufacturer to ship orders in a timely manner or in desirable quantities or to meet our safety, quality and social compliance standards or regulatory requirements could have a material adverse impact on our businesses, reputation, financial condition, results of operations and cash flows. In addition, certain of our relationships with third-party manufacturers and suppliers require us to purchase minimum volumes, and we could incur significant penalties if we do not purchase the minimum quantities required under these commitments.

***We may not achieve our targeted cost savings and efficiencies from cost reduction initiatives*.**

Our success depends in part on our ability to be an efficient producer in a highly competitive industry. We have invested a significant amount in capital expenditures to improve our operational facilities. Ongoing operational issues are likely to occur when carrying out major production, procurement, manufacturing or logistical changes and these, as well as any failure by us to achieve our planned cost savings and efficiencies, could have a material adverse effect on our business and consolidated financial position and on the consolidated results of our operations and profitability. Disruptions and uncertainties related to adverse macroeconomic conditions, including rising inflation and economic slowdowns or recessions, for a sustained period of time could result in delays or modifications to our strategic plans and other initiatives and hinder our ability to achieve our cost savings and productivity initiatives on the same timelines.

***We may not realize the benefits we expect from revenue growth management*.**

We are utilizing formal revenue growth management practices to help us realize price in a more effective way. This data-driven approach addresses price strategy, price-pack architecture, promotion strategy, mix management, and trade strategies. Revenue growth management involves changes to the way we do business and may not always be accepted by our customers, consumers or third-party providers causing us not to realize the anticipated benefits. In addition, the complexity of the execution requires a substantial amount of management and operational resources. These and related demands on our resources may divert the organization's attention from other business issues and have adverse effects on existing business relationships with suppliers and customers. Any failure to execute revenue growth management in accordance with our plans, including as a result of our revenue growth management process, could adversely affect our business or financial condition.

Structural and Organizational Risks

We may not realize the anticipated benefits from the separation of WK Kellogg Co, which could harm our business.

On October 2, 2023, the Company completed the spin-off of WK Kellogg Co (the “separation”). The Company may incur significant additional expenses and challenges arising from and following the separation of the WK Kellogg Co business. The Company may not be able to achieve the full strategic, financial, operational, or other benefits that are expected to result from the separation and the anticipated benefits of the separation are based on a number of assumptions, some of which may prove incorrect. Additionally, stranded margins and a potential loss of synergies from the separation could negatively impact our results of operations, financial condition and cash flows. A failure to realize all or some of the expected benefits of the spin-off, or if such benefits are delayed, could result in a material adverse effect on our business, results of operations and financial condition.

As a separated company, our shares may not match some holders’ investment strategies or meet minimum criteria for inclusion in stock market indices or portfolios, which could cause certain investors to sell their shares, which could lead to declines in the trading price of our common stock. Further, there can be no assurance that the combined value of the shares of the two separated companies will be equal to or greater than what the value of our common stock would have been had the separation not occurred.

Further, in connection with the separation, we and WK Kellogg Co entered a separation and distribution agreement and various other agreements. The separation and distribution agreement provides for cross-indemnities between the Company and WK Kellogg Co for liabilities allocated to the respective party pursuant to the terms of such agreement. If WK Kellogg Co or its successor entities are unable to satisfy their obligations under these agreements, we could incur operational difficulties or losses. In addition, the terms of the separation include licenses and other arrangements to provide for certain ongoing use of intellectual property in the operations of both businesses. For example, both the Company and WK Kellogg Co retain the ability to make ongoing use of certain brands and other intellectual property. As a result of this continuing shared use of brands and other intellectual property, there is a risk that conduct or events adversely affecting the reputation of WK Kellogg Co could also adversely affect our reputation.

The separation could result in substantial tax liability to us and our stockholders.

The Company received an opinion of counsel and a private letter ruling from the U.S. Internal Revenue Service (the "IRS") regarding the qualification of the spin-off of WK Kellogg Co and certain related transactions as a transaction that is generally tax-free to the Company and the shareowners of the Company for U.S. federal income tax purposes. A tax opinion is not binding on the IRS or the courts, and there can be no assurance that the IRS or a court will not take a contrary position. In addition, the Company's tax counsel and the IRS relied on certain assumptions, representations and undertakings, including those relating to the past and future conduct of our business, and the opinion would not be valid if such assumptions, representations and undertakings were incorrect. If the IRS ultimately determines that the spin-off is taxable, then the spin-off could be treated as a taxable dividend or capital gain to the Company's shareowners for U.S. federal income tax purposes, and the Company could incur significant U.S. tax liabilities. In certain circumstances if future significant acquisitions of our stock or the stock of WK Kellogg Co are determined to be part of a plan or series of related transactions that included the spin-off, the distribution would be taxable to us (but not to the Company's shareowners). In this event, the resulting tax liability could be substantial. In connection with the spin-off, the Company entered into a Tax Matters Agreement with WK Kellogg Co, pursuant to which WK Kellogg Co agreed to not enter into transactions that could cause the spin-off or any related transactions to be taxable to us and to indemnify us for any tax liability resulting from any such transaction. However, there can be no assurance that WK Kellogg Co would have the resources or liquidity required to indemnify the Company for any such tax liability. In addition, these potential tax liabilities may discourage, delay or prevent a change of control of the Company. Under the terms of the Merger Agreement, Kellanova and Acquiror will use their respective reasonable best efforts to obtain an opinion of Acquiror's tax counsel addressed to Acquiror to the effect that, based upon certain facts, assumptions and representations, and subject to certain qualifications and limitations, for U.S. federal income tax purposes, the Merger will not affect the qualification of the spin-off of WK Kellogg Co as a tax-free transaction. However, there can be no assurance that the IRS will not take a contrary position to that of the Acquiror's tax counsel.

If we pursue strategic acquisitions, alliances, divestitures or joint ventures, we may not be able to successfully consummate favorable transactions or successfully integrate acquired businesses.

From time to time, we may evaluate potential acquisitions, alliances, divestitures or joint ventures that would further our strategic objectives. With respect to acquisitions, we may not be able to identify suitable candidates, consummate a transaction on terms that are favorable to us, integrate the acquired business into our existing operations in a timely and cost-efficient manner, including implementation of enterprise-resource planning systems, or achieve expected returns, expected synergies and other benefits as a result of integration or other challenges, or may not achieve those objectives on a timely basis. Future acquisitions of foreign companies or new foreign ventures would subject us to local laws and regulations and could potentially lead to risks related to, among other things, increased exposure to foreign exchange rate changes, government price control, repatriation of profits and liabilities relating to the U.S. Foreign Corrupt Practices Act (the "FCPA").

With respect to proposed divestitures of assets or businesses, we may encounter difficulty in finding acquirers or alternative exit strategies on terms that are favorable to us, which could delay the accomplishment of our strategic objectives, or our divestiture activities may require us to recognize impairment charges. Companies or operations acquired or joint ventures created may not be profitable or may not achieve sales levels and profitability that justify the investments made. Our corporate development activities may present financial and operational risks, including diversion of management attention from existing core businesses, integrating or separating personnel and financial and other systems, and adverse effects on existing business relationships with suppliers and customers. Future acquisitions could also result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to certain intangible assets and increased operating expenses, which could adversely affect our results of operations and financial condition.

To the extent we undertake divestitures in the future, we may face additional risks related to such activity. For example, risks related to our ability to find appropriate buyers, to execute transactions on favorable terms, to separate divested businesses from our remaining operations, and to effectively manage any transitional service arrangements. Any of these factors could materially and adversely affect our financial condition and operating results.

Additionally, see "Risks Related to the Merger" for a discussion of risks related to the Company's anticipated merger with Mars, including restrictions placed on our operations and activities while the merger transaction is pending.

Further, our participation in joint ventures may cause our results of operations and cash flows to fluctuate for reasons unrelated to the underlying financial performance of the joint venture. The manner and extent to which the financial results of joint ventures are reflected in our consolidated financial statements depend upon how the ownership and governance of a particular joint venture is characterized under GAAP including assessing the financial and governance control of the joint venture. Changes at Kellanova unrelated to the joint venture, such as a change of control, may result in changes to how a joint venture is assessed under GAAP. If a joint venture that we currently consolidate in our financial statements becomes unconsolidated, or vice versa, this could have an adverse effect on our reported revenues, results of operations and/or cash flows.

We may not be able to attract, develop and retain the highly skilled people we need to support our business.

We depend on the skills and continued service of key personnel, including our experienced management team. In addition, our ability to achieve our strategic and operating goals depends on our ability to identify, recruit, hire, train and retain qualified individuals, including, for example, individuals with e-commerce, digital marketing and data analytics capabilities and skilled labor in our manufacturing facilities. We compete with other companies both within and outside of our industry for talented personnel, and we may lose key personnel or fail to attract, recruit, train, develop and retain other talented personnel. Recruiting and retention of talent has become especially challenging in the current employment market and may be further impacted by the pendency of the Merger. Any such loss, failure or negative perception with respect to these individuals may adversely affect our business or financial results. In addition, activities related to identifying, recruiting, hiring and integrating qualified individuals may require significant time and expense. We may not be able to locate suitable replacements for any key employees who terminate their employment, or offer employment to potential replacements on reasonable terms, each of which may adversely affect our business and financial results. Further, to the extent that we are unable to locate suitable replacements during the pendency of the Merger, we may need to turn to more expensive and less effective resources, such as consultants or temporary workers, to support our business. Additionally, changes in regional preferences, immigration laws and policies could also make it more difficult for us to recruit or relocate skilled employees.

Risks Related to Our Industry

Our results may be materially and adversely impacted as a result of increases in the price of raw materials, including agricultural commodities, packaging, fuel and labor.

Agricultural commodities, including vegetable oils, wheat, corn, sugar, fruits and nuts, potato flakes, rice and cocoa, are the principal raw materials used in our products. Cartonboard, corrugated, and flexible packaging are the principal packaging materials used by us. The cost of such commodities may fluctuate widely due to government policy, regulation, and/or shutdown, import and export requirements (including tariffs and trade restrictions), global geopolitical conditions (including war and conflicts, such as the conflicts in Ukraine and the Middle East), general economic conditions (including inflationary pressures), sanctions, drought and other weather conditions (including the potential effects of climate change), a pandemic illness, environmental or other sustainability regulation, or other unforeseen circumstances. Specifically, certain ingredients, packaging and other goods and services have been impacted by an unfavorable macroeconomic environment, including as a result of (among other things) labor shortages and persistent levels of inflation, and although we are unable to predict the impact to our ability to source such materials and services in the future, we expect some supply pressures and market disruptions to continue into 2025. Further, on February 1, 2025, the current U.S. presidential administration announced the imposition of significant new tariffs that will be imposed on imports from Canada, Mexico and China, which, if implemented in the announced form, are expected to negatively impact trade relations, result in retaliatory actions and cause inflationary pressures and higher costs in the near term. To the extent that any of the foregoing factors affect the prices of such commodities and we are unable to increase our prices or adequately hedge against such changes in prices in a manner that offsets such changes, the results of our operations could be materially and adversely affected. In addition, we use derivatives to hedge price risk associated with forecasted purchases of raw materials. Our hedged price could exceed the spot price on the date of purchase, resulting in an unfavorable impact on both gross margin and net earnings. Also, sustained price increases may lead to declines in volume as competitors may not adjust their prices, or consumers may decide not to pay the higher prices or may increasingly purchase lower-priced offerings or forego some purchases altogether during an economic downturn or a recession or instances of increased inflationary pressures, which could lead to sales declines and loss of market share. In an inflationary environment, depending on the market conditions of the food industry and mitigating actions, if any, taken by the United States Federal Reserve, we may be unable to raise the prices of our products enough to keep up with the rate of inflation, which would reduce our profit margins, and continued inflationary pressures could impact our business, financial condition, and results of operations. Food processing equipment at our facilities is regularly fueled by natural gas or propane, as well as electricity, oil and solar, which are obtained from local utilities, other local suppliers or onsite. Short-term stand-by propane and/or oil storage exists at several plants for use in case of interruption in natural gas supplies. In addition, considerable amounts of diesel fuel are used in connection with the distribution of our products. The cost of fuel may fluctuate widely due to economic and political conditions, trade tensions, government policy, regulation and/or shutdown, war, or other unforeseen circumstances which could have a material adverse effect on our consolidated operating results or financial condition.

Our results may be adversely affected by increases in transportation costs and reduced availability of or increases in the price of oil or other fuels.

We rely on trucking and railroad operators to deliver incoming ingredients to our manufacturing locations and to deliver finished products to our customers. Shortages of truck drivers and railroad workers have contributed to increased freight costs, which has had a material and adverse effect on our business, financial condition and results of operations. In recent years, the cost of distribution generally increased due to an increase in transportation and logistics costs. Transportation costs are further increasing as a result of high levels of long-haul driver turnover and increased railroad traffic and service issues. Additionally, energy and fuel costs can fluctuate dramatically and, at times, have resulted in significant cost increases, particularly for the price of oil and gasoline.

We operate in the highly competitive food industry, including with respect to retail shelf space.

We face competition across our product lines, including snacks, ready-to-eat cereals and other convenience foods, from other companies that have varying abilities to withstand changes in market conditions. The principal aspects of our business where we face competition include brand recognition, taste, nutritional value, price, promotion, innovation, shelf space, navigating the growing e-commerce marketplace, convenient ordering and delivery to the consumer and customer service. Most of our competitors have substantial financial, marketing, sales and other resources, and some of our competitors may spend more aggressively on advertising and promotional activities than we do. Our competition with other companies in our various markets and product lines could cause us to reduce prices, increase capital, marketing or other expenditures, or lose category share, any of which could have a material adverse effect on our business and financial results. Our ability to compete also depends upon our ability to predict, identify, and interpret the tastes and dietary habits of consumers and to offer products that appeal to those preferences. For example, certain weight loss drugs, which may suppress a person’s appetite, may cause competition in our product categories to increase, if consumers reduce purchases of certain types of foods or of food products altogether. There are inherent marketplace risks associated with new product or packaging introductions, including uncertainties about trade and consumer acceptance. If we do not succeed in offering products that consumers want to buy, our sales and market share will decrease, resulting in reduced profitability. If we are unable to accurately predict which shifts in consumer preferences will be long-lasting, or are unable to introduce new and improved products to satisfy those preferences, our sales will decline. In addition, given the variety of backgrounds and identities of consumers in our consumer base, we must offer a sufficient array of products to satisfy the broad spectrum of consumer preferences.

Further, if the Company does not innovate and successfully respond to shifting consumer demands, our business may suffer. Successful innovation depends on our ability to correctly anticipate customer and consumer acceptance and respond successfully to technological advances by and intellectual property rights of our competitors, and failure to do so could compromise our competitive position and impact our product sales, financial condition, and operating results.

In some cases, our competitors may be able to respond to changing business and economic conditions or consumer preferences more quickly than us. Category share and growth could also be adversely impacted if we are not successful in introducing new products, anticipating changes in consumer preferences with respect to dietary trends or purchasing behaviors or in effectively assessing, changing and setting proper pricing.

In addition, in nearly all of our product categories, we compete against branded products as well as private label products. Our products must provide higher value and/or quality to our consumers than alternatives, particularly during periods of economic uncertainty. Consumers may not buy our products if relative differences in value and/or quality between our products and private label products change in favor of competitors’ products or if consumers perceive this type of change. If consumers prefer private label products, which are typically sold at lower prices, then we could lose category share or sales volumes or shift our product mix to lower margin offerings, which could have a material effect on our business and consolidated financial position and on the consolidated results of our operations and profitability.

Further, our ability to compete may be limited by an inability to secure new retailers or maintain or add shelf and/or retail space for our products. There can be no assurance that retailers will provide sufficient, or any, shelf space, nor that online retailers will provide online access to, or adequate product visibility on, their platform. Unattractive placement or pricing may put our products at a disadvantage compared to those of our competitors. Even if we obtain shelf space or preferable shelf placement, our new and existing products may fail to achieve the sales expectations set by our retailers, potentially causing these retailers to remove our products from their shelves.

***The changing retail environment and the growing presence of alternative retail channels, could negatively impact our sales and profits*.**

Our businesses are largely concentrated in the traditional retail grocery trade. Our largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 16% of consolidated net sales during 2024, comprised principally of sales within the United States. No other customer accounted for greater than 10% of net sales in 2024. During 2024, our top five customers, collectively, including Wal-Mart, accounted for approximately 29% of our consolidated net sales and approximately 46% of U.S. net sales. There can be no assurances that our largest customers will continue to purchase our products in the same mix or quantities or on the same terms as in the past. As the retail grocery trade continues to consolidate and retailers become larger, our large retail customers have sought, and may continue to seek in the future, to use their position to improve their profitability through improved efficiency, lower pricing, increased promotional programs funded by their suppliers and more favorable terms. Such consolidation can continue to adversely impact our smaller customers' ability to compete effectively, resulting in an inability on their part to pay for our products or reduced or canceled orders of our products. In addition, larger retailers have the scale to develop supply chains that permit them to operate with reduced inventories or to develop and market their own private label products. If we are unable to use our scale, marketing expertise, product innovation and category leadership positions to respond, our profitability or volume growth could be negatively affected. As a result of the consolidated nature of the retail environment, the loss of any large customer or severe adverse impact on the business operations of any large customer for an extended length of time could negatively impact our sales and profits.

Additionally, alternative retail channels, such as e-commerce retailers (including as a result of the integration of traditional and digital operations at key retailers), subscription services, discount and dollar stores, direct-to-consumer brands, drug stores and club stores, have continued to grow. This trend away from traditional retail grocery, and towards such channels, is expected to continue in the future. If we are not successful in expanding sales in alternative retail channels, our business or financial results may be negatively impacted. In particular, substantial growth in e-commerce has encouraged the entry of new competitors and business models, intensifying competition by simplifying distribution and lowering barriers to entry. The expanding presence of e-commerce retailers has impacted, and may continue to impact, consumer preferences and market dynamics, which in turn may negatively affect our sales or profits. In addition, these alternative retail channels may create consumer price deflation, affecting our large retail and wholesale customer relationships and presenting additional challenges to increasing prices in response to commodity or other cost increases. Also, if these alternative retail channels, such as e-commerce retailers were to take significant share away from traditional retailers that could have a flow over effect on our business and our financial results could be negatively impacted.

Our consolidated financial results and demand for our products are dependent on the successful development of new products and processes, identification of changing consumer and customer preferences and behaviors, and meeting these preferences and behaviors.

There are a number of trends in consumer preferences which may impact us and the industry as a whole. These include changing consumer dietary trends and consumer concerns regarding the health effects of ingredients such as sodium, trans fats, genetically modified organisms, sugar, or other product ingredients or attributes, or a shift in consumer demand away from processed foods, and the availability of substitute products. Our success is dependent on anticipating changes in consumer preferences and on successful new product and process development and product relaunches in response to such changes. Trends within the food industry change often, and failure to identify and react to changes in these trends could lead to, among other things, reduced loyalty, reduced demand and price reductions for our brands and products. Additionally, certain weight loss drugs, which may suppress a person's appetite, may impact demand for our products. We aim to introduce products or new or improved production processes on a timely basis in order to counteract obsolescence and decreases in sales of existing products. While we devote significant focus to the development of new products and to the research, development and technology process functions of our business, we may not be successful in developing new products or our new products may not be commercially successful. In addition, if sales generated by new products cause a decline in sales of the Company's existing products, the Company's financial condition and results of operations could be materially adversely affected. Our future results and our ability to maintain or improve our competitive position will depend on our capacity to gauge the direction of our key markets and upon our ability to successfully identify, develop, manufacture, market and sell new or improved products in these changing markets, including through the expansion into complementary product categories.

Adverse changes in the global climate or extreme weather conditions could adversely affect our business or operations.

As set forth in the Intergovernmental Panel on Climate Change Fifth Assessment Report, there is continuing scientific evidence, as well as concern from members of the general public, that emissions of greenhouse gases and contributing human activities have caused and will continue to cause significant changes in global temperatures and weather patterns and increase the frequency or severity of weather events, wildfires and flooding. As the pressures from climate change and global population growth lead to increased demand, the food system and global supply chain is becoming increasingly vulnerable to acute shocks, leading to increased prices and volatility, especially in the energy and commodity markets. Adverse changes such as these could (i) unfavorably impact the cost or availability of raw or packaging materials, especially if such events have a negative impact on agricultural productivity or on the supply of water, (ii) disrupt production schedules and our ability, or the ability of our suppliers or contract manufacturers, to manufacture or distribute our products, (iii) reduce crop size or quality, (iv) disrupt the retail operations of our customers, or (v) unfavorably impact the demand for, or the consumer's ability to purchase, our products.

Additionally, we face climate-related transition risks, including new legislation and regulation aimed at addressing climate change and shifts in market preferences for more sustainable products and services. Climate change is a significant topic of discussion among foreign, federal, state and local regulatory and legislative bodies and regulatory activity and environmental policies relating to climate change has generated and may continue to generate regulatory responses, including laws regulating greenhouse gas emissions, water consumption, the security of certain chemicals, and single use plastics. This increased focus may result in new or increased laws and regulations that could cause significant increases in our costs of operation and deliver. In particular, increasing regulation of fuel emissions could substantially increase the distribution and supply chain costs associated with our products. In addition, consumers and customers may put an increased priority on purchasing products that are sustainably grown and made, requiring us to incur increased costs for additional transparency, due diligence and reporting. Our business may face increased scrutiny from the investment community, customers, consumers, employees, activists, media, regulators and other stakeholders, some of which may have conflicting opinions, related to our sustainability initiatives, including the goals, targets and objectives that we announce, and our methodologies and timelines for pursuing them. Any failure to meet or delay in meeting, or perceived failure to meet or delay in meeting, stakeholder expectations on environmental or sustainability matters or any perception of a failure to act responsibly with respect to the environment could lead to adverse publicity, which could damage our reputation, which in turn could adversely impact our financial results or our ability to raise capital, as well as expose us to regulatory and legal risks. As a result, climate change as well as actions taken to mitigate the adverse effects of climate change could negatively affect our business and operations.

Risks Related to Our Operations

A shortage in the labor pool, failure to successfully negotiate collectively bargained agreements, or other general inflationary pressures or changes in applicable laws and regulations could increase labor cost, which could have a material adverse effect on our consolidated operating results or financial condition.

Our labor costs include the cost of providing benefits for employees. We sponsor a number of benefit plans for employees in the United States and various foreign locations, including pension, retiree health and welfare, active health care, severance and other post-employment benefits. We also participate in multiemployer pension plans for certain of our manufacturing locations. Our major pension plans and U.S. collectively bargained retiree health and welfare plans are funded with trust assets invested in a globally diversified portfolio of equity securities with smaller holdings of bonds, real estate and other investments. The annual cost of benefits can vary significantly from year to year and is materially affected by such factors as changes in the assumed or actual rate of return on major plan assets, a change in the weighted-average discount rate used to measure obligations, the rate or trend of health care cost inflation, and the outcome of collectively-bargained wage and benefit agreements. Many of our employees are covered by collectively-bargained agreements and other employees may seek to be covered by collectively-bargained agreements. Strikes or work stoppages and interruptions have occurred and could occur in the future at any collectively-bargained location if we are unable to renew our current collective bargaining agreements on satisfactory terms or enter into new agreements on satisfactory terms, which could adversely impact our operating results. The terms and conditions of existing, renegotiated or new agreements could also increase our costs or otherwise affect our ability to fully implement future operational changes to enhance our efficiency. Furthermore, we rely on access to competitive, local labor supply, including skilled and unskilled positions, to operate our business consistently and reliably. We may encounter difficulty recruiting sufficient numbers of personnel at acceptable wage and benefit levels due to the competitive labor market. Our inability to attract, develop and retain the personnel necessary for the efficient operation of our business could result in higher costs and decreased productivity and efficiency, which may have a material adverse effect on our performance.

Multiemployer pension plans could adversely affect our business.

We participate in “multiemployer” pension plans administered by labor unions representing some of our U.S. based employees. We make periodic contributions to these plans to allow them to meet their pension benefit obligations to their participants. Our required contributions to these funds could increase because of a shrinking contribution base as a result of the insolvency or withdrawal of other companies that currently contribute to these funds, inability or failure of withdrawing companies to pay their withdrawal liability, lower than expected returns on pension fund assets or other funding deficiencies. In the event that we withdraw from participation in one of these plans, then applicable law could require us to make withdrawal liability payments, and we would have to reflect that as an expense in our Consolidated Statement of Income and as a liability on our consolidated balance sheet. Our withdrawal liability obligation to a multiemployer plan would depend, in part, on the extent of the plan’s funding of vested benefits. In the ordinary course of our renegotiation of collective bargaining agreements with labor unions that maintain these plans, we may decide to discontinue participation in a plan, and in that event, we could face a withdrawal liability. One of the multiemployer plans in which we participate is reported to have significant underfunded liabilities. Such underfunding could impact the size of our potential withdrawal liability.

Our postretirement benefit-related costs and funding requirements could increase as a result of volatility in the financial markets, changes in interest rates and actuarial assumptions.

Increases in the costs of postretirement medical and pension benefits may continue and could negatively affect our business as a result of increased usage of medical benefits by retired employees and medical cost inflation, an increase in participants enrolled, the effect of potential declines in the stock and bond markets on the performance of our pension and post-retirement plan assets, potential reductions in the discount rate used to determine the present value of our benefit obligations, and changes to our investment strategy that may impact our expected return on pension and post-retirement plan assets assumptions. U.S. generally accepted accounting principles require that we calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. The Company’s accounting policy for defined benefit plans may subject earnings to volatility due to the recognition of actuarial gains and losses, particularly those due to the change in the fair value of pension and post-retirement plan assets and interest rates. In addition, funding requirements for our plans may become more significant. However, the ultimate amounts to be contributed are dependent upon, among other things, interest rates, underlying asset returns, and the impact of legislative or regulatory changes related to pension and post-retirement funding obligations.

We use available borrowings under the credit facilities and other available debt financing for cash to operate our business, which subjects us to market and counter-party risk, some of which is beyond our control.

In addition to cash we generate from our business, our principal existing sources of cash are borrowings available under our credit facilities and other available debt financing. If our access to such financing was unavailable or reduced, or if such financing were to become significantly more expensive for any reason, we may not be able to fund daily operations, which would cause material harm to our business or could affect our ability to operate our business as a going concern. In addition, if certain of our lenders experience difficulties that render them unable to fund future draws on the facilities, we may not be able to access all or a portion of these funds, which could have similar adverse consequences.

We utilize extended payment terms for customers supplemented with receivable sales programs (or “monetization programs”). We also utilize accounts payable tracking systems, which facilitate participating suppliers’ ability to monitor and, if elected at their discretion, sell payment obligations from the Company to designated third-party financial institutions. Together, these programs assist in helping to effectively managing our core working capital. If the extension of customer payment terms is reversed, if we shorten supplier payment terms through negotiation or due to regulation, or if financial institutions terminate their participation in these programs, our ability to maintain current levels of core working capital could be adversely impacted.

Our principal source of liquidity is operating cash flows supplemented by borrowings for major acquisitions and other significant transactions. In order to mitigate the net working capital impact of offering extended customer payment terms, we entered into agreements to sell, on a revolving basis, certain trade accounts receivable balances to third party financial institutions (Monetization Programs). In addition, we have agreements with third parties (Accounts Payable Tracking Systems) to offer structured payables programs to our suppliers. Participating suppliers may, if elected at their discretion, make offers to sell one or more payment obligations of the Company prior to their scheduled due dates at a discounted price to participating financial institutions. If financial institutions were to terminate their participation in the Monetization Programs and we are not able to modify related customer payment terms, working capital could be negatively impacted. Additionally, working capital could be negatively impacted if we shorten our supplier payment terms as a result of supplier negotiations or as a result of regulations regarding payment terms. For suppliers participating in the Accounts Payable Tracking Systems, financial institutions may terminate their participation or we could experience a downgrade in our credit rating that could result in higher costs to suppliers. If working capital is negatively impacted as a result of these events and we were unable to secure alternative programs, we may have to utilize our various financing arrangements for short-term liquidity or increase our long-term borrowings.

We have a substantial amount of indebtedness.

We have indebtedness that is substantial in relation to our shareholders' equity, and we may incur additional indebtedness in the future, or enter into off-balance sheet financing, which would increase our leverage risks. As of December 28, 2024, we had total debt of approximately $5.7 billion and total Kellanova equity of $3.8 billion. Our substantial indebtedness could have important consequences, including (i) impairing the ability to access global capital markets to obtain additional financing for working capital, capital expenditures or general corporate purposes, particularly if the ratings assigned to our debt securities by rating organizations were revised downward or if a rating organization announces that our ratings are under review for a potential downgrade, (ii) a downgrade in our credit ratings, particularly our short-term credit rating, would likely reduce the amount of commercial paper we could issue, increase our commercial paper borrowing costs, or both, (iii) restricting our flexibility in responding to changing market conditions or making us more vulnerable in the event of a general downturn in economic conditions or our business, (iv) requiring a substantial portion of the cash flow from operations to be dedicated to the payment of principal and interest on our debt, reducing the funds available to us for other purposes such as expansion through acquisitions, paying dividends, repurchasing shares, marketing and other spending and expansion of our product offerings, (v) and causing us to be more leveraged than some of our competitors, which may place us at a competitive disadvantage. Our ability to make scheduled payments or to refinance our obligations with respect to indebtedness or incur new indebtedness will depend on our financial and operating performance, which in turn, is subject to prevailing economic conditions, the availability of, and interest rates on, short-term financing, and financial, business and other factors beyond our control.

An impairment of the carrying value of goodwill or other acquired intangibles could negatively affect our consolidated operating results and net worth.

The carrying value of goodwill represents the fair value of acquired businesses in excess of identifiable assets and liabilities as of the acquisition date. The carrying value of other intangibles represents the fair value of trademarks, trade names, and other acquired intangibles as of the acquisition date. Goodwill and other acquired intangibles expected to contribute indefinitely to our cash flows are not amortized, but must be evaluated by management at least annually for impairment. If carrying value exceeds current fair value, the intangible is considered impaired and is reduced to fair value via a charge to earnings. Factors which could result in an impairment include, but are not limited to: (i) reduced demand for our products; (ii) higher commodity prices; (iii) lower prices for our products or increased marketing as a result of increased competition; and (iv) significant disruptions to our operations as a result of both internal and external events. Should the value of one or more of the acquired intangibles become impaired, our consolidated earnings and net worth may be materially adversely affected. The Company has, in the past, recognized non-cash impairments. Any significant sustained adverse change in consumer purchasing behaviors, government restrictions, financial results, or macroeconomic conditions could result in future impairments.

As of December 28, 2024, the carrying value of intangible assets totaled approximately $6.8 billion, of which $5.0 billion was goodwill and $1.8 billion represented trademarks, tradenames, and other acquired intangibles compared to total assets of $15.6 billion and total Kellanova equity of $3.8 billion.

<u>Risks Related to Regulations and Litigation</u>

We face risks related to tax matters, including changes in tax rates, disagreements with taxing authorities and imposition of new taxes.

The Company is subject to taxes in the U.S. and numerous foreign jurisdictions where the Company's subsidiaries are organized. Due to economic and political conditions (including shifts in the geopolitical landscape), tax rates in the U.S. and various foreign jurisdictions have been and may be subject to significant change. The future effective tax rate could be affected by changes in mix of earnings in countries with differing statutory tax rates, changes in valuation of deferred tax asset and liabilities, or changes in tax laws or their interpretation. The Organization for

Economic Cooperation and Development (OECD) has introduced a framework to implement a global minimum corporate income tax. Several countries in which we operate have adopted, and others are in the process of introducing and finalizing legislation to implement the global minimum corporate income tax. Many aspects of the framework were effective for tax years beginning in January 2024, with certain remaining impacts to be effective in 2025. While we do not expect the global minimum corporate income tax to have a material impact to our effective tax rate in 2025, as the OECD releases additional guidance and countries implement legislation, we will continue to analyze any potential impacts. To the extent that additional OECD and legislative changes take place in countries we operate, it is possible the changes may adversely impact our effective tax rate. We are also subject to regular reviews, examinations and audits by the IRS and other taxing authorities with respect to taxes inside and outside of the U.S. Although we believe our tax estimates are reasonable, if a taxing authority disagrees with the positions we have taken, we could face additional tax liability, including interest and penalties. There can be no assurance that payment of such additional amounts upon final adjudication of any disputes will not have a material impact on our results of operations and financial position. We also need to comply with new, evolving or revised tax laws and regulations. The enactment of or increases in tariffs, including value added tax, or other changes in the application of existing taxes, in markets in which we are currently active, or may be active in the future, or on specific products that we sell or with which our products compete, may have an adverse effect on our business or on our results of operations.

If our food products become adulterated, misbranded or mislabeled, we might need to recall those items and may experience regulatory enforcement and product liability and/or consumer fraud claims if consumers are injured or damaged as a result.

Selling food products involves a number of legal, regulatory and other risks, including product contamination, foreign objects, food-borne illnesses, spoilage, product tampering, allergens, or other adulteration, which could result in product liability claims. We may need to recall some of our products if they become adulterated or misbranded. We may also be liable if the consumption of any of our products causes injury, illness or death. A widespread product recall or market withdrawal could result in significant losses due to their costs, the destruction of product inventory, and lost sales due to the unavailability of product for a period of time. We could also suffer losses from a significant product liability or consumer fraud judgment against us. In addition, we could be the target of claims that our advertising is false or deceptive under U.S. federal and state laws as well as foreign laws, including federal and state consumer protection statutes. Allegations of consumer fraud may result in fines, settlements and litigation expenses. A significant product recall, product liability or consumer fraud case could also result in adverse publicity, damage to our reputation, and a loss of consumer confidence in our food products, which could have a material adverse effect on our business results and the value of our brands. Moreover, even if a product liability or consumer fraud claim is meritless, does not prevail or is not pursued, the negative publicity surrounding assertions against our company and our products or processes could adversely affect our reputation or brands. We could also be adversely affected if consumers lose confidence in the safety and quality of certain food products or ingredients, or the food safety system generally. If another company recalls or experiences negative publicity related to a product in a category in which we compete, consumers might reduce their overall consumption of products in this category. Adverse publicity about these types of concerns, whether or not valid, may discourage consumers from buying our products or cause production and delivery disruptions.

Evolving tax, advertising, environmental, licensing, labeling, trade, food quality and safety, intellectual property, data privacy, artificial intelligence, or other regulations or failure to comply with existing regulations and laws could have a material adverse effect on our consolidated financial condition.

Our activities and products, including our operation of our manufacturing facilities, both in and outside of the United States, are subject to regulation by various federal, state, provincial and local laws, regulations and government agencies, including the U.S. Food and Drug Administration, U.S. Federal Trade Commission, the U.S. Departments of Agriculture, Commerce and Labor, U.S. Customs and Border Protection, the Environmental Protection Agency and the Occupational Health and Safety Administration, as well as similar and other authorities outside of the United States, International Accords and Treaties and others, including voluntary regulation by other bodies. Legal and regulatory systems can change quickly. In addition, legal and regulatory systems in emerging and developing markets may be less developed, and less certain. These laws and regulations and interpretations thereof may change, sometimes dramatically, as a result of a variety of factors, including political, economic, regulatory or social events. In addition, the enforcement of remedies in certain foreign jurisdictions may be less certain, resulting in varying abilities to enforce intellectual property and contractual rights.

The manufacturing, marketing and distribution of food products are subject to governmental regulations that impose additional regulatory requirements. Those regulations control such matters as food quality and safety (including the condition and operation of our manufacturing facilities where food is processed), ingredients, advertising and marketing (including, among other limitations, restricting the age of consumers to whom products are marketed and data privacy requirements), product or production requirements, labeling, sustainability of packaging (including plastics), import or export of our products or ingredients, relations with distributors and retailers, health and safety, the environment, and restrictions on the use of government programs, such as Supplemental Nutritional Assistance Program and the Special Supplemental Nutrition Program for Women, Infants and Children, to purchase certain of our products.

The marketing of food products has come under increased regulatory scrutiny in recent years, and the food industry has been subject to an increasing number of proceedings and claims relating to alleged false or deceptive labeling and marketing under federal, state and foreign laws or regulations. We are also regulated with respect to matters such as licensing requirements, trade and pricing practices, tax, anti-corruption standards, advertising and claims, data privacy, and environmental matters. The need to comply with new, evolving or revised tax, environmental, food quality and safety, labeling, data privacy, or other laws or regulations, or new, evolving or changed interpretations or enforcement of existing laws or regulations, may have a material adverse effect on our business and results of operations. Governmental and administrative bodies within the U.S. are considering a variety of trade and other regulatory reforms. Changes in legal or regulatory requirements (such as new food safety requirements and revised nutrition facts labeling, including front of pack labeling, regulations regarding ingredient content, and serving size regulations, and new corporate sustainability reporting requirements in the EU and elsewhere), or evolving interpretations of existing legal or regulatory requirements, may result in increased compliance costs, capital expenditures and other financial obligations that could adversely affect our business or financial results. If we are found to be out of compliance with applicable laws and regulations in these areas, we could be subject to civil remedies, including fines, injunctions, termination of necessary licenses or permits, or recalls, as well as potential criminal sanctions, any of which could have a material adverse effect on our business. Even if regulatory review does not result in these types of determinations, it could potentially create negative publicity or perceptions which could harm our business or reputation.

Modifications to international trade policy, including the possible withdrawal or termination of the United States-Mexico-Canada Agreement, changes in the European Union (such as Brexit), or the imposition of increased or new tariffs, regulatory retaliatory actions imposed by various governments, quotas or trade barriers on key commodities with other countries could have a negative impact on us or the industries we serve, including as a result of related uncertainty, and could materially and adversely impact our business, financial condition, results of operations and cash flows. Higher duties on existing tariffs or additional tariffs imposed by the United States on a broader range of imports, including those imposed, or pending imposition, by the current U.S. presidential administration on imports from Canada, Mexico and China, or retaliatory trade measures taken by those other countries in response, could result in an increase in supply chain costs that we are not able to offset.

Our operations in certain emerging markets expose us to political, economic and regulatory risks.

Our growth strategy depends in part on our ability to expand our operations in emerging markets. However, some emerging markets have greater political, economic and currency volatility and greater vulnerability to infrastructure and labor disruptions than more established markets. In many countries outside of the United States, particularly those with emerging economies, it may be common for others to engage in business practices prohibited by laws and regulations with extraterritorial reach, such as the FCPA and the UKBA, or local anti-bribery laws. These laws generally prohibit companies and their employees, contractors or agents from making improper payments to government officials, including in connection with obtaining permits or engaging in other actions necessary to do business. Failure to comply with these laws could subject us to civil and criminal penalties that could materially and adversely affect our reputation, financial condition and results of operations. In addition, competition in emerging markets is increasing as our competitors grow their global operations and low-cost local manufacturers expand and improve their production capacities. Our success in emerging markets is critical to our growth strategy. If we cannot successfully increase our business in emerging markets and manage associated political, economic and regulatory risks, our product sales, financial condition and results of operations could be materially and adversely affected.

Risks Related to Our Intellectual Property and Technology

Technology failures, cyber incidents, security incidents, privacy breaches or data breaches could disrupt our operations or reputation and negatively impact our business.

We increasingly rely on information technology systems and third-party service providers, including through the internet, to process, transmit, and store electronic information. For example, our production and distribution facilities and inventory management utilize information technology to increase efficiencies and limit costs. Information technology systems are also integral to the reporting of our results of operations. Furthermore, a significant portion of the communications between, and storage of personal information of, our personnel, customers, consumers and suppliers depends on information technology. Our information technology systems, and the systems of the parties we communicate and collaborate with, may be vulnerable to a variety of interruptions, such as a result of our employees working remotely, the updating of our enterprise platform or due to events beyond our or their control, including, but not limited to, network or hardware failures, malicious or disruptive software, unintentional or malicious actions of employees or contractors, cyberattacks by common hackers, criminal groups or nation-state organizations or social-activist (hacktivist) organizations, geopolitical events, natural disasters, a pandemic illness, failures or impairments of telecommunications networks, or other catastrophic events.

Moreover, our computer systems have been, and will likely continue to be subjected to computer viruses, malware, ransomware or other malicious codes, social engineering attacks, unauthorized access attempts, password theft, physical breaches, employee or inside error, malfeasance and cyber- or phishing-attacks. Cyber threats are constantly evolving, are becoming more sophisticated and are being made by groups and individuals with a wide range of expertise and motives, and this increases the difficulty of detecting and successfully defending against them. While we have implemented physical, administrative, and technical controls and taken other preventive actions, such as the maintenance of an information security program that includes updating our technology and security policies, insurance, employee training, and monitoring and routinely testing our information technology systems to reduce the risk of cyber incidents and protect our information technology; however, these measures may be insufficient to prevent physical and electronic break-ins, cyber-attacks or other security breaches to our computer systems. Further, the Company (or third parties it relies on) may not be able to fully, continuously, and effectively implement security controls as intended. We utilize a risk-based approach and judgment to determine the security controls to implement and it is possible we may not implement appropriate controls if we do not recognize or underestimate a particular risk. In addition, security controls, no matter how well designed or implemented, may only mitigate and not fully eliminate risks. Moreover, events detected by security tools or third parties may not always be immediately understood or acted upon. These events could compromise our confidential information, impede or interrupt our business operations, and may result in other negative consequences, including remediation costs, loss of revenue, litigation and reputational damage. If a security incident, breach or other breakdown results in disclosure of confidential or personal information, we may suffer reputational, competitive and/or business harm. To date, we have not experienced a material breach of cyber security. For more information regarding the Company's cybersecurity activities, see Item 1C of this Annual Report on Form 10-K.

The Company offers promotions, rebates, customer loyalty and other programs through which it may receive personal information, and it or its vendors could experience cyber incidents, security incidents, privacy breaches, data breaches, security breaches or other incidents that result in unauthorized disclosure of consumer, customer, employee or Company information. The Company must also successfully integrate the technology systems of acquired companies into the Company’s existing and future technology systems. In addition, we must comply with increasingly complex and rigorous regulatory standards enacted to protect business and personal information in the United States and other jurisdictions regarding privacy, data protection, and data security, including those related to the collection, storage, handling, use, disclosure, transfer, and security of personal information. There continues to be significant uncertainty with respect to compliance with such privacy and data protection laws and regulations, including with respect to the European Union General Data Protection Regulation (the “GDPR”) and the California Consumer Privacy Act of 2018 (the “CCPA”) and the California Privacy Rights Act because these laws are continuously evolving and developing and may be interpreted and applied differently from jurisdiction to jurisdiction and may create inconsistent or conflicting requirements. In the United States, several other states have introduced or passed similar privacy legislation, which may impose varying standards and requirements on our data collection, use and processing activities. Our efforts to comply with privacy and data protection laws, including the GDPR, CCPA and CPRA, may impose significant costs and challenges that are likely to increase over time.

If the Company suffers a loss as a result of a breach or other breakdown in its technology, including such cyber incidents, security incidents, privacy breaches, data breaches, security breaches, issues with or errors in system maintenance or security, migration of applications to the cloud, power outages, hardware or software failures, denial of service, telecommunication or other incident involving one of the Company's vendors, that result in unauthorized disclosure or significant unavailability of business, financial, personal or stakeholder information, the Company may suffer reputational, competitive and/or business harm and may be exposed to legal liability and government investigations, which may adversely affect the Company's results of operations and/or financial condition. The misuse, leakage or falsification of information could result in violations of data privacy laws and the Company may become subject to legal action and increased regulatory oversight. The Company could also be required to spend significant financial and other resources to remedy the damage caused by a security incident or security breach or to repair or replace networks and information systems. In addition, if the Company's suppliers or customers experience such a security incident, security breach or unauthorized disclosure or system failure, their businesses could be disrupted or otherwise negatively affected, which may result in a disruption in the Company's supply chain or reduced customer orders, which would adversely affect the Company's business operations. We have also outsourced several information technology support services and administrative functions to third-party service providers, including cloud-based service providers, and may outsource other functions in the future to achieve cost savings and efficiencies. If these service providers do not perform effectively due to breach or system failure, we may not be able to achieve the expected benefits and our business may be disrupted.

Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products and brands.

Our intellectual property rights are a significant and valuable aspect of our business and include trademarks, patents, trade secrets, and copyrights owned or licensed under certain licensing agreements. We attempt to protect these intellectual property rights using the appropriate laws and agreements including licenses, development agreements, nondisclosure agreements, and assignments. We also police third party misuses of our intellectual property in traditional retail and digital environments. Our failure to obtain or adequately protect our intellectual property rights may diminish our competitiveness and could materially harm our business. Similarly, changes in applicable laws or other changes that serve to lessen or remove the current legal protections of our intellectual property, may also diminish our competitiveness and could materially harm our business. We may be unaware of intellectual property rights of others that may cover some of our technology, brands or products or operations. In addition, if, in the course of developing new products or improving the quality of existing products, we are found to have infringed the intellectual property rights of others, directly or indirectly, such finding could have an adverse impact on our business, financial condition or results of operations and may limit our ability to introduce new products or improve the quality of existing products. Any litigation regarding intellectual property rights could be costly and time-consuming and could divert the attention of our management and key personnel from our business operations. Third party claims of intellectual property infringement might also require us to enter into costly license agreements. We also may be subject to significant damages or injunctions against development and sale of certain products.

General Risk Factors

***We are subject to risks generally associated with companies that operate globally*.**

We are a global company and generated approximately half of our net sales for both 2024 and 2023 outside the United States. We manufacture our products in 20 countries and have operations in more than 180 countries, so we are subject to risks inherent in multinational operations. Those risks include:

(i) compliance with U.S. laws affecting operations outside of the United States, such as OFAC trade sanction regulations and Anti-Boycott regulations;

(ii) compliance with anti-corruption laws, including the FCPA and UK Bribery Act (the “UKBA”);

(iii) compliance with antitrust and competition laws, data privacy laws, artificial intelligence, and a variety of other local, national and multi-national regulations and laws in multiple regimes;

(iv) imposition of more or new tariffs, quotas, trade barriers, trade sanctions, embargoes, price controls, and similar restrictions in the countries in which we or our suppliers or manufacturers operate or regulations, taxes or policies that might negatively affect our sales, including on trade between the United States and other countries where Kellanova's products are manufactured or sold;

(v) changes in trade policies and trade relations;

(vi) political sentiment impacting global trade, including the willingness of non-U.S. consumers to purchase from U.S. corporations;

(vii) changes in tax laws, interpretation of tax laws and tax audit outcomes;

(viii) fluctuations or devaluations in currency values, especially in emerging markets;

(ix) changes in capital controls, including currency exchange controls, government currency policies or other limits on our ability to import raw materials or finished product or repatriate cash from outside the United States;

(x) changes in local regulations and laws, the lack of well-established, reliable and/or impartial legal systems in certain countries in which we operate and the uncertainty of enforcement of remedies in such jurisdictions, and foreign ownership restrictions and the potential for nationalization or expropriation of property or other resources;

(xi) laws relating to information security, privacy (including the GDPR), cashless payments, and consumer protection;

(xii) the ongoing longer-term impact of changes in international trade policies (including Brexit) on the local and international markets, the flow of goods and materials across borders, and political environments;

(xiii) discriminatory or conflicting fiscal policies;

(xiv) challenges associated with cross-border product distribution;

(xv) increased sovereign risk, such as default by or deterioration in the economies and credit worthiness of local governments;

(xvi) varying abilities to enforce intellectual property, contractual, and other legal rights;

(xxvii) greater risk of uncollectible accounts and longer collection cycles,

(xviii) loss of ability to manage our operations in certain markets which could result in the deconsolidation of such businesses;

(xix) design and implementation of effective control environment processes across our diverse operations and employee base; and

(xx) greater risk of uncollectible accounts or trade receivables and longer collection cycles.

In addition, political and economic changes or volatility, geopolitical regional conflicts, terrorist activity, political unrest and government shutdowns, civil strife, acts of war, public corruption, expropriation and other economic or political or social uncertainties could interrupt and negatively affect our business operations or customer demand. The slowdown in economic growth or high unemployment in some emerging markets could constrain consumer spending, and declining consumer purchasing power could adversely impact our profitability. Dynamics associated with the federal and state debt and budget challenges in the United States could adversely affect us. All of these factors could result in increased costs or decreased revenues, and could materially and adversely affect our product sales, financial condition and results of operations. There may be uncertainty as a result of key global events during 2024 that are expected to continue throughout 2025. For example, rising interest rates and inflation, recessionary pressures, geopolitical uncertainty, including wars and conflicts, fiscal and monetary policy uncertainty, international trade disputes, as well as ongoing terrorist activity, may adversely impact global stock markets (including The New York Stock Exchange on which our common shares are traded) and general global economic conditions. All of these factors are outside of our control but may nonetheless cause us to adjust our strategy in order to compete effectively in global markets.

Our performance is affected by general economic, political and social conditions and taxation policies*.*

*C*ustomer and consumer demand for our products may be impacted by the negative impacts caused by pandemics and public health crises, recession, financial and credit market disruptions, government shutdowns or other economic downturns in the United States or other nations. Our results in the past have been, and in the future may continue to be, materially affected by changes in general economic, political and social conditions in the United States and other countries, including the interest rate environment in which we conduct business, the financial markets through which we access capital and currency, trade policy, political and social unrest and terrorist acts in the United States or other countries in which we carry on business.

Deteriorating economic conditions in our major markets, such as inflation, economic slowdowns or recessions, increased unemployment, decreases in disposable income, declines in consumer confidence, could result in reductions in sales of our products, reduced acceptance of innovations, and increased price competition. Such deterioration in any of the countries in which we do business could also cause slower collections on accounts receivable which may adversely impact our liquidity and financial condition.

Financial institutions may be negatively impacted by economic conditions, including rising inflation and interest rates, and may consolidate or cease to do business which could result in a tightening in the credit markets, a low level of liquidity in many financial markets, and increased volatility in fixed income, credit, currency and equity markets. Adverse macroeconomic conditions have increased volatility and pricing in the capital markets and as a result, we may not have access to preferred sources of liquidity when needed or on terms we find acceptable, causing our borrowing costs could increase. An economic or credit crisis could impair credit availability and our ability to raise capital when needed. A disruption in the financial markets may have a negative effect on our derivative counterparties and could impair our banking or other business partners, on whom we rely for access to capital and as counterparties to our derivative contracts. Any of these events would likely harm our business, results of operations and financial condition.

Our operations face significant foreign currency exchange rate exposure and currency restrictions which could negatively impact our operating results*.*

We hold assets and incur liabilities, earn revenue and pay expenses in a variety of currencies other than the U.S. dollar, including the euro, British pound, Australian dollar, Canadian dollar, Mexican peso, Brazilian real, and Nigerian Naira. Because our consolidated financial statements are presented in U.S. dollars, we must translate our assets, liabilities, revenue and expenses into U.S. dollars at then-applicable exchange rates and face exposure to adverse movements in foreign currency exchange rates. For example, during the second quarter of 2023, the Nigerian government removed certain currency restrictions over the Nigerian Naira leading to a significant decline in the exchange rate of the Naira to the U.S. dollar on the official market in Nigeria, with elevated inflation rates continuing. As a result of this decline in the exchange rate, the U.S. dollar value of the assets, liabilities, expenses and revenues of our Nigerian business in our consolidated financial statements decreased significantly compared to prior periods. In the fourth quarter of 2024, we determined that Nigeria is considered a highly inflationary economy for US GAAP purposes.

Geopolitical and international regulatory events, uncertainty or other factors may have a negative effect on global economic conditions, financial markets and our business.

Global political uncertainties, disruptions or major regulatory or policy changes, and/or the enforcement thereof may affect our business, financial performance, operations or products, including the ongoing impact of changes in international trade policies (for example, the United Kingdom's exit from the European Union). Additionally, there is risk arising out of the complex relationships among the United States and the countries in which we conduct our business, that political, diplomatic, and national security factors can lead to global trade restrictions and changes in trade policies and export regulations that affect our industry and our business. The United States and other countries have imposed and may continue to impose new trade restrictions and export regulations, have levied tariffs and taxes on certain goods, and could significantly increase tariffs on a broad array of goods. Trade restrictions and export regulations, or increases in tariffs and additional taxes, including those imposed or pending imposition by the current U.S. presidential administration on imports from Canada, Mexico and China, and retaliatory measures imposed by various governments, can negatively impact our supply chain complexity and our manufacturing costs, decrease margins, or restrict our ability to sell products, provide services or purchase supplies, any or all of which could have a material and adverse effect on our business, results of operations, or financial condition.

While trading through Brexit has become normal course of business, we continue to closely monitor and manage our inventory levels of imported raw materials, packaging and finished goods in the UK. We have made investments in resources, systems and processes to meet the new ongoing requirements and we work to mitigate disruptions to our local supply chain and distribution to reduce the impact on our input and distribution costs. As the EU and U.K. amend legislation and regulation post-Brexit, there is a risk of increased divergence between the EU and U.K. regulatory regimes and we continue to monitor for divergence in regulatory rules which could impact our supply chain operations. Despite our efforts to control costs, we have continued to see inflationary cost pressures rise in our UK business this year, as we have also experienced in other markets. If the UK's exit from, or new trade arrangements with, the EU negatively impact the UK economy or result in disagreements on trade terms then the impact to our operations, financial condition and cash flows could be material.

Potential liabilities and costs from litigation could adversely affect our business.

There is no guarantee that we will be successful in defending ourselves in civil, criminal or regulatory actions (inclusive of class action lawsuits and foreign litigation), including under general, commercial, employment, environmental, data privacy or security, intellectual property, food quality and safety, anti-trust and trade, advertising and marketing claims, consumer health claims, and environmental laws and regulations, or in asserting our rights under various laws. For example, our marketing or claims could face allegations of false or deceptive advertising or other criticisms which could end up in litigation and result in potential liabilities or costs. As a result, we could incur substantial costs and fees and/or damage to our reputation in defending ourselves or in asserting our rights in these actions or meeting new legal requirements. The costs and other effects of potential and pending litigation and administrative actions against us, and new legal requirements, cannot be determined with certainty and may differ from expectations. In addition, we may be impacted by litigation trends, including class action lawsuits involving consumers, employees, and shareowners, which could have a material adverse effect on our reputation, the market price of our common stock, results of operations and financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy. Kellanova has established a cybersecurity program (the “program”) that is designed based on reviewing industry common practices and recognized frameworks (i.e., NIST and ISO, among others). The Company works to evolve its program to address material risks from cybersecurity threats. The program is developed from a top-down strategic risk management approach.

The program includes processes that identify how security measures and controls are developed, implemented, and maintained, as well as cybersecurity and information security training and awareness. The program includes a risk management process designed to identify internal and external cybersecurity threats and vulnerabilities to the Company’s business and operations, assess the likelihood and potential impact of the threats and vulnerabilities to the Company, and assess and prioritize the risks from cybersecurity threats and vulnerabilities to inform action plans and strategies to mitigate and manage these risks. The program’s risk assessment process, based on a method and guidance from a recognized national standards organization, is conducted annually. The risk assessment along with risk-based analysis and judgment are used to select security controls to address risks. During this process, the following factors, among others, are considered: recognized frameworks, likelihood and severity of risk, impact on the Company and others if a risk materializes, feasibility and cost of controls, and impact of controls on operations and others.

Third-party security firms are used in different capacities to provide or operate some of these controls and technology systems, including cloud-based services and platforms. For example, third parties are used to conduct assessments, such as vulnerability scans and penetration testing. The Company uses a variety of processes to address cybersecurity threats related to the use of third-party technology and services, including pre-acquisition diligence, imposition of contractual obligations, and performance monitoring.

The Company, as a part of its program has a documented cybersecurity incident response plan and conducts tabletop exercises to enhance incident response preparedness. Business continuity and disaster recovery plans are used to prepare for a potential disruption in technology we rely on. The Company is a member of cybersecurity intelligence and risk sharing organizations. Employees undergo security awareness training.

The Company has an Enterprise Risk Management (“ERM”) program to address enterprise risks, and cybersecurity is a risk category evaluated and identified by that function. One of the leaders of the ERM process is Kellanova’s Vice President, Internal Audit, and the process includes individuals with designated areas of focus and subject matter experts across Kellanova, including cybersecurity leaders. As the enterprise risk owner for cybersecurity, the Chief Digital and Information Officer supports the Chief Information Security Officer (“CISO”) and the information security team, which includes a Governance, Risk, and Compliance (GRC) function, to manage cybersecurity risk. The information security team collaborates on privacy and security governance.

Our computer systems have been and will likely continue to be subjected to cybersecurity threats. To date, we have not experienced a cyber security threat that has materially affected the Company, including its business strategy, results of operations, or financial conditions.

Additionally, in Item 1A Risk Factors under the headings of “Risks Related to Our Intellectual Property and Technology”, and “Technology failures, cyber incidents, privacy breaches or data breaches could disrupt our operations or reputation and negatively impact our business”, forward-looking cybersecurity threats that could have a material impact on the Company are discussed. Those sections of Item 1A should be read in conjunction with this Item 1C.

Governance. The Kellanova Board of Directors has risk oversight responsibility for Kellanova, which it administers directly and with assistance from its committees. Oversight of the information security program sits with the Audit Committee. The Audit Committee has oversight responsibilities with respect to ERM, including cybersecurity, information security and data protection risk exposures, and the steps management has taken to monitor and control these exposures. In addition to periodically providing the Executive Management Team with information and cybersecurity briefings, the Chief Digital and Information Officer (“CDIO”) and Chief Information Security Officer (“CISO”) provide at least biannual updates to the Audit Committee regarding cybersecurity, including on strategy and the Company's cybersecurity program. For cybersecurity incidents, the Company’s cybersecurity incident response plan includes a process for incidents to be evaluated for material impact. The escalation protocol includes reporting of security incidents to members of the Kellanova Executive Management Team and reporting of any cyber incidents that could have a material impact on the Company to the Audit Committee.

As mentioned above, the CISO is the management position with primary responsibility for the development, operation, and maintenance of our information security program. The Company’s CISO has work experience in various roles in risk management, including developing information and cybersecurity strategy/programs, information security audit and assessments, cybersecurity operations focused on identification, mitigation and response to cybersecurity threats. The CISO has experience leading enterprise global efforts to align systems to industry-accepted standards and practices, as well as regulatory compliance requirements. The CISO has degrees in the areas of management of information systems and cybersecurity, and also maintains several information security and technology certifications, including as a Certified Information System Security Professional ("CISSP") and Boardroom Certified Qualified Technology Expert ("QTE").

The CISO reports directly to the CDIO, who is a member of the Kellanova Executive Management Team. The Company's CDIO has technology experience overseeing and executing technology strategies in complex, global, and matrixed environments. The CDIO has been in role since February 2019, bringing experience from overseeing and executing technology as European CIO at the Company, and over 20 years of experience leading IT strategy and change initiatives in the consumer packaged goods and manufacturing industries.

ITEM 2. PROPERTIES

Our corporate headquarters are located in Chicago, Illinois and we maintain corporate offices and our principal research and development facilities in Battle Creek, Michigan.

We operated, as of February 21, 2025, offices, manufacturing plants and distribution and warehousing facilities totaling more than 32 million square feet of building area in the United States and other countries. Our plants have been designed and constructed to meet our specific production requirements, and we periodically invest money for capital and technological improvements. At the time of its selection, each location was considered to be favorable, based on the location of markets, sources of raw materials, availability of suitable labor, transportation facilities, location of our other plants producing similar products, and other factors. Our manufacturing facilities in the United States are located in San Jose, California; Rome, Georgia; Kansas City, Kansas; Pikeville, Kentucky; Grand Rapids and Wyoming, Michigan; Blue Anchor, New Jersey; Cary, North Carolina; Cincinnati and Zanesville, Ohio; Muncy, Pennsylvania; and Jackson, Tennessee.

Outside the United States, we had, as of February 21, 2025, additional manufacturing locations, some with warehousing facilities, in Australia, Belgium, Brazil, Colombia, Ecuador, Egypt, Ghana, Great Britain, India, Japan, Malaysia, Mexico, Nigeria, Poland, South Africa, South Korea, Spain, Thailand, and Turkey.

We own many of our principal properties, including our principal research and development center and manufacturing facilities in the United States, and no owned property is subject to any major lien or other encumbrance. We lease our corporate headquarters, our distribution facilities (including related warehousing facilities) and offices of non-plant locations. In general, we consider our facilities, taken as a whole, to be suitable, adequate, and of sufficient capacity for our current operations.

ITEM 3. LEGAL PROCEEDINGS

We are subject to various legal proceedings, claims, and governmental inspections, audits or investigations arising out of our business which cover matters such as general commercial, governmental regulations, antitrust and trade regulations, product liability, product labeling, environmental, intellectual property, employment and other actions. In the opinion of management, the ultimate resolution of these matters is not expected to have a material adverse effect on our financial position or results of operations.

ITEM 4. MINE SAFETY DISCLOSURE

Not applicable.

PART II

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

The principal market for trading Kellanova shares (Ticker symbol: K) is the New York Stock Exchange (NYSE). At December 28, 2024 there were approximately 21,967 shareholders of record.

In December 2022, the Board of Directors approved an authorization to repurchase up to $1.5 billion of the Company's common stock through December 2025. This authorization is intended to allow the Company to repurchase shares for general corporate purposes and to offset issuances for employee benefit programs.

The following table provides information with respect to purchases of common shares under programs authorized by our Board of Directors during the quarter ended December 28, 2024.

(millions, except per share data)

Period	(a) Total Number of Shares Purchased		(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs		(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
Month #1: 9/29/24-10/26/24	—	$	—	—	$	1,330
Month #2: 10/27/24-11/23/24	—	$	—	—	$	1,330
Month #3: 11/24/24-12/28/24	—	$	—	—	$	1,330

ITEM 6. OTHER INFORMATION

None.

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

Kellanova and Subsidiaries

RESULTS OF OPERATIONS

Business overview

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to help the reader understand Kellanova, our operations and our present business environment. MD&A is provided as a supplement to, and should be read in conjunction with, our Consolidated Financial Statements and the accompanying notes thereto contained in Item 8 of this Report.

For more than 115 years, consumers have counted on Kellanova for great-tasting, high-quality and nutritious foods. These foods include snacks, such as crackers, savory snacks, toaster pastries, cereal bars and bites; and convenience foods, such as ready-to-eat cereals, frozen waffles, veggie foods and noodles. Kellanova products are manufactured and marketed globally. Our MD&A references consumption and net sales in discussing our sales trends for certain categories and brands. We record net sales upon delivery of shipments to our customers. Consumption and share data noted within is based on Nielsen x-AOC or other comparable source, for the applicable period. Consumption refers to consumer purchases of our products from our customers. Unless otherwise noted, consumption and shipment trends are materially consistent.

Proposed merger

On August 13, 2024, the Company entered into the Merger Agreement, pursuant to which (and subject to the terms and conditions in the Merger Agreement) the Merger Sub will be merged with and into the Company, with the Company continuing as the surviving corporation. Each share of public common stock, par value $0.25 per share, of the Company issued and outstanding immediately prior to the Effective Time (other than shares owned by (i) the Company or its subsidiaries or Parent or its subsidiaries (including Acquiror and its subsidiaries) or (ii) stockholders who have properly exercised and perfected appraisal rights under Delaware law) will be automatically cancelled and converted into the right to receive $83.50 per share in cash, without interest.

Completion of the Merger is subject to customary closing conditions, including the receipt of required regulatory approvals. At a special meeting of shareowners held on November 1, 2024, the Company's shareowners approved the Merger Agreement. Currently, the Company expects the Merger to close in the first half of 2025; however, the exact timing of the completion of the Merger, if at all, cannot be predicted with any certainty.

For further discussion about the Merger, see Note 1 Accounting Policies – Proposed Merger, our Current Report on Form 8-K filed with the SEC on August 14, 2024, and our definitive proxy statement on Schedule 14A filed with the SEC on September 26, 2024. See the section titled, "Risk Factors" included under Part II, Item 1A of this Report for more information regarding risks associated with the Merger.

Separation transaction

On October 2, 2023, the Company completed the spin-off of its North American cereal business resulting in two independent public companies, Kellanova and WK Kellogg Co.

In accordance with applicable accounting guidance, the results of WK Kellogg Co are presented as discontinued operations in the Kellanova Consolidated Statement of Income and, as such, have been excluded from both continuing operations and segment results for fiscal years 2023 and 2022. The recast operating profit for 2023 and 2022 includes certain costs that are reported in continuing operations but relate to items that will be reimbursed by the transition services agreement ("TSA") with WK Kellogg Co. We expect that the costs for such services will be fully reimbursed under the TSA for the applicable future periods. Following the end of the TSA period, we expect that such costs will no longer be incurred by Kellanova.

The consolidated statements of cash flows for 2023 and 2022 are presented on a consolidated basis for both continuing operations and discontinued operations.

Nigerian Naira

During the second quarter of 2023, the Nigerian government removed certain currency restrictions over the Nigerian Naira leading to a significant decline in the exchange rate of the Naira to the U.S. dollar on the official market in

Nigeria. Exchange rates have declined further since the second quarter of 2023. As a result of the decline in the exchange rate, the U.S. dollar value of the assets, liabilities, expenses and revenues of our Nigerian business in our consolidated financial statements has decreased significantly compared to prior periods.

The country of Nigeria has continued to experience elevated inflation rates. As of the fourth quarter of 2024 Nigeria is considered a highly inflationary economy for US GAAP purposes. For financial statements of subsidiaries operating in highly inflationary economies, the U.S. dollar has been designated as the functional currency. Highly inflationary accounting requires monetary assets and liabilities, such as cash, receivables and payables, to be remeasured into U.S. dollars at the current exchange rate at the end of each period with the impact of any changes in exchange rates being recorded in other income and expense. Our Nigerian subsidiaries had a net monetary liability balance of approximately $128 million as of December 28, 2024. Non-monetary assets and liabilities, such as inventory, property, plant and equipment and intangible assets are carried forward at their historical dollar cost, which is calculated using the exchange rate at the date which hyperinflationary accounting is implemented. The impact of highly inflationary accounting during 2024 was not material but could become material in future periods subject to volatility in exchange rates.

The consolidated assets of our Nigerian business represented approximately 3% of our consolidated assets as of December 28, 2024, compared to 5% as of December 30, 2023. Net sales of our Nigerian business were 6% of our consolidated net sales for the year ended December 28, 2024 but could become a smaller percentage of our overall sales if exchange rates as of year-end persist or decline further in 2025.

In addition to our consolidated Nigerian business, the Company also has an investment in an unconsolidated entity, Tolaram Africa Foods PTE LTD, that holds an investment in a Nigerian food manufacturer. This investment is accounted for under the equity method of accounting and is evaluated for indicators of other than temporary impairment.

Segments

We manage our operations through four operating segments that are based on geographic location – North America which includes the U.S. businesses and Canada; Europe which consists principally of European countries; Latin America which consists of Central and South America and includes Mexico; and AMEA (Asia Middle East Africa) which consists of Africa, Middle East, Australia and other Asian and Pacific markets. These operating segments also represent our reportable segments.

Non-GAAP Financial Measures

This filing includes non-GAAP financial measures that we provide to management and investors that exclude certain items that we do not consider part of on-going operations. Reported results were prepared in accordance with U.S. GAAP, include all net sales and expenses recognized during the periods. Items excluded from our non-GAAP financial measures are discussed in the "Significant items impacting comparability" section of this filing. Our management team consistently utilizes a combination of GAAP and non-GAAP financial measures to evaluate business results, to make decisions regarding the future direction of our business, and for resource allocation decisions, including incentive compensation. As a result, we believe the presentation of both GAAP and non-GAAP financial measures provides investors with increased transparency into financial measures used by our management team and improves investors’ understanding of our underlying operating performance and in their analysis of ongoing operating trends. All historic non-GAAP financial measures have been reconciled with the most directly comparable GAAP financial measures.

Non-GAAP Financial Measures

Non-GAAP financial measures used for evaluation of performance include currency-neutral and organic net sales, adjusted and currency-neutral adjusted operating profit, adjusted and currency-neutral adjusted diluted earnings per share (EPS), adjusted and currency-neutral adjusted gross profit, adjusted and currency neutral adjusted gross margin, net debt and cash flow. We determine currency-neutral results by dividing or multiplying, as appropriate, the current-period local currency operating results by the currency exchange rates used to translate our financial statements in the comparable prior-year period to determine what the current period U.S. dollar operating results would have been if the currency exchange rate had not changed from the comparable prior-year period. These non-GAAP financial measures may not be comparable to similar measures used by other companies.

- Currency-neutral net sales and organic net sales: We adjust the GAAP financial measure to exclude the impact of foreign currency, resulting in currency-neutral net sales. In addition, we exclude the impact of acquisitions, divestitures, and foreign currency, resulting in organic net sales. We excluded the items which we believe may obscure trends in our underlying net sales performance. By providing these non-GAAP net sales measures, management intends to provide investors with a meaningful, consistent comparison of net sales performance for the Company and each of our reportable segments for the periods presented. Management uses these non-GAAP measures to evaluate the effectiveness of initiatives behind net sales growth, pricing realization, and the impact of mix on our business results. These non-GAAP measures are also used to make decisions regarding the future direction of our business, and for resource allocation decisions.

- Adjusted: gross profit, gross margin, operating profit, operating margin, and diluted EPS: We adjust the GAAP financial measures to exclude the effect of restructuring programs, costs of the separation transaction, costs of the proposed merger, mark-to-market adjustments for pension plans (service cost, interest cost, expected return on plan assets, and other net periodic pension costs are not excluded), commodity contracts, certain equity investments and certain foreign currency contracts, and other costs impacting comparability resulting in adjusted. We excluded the items which we believe may obscure trends in our underlying profitability. By providing these non-GAAP profitability measures, management intends to provide investors with a meaningful, consistent comparison of the Company's profitability measures for the periods presented. Management uses these non-GAAP financial measures to evaluate the effectiveness of initiatives intended to improve profitability, as well as to evaluate the impacts of inflationary pressures and decisions to invest in new initiatives within each of our segments.

- Currency-neutral adjusted: gross profit, gross margin, operating profit, operating margin, and diluted EPS: We adjust the GAAP financial measures to exclude the effect of restructuring programs, costs of the separation transaction, costs of the proposed merger, mark-to-market adjustments for pension plans (service cost, interest cost, expected return on plan assets, and other net periodic pension costs are not excluded), commodity contracts, certain equity investments and certain foreign currency contracts, other costs impacting comparability, and foreign currency, resulting in currency-neutral adjusted. We excluded the items which we believe may obscure trends in our underlying profitability. By providing these non-GAAP profitability measures, management intends to provide investors with a meaningful, consistent comparison of the Company's profitability measures for the periods presented. Management uses these non-GAAP financial measures to evaluate the effectiveness of initiatives intended to improve profitability, as well as to evaluate the impacts of inflationary pressures and decisions to invest in new initiatives within each of our segments.

- Adjusted other income (expense): We adjust the GAAP financial measure to exclude the effect of restructuring programs, mark-to-market adjustments for pension plans (service cost, interest cost, expected return on plan assets, and other net periodic pension costs are not excluded) and certain equity investments, losses resulting from divestitures, and other costs impacting comparability. We excluded the items which we believe may obscure trends in our underlying profitability. By providing this non-GAAP measure, management intends to provide investors with a meaningful, consistent comparison of the Company's other income (expense), excluding the impact of the items noted above, for the periods presented. Management uses these non-GAAP financial measures to evaluate the effectiveness of initiatives intended to improve profitability.

- Adjusted effective income tax rate: We adjust the GAAP financial measures to exclude the effect of restructuring programs, costs of the separation transaction, costs of the proposed merger, mark-to-market adjustments for pension plans (service cost, interest cost, expected return on plan assets, and other net periodic pension costs are not excluded), commodity contracts, certain equity investments, and certain foreign currency contracts, and other costs impacting comparability. We excluded the items which we believe may obscure trends in our pre-tax income and the related tax effect of those items on our adjusted effective income tax rate, and other impacts to tax expense. By providing this non-GAAP measure, management intends to provide investors with a meaningful, consistent comparison of the Company's effective tax rate, excluding the pre-tax income and tax effect of the items noted above, for the periods presented. Management uses this non-GAAP measure to monitor the effectiveness of initiatives in place to optimize our global tax rate.

- Net debt: Defined as the sum of long-term debt, current maturities of long-term debt and notes payable, less cash and cash equivalents, and marketable securities. With respect to net debt, cash and cash equivalents, and marketable securities are subtracted from the GAAP measure, total debt liabilities, because they could be used to reduce the Company's debt obligations. Company management and investors use this non-GAAP measure to evaluate changes to the Company's capital structure and credit quality assessment.

- Free cash flow: Defined as net cash provided by operating activities reduced by expenditures for property additions. Free cash flow does not represent the residual cash flow available for discretionary expenditures. We use this non-GAAP financial measure of free cash flow to focus management and investors on the amount of cash available for debt repayment, dividend distributions, acquisition opportunities, and share repurchases once all of the Company's business needs and obligations are met. Additionally, certain performance-based compensation includes a component of this non-GAAP measure.

These measures have not been calculated in accordance with GAAP and should not be viewed as a substitute for GAAP reporting measures.

Significant items impacting comparability

Mark-to-market

We recognize mark-to-market adjustments for pension and postretirement benefit plans, commodity contracts, and certain foreign currency contracts as incurred. Actuarial gains/losses for pension plans were recognized in the year they occur. Mark-to-market gains/losses for certain equity investments are recorded based on observable price changes. Changes between contract and market prices for commodities contracts and certain foreign currency contracts result in gains/losses that were recognized in the quarter they occur. We recorded a pre-tax mark-to-market gain of $155 million in 2024, a pre-tax mark-to-market loss of $163 million for 2023, and a pre-tax mark-to-market loss of $369 million for 2022. Included within the aforementioned totals was a pre-tax mark-to-market gain for pension plans of $14 million for 2024, a pre-tax mark-to-market loss for pension plans of $146 million for 2023, and a pre-tax mark-to-market loss for pension plans of $229 million for 2022.

Separation costs

The Company successfully completed the separation of its North America cereal business on October 2, 2023. As a result, we incurred pre-tax charges related to the separation, primarily related to legal and consulting costs, of $36 million for 2024, $60 million for 2023, and $8 million for 2022.

Network optimization

Costs related to reorganizations to increase the productivity and efficiency of the Company's supply chain. As a result, we incurred pre-tax charges, primarily related to severance and asset impairment, of $143 million for the year ended December 28, 2024.

Proposed merger costs

In August 2024, the Company entered into the Merger Agreement under which Mars has agreed to acquire Kellanova, subject to customary closing conditions, including the receipt of required regulatory approvals. In conjunction with the agreement, we incurred pre-tax charges, primarily related to legal and consulting costs, of $30 million for the year ended December 28, 2024.

Gain on sale of property

In December 2024, the Company sold property resulting in a gain of $23 million.

Business and portfolio realignment

One-time costs related to reorganizations in support of our Deploy for Growth priorities and a reshaped portfolio; investments in enhancing capabilities prioritized by our Deploy for Growth strategy; and completed and prospective divestitures and acquisitions. As a result, we incurred pre-tax charges, primarily related to reorganizations of $7 million in 2024, $2 million in 2023, and $15 million in 2022.

Domestic tax benefit

In September 2024, the Company entered into an agreement to sell a foreign subsidiary in Egypt. In conjunction with the agreement, we recognized a tax benefit of $41 million for the year ended December 28, 2024 related to the excess of tax basis over book on our investment in the subsidiary.

Intangible Asset Impairment

During the fourth quarter of 2023, the Company completed its annual impairment testing and determined the fair value of an intangible asset did not exceed its carrying value. As a result, we incurred pre-tax charges related to the impairment of $34 million for 2023.

Loss related to divestiture

During the third quarter of 2023, the Company completed the sale of the Russian business. As a result of completing the transaction, the Company recorded a non-cash loss on the transaction of approximately $113 million, primarily related to the release of historical currency translation adjustments.

Valuation allowance

During the fourth quarter of 2023, the Company recorded a valuation allowance on deferred tax assets of $21 million in conjunction with the separation of our North America cereal business.

Foreign currency translation

We evaluate the operating results of our business on a currency-neutral basis. We determine currency-neutral operating results by dividing or multiplying, as appropriate, the current period local currency operating results by the currency exchange rates used to translate our financial statements in the comparable prior year period to determine what the current period U.S. dollar operating results would have been if the currency exchange rate had not changed from the comparable prior-year period. Organic net sales exclude the impact of acquisitions, including the foreign currency impact calculated by applying the prior year foreign currency rates to current period results.

Financial results

For the full year ended December 28, 2024, our reported net sales decreased 2.8% versus the prior year due to adverse foreign currency translation, the extended impact of elasticity on volume, and the mid-2023 divestiture of its business in Russia, partially offset by positive price/mix. Organic net sales increased 5.6% from the prior year after excluding the impact of foreign currency.

Reported operating profit increased 24.4% versus the prior year due to a favorable swing in mark-to-market impacts, improvement in gross profit margin due to productivity and moderating supply chain cost inflation, and the reimbursement for transition services provided to WK Kellogg Co. Currency-neutral adjusted operating profit increased 21.3%, after excluding the impact of mark-to-market, network optimization, separation costs, proposed merger costs, intangible asset impairment, gain on property sale, and foreign currency.

Reported diluted EPS of $3.88 for the year increased 72.4% compared to the prior year EPS of $2.25 due to the higher operating profit, a positive swing in mark-to-market impacts, and a positive swing in one-time tax items. Currency-neutral adjusted diluted EPS of $3.92 for the year increased 21.4% compared to prior year EPS of $3.23, after excluding the impact of significant items impacting comparability.

Reconciliation of certain non-GAAP Financial Measures

Consolidated results (dollars in millions, except per share data)		**2024**		2023
Reported net income attributable to Kellanova	**$**	**1,343**	$	951
Mark-to-market (pre-tax)		**155**		(163)
Separation costs (pre-tax)		**(36)**		(60)
Network optimization (pre-tax)		**(143)**		—
Proposed merger costs (pre-tax)		**(30)**		—
Business and portfolio realignment (pre-tax)		**(7)**		(2)
Intangible asset impairment (pre-tax)		**—**		(34)
Loss on divestiture		**—**		(113)
Gain on property sale (pre-tax)		**23**		—
Income tax impact applicable to adjustments, net*		**5**		55
Valuation allowance		**—**		(21)
Domestic tax benefit		**41**		—
Adjusted net income attributable to Kellanova	**$**	**1,336**	$	1,289
Foreign currency impact		**(22)**		—
Currency-neutral adjusted net income attributable to Kellanova		**1,358**	$	1,289
Reported diluted EPS	**$**	**3.88**	$	2.25
Mark-to-market (pre-tax)		**0.45**		(0.47)
Separation costs (pre-tax)		**(0.10)**		(0.17)
Network optimization (pre-tax)		**(0.41)**		—
Proposed merger costs (pre-tax)		**(0.09)**		—
Business and portfolio realignment (pre-tax)		**(0.03)**		(0.01)
Intangible asset impairment (pre-tax)		**—**		(0.10)
Loss on divestiture		**—**		(0.33)
Gain on property sale (pre-tax)		**0.07**		—
Income tax impact applicable to adjustments, net*		**0.01**		0.17
Valuation allowance		**—**		(0.06)
Domestic tax benefit		**0.12**		—
Adjusted diluted EPS	**$**	**3.86**	$	3.23
Foreign currency impact		**(0.06)**		—
Currency-neutral adjusted diluted EPS		**3.92**	$	3.23
Currency-neutral adjusted diluted EPS growth		**21.4 %**		

Note: Tables may not foot due to rounding.
For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.
* Represents the estimated income tax effect on the reconciling items, using weighted-average statutory tax rates, depending upon the applicable jurisdiction.

Net sales and operating profit

2024 compared to 2023

The following tables provide an analysis of net sales and operating profit performance for 2024 versus 2023:

Year ended December 28, 2024

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported net sales	**$ 6,580**	**$ 2,499**	**$ 1,261**	**$ 2,413**	**$ (4)**	**$ 12,749**
Foreign currency	**(5)**	**19**	**(63)**	**(1,009)**	**—**	**(1,058)**
Organic net sales	**$ 6,586**	**$ 2,479**	**$ 1,324**	**$ 3,422**	**$ (4)**	**$ 13,807**

Year ended December 30, 2023

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported net sales	$ 6,574	$ 2,501	$ 1,265	$ 2,785	$ (4)	$ 13,122
Divestitures	—	48	—	—	—	48
Organic net sales	$ 6,574	$ 2,453	$ 1,265	$ 2,785	$ (4)	$ 13,073

% change - 2024 vs. 2023:						
Reported growth	**0.1 %**	**(0.1)%**	**(0.3)%**	**(13.3)%**	**n/m**	**(2.8)%**
Foreign currency	(0.1)%	0.8 %	(4.9)%	(36.2)%	n/m	(8.0)%
Currency-neutral growth	**0.2 %**	**(0.9)%**	**4.6 %**	**22.9 %**	**n/m**	**5.2 %**
Divestitures	— %	(2.0)%	— %	— %	n/m	(0.4)%
Organic growth	**0.2 %**	**1.1 %**	**4.6 %**	**22.9 %**	**n/m**	**5.6 %**
Volume (tonnage)	(0.8)%	(4.5)%	1.3 %	(0.5)%	n/m	(1.1)%
Pricing/mix	1.0 %	5.6 %	3.3 %	23.4 %	n/m	6.7 %

Note: Tables may not foot due to rounding.
For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

Year ended December 28, 2024

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported operating profit	**$ 1,272**	**$ 319**	**$ 142**	**$ 298**	**$ (158)**	**$ 1,873**
Mark-to-market	**—**	**—**	**7**	**—**	**162**	**168**
Separation costs	**(29)**	**—**	**—**	**—**	**(6)**	**(36)**
Network Optimization	**(65)**	**(79)**	**—**	**—**	**—**	**(143)**
Business and portfolio realignment	**(3)**	**—**	**—**	**(1)**	**(3)**	**(7)**
Gain on property sale	**—**	**—**	**—**	**23**	**—**	**23**
Proposed merger costs	**—**	**—**	**—**	**—**	**(30)**	**(30)**
Adjusted operating profit	**$ 1,370**	**$ 398**	**$ 136**	**$ 276**	**$ (280)**	**$ 1,899**
Foreign currency impact	**(1)**	**5**	**(5)**	**(63)**	**—**	**(63)**
Currency-neutral adjusted operating profit	**$ 1,370**	**$ 393**	**$ 141**	**$ 339**	**$ (280)**	**$ 1,962**

Year ended December 30, 2023

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported operating profit	$ 1,024	$ 357	$ 130	$ 270	$ (276)	$ 1,505
Mark-to-market	—	—	(3)	—	(14)	(17)
Intangible asset impairment	(34)	—	—	—	—	(34)
Separation costs	(42)	—	(3)	—	(14)	(60)
Business and portfolio realignment	—	1	(2)	—	(1)	(2)
Adjusted operating profit	$ 1,100	$ 356	$ 138	$ 270	$ (247)	$ 1,618

% change - 2024 vs. 2023:

	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported growth	**24.3 %**	**(10.7)%**	**9.5 %**	**10.3 %**	**42.7 %**	**24.4 %**
Mark-to-market	— %	— %	7.3 %	— %	64.9 %	12.4 %
Intangible asset impairment	4.0 %	— %	— %	— %	— %	2.4 %
Separation costs	2.0 %	— %	2.2 %	— %	4.5 %	1.9 %
Network optimization	(5.9) %	(22.1)%	— %	— %	— %	(8.9)%
Business and portfolio realignment	(0.3) %	(0.2)%	1.5 %	(0.3)%	(0.9)%	(0.3)%
Gain on property sale	— %	— %	— %	8.6 %	— %	1.4 %
Proposed merger costs	— %	— %	— %	— %	(12.3)%	(1.9)%
Adjusted growth	**24.5 %**	**11.6 %**	**(1.5)%**	**2.0 %**	**(13.5)%**	**17.3 %**
Foreign currency impact	— %	1.3 %	(3.5)%	(23.3)%	0.1 %	(4.0)%
Currency-neutral adjusted growth	**24.5 %**	**10.3 %**	**2.0 %**	**25.3 %**	**(13.6)%**	**21.3 %**

Note: Tables may not foot due to rounding.
For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

North America

Reported net sales increased 0.1% year on year, as the positive impact of prior-year revenue growth management actions more than offset pressure on volume from prolonged industry-wide demand softness. Organic net sales increased 0.2% after excluding the impact of foreign currency.

Net sales % change - 2024 vs. 2023:

North America	Reported Net Sales Growth	Foreign Currency	Currency-Neutral Net Sales Growth	Divestiture	Organic Net Sales Growth
Snacks	**0.1 %**	(0.1)%	**0.2 %**	— %	0.2 %
Frozen	**0.1 %**	(0.2)%	**0.3 %**	— %	0.3 %

North America snacks net sales increased 0.1% driven by growth in *Pringles*.

North America frozen foods net sales increased 0.1% on volume growth in *Eggo*.

North America operating profit increased by 24% reflecting productivity and moderating supply chain cost pressures, as well as the reimbursement for expenses related to transition services provided to WK Kellogg Co, all of which was partially offset by costs of network optimization and separation costs. Currency-neutral adjusted operating profit increased 25%, after excluding the impact of network optimization, separation costs, intangible asset impairment, and business and portfolio realignment.

Europe

Reported net sales decreased 0.1%, reflecting price/mix growth and positive foreign currency translation, offset by the mid-2023 divestiture of our operations in Russia, and prolonged softness in its categories. Organic net sales increased 1.1% after excluding the impact of the divestiture and foreign currency.

Net sales % change - 2024 vs. 2023:

Europe	Reported Net Sales Growth	Foreign Currency	Currency-Neutral Net Sales Growth	Divestiture	Organic Net Sales Growth
Snacks	**1.5 %**	0.6 %	**0.9 %**	(2.0)%	2.9 %
Cereal	**(2.1)%**	1.0 %	**(3.1)%**	(1.9)%	(1.2)%

Snacks net sales growth was led by sustained momentum in *Pringles* and price/mix growth across key markets.

Cereal net sales declined slightly on a reported basis primarily due to the divestiture.

Reported operating profit decreased by 11%, reflecting charges related to a manufacturing network optimization project, the divestiture, and increased brand building investment, partially offset by favorable foreign currency translation, productivity, and reduced overhead. Currency-neutral adjusted operating profit increased 10% after excluding the impact of the divestiture and foreign currency.

Latin America

Reported net sales decreased 0.3% as adverse foreign currency translation offset growth in volume and price/mix. Organic net sales increased 4.6%, after excluding the impact of foreign currency.

Net sales % change - 2024 vs. 2023:

Latin America	Reported Net Sales Growth	Foreign Currency	Currency-Neutral Net Sales Growth	Divestiture	Organic Net Sales Growth
Snacks	**(0.9)%**	(6.1)%	**5.2 %**	— %	5.2 %
Cereal	**0.1 %**	(4.3)%	**4.4 %**	— %	4.4 %

Snacks net sales were down slightly as unfavorable foreign currency offset price/mix growth.

Cereal net sales increased slightly as volume growth was largely offset by unfavorable foreign currency.

Reported operating profit increased by 9.5%, due to a favorable swing in mark-to-market impacts along with productivity and lower supply chain cost pressures, partially offset by adverse foreign currency translation. Currency-neutral adjusted operating profit increased 2.0% after excluding the impact of mark-to-market and foreign currency.

AMEA

Reported net sales decreased 13%, as significantly adverse foreign currency translation driven by the devaluation of the Nigerian Naira more than offset growth in price/mix. Organic net sales increased 23% after excluding foreign currency.

Net sales % change - 2024 vs. 2023:

AMEA	Reported Net Sales Growth	Foreign Currency	Currency-Neutral Net Sales Growth	Divestiture	Organic Net Sales Growth
Snacks	**0.8 %**	(5.9)%	**6.7 %**	— %	6.7 %
Cereal	**(3.2)%**	(5.4)%	**2.2 %**	— %	2.2 %
Noodles and Other	**(29.3)%**	(77.2)%	**47.9 %**	— %	47.9 %

Snacks net sales increased due primarily to strong growth in *Pringles* across the region.

Cereal net sales declined on a reported basis, as unfavorable foreign currency more than offset higher price/mix growth.

Noodles and other net sales decreased due to unfavorable foreign currency that more than offset growth in volume and price/mix.

Reported operating profit increased by 10%, as price/mix growth and a gain on the sale of property more than offset significantly adverse foreign currency translation. Currency-neutral adjusted operating profit increased 25%, after excluding the gain on sale of property, and the impact of foreign currency.

Corporate

Reported operating profit increased significantly versus the prior year due primarily to favorable mark-to-market year over year impacts. Currency-neutral adjusted operating profit decreased $33 million from the prior year after excluding the impact of mark-to-market, proposed merger costs, and separation costs.

Net sales and operating profit

2023 compared to 2022

The following tables provide an analysis of net sales and operating profit performance for 2023 versus 2022:

Year ended December 30, 2023

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported net sales	**$ 6,574**	**$ 2,501**	**$ 1,265**	**$ 2,785**	**$ (4)**	**$ 13,122**
Foreign currency impact	**(9)**	**54**	**86**	**(643)**	**—**	**(513)**
Organic net sales	**$ 6,583**	**$ 2,448**	**$ 1,179**	**$ 3,428**	**$ (3)**	**$ 13,635**

Year ended December 31, 2022

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported net sales	$ 6,330	$ 2,310	$ 1,088	$ 2,933	$ (9)	$ 12,653
Divestitures	—	68	—	—	—	68
Organic net sales	$ 6,330	$ 2,243	$ 1,088	$ 2,933	$ (9)	$ 12,585

% change - 2023 vs. 2022:	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported growth	**3.8 %**	**8.3 %**	**16.3 %**	**(5.1)%**	**n/m**	**3.7 %**
Foreign currency	(0.2)%	2.3 %	7.9 %	(22.0)%	n/m	(4.1)%
Currency-neutral growth	**4.0 %**	**6.0 %**	**8.4 %**	**16.9 %**	**n/m**	**7.8 %**
Divestitures	— %	(3.2)%	— %	— %	n/m	(0.5)%
Organic growth	**4.0 %**	**9.2 %**	**8.4 %**	**16.9 %**	**n/m**	**8.3 %**
Volume (tonnage)	(6.1)%	(6.2)%	(7.0)%	0.8 %	n/m	(4.0)%
Pricing/mix	10.1 %	15.4 %	15.4 %	16.1 %	n/m	12.3 %

Note: Tables may not foot due to rounding.
For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

Year ended December 30, 2023

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported operating profit	**$ 1,024**	**$ 357**	**$ 130**	**$ 270**	**$ (276)**	**$ 1,505**
Mark-to-market	**—**	**—**	**(3)**	**—**	**(14)**	**(17)**
Separation costs	**(42)**	**—**	**(3)**	**—**	**(14)**	**(60)**
Business and portfolio realignment	**—**	**1**	**(2)**	**—**	**(1)**	**(2)**
Intangible asset impairment	**(34)**	**—**	**—**	**—**	**—**	**(34)**
Adjusted operating profit	**$ 1,100**	**$ 356**	**$ 138**	**$ 270**	**$ (247)**	**$ 1,618**
Foreign currency impact	**—**	**9**	**10**	**(32)**	**4**	**(10)**
Currency-neutral adjusted operating profit	**$ 1,101**	**$ 348**	**$ 128**	**$ 303**	**$ (251)**	**$ 1,628**

Year ended December 31, 2022

(millions)	North America	Europe	Latin America	AMEA	Corporate	Kellanova Consolidated
Reported operating profit	$ 907	$ 329	$ 116	$ 252	$ (393)	$ 1,212
Mark-to-market	—	—	(2)	—	(138)	(140)
Separation costs	(8)	—	—	—	—	(8)
Business and portfolio realignment	(12)	1	—	—	(4)	(15)
Adjusted operating profit	$ 927	$ 328	$ 118	$ 252	$ (252)	$ 1,374

% change - 2023 vs. 2022:						
Reported growth	**12.8 %**	**8.5 %**	**12.0 %**	**7.1 %**	**29.9 %**	**24.3 %**
Mark-to-market	— %	— %	(0.5)%	— %	32.3 %	11.7 %
Separation costs	(3.6)%	— %	(2.6)%	— %	(5.6)%	(3.7)%
Business and portfolio realignment	1.5 %	— %	(1.6)%	— %	1.1 %	1.2 %
Intangible asset impairment	(3.8)%	— %	— %	— %	— %	(2.6)%
Adjusted growth	**18.7 %**	**8.5 %**	**16.7 %**	**7.1 %**	**2.1 %**	**17.7 %**
Foreign currency impact	— %	2.6 %	8.7 %	(12.8)%	1.8 %	(0.7)%
Currency-neutral adjusted growth	**18.7 %**	**5.9 %**	**8.0 %**	**19.9 %**	**0.3 %**	**18.4 %**

Note: Tables may not foot due to rounding.
For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

North America

Reported net sales increased 3.8% versus the prior year as a result of price/mix growth that more than offset rising price elasticity. Organic net sales increased 4.0% after excluding the impact of foreign currency.

Net sales % change - 2023 vs. 2022:

North America	Reported Net Sales Growth	Foreign Currency	Organic Net Sales Growth
Snacks	**4.6 %**	(0.1)%	**4.7 %**
Frozen	**(0.4)%**	(0.2)%	**(0.2)%**

North America snacks net sales increased 4.6% on price/mix growth in crackers, salty snacks, and portable wholesome snacks.

North America frozen foods net sales decreased 0.4%, as rising price elasticities offset price/mix growth.

North America operating profit increased 12.8% compared to the prior year due to higher net sales, recovery of gross margin, and reimbursement for transition services provided to WK Kellogg Co. These impacts were partially offset by a $34 million impairment charge taken on an intangible asset during the fourth quarter. Currency-neutral adjusted operating profit increased 18.7%, after excluding the impact of separation costs, intangible asset impairment, and business and portfolio realignment.

Europe

Reported net sales increased 8.3% due primarily to favorable price/mix, momentum in snacks, and favorable foreign currency translation. Organic net sales increased 9.2% after excluding the impact of the divestiture of our business in Russia and foreign currency.

Net sales % change - 2023 vs. 2022:

Europe	Reported Net Sales Growth	Foreign Currency	Currency-Neutral Net Sales growth	Divestiture	Organic Net Sales Growth
Snacks	**16.0 %**	2.7 %	**13.3 %**	(3.7)%	**17.0 %**
Cereal	**(0.2)%**	1.9 %	**(2.1)%**	(2.7)%	**0.6 %**

Snacks net sales growth was led by sustained momentum in *Pringles*, with growth across key markets.

Cereal net sales declined slightly on a reported basis primarily due to unfavorable foreign currency.

Reported operating profit increased 8.5% due primarily to higher net sales and favorable foreign currency. Currency-neutral adjusted operating profit increased 5.9% after excluding the impact of foreign currency.

Latin America

Reported net sales increased 16.3% driven by strong price/mix growth and favorable foreign currency translation, with growth in snacks and cereal. Organic net sales increased 8.4%, after excluding the impact of foreign currency.

Net sales % change - 2023 vs. 2022:

Latin America	Reported Net Sales Growth	Foreign Currency	Organic Net Sales Growth
Snacks	**12.4 %**	5.6 %	**6.8 %**
Cereal	**18.9 %**	9.5 %	**9.4 %**

Snacks net sales growth was led by double-digit consumption growth in key markets for salty snacks, including Mexico and Brazil.

Cereal net sales increased due to share gains in key markets, notably Mexico.

Reported operating profit increased 12.0% due to higher net sales and favorable foreign currency translation. Currency-neutral adjusted operating profit increased 8.0% after excluding the impact of mark-to-market and foreign currency.

AMEA

Reported net sales decreased 5.1% driven by unfavorable foreign currency primarily due to the devaluation of the Nigerian Naira, which more than offset growth in volume and price/mix. Organic net sales increased 16.9% after excluding foreign currency.

Net sales % change - 2023 vs. 2022:

AMEA	Reported Net Sales Growth	Foreign Currency	Organic Net Sales Growth
Snacks	**8.3 %**	(7.3)%	**15.6 %**
Cereal	**(1.0)%**	(7.0)%	**6.0 %**
Noodles and other	**(14.0)%**	(38.4)%	**24.4 %**

Snacks net sales increased due primarily to strong growth in *Pringles* across the region.

Cereal net sales declined on a reported basis, as unfavorable foreign currency more than offset higher price/mix.

Noodles and other net sales decreased due to unfavorable foreign currency that more than offset higher volume and price/mix growth.

Reported operating profit increased 7.1% due primarily to the recovery of gross margins partially offset by unfavorable foreign currency. Currency-neutral adjusted operating profit increased 19.9%, after excluding the impact of foreign currency.

Corporate

Reported operating profit increased significantly versus the prior year due primarily to less unfavorable mark-to-market impacts. Currency-neutral adjusted operating profit increased $1 million from the prior year after excluding the impact of mark-to-market and separation costs.

Margin performance

2024 versus 2023 gross margin performance was as follows:

			Change vs. prior year (pts.)
	2024	2023	
Reported gross margin (a)	**35.6 %**	32.6 %	3.0
Mark-to-market	**1.3 %**	(0.1)%	1.4
Separation costs	**(0.1)%**	— %	(0.1)
Network optimization	**(1.1)%**	— %	(1.1)
Business and portfolio realignment	**— %**	— %	—
Gain on property sale	**0.2 %**	— %	0.2
Adjusted gross margin	**35.3 %**	32.7 %	2.6
Foreign currency impact	**1.3 %**	— %	1.3
Currency-neutral adjusted gross margin	**34.0 %**	32.7 %	1.3

Note: Tables may not foot due to rounding.
For information on the reconciling items in the table above, please refer to the Significant items impacting comparability section.
(a) Reported gross margin equals gross profit as a percentage of net sales. Gross profit is equal to net sales less cost of goods sold.

Reported gross margin increased 300 basis points versus the prior year due primarily to favorable mark-to-market, productivity and moderating supply chain cost inflation, reimbursement for transition services provided to WK Kellogg Co, and impact from select currency devaluations, partially offset by network optimization costs. Currency-neutral adjusted gross margin increased 130 basis points compared to 2023.

Our 2024 and 2023 currency-neutral adjusted gross profit is reconciled to the most comparable U.S. GAAP measures as follows:

(dollars in millions)	**2024**	2023
Reported gross profit (a)	**$ 4,544**	$ 4,283
Mark-to-market	**172**	(6)
Separation costs	**(11)**	(3)
Network optimization	**(143)**	—
Business and portfolio realignment	**—**	(2)
Gain on property sale	**23**	—
Adjusted gross profit	**4,503**	4,294
Foreign currency impact	**(185)**	—
Currency-neutral adjusted gross profit	**$ 4,689**	$ 4,294

Note: Tables may not foot due to rounding.
For more information on the reconciling items in the table above, please refer to the Significant items impacting comparability section.
(a) Gross profit is equal to net sales less cost of goods sold.

2023 versus 2022 gross margin performance was as follows:

	2023	2022	**Change vs. prior year (pts.)**
Reported gross margin (a)	**32.6 %**	30.1 %	2.5
Mark-to-market	**(0.1)%**	(1.1)%	1.0
Business and portfolio realignment	**— %**	(0.1)%	0.1
Adjusted gross margin	**32.7 %**	31.3 %	1.4
Foreign currency impact	**0.8 %**	— %	0.8
Currency-neutral adjusted gross margin	**31.9 %**	31.3 %	0.6

Note: Tables may not foot due to rounding.
For information on the reconciling items in the table above, please refer to the Significant items impacting comparability section.
(a) Reported gross margin equals gross profit as a percentage of net sales. Gross profit is equal to net sales less cost of goods sold.

Reported gross margin increased 250 basis points versus the prior year due primarily to less unfavorable mark-to-market impacts, higher service levels, and revenue growth management initiatives that were partially offset by high input cost inflation. Currency-neutral adjusted gross margin increased 60 basis points compared to 2022.

Our 2023 and 2022 currency-neutral adjusted gross profit is reconciled to the most comparable U.S. GAAP measures as follows:

(dollars in millions)	**2023**	2022
Reported gross profit (a)	**$ 4,283**	$ 3,811
Mark-to-market	**(6)**	(140)
Separation costs	**(3)**	—
Business and portfolio realignment	**(2)**	(5)
Adjusted gross profit	**4,294**	3,956
Foreign currency impact	**(58)**	—
Currency-neutral adjusted gross profit	**$ 4,352**	$ 3,956

Note: Tables may not foot due to rounding.
For more information on the reconciling items in the table above, please refer to the Significant items impacting comparability section.
(a) Gross profit is equal to net sales less cost of goods sold.

Foreign currency translation

The reporting currency for our financial statements is the U.S. dollar. Certain of our assets, liabilities, expenses and revenues are denominated in currencies other than the U.S. dollar, primarily in the euro, British pound, Mexican peso, Australian dollar, Canadian dollar, Brazilian real, Nigerian Naira, Russian ruble, Polish zloty, and Egyptian pound. To prepare our consolidated financial statements, we must translate those assets, liabilities, expenses and revenues into U.S. dollars at the applicable exchange rates. As a result, increases and decreases in the value of the U.S. dollar against these other currencies will affect the amount of these items in our consolidated financial statements, even if their value has not changed in their original currency. This could have significant impact on our results if such increase or decrease in the value of the U.S. dollar is substantial.

Interest expense and interest income

Interest expense was $311 million and $303 million for the years ended December 28, 2024 and December 30, 2023, respectively.

The increase from the prior year is due primarily to higher average interest rates on long-term debt outstanding after second quarter debt issuances.

Interest income (recorded in other income (expense), net) was $105 million and $101 million for the years ended December 28, 2024 and December 30, 2023, respectively. The increase from the prior year is due to slightly higher average cash deposits.

Income taxes

Our reported effective tax rate for 2024 and 2023 was 18.4% and 24.8%, respectively.

In September 2024, the Company entered into an agreement to sell a foreign subsidiary in Egypt. In conjunction with the agreement, the Company recognized a $41 million domestic tax benefit during the third quarter of 2024 for the excess of tax basis over book on the Company's investment in the subsidiary. The lower reported effective tax rate versus the prior year is due primarily to this domestic tax benefit.

The following table provides a reconciliation of reported to adjusted income taxes and effective income tax rate for 2024 and 2023.

Consolidated results (dollars in millions)	**2024**	2023
Reported income taxes	$ 304	$ 258
Mark-to-market	39	(28)
Separation costs	(7)	(22)
Network optimization	(34)	—
Business and portfolio realignment	(2)	4
Intangible asset impairment	—	(8)
Proposed merger costs	(7)	—
Gain on property sale	5	—
Foreign valuation allowance	—	21
Domestic tax benefit	(41)	—
Adjusted income taxes	$ 350	$ 291
Reported effective income tax rate	18.4 %	24.8 %
Mark-to-market	0.7	1.1
Separation costs	—	(0.6)
Network optimization	(0.3)	—
Business and portfolio realignment	—	0.2
Proposed merger costs	—	—
Intangible asset impairment	—	—
Loss on divestiture	—	1.8
Foreign valuation allowance	—	1.6
Domestic tax benefit	(2.8)	—
Adjusted effective income tax rate	20.7 %	20.7 %

Note: Tables may not foot due to rounding.
For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

Fluctuations in foreign currency exchange rates could impact the expected effective income tax rate as it is dependent upon U.S. dollar earnings of foreign subsidiaries doing business in various countries with differing statutory rates. Additionally, the rate could be impacted by tax legislation and if pending uncertain tax matters, including tax positions that could be affected by planning initiatives, are resolved more or less favorably than we currently expect.

LIQUIDITY AND CAPITAL RESOURCES

At this time we anticipate current cash and marketable security balances, operating cash flows, together with our credit facilities and other financing sources including commercial paper, credit and bond markets, will be adequate to meet our operating, investing and financing needs. We currently have $2.25 billion of unused revolving credit agreements, including $1.5 billion effective through 2026 and $750 million effective through December 2025, as well as continued access to the commercial paper markets. We are currently in compliance with all debt covenants and do not have material uncertainty about our ability to maintain compliance in future periods. We continue to utilize available capacity within the Monetization Programs to maintain financial flexibility without negatively impacting working capital.

Our principal source of liquidity is operating cash flows supplemented by borrowings for major acquisitions and other significant transactions. Our cash-generating capability is one of our fundamental strengths and provides us with substantial financial flexibility in meeting operating and investing needs.

We have historically reported negative working capital primarily as the result of our focus to improve core working capital by reducing our levels of trade receivables and inventory while establishing competitive market-based terms with suppliers. The impacts of the extended customer terms programs and of the monetization programs are included in our calculation of core working capital and are largely offsetting. These programs are all part of our ongoing working capital management.

We periodically monitor our supplier payment terms to assess whether our terms are competitive and in line with local market terms. To the extent that such assessment indicates that our supplier payment terms are not aligned with local market terms, we may seek to adjust our terms, including extending or shortening our payment due dates as appropriate. Supplier payment term modifications did not have a material impact on our cash flows during 2024 and are not expected to have a material impact in 2025.

We have a substantial amount of indebtedness which results in current maturities of long-term debt and notes payable which can have a significant impact on working capital as a result of the timing of these required payments. These factors, coupled with the use of our ongoing cash flows from operations to service our debt obligations, pay dividends, fund acquisition opportunities, and repurchase our common stock, reduce our working capital amounts. We had negative working capital of $0.9 billion and $1.7 billion as of December 28, 2024 and December 30, 2023, respectively.

We believe that our operating cash flows, together with our credit facilities and other available debt financing, including commercial paper, will be adequate to meet our operating, investing and financing needs in the foreseeable future. However, there can be no assurance that volatility and/or disruption in the global capital and credit markets will not impair our ability to access these markets on terms acceptable to us, or at all.

The following table sets forth a summary of our cash flows:

(dollars in millions)	**2024**	2023
Net cash provided by (used in):		
Operating activities	**$ 1,760**	$ 1,645
Investing activities	**(750)**	(562)
Financing activities	**(607)**	(1,110)
Effect of exchange rates on cash and cash equivalents	**17**	2
Net increase (decrease) in cash and cash equivalents	**$ 420**	$ (25)

Operating activities

The principal source of our operating cash flows is net earnings, primarily cash receipts from the sale of our products, net of costs to manufacture and market our products.

Net cash provided by our operating activities for 2024 totaled $1,760 million compared to $1,645 million in the prior year. The increase is due primarily to the distribution from the Company's postretirement benefit plan of $175 million during the first quarter of 2024, offset by the absence of cash provided by the WK Kellogg Co following the divestiture in the third quarter of 2023. During the first quarter of 2024, the Company amended the U.S. retiree health and welfare plan to create a sub-trust to permit the payment of certain benefits for active union employees using a portion of the plan surplus. The one-time transfer of cash from the VEBA trust to the sub-trust was treated as a distribution from the plan in operating activities on the Consolidated Statement of Cash Flows.

Our total pension and postretirement benefit plan funding amounted to $55 million and $42 million for the years ended December 28, 2024 and December 30, 2023, respectively.

The Pension Protection Act (PPA), and subsequent regulations, determines defined benefit plan minimum funding requirements in the United States. We believe that we will be subject to minimum PPA funding requirements in 2025.

We currently project that we will make total U.S. and foreign benefit plan contributions in 2025 of approximately $187 million. Actual 2025 contributions could be different from our current projections, as influenced by our decision to undertake discretionary funding of our benefit trusts versus other competing investment priorities, future changes in government requirements, trust asset performance, renewals of union contracts, or higher-than-expected health care claims cost experience.

We measure free cash flow as net cash provided by operating activities reduced by expenditures for property additions. We use this non-GAAP financial measure of free cash flow to focus management and investors on the amount of cash available over time for debt repayment, dividend distributions, acquisition opportunities, and share repurchases. Our free cash flow metric is reconciled to the most comparable GAAP measure, as follows:

(dollars in millions)		**2024**		2023
Net cash provided by operating activities	**$**	**1,760**	$	1,645
Additions to properties		**(628)**		(677)
Free cash flow	**$**	**1,132**	$	968

Investing activities

Our net cash used in investing activities for 2024 totaled $750 million compared to $562 million in 2023 due primarily to the purchase of marketable securities in conjunction with the distribution from the postretirement healthcare plan partially offset by lower capital expenditures.

Capital spending in 2024 included investments in our supply chain infrastructure, including manufacturing capacity expansions in multiple markets.

Cash paid for additions to properties as a percentage of net sales was 4.9% and 5.1% in 2024 and 2023, respectively.

Financing activities

Our net cash used in financing activities totaled $607 million compared to $1,110 million during the prior year. The decrease in cash used in financing activities is due primarily to higher net payoff of notes payable and long-term debt in the prior year, higher repurchases of Company stock during the prior year, and higher proceeds from issuance of stock in the current year.

Total debt was $5.7 billion and $5.9 billion at year-end 2024 and 2023, respectively.

The following table reflects net debt amounts:

(millions, unaudited)		**December 28, 2024**		**December 30, 2023**
Notes payable	**$**	**113**	$	121
Current maturities of long-term debt		**632**		663
Long-term debt		**4,998**		5,089
Total debt liabilities	**$**	**5,743**	$	5,873
Less:				
Cash and cash equivalents		**694**		274
Net debt	**$**	**5,049**	$	5,599

During the second quarter of 2024, Kellanova issued $300 million of thirty-year 5.75% Notes due 2054, resulting in net proceeds after discount and underwriting commissions of $296 million. Additionally, during the second quarter of 2024, Kellanova issued €300 million of ten-year 3.75% Notes due 2034, resulting in net proceeds after discount and underwriting commissions of €297 million. The proceeds from these notes were used for general corporate purposes, including the payment of offering related fees and expenses, repayment of a portion of the €600 million 1.00% Notes when they matured on May 17, 2024.

In November 2023, we repaid $550 million, seven-year 2.65% U.S. Dollar Notes due 2023, upon maturity.

During the first quarter of 2023, the Company issued $400 million of ten-year 5.25% Notes due 2033, resulting in net proceeds after discount and underwriting commissions of $396 million. The proceeds from these notes were used for general corporate purposes, including the payment of offering related fees and expenses, repayment of the $210 million 2.75% Notes when they matured on March 1, 2023, and repayment of a portion of commercial paper borrowings. The Notes contain customary covenants that limit the ability of the Company and its restricted subsidiaries (as defined) to incur certain liens or enter into certain sale and lease-back transactions, as well as a change of control provision.

In November 2022, we repaid €600 million, five-year 0.80% Euro Notes due 2022, upon maturity.

We paid quarterly dividends to shareholders totaling $2.26 per share in 2024 versus $2.34 per share in 2023. On February 21, 2025, the Board of Directors declared a dividend of $.57 per common share, payable on March 14, 2025 to shareholders of record at the close of business on March 3, 2025.

We entered into an unsecured Five-Year Credit Agreement in December 2021, allowing us to borrow, on a revolving credit basis, up to $1.5 billion and expiring in December 2026.

In December 2024, we entered into an unsecured 364-Day Credit Agreement to borrow, on a revolving credit basis, up to $750 million at any time outstanding, to replace the $1.0 billion 364-day facility that was set to expire in December 2024.

The Five-Year and 364 Day Credit Agreements which had no outstanding borrowings as of December 28, 2024, contain customary covenants and warranties, including specified restrictions on indebtedness, liens and a specified interest expense coverage ratio. If an event of default occurs, then, to the extent permitted, the administrative agents may terminate the commitments under the credit facilities, accelerate any outstanding loans under the agreements, and demand the deposit of cash collateral equal to the lender's letter of credit exposure plus interest. The Company was in compliance with all financial covenants contained in these agreements at December 28, 2024.

Our Notes contain customary covenants that limit the ability of the Company and its restricted subsidiaries (as defined) to incur certain liens or enter into certain sale and lease-back transactions and also contain a change of control provision. There are no significant restrictions on the payment of dividends. We were in compliance with all covenants as of December 28, 2024.

The Notes do not contain acceleration of maturity clauses that are dependent on credit ratings. A change in our credit ratings could limit our access to the U.S. short-term debt market and/or increase the cost of refinancing long-term debt in the future. However, even under these circumstances, we would continue to have access to our 364-Day Credit Facility, which expires in December 2025, as well as our Five-Year Credit Agreement, which expires in December 2026. This source of liquidity is unused and available on an unsecured basis, although we do not currently plan to use it.

We monitor the financial strength of our third-party financial institutions, including those that hold our cash and cash equivalents as well as those who serve as counterparties to our credit facilities, our derivative financial instruments, and other arrangements.

We continue to believe that we will be able to meet our interest and principal repayment obligations and maintain our debt covenants for the foreseeable future, while still meeting our operational needs, including the pursuit of select acquisitions. This will be accomplished through our strong cash flow, our short-term borrowings, and our maintenance of credit facilities on a global basis.

Monetization and Accounts Payable Tracking Systems

We have a program in which customers could extend their payment terms in exchange for the elimination of early payment discounts (Extended Terms Program). In order to mitigate the net working capital impact of the Extended Terms Program for discrete customers, we entered into agreements to sell, on a revolving basis, certain trade accounts receivable balances to third party financial institutions (Monetization Programs). Transfers under the Monetization Programs are accounted for as sales of receivables resulting in the receivables being de-recognized from our Consolidated Balance Sheet. The Monetization Programs provide for the continuing sale of certain receivables on a revolving basis until terminated by either party; however the maximum funding from receivables that may be sold at any time is currently $975 million, but may be increased or decreased as customers move in or out of the Extended Terms Program and as additional financial institutions move in or out of the Monetization Programs. Accounts receivable sold of $653 million and $697 million remained outstanding under this arrangement as of December 28, 2024 and December 30, 2023, respectively.

The Monetization Programs are designed to directly offset the impact the Extended Terms Program would have on the days-sales-outstanding (DSO) metric that is critical to the effective management of the Company's accounts receivable balance and overall working capital. Current DSO levels within North America are consistent with DSO levels prior to the execution of the Extended Term Program and Monetization Programs.

Refer to Note 3 within Notes to Consolidated Financial Statements for further information related to the sale of accounts receivable.

We have agreements with third parties to provide accounts payable tracking systems which facilitate participating suppliers' ability to monitor and, if elected at their discretion, make offers to sell one or more of our payment obligations prior to their scheduled due dates at a discounted price to participating financial institutions. We have no economic interest in the sale of these suppliers' receivables and no direct financial relationship with the financial institutions concerning these services. Our obligations to our suppliers, including amounts due and scheduled payment dates, are not impacted by suppliers' decisions to sell amounts under the arrangements. However, our right to offset balances due from suppliers against payment obligations is restricted by the agreements for those payment obligations that have been sold by suppliers.

Refer to Note 1 within Notes to Consolidated Financial Statements for further information related to accounts payable.

If financial institutions were to terminate their participation in the Monetization Programs and we are not able to modify related customer payment terms, working capital could be negatively impacted. Additionally, working capital could be negatively impacted if we shorten our supplier payment terms as a result of supplier negotiations. For suppliers participating in the Accounts Payable Tracking Systems, financial institutions may terminate their participation, or we could experience a downgrade in our credit rating that could result in higher costs to suppliers. If working capital is negatively impacted as a result of these events and we were unable to secure alternative programs, we may have to utilize our various financing arrangements for short-term liquidity or increase our long-term borrowings.

CONTRACTUAL OBLIGATIONS

We have material contractual obligations that arise in the normal course of business and we believe cash flow from operations will be adequate to meet our liquidity and capital needs for at least the next 12 months. In addition to principal and interest payments on our outstanding long-term debt and notes payable balances, our contractual obligations primarily consist of lease payments, income taxes, pension and postretirement benefits and unconditional purchase obligations.

A summary of our operating and finance lease obligations as of December 28, 2024 can be found in Note 9 "Leases and Other Commitments", to the Consolidated Financial Statements contained in this report.

A summary of principal payments for long-term debt as of December 28, 2024 can be found in Note 10 "Notes Payable and Long-term Debt", to the Consolidated Financial Statements contained in this report.

Interest payments will be approximately $175 million per year from 2025 through 2029 and approximately $1.1 billion in total from 2030 through the last debt maturity date.

A summary of our pension and postretirement benefit obligations as of December 28, 2024 can be found in Notes 12 "Pension Benefits" and Note 13 "Nonpension Postretirement and Postemployment Benefits", to the Consolidated Financial Statements contained in this report. See Note 15 "Income Taxes", to the Consolidated Financial Statements contained in this report for discussion of uncertain tax positions.

Our unconditional purchase obligations consist primarily of fixed commitments for raw materials to be utilized in the normal course of business and for marketing, advertising and other services. As of December 28, 2024, unconditional purchase obligations totaled approximately $1.2 billion. Approximately $1.0 billion of these unconditional purchase obligations will be settled in the ordinary course of business in the next 12 months.

As of December 28, 2024, we did not have any material off balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

Promotional expenditures

Our promotional activities are conducted either through the retail trade or directly with consumers and include activities such as in-store displays and events, feature price discounts, consumer coupons, contests and loyalty programs. The costs of these activities are generally recognized at the time the related revenue is recorded, which normally precedes the actual cash expenditure. The recognition of these costs therefore requires management judgment regarding the volume of promotional offers that will be redeemed by either the retail trade or consumer. These estimates are made using various techniques including historical data on performance of similar promotional programs. Differences between estimated expense and actual redemptions are normally immaterial and recognized as a change in management estimate in a subsequent period. On a full-year basis, these subsequent period adjustments represent less than 1% of our company's net sales. However, our company's total promotional expenditures (including amounts classified as a revenue reduction) are significant, so it is likely our results would be materially different if different assumptions or conditions were to prevail.

Goodwill and other intangible assets

We review our operating segment and reporting unit structure annually or as significant changes in the organization occur and assess goodwill impairment risk throughout the year by performing a qualitative review of entity-specific, industry, market and general economic factors affecting our reporting units with goodwill. Annually during the fourth quarter, in conjunction with our annual budgeting process, we may perform qualitative testing, or depending on factors such as prior-year test results, current year developments, current risk evaluations and other practical considerations, we may instead perform a quantitative impairment test. In our quantitative testing, we compare a reporting unit's estimated fair value with its carrying value. The reporting unit's fair value is estimated using a combination of market multiples and discounted cash flow methodologies. The market multiples approach is based on either sales or earnings before interest, taxes, depreciation and amortization for companies that are comparable to our reporting units. The discounted cash flow approach incorporates assumptions surrounding planned growth rates, market-based discount rates and estimates of residual value. The assumptions used for the impairment test are consistent with those utilized by a market participant performing similar valuations for our reporting units. These estimates are made using various inputs including historical data, current and anticipated market conditions, management plans, and market comparables. If the carrying value of a reporting unit exceeds its fair value, we consider the reporting unit impaired and reduce its carrying value of goodwill such that the reporting unit's new carrying value is the estimated fair value.

Similarly, we assess indefinite-life intangible assets impairment risk throughout the year by performing a qualitative review and assessing events and circumstances that could affect the fair value or carrying value of these intangible assets. Annually during the fourth quarter, in conjunction with our annual budgeting process, we may perform qualitative testing, or depending on factors such as prior-year test results, current year developments, current risk evaluations and other practical considerations, we may instead perform a quantitative impairment test. In the quantitative testing, we compare an intangible asset's estimated fair value with its carrying value with the intangible asset's fair value being determined using estimates of future cash flows to be generated from that asset based on estimates of future sales, as well as assumptions surrounding earnings growth rates, royalty rates and discount rates consistent with rates used by market participants. These estimates are made using various inputs including historical data, current and anticipated market conditions, management plans, and market comparables. If the carrying value of the asset exceeds its fair value, we consider the asset impaired and reduce its carrying value to the estimated fair value.

We also evaluate the useful life over which a non-goodwill intangible asset with a finite life is expected to contribute directly or indirectly to our cash flows. Reaching a determination on useful life requires significant judgments and assumptions regarding the future effects of obsolescence, demand, competition, other economic factors (such as the stability of the industry, known technological advances, legislative action that results in an uncertain or changing regulatory environment, and expected changes in distribution channels), the level of required maintenance expenditures, and the expected lives of other related groups of assets.

At December 28, 2024, goodwill and other intangible assets amounted to $6.8 billion, consisting primarily of goodwill and brands. Within this total, approximately $1.7 billion of non-goodwill intangible assets were classified as indefinite-lived, including $1.6 billion related to trademarks, comprised principally of Pringles and cracker-related trademarks. The majority of all goodwill and other intangible assets are recorded in our North America operating segment.

The Company's annual reporting unit goodwill impairment testing, performed through the fourth quarter of 2024, consisted of qualitative and quantitative testing. No heightened risk or qualitative indicators of impairment of any reporting units was identified.

The Company's annual intangible asset impairment testing was also performed through the fourth quarter of 2024 consisting of qualitative or quantitative testing for all significant intangible assets. No heightened risk or qualitative indicators of impairment for any of the tested intangible assets was identified.

Fair value determinations used in the annual testing require considerable judgment and are sensitive to changes in underlying assumptions, estimates, and market factors. Estimating the fair value of individual reporting units or indefinite-lived intangible assets requires making assumptions and estimates regarding the Company’s future plans, as well as industry, economic, and regulatory conditions. If current expectations of future growth rates and margins are not met, if market factors outside of the Company’s control, such as market comparables, rising discount rates, income tax rates, foreign currency exchange rate volatility, or inflation, change, or if management’s expectations or plans otherwise change, then one or more of our reporting units or indefinite-lived assets might become impaired in the future.

Retirement benefits

Our company sponsors a number of U.S. and foreign defined benefit employee pension plans and also provides retiree health care and other welfare benefits in the United States and Canada. Plan funding strategies are influenced by tax regulations and asset return performance. A majority of plan assets are invested in a globally diversified portfolio of debt and equity securities with smaller holdings of other investments. We recognize the cost of benefits provided during retirement over the employees’ active working life to determine the obligations and expense related to our retiree benefit plans. Inherent in this concept is the requirement to use various actuarial assumptions to predict and measure costs and obligations many years prior to the settlement date. Major actuarial assumptions that require significant management judgment and have a material impact on the measurement of our consolidated benefits expense and accumulated obligation include the long-term rates of return on plan assets, the health care cost trend rates, the mortality table and improvement scale, and the interest rates used to discount the obligations for our major plans, which cover employees in the United States, United Kingdom and Canada.
Our expense recognition policy for pension and nonpension postretirement benefits is to immediately recognize actuarial gains and losses in our results in the year in which they occur. Actuarial gains and losses are recognized annually as of our measurement date, which is our fiscal year-end, or when remeasurement is otherwise required under generally accepted accounting principles.

Additionally, for purposes of calculating the expected return on plan assets related to pension and nonpension postretirement benefits we use the fair value of plan assets.

To conduct our annual review of the long-term rate of return on plan assets, we model expected returns over a 20-year investment horizon with respect to the specific investment mix of each of our major plans. The return assumptions used reflect a combination of rigorous historical performance analysis and forward-looking views of the financial markets including consideration of current yields on long-term bonds, price-earnings ratios of the major stock market indices, and long-term inflation. Our U.S. plan model, corresponding to approximately 56% of our trust assets globally, currently incorporates a long-term inflation assumption of 2.5% and a 2024 weighted-average active management premium of 0.84% for the pension plans and 0.95% for the retiree medical plan, (net of fees) validated by historical analysis and future return expectations. Although we review our expected long-term rates of return annually, our benefit trust investment performance for one particular year does not, by itself, significantly influence our evaluation. Our expected rates of return have generally not been revised, provided these rates continue to fall within a “more likely than not” corridor of between the 25th and 75th percentile of expected long-term returns, as determined by our modeling process. Our assumed rate of return for U.S. plans in 2024 was 8.00% for the pension and retiree medical plan, which equated to approximately the 58th and 59th percentile expectations of our model, respectively. Similar methods are used for various foreign plans with invested assets, reflecting local economic conditions. Foreign trust investments represent approximately 44% of our global benefit plan assets.

Based on consolidated benefit plan assets at December 31, 2024, a 100 basis point increase or decrease in the assumed rate of return would correspondingly decrease or increase 2025 benefits expense by approximately $21 million. For the years ended December 28, 2024 and December 30, 2023, our actual return on plan assets was less than the recognized assumed return by $108 million and more than the recognized by $52 million, respectively.

Pension assets include a level 3 investment comprising 30% of total plan assets as of December 28, 2024. The investment, a buy-in annuity contract, is valued based on the estimated cost to enter an equivalent contract at the balance sheet date.

Our initial health care cost trend rate is reviewed annually and adjusted as necessary to remain consistent with recent historical experience and our expectations regarding short-term future trends. Our initial trend rate for 2025 of 7.00% reflects the recognition of increased short-term inflation and the health care provisions of the Inflation Reduction Act. Our initial rate trends downward by 0.25% per year, until the ultimate trend rate of 4.5% is reached. The ultimate trend rate is adjusted annually, as necessary, to approximate the current economic view on the rate of long-term inflation plus an appropriate health care cost premium. Any arising health care claims cost-related experience gain or loss is recognized in the year in which they occur. The experience gain arising from recognition of 2024 claims experience was approximately $2 million.

Assumed mortality rates of plan participants are a critical estimate in measuring the expected payments a participant will receive over their lifetime and the amount of expense we recognize. In 2019, the Society of Actuaries (SOA) published updated mortality tables and an updated improvement scale. In 2021, the SOA released an improvement scale that incorporated an additional year of data. In 2022 through 2024, the SOA did not release an updated improvement scale. In determining the appropriate mortality assumptions as of 2024 fiscal year-end, we used the 2019 SOA tables with collar adjustments based on Kellanova's current population, consistent with the prior year. In addition, our assumption for future mortality improvement continues to be based on mortality information available from the Social Security Administration and other sources, consistent with the prior year and in line with our expectations for future experience. There were no changes to the year-end pension and postretirement benefit obligations due to mortality assumption changes.

To conduct our annual review of discount rates, we selected the discount rate based on a cash-flow matching analysis using Willis Towers Watson's proprietary RATE:Link tool and projections of the future benefit payments constituting the projected benefit obligation for the plans. RATE:Link establishes the uniform discount rate that produces the same present value of the estimated future benefit payments, as is generated by discounting each year's benefit payments by a spot rate applicable to that year. The spot rates used in this process are derived from a yield curve created from yields on the 40th to 90th percentile of U.S. high quality bonds. A similar methodology is applied in Canada and Europe. The projected benefit obligation for the plan in the United Kingdom is set equal to the fair value of the buy-in annuity contracts. We use a December 31 measurement date for our defined benefit plans. Accordingly, we select yield curves to measure our benefit obligations that are consistent with market indices during December of each year.

Based on consolidated obligations at December 28, 2024, a 25 basis point decline in the yield curve used for benefit plan measurement purposes would decrease 2025 benefits expense by approximately $2 million and would result in an immediate loss recognition of $59 million. All obligation-related actuarial gains and losses are recognized immediately in the year in which they occur.

Despite the previously-described policies for selecting major actuarial assumptions, we periodically experience material actuarial gains or losses due to differences between assumed and actual experience and due to changing economic conditions. During 2024, we recognized a net actuarial loss of approximately $14 million compared to a net actuarial loss of approximately $142 million in 2023. The total net loss recognized in 2024 was driven by a loss of approximately $108 million from lower than expected asset returns and a loss of approximately $9 million from plan experience, partially offset by a gain of approximately $102 million from assumption changes, including increases in the discount rate.

During 2024, we made contributions in the amount of $51 million to Kellanova's global tax-qualified pension programs. This amount was mostly non-discretionary. Additionally, the Company contributes to voluntary employee benefit association (VEBA) trusts to fund certain U.S. retiree health and welfare benefit obligations. During 2024, we contributed $3 million to our retiree medical programs. During 2024, we transferred assets from our retiree medical program of $175 million to create a sub-trust to permit the payment of certain benefits for active union employees using a surplus from the plan.

Income taxes
Our consolidated effective income tax rate is influenced by tax planning opportunities available to us in the various jurisdictions in which we operate. The calculation of our income tax provision and deferred income tax assets and liabilities is complex and requires the use of estimates and judgment.

We recognize tax benefits associated with uncertain tax positions when, in our judgment, it is more likely than not that the positions will be sustained upon examination by a taxing authority. For tax positions that meet the more likely than not recognition threshold, we initially and subsequently measure the tax benefits as the largest amount that we judge to have a greater than 50% likelihood of being realized upon ultimate settlement. Our liability associated with unrecognized tax benefits is adjusted periodically due to changing circumstances, such as the progress of tax audits, new or emerging legislation and tax planning. The tax position will be de-recognized when it is no longer more likely than not of being sustained. Significant adjustments to our liability for unrecognized tax benefits impacting our effective tax rate are separately presented in the rate reconciliation table of Note 15 within Notes to Consolidated Financial Statements.

Management monitors the Company's ability to utilize certain future tax deductions, operating losses and tax credit carryforwards, prior to expiration as well as the reinvestment assertion regarding our undistributed foreign earnings. Changes resulting from management's assessment will result in impacts to deferred tax assets and the corresponding impacts on the effective income tax rate. Valuation allowances were recorded to reduce deferred tax assets to an amount that will, more likely than not, be realized in the future.

ACCOUNTING STANDARDS TO BE ADOPTED IN FUTURE PERIODS

Income Taxes: Improvements to Income Tax Disclosures: In December 2023, the FASB issued ASU 2023-09 to expand the disclosure requirements for income taxes, specifically related to the rate reconciliation and income taxes paid. It will take effect for public entities fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently assessing the impact of any incremental disclosures required by this ASU and the planned timing of adoption.

Disaggregation of Income Statement Expenses: In November 2024, the FASB issued ASU 2024-03 to expand the disclosure requirements to include additional disaggregated information about income statement expenses that are commonly presented within existing expense captions. It will take effect for public entities fiscal years beginning after December 15, 2026, with early adoption permitted. The Company is currently assessing the impact of any incremental disclosures required by this ASU and the planned timing of adoption.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our company is exposed to certain market risks, which exist as a part of our ongoing business operations. We use derivative financial and commodity instruments, where appropriate, to manage these risks. As a matter of policy, we do not engage in trading or speculative transactions. Refer to Note 16 within Notes to Consolidated Financial Statements for further information on our derivative financial and commodity instruments.

Foreign exchange risk
Our company is exposed to fluctuations in foreign currency cash flows related primarily to third-party purchases, intercompany transactions, and when applicable, nonfunctional currency denominated third-party debt. Our company is also exposed to fluctuations in the value of foreign currency investments in subsidiaries and cash flows related to repatriation of these investments.

Volatile market conditions arising from geopolitical events may result in significant changes in foreign exchange rates, and in particular a weakening of foreign currencies relative to the U.S. dollar may negatively affect the translation of foreign currency denominated earnings to U.S. dollars. Primary exposures include the U.S. dollar versus the euro, British pound, Australian dollar, Canadian dollar, Mexican peso, Brazilian real, Nigerian naira, Polish Zloty and Egyptian pound, and in the case of inter-subsidiary transactions, the British pound versus the euro.

The impact of possible currency devaluations in countries experiencing high inflation rates or significant exchange fluctuations, including Nigeria and Egypt, can impact our results and financial guidance. Effective the fourth quarter of 2024, we have accounted for Nigeria and Egypt as highly inflationary economies, as the three-year cumulative inflation rate exceeded 100%. Accordingly, our Nigeria and Egypt subsidiaries will use the U.S. dollar as their functional currency. Highly inflationary accounting requires monetary assets and liabilities, such as cash, receivables and payables, to be remeasured in U.S. dollars at the current exchange rate at the end of each period with the impact of any changes in exchange rates being recorded in income. Our Nigerian subsidiaries had a net monetary liability balance of approximately $128 million as of December 28, 2024. Net monetary assets denominated in Egyptian pound are not material as of December 28, 2024. Non-monetary assets and liabilities, such as inventory, property, plant and equipment and intangible assets are carried forward at their historical dollar cost, which is calculated using the exchange rate at the date which hyperinflationary accounting is implemented. The impact of highly inflationary accounting in 2024 was not material to the Company financials.

During the second quarter of 2023, the Nigerian government removed certain currency restrictions over the Nigerian Naira leading to a significant decline in the exchange rate of the Naira to the U.S. dollar on the official market in Nigeria. Exchange rates have declined further since the second quarter of 2023. As a result of this decline in the exchange rate, the U.S. dollar value of the assets, liabilities, expenses and revenues of our Nigerian business in our consolidated financial statements has decreased significantly compared to prior periods. The consolidated assets of our Nigerian business represented approximately 3% of our consolidated assets as of December 28, 2024, compared to 5% as of December 30, 2023. Net sales of our Nigerian business were 6% of our consolidated net sales year-to-date period ended December 28, 2024, but could become a smaller percentage of our overall sales if exchange rates as of year-end persist or decline further in 2025.

In addition to our consolidated Nigerian business, the Company also has an investment in an unconsolidated entity, Tolaram Africa Foods PTE LTD (TAF), that holds an investment in a Nigerian food manufacturer. This investment is accounted for under the equity method of accounting and is evaluated for indicators of other than temporary impairment.

We assess foreign currency risk based on transactional cash flows and translational volatility and may enter into forward contracts, options, and currency swaps to reduce fluctuations in long or short currency positions. Forward contracts and options are generally less than 18 months in duration. Currency swap agreements may be established in conjunction with the term of underlying debt issuances.

The total notional amount of foreign currency derivative instruments, including cross currency swaps, at year-end 2024 was $5.3 billion, representing a net settlement receivable of $120 million. The total notional amount of foreign currency derivative instruments at year-end 2023 was $4.8 billion, representing a net settlement obligation of $21 million. All of these derivatives were hedges of anticipated transactions, translational exposure, or existing assets or liabilities. Foreign currency contracts generally mature within 18 months and cross currency contracts mature with the related debt. Assuming an unfavorable 10% change in year-end exchange rates, the settlement receivable would have decreased by $353 million, resulting in a net settlement obligation of $233 million at year-end 2024 and the settlement obligation would have increased by $329 million at year-end 2023. These unfavorable changes would generally have been offset by favorable changes in the values of the underlying exposures.

Interest rate risk

Our company is exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing and future issuances of variable rate debt. Primary exposures include movements in U.S. Treasury rates, Secured Overnight Financing Rate (SOFR), and commercial paper rates. We periodically use interest rate swaps and forward interest rate contracts to reduce interest rate volatility and funding costs associated with certain debt issues, and to achieve a desired proportion of variable versus fixed rate debt, based on current and projected market conditions.

We entered into interest rate swaps, and in some instances terminated interest rate swaps, in connection with certain U.S. Dollar and Euro Notes. The total notional amount of interest rate swaps at year-end 2024 was $1.1 billion, representing a net settlement obligation of $43 million. The total notional amount of interest rate swaps at year-end 2023 was $2.3 billion, representing a net settlement obligation of $93 million. Assuming average variable rate debt levels during the year, a one percentage point increase in interest rates would have increased interest expense by approximately $8 million and $14 million at year-end 2024 and 2023, respectively.

Price risk
Our company is exposed to price fluctuations primarily as a result of anticipated purchases of raw and packaging materials, fuel, and energy. Primary exposures include corn, wheat, potato flakes, soybean oil, sugar, cocoa, cartonboard, natural gas, and diesel fuel. We have historically used the combination of long-term contracts with suppliers, and exchange-traded futures and option contracts to reduce price fluctuations in a desired percentage of forecasted raw material purchases over a duration of generally less than 18 months.

Geopolitical instability, including wars and conflicts (including conflicts in Ukraine and the Middle East), actual and potential shifts in U.S. and foreign, trade, economic and other policies, as well as other global events, have resulted in certain impacts to the global economy, including market disruptions, supply chain challenges, and inflationary pressures. During the fiscal year ended December 28, 2024, we have experienced moderating supply chain cost inflation, including procurement and manufacturing costs, and last year's supply chain challenges have eased. We continue to mitigate the dollar impact of this input cost inflation through the execution of productivity initiatives and revenue growth management actions. We continue to expect input cost inflation to be flat during 2025.

The total notional amount of commodity derivative instruments at year-end 2024 was $285 million, representing a settlement obligation of $3 million. The total notional amount of commodity derivative instruments at year-end 2023 was $201 million, representing a settlement obligation of less than $1 million. Assuming a 10% decrease in year-end commodity prices, the settlement obligation would have increased by $25 million, resulting in a net settlement obligation of approximately $28 million at year-end 2024, and the settlement obligation would have increased by approximately $11 million at year-end 2023, generally offset by a reduction in the cost of the underlying commodity purchases.

In addition to the commodity derivative instruments discussed above, we use long-term contracts with suppliers to manage a portion of the price exposure associated with future purchases of certain raw materials, including rice, sugar, cartonboard, and corrugated boxes.

Reciprocal collateralization agreements
In some instances we have reciprocal collateralization agreements with counterparties regarding fair value positions in excess of certain thresholds. These agreements call for the posting of collateral in the form of cash, treasury securities or letters of credit if a net liability position to us or our counterparties exceeds a certain amount. As of December 28, 2024 and December 30, 2023, we had posted collateral of $57 million and $59 million, respectively. As of December 28, 2024 and December 30, 2023, margin deposits for exchange-traded commodity derivative instruments, were immaterial.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Kellanova and Subsidiaries
CONSOLIDATED STATEMENT OF INCOME
(in millions of U.S. Dollars, except per share data)

(millions, except per share data)	2024	2023	2022
Net sales	**$ 12,749**	$ 13,122	$ 12,653
Cost of goods sold	**8,204**	8,839	8,842
Selling, general and administrative expense	**2,672**	2,778	2,600
Operating profit	**$ 1,873**	$ 1,505	$ 1,211
Interest expense	**311**	303	201
Other income (expense), net	**92**	(162)	(108)
Income from continuing operations before income taxes	**1,654**	1,040	902
Income taxes	**304**	258	180
Earnings (loss) from unconsolidated entities	**6**	6	9
Net income from continuing operations	**$ 1,356**	$ 788	$ 731
Net income (loss) attributable to noncontrolling interests	**13**	13	2
Income from discontinued operations, net of taxes	**—**	176	231
Net income attributable to Kellanova	**$ 1,343**	$ 951	$ 960
Per share amounts:			
Earnings Per Common Share - Basic			
Earnings from continuing operations	**$ 3.92**	$ 2.27	$ 2.14
Earnings from discontinued operations	**$ —**	$ 0.51	$ 0.67
Net Earnings Per Common Share - Basic	**$ 3.92**	$ 2.78	$ 2.81
Earnings Per Common Share - Diluted			
Earnings from continuing operations	**$ 3.88**	$ 2.25	$ 2.12
Earnings from discontinued operations	**$ —**	$ 0.51	$ 0.67
Net Earnings Per Common Share - Diluted	**$ 3.88**	$ 2.76	$ 2.79

Refer to Notes to Consolidated Financial Statements.

Kellanova and Subsidiaries
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(in millions of U.S. Dollars)

	2024			2023			2022		
(millions)	**Pre-tax amount**	**Tax (expense) benefit**	**After-tax amount**	Pre-tax amount	Tax (expense) benefit	After-tax amount	Pre-tax amount	Tax (expense) benefit	After-tax amount
Net income			**$ 1,356**			$ 964			$ 962
Other comprehensive income (loss):									
Foreign currency translation adjustments:									
Foreign currency translation adjustments during period	**$ (488)**	**$ —**	**(488)**	$ (446)	$ 2	(444)	$ (412)	$ 3	(409)
Net investment hedges:									
Net investment hedges gain (loss)	**178**	**(46)**	**132**	(128)	32	(96)	287	(72)	215
Cash flow hedges:									
Net deferred gain (loss) on cash flow hedges	**39**	**(10)**	**29**	(19)	5	(14)	221	(57)	164
Reclassification to net income	**3**	**(1)**	**2**	9	(2)	7	(2)	1	(1)
Postretirement and postemployment benefits:									
Amounts arising during the period:									
Net experience gain (loss)	**(6)**	**2**	**(4)**	—	—	—	5	(1)	4
Prior service credit (cost)	**1**	**—**	**1**	(15)	8	(7)	(3)	1	(2)
Reclassification to net income:									
Net experience (gain) loss	**(1)**	**—**	**(1)**	(1)	—	(1)	(2)	1	(1)
Prior service (credit) cost	**2**	**(1)**	**1**	(1)	—	(1)	1	—	1
Available-for-sale securities:									
Unrealized gain (loss)	**—**	**—**	**—**	1	—	1	(5)	—	(5)
Reclassification to net income	**—**	**—**	**—**	3	—	3	1	—	1
Other comprehensive income (loss)	**$ (272)**	**$ (56)**	**$ (328)**	$ (597)	$ 45	$ (552)	$ 91	$ (124)	$ (33)
Comprehensive income			**$ 1,028**			$ 412			$ 929
Net income (loss) attributable to noncontrolling interests			**13**			13			2
Other comprehensive income (loss) attributable to noncontrolling interests			**(93)**			(229)			(46)
Comprehensive income attributable to Kellanova			**$ 1,108**			$ 628			$ 973

Refer to Notes to Consolidated Financial Statements.

Kellanova and Subsidiaries
CONSOLIDATED BALANCE SHEET
(in millions of U.S. Dollars, except per share data)

(millions, except share data)	2024	2023
Current assets		
Cash and cash equivalents	**$ 694**	$ 274
Accounts receivable, net	**1,522**	1,568
Inventories	**1,165**	1,243
Other current assets	**373**	245
Total current assets	**3,754**	3,330
Property, net	**3,234**	3,212
Operating lease right-of-use assets	**601**	661
Goodwill	**5,003**	5,160
Other intangibles, net	**1,760**	1,930
Investment in unconsolidated entities	**99**	184
Other assets	**1,177**	1,144
Total assets	**$ 15,628**	$ 15,621
Current liabilities		
Current maturities of long-term debt	**$ 632**	$ 663
Notes payable	**113**	121
Accounts payable	**2,236**	2,314
Current operating lease liabilities	**134**	121
Accrued advertising and promotion	**611**	766
Accrued salaries and wages	**259**	278
Other current liabilities	**675**	797
Total current liabilities	**4,660**	5,060
Long-term debt	**4,998**	5,089
Operating lease liabilities	**465**	532
Deferred income taxes	**541**	497
Pension liability	**599**	613
Other liabilities	**483**	461
Commitments and contingencies (Note 17)		
Equity		
Common stock, $0.25 par value, 1,000,000,000 shares authorized Issued: 421,389,221 shares in 2024 and 421,326,361 shares in 2023	**105**	105
Capital in excess of par value	**1,121**	1,101
Retained earnings	**9,358**	8,804
Treasury stock, at cost 76,280,394 shares in 2024 and 80,738,167 shares in 2023	**(4,533)**	(4,794)
Accumulated other comprehensive income (loss)	**(2,276)**	(2,041)
Total Kellanova equity	**3,775**	3,175
Noncontrolling interests	**107**	194
Total equity	**3,882**	3,369
Total liabilities and equity	**$ 15,628**	$ 15,621

Refer to Notes to Consolidated Financial Statements.

Kellanova and Subsidiaries
CONSOLIDATED STATEMENT OF EQUITY
(in millions of U.S. Dollars, except per share data)

(millions)	Common stock shares	Common stock amount	Capital in excess of par value	Retained earnings	Treasury stock shares	Treasury stock amount	Accumulated other comprehensive income (loss)	Total Kellanova equity	Non-controlling interests	Total equity
Balance, January 1, 2022	421	$ 105	$ 1,023	$ 9,028	80	(4,715)	$ (1,721)	$ 3,720	$ 495	$ 4,215
Common stock repurchases					5	(300)		(300)		(300)
Net income (loss)				960				960	2	962
Dividends declared ($2.34 per share)				(797)				(797)		(797)
Distributions to noncontrolling interest								—	(17)	(17)
Other comprehensive income (loss)							13	13	(46)	(33)
Stock compensation			96					96		96
Stock options exercised and other	—		(51)	6	(6)	294		249		249
Balance, December 31, 2022	421	$ 105	$ 1,068	$ 9,197	79	$ (4,721)	$ (1,708)	$ 3,941	$ 434	$ 4,375
Common stock repurchases					3	(170)		(170)		(170)
Net income (loss)				951				951	13	964
Dividends declared ($2.34 per share)				(800)				(800)		(800)
Distributions to noncontrolling interest								—	(24)	(24)
Distribution of WK Kellogg Co.				(537)			(10)	(547)		(547)
Other comprehensive income (loss)							(323)	(323)	(229)	(552)
Stock compensation			95					95		95
Stock options exercised and other	—		(62)	(7)	(1)	97		28		28
Balance, December 30, 2023	421	$ 105	$ 1,101	$ 8,804	81	$ (4,794)	$ (2,041)	$ 3,175	$ 194	$ 3,369
Common stock repurchases					—	—		—		—
Net income (loss)				1,343				1,343	13	1,356
Dividends declared ($2.26 per share)				(776)				(776)		(776)
Distributions to noncontrolling interest								—	(7)	(7)
Other comprehensive income (loss)							(235)	(235)	(93)	(328)
Stock compensation			89					89		89
Stock options exercised and other	—		(69)	(13)	(5)	261		179		179
Balance, December 28, 2024	**421**	**$ 105**	**$ 1,121**	**$ 9,358**	**76**	**$ (4,533)**	**$ (2,276)**	**$ 3,775**	**$ 107**	**$ 3,882**

Refer to Notes to Consolidated Financial Statements.

Kellanova and Subsidiaries
CONSOLIDATED STATEMENT OF CASH FLOWS
(in millions of U.S. Dollars)

(millions)	2024	2023	2022
Operating activities			
Net income	**$ 1,356**	$ 964	$ 962
Adjustments to reconcile net income to operating cash flows:			
Depreciation and amortization	**367**	419	478
Impairment of property	**60**	—	—
Postretirement benefit plan expense (benefit)	**(11)**	53	240
Deferred income taxes	**24**	(21)	(46)
Stock compensation	**89**	95	96
Loss on Russia divestiture	**—**	113	—
Other	**(64)**	40	(42)
Postretirement benefit plan distributions	**175**	—	—
Postretirement benefit plan contributions	**(55)**	(42)	(23)
Changes in operating assets and liabilities, net of acquisitions and divestitures:			
Trade receivables	**(104)**	(42)	(257)
Inventories	**2**	139	(411)
Accounts payable	**38**	(340)	411
All other current assets and liabilities	**(117)**	267	243
Net cash provided by (used in) operating activities	**$ 1,760**	$ 1,645	$ 1,651
Investing activities			
Additions to properties	**$ (628)**	$ (677)	$ (488)
Issuance of notes receivable	**—**	(4)	(22)
Repayments from notes receivable	**—**	—	10
Purchases of marketable securities	**(350)**	—	—
Sales of marketable securities	**209**	—	—
Settlement of net investment hedges	**(7)**	68	37
Purchases of available for sale securities	**—**	(15)	(17)
Sales of available for sale securities	**—**	64	19
Other	**26**	2	13
Net cash provided by (used in) investing activities	**$ (750)**	$ (562)	$ (448)
Financing activities			
Net increase (reduction) of notes payable, with maturities less than or equal to 90 days	**(27)**	(356)	337
Issuances of notes payable, with maturities greater than 90 days	**27**	35	28
Reductions of notes payable, with maturities greater than 90 days	**—**	(25)	(35)
Issuances of long-term debt	**619**	404	39
Reductions of long-term debt	**(655)**	(780)	(648)
Net issuances of common stock	**213**	60	277
Common stock repurchases	**—**	(170)	(300)
Cash dividends	**(776)**	(800)	(797)
Proceeds received from debt issued and retained by WK Kellogg Co	**—**	663	—
Cash retained by WK Kellogg Co at separation	**—**	(78)	—
Other	**(8)**	(63)	18
Net cash provided by (used in) financing activities	**$ (607)**	$ (1,110)	$ (1,081)
Effect of exchange rate changes on cash and cash equivalents	**17**	2	(109)
Increase (decrease) in cash and cash equivalents	**$ 420**	$ (25)	$ 13
Cash and cash equivalents at beginning of period	**274**	299	286
Cash and cash equivalents at end of period	**$ 694**	$ 274	$ 299
Supplemental cash flow disclosures:			
Interest paid	**$ 303**	$ 291	$ 220
Income taxes paid	**$ 244**	$ 322	$ 312
Supplemental cash flow disclosures of non-cash investing activities:			
Additions to properties included in accounts payable	**$ 142**	$ 138	$ 209

Refer to Notes to Consolidated Financial Statements.

NOTE 1
ACCOUNTING POLICIES

Basis of presentation

The consolidated financial statements include the accounts of Kellanova (the Company), formerly Kellogg Company, those of the subsidiaries that it controls due to ownership of a majority voting interest (Kellanova or the Company).

On October 2, 2023, the Company completed the separation of its North America cereal business resulting in two independent companies, Kellanova and WK Kellogg Co. As a result of the distribution, Kellanova shareholders of record on September 21, 2023, received one share of WK Kellogg Co common stock for every four shares of Kellanova common stock.

In accordance with applicable accounting guidance, the results of WK Kellogg Co are presented as discontinued operations in the Consolidated Statements of Income and, as such, have been excluded from both continuing operations and segment results for fiscal years 2023 and 2022. The consolidated statements of comprehensive income, equity and cash flows are presented on a consolidated basis for both continuing operations and discontinued operations. All amounts, percentages and disclosures for all periods presented reflect only the continuing operations of Kellanova unless otherwise noted. See Note 2 for additional information.

The Company continually evaluates its involvement with variable interest entities (VIEs) to determine whether it has variable interests and is the primary beneficiary of the VIE. When these criteria are met, the Company is required to consolidate the VIE. The Company's share of earnings or losses of nonconsolidated affiliates is included in its consolidated operating results using the equity method of accounting when it is able to exercise significant influence over the operating and financial decisions of the affiliate. The Company records investments in equity securities at fair value if it is not able to exercise significant influence over the operating and financial decisions of the affiliate. The Company's investments in equity securities without a readily determinable fair value are recorded at original cost with adjustments for fair value only when observable price changes from orderly transactions for the investment are identified. Our investments in unconsolidated affiliates and equity securities without a readily determinable fair value are evaluated, at least annually, for indicators of an other-than-temporary impairment. Intercompany balances and transactions are eliminated.

Proposed Merger

On August 13, 2024, we entered into an Agreement and Plan of Merger (the "Merger Agreement") with Acquiror 10VB8, LLC, a Delaware limited liability company ("Acquiror"), Merger Sub 10VB8, LLC, a Delaware limited liability company and a wholly owned subsidiary of Acquiror ("Merger Sub"), and, solely for the limited purposes specified in the Merger Agreement, Mars, Incorporated, a Delaware corporation ("Mars").

The Merger Agreement provides that, subject to the terms and conditions set forth therein, at the effective time of the Merger (the "Effective Time"), (1) Merger Sub will be merged with and into the Company (the "Merger"), with the Company continuing as the surviving corporation and a wholly owned subsidiary of Acquiror, and (2) each share of public common stock, par value $0.25 per share, of the Company issued and outstanding immediately prior to Effective Time (other than shares owned by (i) the Company or its subsidiaries or Mars or its subsidiaries (including Acquiror and its subsidiaries) or (ii) shareowners who have properly exercised and perfected appraisal rights under Delaware law) will be automatically cancelled and converted into the right to receive $83.50 per share in cash, without interest. Completion of the Merger is subject to customary closing conditions, including the receipt of required regulatory approvals.

The Merger Agreement contains certain termination rights, including the right of either the Company or Acquiror to terminate the Merger Agreement if the Merger is not consummated by August 13, 2025 (subject to two extensions for up to an additional six months each if all of the conditions to the closing, other than the conditions related to obtaining regulatory approvals, have been satisfied). The Merger Agreement also provides for certain termination rights for each of the Company and Acquiror, and provides that, upon termination of the Merger Agreement under certain specified circumstances related to the failure to obtain regulatory approvals, Acquiror would be required to pay a termination fee of $1.25 billion to the Company, and under other specified circumstances, including if the Company terminates the Merger Agreement to enter into a superior proposal or Acquiror terminates the Merger Agreement due to a change of recommendation by the Board, the Company would be required to pay to Acquiror a termination fee of $800 million.

Fiscal year
The Company's fiscal year ends on the Saturday closest to December 31 and as a result, a 53rd week is added approximately every sixth year. The Company's 2024, 2023 and 2022 fiscal years each contained 52 weeks and ended on December 28, 2024, December 30, 2023, and December 31, 2022, respectively. Certain prior period amounts have been updated to conform to the current period presentation.

Use of estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods reported. The Company's critical estimates include those related to promotional expenditures, goodwill and other intangible assets, retirement benefits, and income taxes. Actual results could differ from those estimates and could be impacted from macroeconomic conditions.

Cash and cash equivalents
Highly liquid investments with remaining stated maturities of three months or less when purchased are considered cash equivalents and recorded at cost.

Accounts receivable
Accounts receivable consists principally of trade receivables, which are recorded at the invoiced amount, net of allowances for expected credit losses and prompt payment discounts. Trade receivables do not bear interest. The allowance for expected credit losses represents management's estimate of the amount of probable credit losses in existing accounts receivable, as determined from a review of past due balances, historical loss information, and an evaluation of customer accounts for potential future losses. Account balances are written off against the allowance when management determines the receivable is uncollectible. For the fiscal years ended 2024 and 2023 the Company did not have off-balance sheet credit exposure related to its customers. Please refer to Note 3 for information on sales of accounts receivable.

Inventories
Inventories are valued at the lower of cost or net realizable value. Cost is determined on an average cost basis.

Property
The Company's property consists mainly of plants and equipment used for manufacturing activities. These assets are recorded at cost and depreciated over estimated useful lives using straight-line methods for financial reporting and accelerated methods, where permitted, for tax reporting. Major property categories are depreciated over various periods as follows (in years): manufacturing machinery and equipment 15-30; office equipment 5; computer equipment and capitalized software 3-7; building components 20; building structures 10-50. Cost includes interest associated with significant capital projects. Plant and equipment are reviewed for impairment when conditions indicate that the carrying value may not be recoverable. Such conditions include an extended period of idleness or a plan of disposal. Assets to be disposed of at a future date are depreciated over the remaining period of use. Assets to be sold are written down to realizable value at the time the assets are being actively marketed for sale and a sale is expected to occur within one year. The Company reclassified an immaterial amount of assets related to a foreign subsidiary in Egypt as well as a manufacturing facility in the United States to held for sale in 2024. There were no other material assets held for sale at the fiscal year-end 2024 or 2023.

Goodwill and other intangible assets

The Company reviews our operating segment and reporting unit structure annually or as significant changes in the organization occur and assesses goodwill impairment risk throughout the year by performing a qualitative review of entity-specific, industry, market and general economic factors affecting our reporting units with goodwill. Annually during the fourth quarter, in conjunction with our annual budgeting process, the Company may perform qualitative testing, or depending on factors such as prior-year test results, current year developments, current risk evaluations and other practical considerations, the Company may instead perform a quantitative impairment test. In our quantitative testing, the Company compares a reporting unit's estimated fair value with its carrying value. The reporting unit's fair value is estimated using a combination of market multiples and discounted cash flow methodologies. The market multiples approach is based on either sales or earnings before interest, taxes, depreciation and amortization for companies that are comparable to the Company's reporting units. The discounted cash flow approach incorporates assumptions surrounding planned growth rates, market-based discount rates and estimates of residual value. The assumptions used for the impairment test are consistent with those utilized by a market participant performing similar valuations for the Company's reporting units. These estimates are made using various inputs including historical data, current and anticipated market conditions, management plans, and market comparables. If the carrying value of a reporting unit exceeds its fair value, the Company considers the reporting unit impaired and reduces its carrying value of goodwill such that the reporting unit's new carrying value is the estimated fair value.

Similarly, the Company assesses indefinite-life intangible assets impairment risk throughout the year by performing a qualitative review and assessing events and circumstances that could affect the fair value or carrying value of these intangible assets. Annually during the fourth quarter, in conjunction with our annual budgeting process, the Company may perform qualitative testing, or depending on factors such as prior-year test results, current year developments, current risk evaluations and other practical considerations, the Company may instead perform a quantitative impairment test. In the quantitative testing, the Company compares an intangible asset's estimated fair value with its carrying value with the intangible asset's fair value being determined using estimates of future cash flows to be generated from that asset based on estimates of future sales, as well as assumptions surrounding earnings growth rates, royalty rates and discount rates consistent with rates used by market participants. These estimates are made using various inputs including historical data, current and anticipated market conditions, management plans, and market comparables. If the carrying value of the asset exceeds its fair value, we consider the asset impaired and reduce its carrying value to the estimated fair value.

We amortize definite-life intangible assets over their estimated useful lives, which materially approximates the pattern of economic benefit and evaluate them for impairment as we do other long-lived assets.

Accounts payable

The Company establishes competitive market-based terms with our suppliers, regardless of whether they participate in supplier finance programs, which generally range from 0 to 150 days dependent on their respective industry and geography.

The Company has agreements with third parties to provide accounts payable tracking systems which facilitate participating suppliers' ability to monitor and, if elected, sell payment obligations from the Company to designated third-party financial institutions. Participating suppliers may, at their sole discretion, make offers to sell one or more payment obligations of the Company prior to their scheduled due dates at a discounted price to participating financial institutions. The Company has no economic interest in the sale of these suppliers' receivables and no direct financial relationship with the financial institutions concerning these services. The Company's obligations to its suppliers, including amounts due and scheduled payment dates, are not impacted by suppliers' decisions to sell amounts under the arrangements. However, the Company's right to offset balances due from suppliers against payment obligations is restricted by the agreements for those payment obligations that have been sold by suppliers. The payment of these obligations by the Company is included in cash used in operating activities in the Consolidated Statement of Cash Flows.

The rollforward of the Company's outstanding obligations confirmed as valid under its supplier finance program, which are included in Accounts Payable in the Consolidated Balance Sheets, for year ended December 28, 2024 are as follows:

		2024
Outstanding payment obligations at the beginning of the year	$	825
Invoices confirmed during the year		2,810
Confirmed invoices paid during the year		(2,775)
Foreign currency translation and other		(5)
Outstanding payment obligations at the end of the year	$	855

Revenue recognition

The Company recognizes sales upon delivery of its products to customers. Revenue, which includes shipping and handling charges billed to the customer, is reported net of applicable discounts, returns, allowances, and various government withholding taxes. Methodologies for determining these provisions are dependent on local customer pricing and promotional practices, which range from contractually fixed percentage price reductions to reimbursement based on actual occurrence or performance. Where applicable, future reimbursements are estimated based on a combination of historical patterns and future expectations regarding specific in-market product performance.

The Company recognizes revenue from the sale of food products which are sold to customers through direct sales forces, broker and distributor arrangements. The Company also recognizes revenue from the license of our trademarks granted to third parties who use these trademarks on their merchandise and revenue from hauling services provided to third parties within certain markets. Revenue from these licenses and hauling services is not material to the Company.

Contract balances recognized in the current period that are not the result of current period performance are not material to the Company. The Company also does not incur costs to obtain or fulfill contracts.

The Company does not adjust the promised amount of consideration for the effects of significant financing components as the Company expects, at contract inception, that the period between the transfer of a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

The Company accounts for shipping and handling activities that occur before the customer has obtained control of a good as fulfillment activities recorded in cost of goods sold (COGS) rather than as a promised service.

The Company excludes from the measurement of transaction price all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by the Company from a customer for sales taxes.

Performance obligations

The Company recognizes revenue when (or as) performance obligations are satisfied by transferring control of the goods to customers. Control is transferred upon delivery of the goods to the customer. The customer is invoiced with payment terms which are commensurate with the customer's credit profile. Shipping and/or handling costs that occur before the customer obtains control of the goods are deemed to be fulfillment activities and are accounted for as fulfillment costs.

The Company assesses the goods and services promised in its customers' purchase orders and identifies a performance obligation for each promise to transfer a good or service (or bundle of goods or services) that is distinct. To identify the performance obligations, the Company considers all the goods or services promised, whether explicitly stated or implied based on customary business practices. For a purchase order that has more than one performance obligation, the Company allocates the total consideration to each distinct performance obligation on a relative standalone selling price basis.

Significant Judgments

The Company offers various forms of trade promotions and the methodologies for determining these provisions are dependent on local customer pricing and promotional practices, which range from contractually fixed percentage price reductions to provisions based on actual occurrence or performance. Where applicable, future provisions are estimated based on a combination of historical patterns and future expectations regarding specific in-market product performance.

The Company's promotional activities are conducted either through the retail trade or directly with consumers and include activities such as in-store displays and events, feature price discounts, consumer coupons, contests and loyalty programs. The costs of these activities are generally recognized at the time the related revenue is recorded, which normally precedes the actual cash expenditure. The recognition of these costs therefore requires management judgment regarding the volume of promotional offers that will be redeemed by either the retail trade or consumer. These estimates are made using various techniques including historical data on performance of similar promotional programs. Differences between estimated expense and actual redemptions are normally immaterial in relation to net sales and recognized as a change in management estimate in a subsequent period. The liability associated with these promotions was recorded in accrued advertising and promotion.

The Company classifies trade promotional expenditures to its customers, the cost of consumer coupons, and other cash redemption offers in net sales.

Advertising and promotion

The Company expenses production costs of advertising the first time the advertising takes place. Advertising expense is classified in selling, general and administrative (SGA) expense.

The Company also classifies consumer promotional expenditures in SGA expense. These promotional expenses are estimated using various techniques including historical cash expenditure and redemption experience and patterns. Differences between estimated expense and actual redemptions are normally immaterial and recognized as a change in management estimate in a subsequent period. The liability associated with these advertising and promotional activities is recorded in accrued advertising and promotion.

The cost of promotional package inserts is recorded in COGS.

Research and development

The costs of research and development (R&D) are expensed as incurred and are classified in SGA expense. R&D includes expenditures for new product and process innovation, as well as significant technological improvements to existing products and processes. The Company’s R&D expenditures primarily consist of internal salaries, wages, consulting, and supplies attributable to time spent on R&D activities. Other costs include depreciation and maintenance of research facilities and equipment, including assets at manufacturing locations that are temporarily engaged in pilot plant activities.

Stock-based compensation

The Company uses stock-based compensation, including stock options, restricted stock, restricted stock units, and executive performance shares, to provide long-term performance incentives for its global workforce.

The Company classifies pre-tax stock compensation expense in SGA and COGS within its corporate operations. Expense attributable to awards of equity instruments is recorded in capital in excess of par value in the Consolidated Balance Sheet.

Certain of the Company’s stock-based compensation plans contain provisions that prorate vesting of awards upon retirement, disability, or death of eligible employees and directors. A stock-based award is considered vested for expense attribution purposes when the employee’s retention of the award is no longer contingent on providing subsequent service. Accordingly, the Company recognizes compensation cost immediately for awards granted to retirement-eligible individuals or over the period from the grant date to the date retirement eligibility is achieved, if less than the stated vesting period.

The Company recognizes compensation cost for stock option awards that have a graded vesting schedule on a straight-line basis over the requisite service period for the entire award.

Income taxes

The Company recognizes uncertain tax positions based on a benefit recognition model. Provided that the tax position is deemed more likely than not of being sustained, the Company recognizes the largest amount of tax benefit that is greater than 50 percent likely of being ultimately realized upon settlement. The tax position is derecognized when it is no longer more likely than not of being sustained. The Company classifies income tax-related interest and penalties as interest expense and SGA expense, respectively, on the Consolidated Statement of Income. The current portion of the Company's unrecognized tax benefits is presented in the Consolidated Balance Sheet in other current assets and other current liabilities, and the amounts expected to be settled after one year are recorded in other assets and other liabilities.

Management monitors the Company's ability to utilize certain future tax deductions, operating losses and tax credit carryforwards, prior to expiration as well as the reinvestment assertion regarding our undistributed foreign earnings. Changes resulting from management's assessment will result in impacts to deferred tax assets and the corresponding impacts on the effective income tax rate. Valuation allowances were recorded to reduce deferred tax assets to an amount that will, more likely than not, be realized in the future.

Derivative Instruments

The fair value of derivative instruments is recorded in other current assets, other assets, other current liabilities or other liabilities.

Derivative instruments are classified on the Consolidated Balance Sheet based on the contractual maturity of the instrument or the timing of the underlying cash flows of the instrument for derivatives with contractual maturities beyond one year. Any collateral associated with derivative instruments is classified as other assets or other current liabilities on the Consolidated Balance Sheet depending on whether the counterparty collateral is in an asset or liability position. Margin deposits related to exchange-traded commodities are recorded in accounts receivable, net on the Consolidated Balance Sheet. On the Consolidated Statement of Cash Flows, cash flows associated with derivative instruments are classified according to the nature of the underlying hedged item. Cash flows associated with collateral and margin deposits on exchange-traded commodities are classified as investing cash flows when the collateral account is in an asset position and as financing cash flows when the collateral account is in a liability position.

Gains and losses representing either hedge ineffectiveness, hedge components excluded from the assessment of effectiveness, or hedges of translational exposure are recorded in the Consolidated Statement of Income in other income (expense), net (OIE) or interest expense.

Cash flow hedges. Qualifying derivatives are accounted for as cash flow hedges when the hedged item is a forecasted transaction. Gains and losses on these instruments are recorded in other comprehensive income until the underlying transaction is recorded in earnings. When the hedged item is realized, gains or losses are reclassified from accumulated other comprehensive income (loss) (AOCI) to the Consolidated Statement of Income on the same line item as the underlying hedged transaction.

Fair value hedges. Qualifying derivatives are accounted for as fair value hedges when the hedged item is a recognized asset, liability, or firm commitment. Gains and losses on these instruments are recorded in earnings, offsetting gains and losses on the hedged item.

Net investment hedges. Qualifying derivative and nonderivative financial instruments are accounted for as net investment hedges when the hedged item is a nonfunctional currency investment in a subsidiary. Gains and losses on these instruments are included in foreign currency translation adjustments in AOCI.

Derivatives not designated for hedge accounting. Gains and losses on these instruments are recorded in the Consolidated Statement of Income, on the same line item as the underlying hedged item.

Foreign currency exchange risk. The Company is exposed to fluctuations in foreign currency cash flows related primarily to third-party purchases, intercompany transactions and when applicable, nonfunctional currency denominated third-party debt. The Company is also exposed to fluctuations in the value of foreign currency investments in subsidiaries and cash flows related to repatriation of these investments. Additionally, the Company is exposed to volatility in the translation of foreign currency denominated earnings to U.S. dollars. Management assesses foreign currency risk based on transactional cash flows and translational volatility and may enter into forward contracts, options, and currency swaps to reduce fluctuations in long or short currency positions. Forward contracts and options are generally less than 18 months duration.

For foreign currency cash flow and fair value hedges, the assessment of effectiveness is generally based on changes in spot rates. Changes in time value are reported in OIE.

Interest rate risk. The Company is exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing and future issuances of variable rate debt. The Company periodically uses interest rate swaps, including forward-starting swaps, to reduce interest rate volatility and funding costs associated with certain debt issues, and to achieve a desired proportion of variable versus fixed rate debt, based on current and projected market conditions.

Fixed-to-variable interest rate swaps are accounted for as fair value hedges and the assessment of effectiveness is based on changes in the fair value of the underlying debt, using incremental borrowing rates currently available on loans with similar terms and maturities.

Price risk. The Company is exposed to price fluctuations primarily as a result of anticipated purchases of raw and packaging materials, fuel, and energy. The Company has historically used the combination of long-term contracts with suppliers, and exchange-traded futures and option contracts to reduce price fluctuations in a desired percentage of forecasted raw material purchases over a duration of generally less than 18 months.

Foreign currency - highly inflationary economies

The Company monitors the inflation rates of the economies in which the Company operates. In the fourth quarter of 2024 the Company determined that Nigeria and Egypt are highly inflationary economies for US GAAP purposes. For financial statements of subsidiaries operating in highly inflationary economies, the U.S. dollar has been designated as the functional currency. Highly inflationary accounting requires monetary assets and liabilities, such as cash, receivables and payables, to be remeasured into U.S. dollars at the current exchange rate at the end of each period with the impact of any changes in exchange rates being recorded in other income and expense. Non-monetary assets and liabilities, such as inventory, property, plant and equipment and intangible assets are carried forward at their historical dollar cost, which is calculated using the exchange rate at the date which hyperinflationary accounting is implemented. The impact of highly inflationary accounting in 2024 was not material to the Company's financial statements.

Pension benefits, nonpension postretirement and postemployment benefits

The Company sponsors a number of U.S. and foreign plans to provide pension, health care, and other welfare benefits to retired employees, as well as salary continuance, severance, and long-term disability to former or inactive employees.

The recognition of benefit expense is based on actuarial assumptions, such as discount rate, long-term rate of compensation increase, and long-term rate of return on plan assets and health care cost trend rate. Service cost is reported in COGS and SGA expense on the Consolidated Statement of Income. All other components of net periodic pension cost are included in OIE.

Postemployment benefits. The Company recognizes an obligation for postemployment benefit plans that vest or accumulate with service. Obligations associated with the Company's postemployment benefit plans, which are unfunded, are included in other current liabilities and other liabilities on the Consolidated Balance Sheet. All gains and losses are recognized over the average remaining service period of active plan participants.

Postemployment benefits that do not vest or accumulate with service or benefits to employees in excess of those specified in the respective plans are expensed as incurred.

Pension and nonpension postretirement benefits. The Company recognizes actuarial gains and losses in operating results in the year in which they occur. Experience gains and losses are recognized annually as of the measurement date, which is the Company's fiscal year-end, or when remeasurement is otherwise required under generally accepted accounting principles. The Company uses the fair value of plan assets to calculate the expected return on plan assets.

Reportable segments are allocated service cost. All other components of pension and postretirement benefit expense, including interest cost, expected return on assets, prior service cost, and experience gains and losses are considered unallocated corporate costs and are not included in the measure of reportable segment operating results. See Note 18 for more information on reportable segments. Management reviews the Company's expected long-term rates of return annually; however, the benefit trust investment performance for one particular year does not, by itself, significantly influence this evaluation.

For defined benefit pension and postretirement plans, the Company records the net overfunded or underfunded position as a pension asset or pension liability on the Consolidated Balance Sheet.

Leases

The Company leases certain warehouses, equipment, vehicles, and office space primarily through operating lease agreements. Finance lease obligations and activity are not material to the Consolidated Financial Statements. Lease obligations are primarily for real estate assets, with the remainder related to manufacturing and distribution related equipment, vehicles, information technology equipment, and rail cars. Leases with an initial term of 12 months or less are not recorded on the balance sheet.

A portion of the Company's real estate leases include future variable rental payments that include inflationary adjustment factors. The future variability of these adjustments is unknown and therefore not included in the minimum lease payments. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The leases have remaining terms which range from less than 1 year to 16 years and the majority of leases provide the Company with the option to exercise one or more renewal terms. The length of the lease term used in recording lease assets and lease liabilities is based on the contractually required lease term adjusted for any options to renew or early terminate the leases that are reasonably certain of being executed.

The Company combines lease and non-lease components together in determining the minimum lease payments for the majority of leases. The Company has elected to not combine lease and non-lease components for assets controlled indirectly through third party service-related agreements that include significant production related costs. The Company has closely analyzed these agreements to ensure any embedded costs related to the securing of the leased asset is properly segregated and accounted for in measuring the lease assets and liabilities.

The majority of the leases do not include a stated interest rate, and therefore the Company's periodic incremental borrowing rate is used to determine the present value of lease payments. This rate is calculated based on a collateralized rate for the specific currencies used in leasing activities and the borrowing ability of the applicable Company legal entity.

Accounting standards to be adopted in future periods

Income Taxes: Improvements to Income Tax Disclosures: In December 2023, the FASB issued ASU 2023-09 to expand the disclosure requirements for income taxes, specifically related to the rate reconciliation and income taxes paid. It will take effect for public entities fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently assessing the impact of any incremental disclosures required by this ASU and the planned timing of adoption.

Disaggregation of Income Statement Expenses: In November 2024, the FASB issued ASU 2024-03 to expand the disclosure requirements to include additional disaggregated information about income statement expenses that are commonly presented within existing expense captions. It will take effect for public entities fiscal years beginning after December 15, 2026, with early adoption permitted. The Company is currently assessing the impact of any incremental disclosures required by this ASU and the planned timing of adoption.

Accounting standards adopted during the period

Supplier Finance Programs: Disclosure of Supplier Finance Program Obligations. In September 2022, the FASB issued an ASU to improve the disclosures of supplier finance programs. Specifically, the ASU requires disclosure of key terms of the supplier finance programs and a rollforward of the related obligations. The amendments in this ASU do not affect the recognition, measurement, or financial statement presentation of obligations covered by supplier finance programs. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2022, except for the amendment on rollforward information, which is effective for fiscal years beginning after December 15, 2023. The Company has historically presented information regarding the nature and amount of outstanding Accounts Payable obligations confirmed into supplier finance programs within the Accounting Policies note of the financial statements. The Company adopted the ASU in the first quarter of 2023 and included the rollforward information in the fourth quarter of 2024.

Segment Reporting: Improvements to Reportable Segment Disclosures. In November 2023, the FASB issued ASU 2023-07, which focuses on enhancing reportable segment disclosures under Segment Reporting (Topic 280). This new standard is designed to enhance the transparency of significant segment expenses on an interim and annual basis. It took effect for public entities fiscal years beginning after December 15, 2023, with the option for earlier adoption at any time before the specified date, with retrospective requirements. The Company adopted the ASU in the fourth quarter of 2024 and has updated the segment disclosures as required.

NOTE 2
DISCONTINUED OPERATIONS

As disclosed in Note 1, on October 2, 2023, the Company completed the separation of its North America cereal business resulting in two independent companies, Kellanova and WK Kellogg Co. As a result of the distribution, Kellanova shareholders of record on September 21, 2023, received one share of WK Kellogg Co common stock for every four shares of Kellanova common stock.

In accordance with applicable accounting guidance, the results of WK Kellogg Co are presented as discontinued operations in the Consolidated Statement of Income and, as such, have been excluded from both continuing operations and segment results for fiscal years 2023 and 2022. There were no discontinued operations in fiscal year 2024. The consolidated statements of cash flows are presented on a consolidated basis for both continuing operations and discontinued operations.

The following table presents key components of “Income from discontinued operations, net of income taxes” for the fiscal years ended December 30, 2023 and December 31, 2022:

(millions)	2023	2022
Net sales	$ 2,085	$ 2,662
Cost of goods sold	1,387	1,858
Selling, general and administrative expense	479	381
Operating profit	$ 219	$ 423
Interest expense	26	17
Other income (expense), net	54	(111)
Income from discontinued operations before income taxes	$ 247	$ 295
Income taxes	71	64
Net income from discontinued operations, net of tax	$ 176	$ 231

The following table presents significant cash flow items from discontinued operations for the fiscal years ended December 30, 2023 and December 31, 2022:

(millions)	2023	2022
Depreciation and amortization	$ 52	$ 74
Additions to properties	$ 107	$ 87
Postretirement benefit plan expense (benefit)	$ (53)	$ 123

On September 29, 2023, in connection with the planned separation, WK Kellogg Co entered into a Credit Agreement (the “Credit Agreement”) and borrowed $664 million under the term loan and revolving credit facility under the Credit Agreement. Approximately $663 million of these borrowings was paid by WK Kellogg Co to Kellanova in the form of a dividend. Pursuant to the conditions of the private letter ruling from the Internal Revenue Service, Kellanova used the proceeds from the dividend, along with cash on hand to repay outstanding commercial paper and the 2.65% Senior Notes due 2023, which had an outstanding principal balance of $550 million. In a pro rata spin-off of consolidated subsidiaries, the distribution of the assets and liabilities are recognized through equity instead of net income. Accordingly, Kellanova has recognized the distribution of net assets to WK Kellogg Co in retained earnings. Following the completion of the separation on October 2, 2023, the term loan and revolving credit facility under the Credit Agreement are no longer obligations of Kellanova.

In connection with the separation, WK Kellogg Co entered into several agreements with Kellanova that govern the relationship of the parties following the spin-off including a Separation and Distribution Agreement, a Manufacturing and Supply Agreement ("Supply Agreement"), a Tax Matters Agreement, Employee Matters Agreement, Transition Services Agreement ("TSA"), and various lease agreements.

Pursuant to the TSA, both Kellanova and WK Kellogg Co agree to provide certain services to each other, on an interim, transitional basis from and after the separation and the distribution for up to two years following the spin-off. The TSA covers various services such as supply chain, IT, commercial, sales, Finance, HR, R&D and other Corporate. The remuneration to be paid for such services is generally intended to allow the company providing the services to recover all of its costs and expenses of providing such services. The costs and reimbursements related to services provided by Kellanova under the TSA are recorded in continuing operations with the Consolidated Statement of Income. Kellanova recorded approximately $157 million and $52 million of cost reimbursements related to the TSA for the years ended December 28, 2024 and December 30, 2023, respectively, of which $101 million and $37 million is recognized in cost of goods sold (COGS) and $56 million and $15 million in selling, general, and administrative expense (SGA) in the Consolidated Statement of Income for the years ended, respectively. These reimbursements are a direct offset within the Consolidated Statement of Income to the costs incurred related to providing services under the TSA.

Pursuant to the Supply Agreement, Kellanova will continue to supply certain inventory to WK Kellogg Co for a period of up to 3 years following the spin-off. During the years ended December 28, 2024 and December 30, 2023, the Company recognized net sales to WK Kellogg Co of $45 million and $18 million and cost of sales of $39 million and $16 million, respectively.

NOTE 3
SALE OF ACCOUNTS RECEIVABLE

The Company has a program in which a discrete group of customers are allowed to extend their payment terms in exchange for the elimination of early payment discounts (Extended Terms Program).

The Company has two Receivable Sales Agreements (Monetization Programs) described below, which are intended to directly offset the impact the Extended Terms Program would have on the days-sales-outstanding (DSO) metric that is critical to the effective management of the Company's accounts receivable balance and overall working capital. The Monetization Programs sell, on a revolving basis, certain trade accounts receivable invoices to third party financial institutions. Transfers under these agreements are accounted for as sales of receivables resulting in the receivables being de-recognized from the Consolidated Balance Sheet. The Monetization Programs provide for the continuing sale of certain receivables on a revolving basis until terminated by either party; however, the maximum receivables that may be sold at any time is approximately $975 million.

The Company has no retained interest in the receivables sold, however the Company does have collection and administrative responsibilities for the sold receivables. The Company has not recorded any servicing assets or liabilities as of December 28, 2024 and December 30, 2023 for these agreements as the fair value of these servicing arrangements as well as the fees earned were not material to the financial statements.

Accounts receivable sold of $653 million and $697 million remained outstanding under these arrangements as of December 28, 2024 and December 30, 2023, respectively. The proceeds from these sales of receivables are included in cash from operating activities in the Consolidated Statement of Cash Flows. The recorded net loss on sale of receivables was $40 million, $41 million and $16 million for the years ended December 28, 2024, December 30, 2023 and December 31, 2022, respectively. The recorded loss is included in OIE.

Other programs
Additionally, from time to time certain of the Company's foreign subsidiaries will transfer, without recourse, accounts receivable balances of certain customers to financial institutions. These transactions are accounted for as sales of the receivables resulting in the receivables being de-recognized from the Consolidated Balance Sheet. Accounts receivable sold of $15 million and $8 million remained outstanding under these programs as of December 28, 2024 and December 30, 2023, respectively. The proceeds from these sales of receivables are included in cash from operating activities in the Consolidated Statement of Cash Flows. The recorded net loss on the sale of these receivables is included in OIE and is not material.

NOTE 4
DIVESTITURES

Egypt

In September 2024, the Company entered into an agreement to sell a foreign subsidiary in Egypt. In conjunction with the agreement, the Company reclassified related assets and liabilities to held for sale and recognized an immaterial impairment charge in the AMEA reportable segment in OIE. Additionally, the Company recognized a domestic tax benefit of $41 million for the excess of tax basis over book on the Company's investment in the subsidiary. The business in Egypt represents less than 1% of consolidated Kellanova net sales.

Russia

In July 2023 the Company completed the sale of its Russian business. As a result of completing the transaction, the Company derecognized net assets of approximately $65 million and recorded a non-cash loss on the transaction of approximately $113 million in OIE, primarily related to the release of historical currency translation adjustments. The business was part of the Europe reportable segment and the sale resulted in a complete exit from the Russian market. The business in Russia represented approximately 1% of consolidated Kellanova net sales.

NOTE 5
INVESTMENTS IN UNCONSOLIDATED ENTITIES

The Company holds a 50% ownership interest in Tolaram Africa Foods, PTE LTD (TAF), a holding company with a 49% interest in Dufil Prima Foods, Plc, a food manufacturer in West Africa. The carrying value of the investment in TAF at December 28, 2024 and December 30, 2023 was $83 million and $173 million, respectively. The investment in TAF is accounted for under the equity method of accounting and is evaluated for indicators of other than temporary impairment. The Company records the activity of TAF on a one-month lag due to the timing required to obtain the financial statements from TAF management. The reduction in value of the investment in TAF during 2024 has been primarily driven by the devaluation of the Nigerian Naira through foreign currency translation adjustments. TAF, and other entities affiliated with TAF, are suppliers to Multipro, a consolidated subsidiary in West Africa. The related trade payables are generally settled on a monthly basis. These suppliers' net sales, totaling $523 million and $796 million for the years ended December 28, 2024 and December 30, 2023, respectively, consist primarily of inventory purchases by Multipro.

During the second quarter of 2023, the Company recorded an out-of-period adjustment to correct an error in the foreign currency translation of its investment in TAF. The adjustment decreased investments in unconsolidated entities and increased other comprehensive loss by $113 million, respectively. We determined the adjustment to be immaterial to our Consolidated Financial Statements for the related prior annual and quarterly periods.

NOTE 6
RESTRUCTURING

The Company views its restructuring programs as part of its operating principles to provide greater visibility in achieving its long-term profit growth and margin targets. Initiatives undertaken are generally expected to recover cash implementation costs within a 1 to 5-year period subsequent to completion. Completion (or as each major stage is completed in the case of multi-year programs) is when the project begins to deliver cash savings and/or reduced depreciation.

In the first quarter of 2024, the Company announced a reconfiguration of the North America frozen supply chain network, designed to drive increased productivity. The project is substantially complete as of the end of 2024. The overall project is expected to result in cumulative pretax charges of approximately $70 million, which include employee-related costs of $10 million, other cash costs of $10 million, and non-cash costs, primarily consisting of asset impairment, accelerated depreciation, and asset disposals of $50 million. Charges incurred related to this restructuring program were $65 million during the year ended December 28, 2024. These charges primarily related to severance costs and asset impairment and were recorded in COGS.

In the first quarter of 2024, the Company proposed a reconfiguration of the European cereal supply chain network and completed collective bargaining obligations and consultation with impacted employees during the quarter ended June 29, 2024. The project, designed to drive efficiencies, is expected to be substantially completed by late 2026, with resulting efficiencies expected to begin contributing to gross margin improvements in late 2026. The overall project is expected to result in cumulative pretax charges of approximately $120 million, which include employee-related costs of $50 million, other cash costs of $30 million, and non-cash costs, primarily consisting of asset impairment, accelerated depreciation, and asset disposals of $40 million. Charges incurred related to this restructuring program were $78 million during the year ended December 28, 2024. These charges primarily related to severance costs and asset impairment and were recorded in COGS.

Restructuring costs for fiscal years 2023 and 2022 were immaterial. The tables below provide the details for charges incurred during the year ended December 28, 2024.

	Year-to-date period ended	Program costs to date
(millions)	**December 28, 2024**	**December 28, 2024**
Employee related costs	**$ 45**	**$ 45**
Asset related costs	**23**	**23**
Asset impairment	**60**	**60**
Other costs	**15**	**15**
Total	**$ 143**	**$ 143**

	Year-to-date period ended	Program costs to date
(millions)	**December 28, 2024**	**December 28, 2024**
North America	**$ 65**	**$ 65**
Europe	**78**	**78**
Total	**$ 143**	**$ 143**

All other restructuring projects were immaterial within the periods presented.

At December 28, 2024, total project reserves for the European reorganizations were $37 million. The reserves are related to severance payments and other costs of which a substantial portion was not paid during the current year. The following table provides details for exit cost reserves related to the European and North American reorganizations described above.

	Employee Related Costs	Asset Impairment	Asset Related Costs	Other Costs	**Total**
Liability as of December 30, 2023	$ —	$ —	$ —	$ —	$ —
2024 restructuring charges	45	60	23	15	143
Cash payments	(7)			(15)	(22)
Non-cash charges and other	(1)	(60)	(23)	—	(84)
Liability as of December 28, 2024	**$ 37**	**$ —**	**$ —**	**$ —**	**$ 37**

NOTE 7
GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill and Other Intangible Assets

Changes in the carrying amount of goodwill, intangible assets subject to amortization, consisting primarily of customer relationships, and indefinite-lived intangible assets, consisting of brands and distribution agreements, are presented in the following tables:

Carrying amount of goodwill

(millions)	North America	Europe	Latin America	AMEA	Consolidated
December 31, 2022	$ 4,115	$ 328	$ 177	$ 761	$ 5,381
Currency translation adjustment	1	8	14	(244)	(221)
December 30, 2023	$ 4,116	$ 336	$ 191	$ 517	$ 5,160
Currency translation adjustment	(4)	(13)	(31)	(109)	(157)
December 28, 2024	**$ 4,112**	**$ 323**	**$ 160**	**$ 408**	**$ 5,003**

Other intangible assets

	2024			2023		
(millions)	**Gross Amount**	**Accumulated Amortization**	**Net Amount**	Gross Amount	Accumulated Amortization	Net Amount
Intangibles subject to amortization (a)	**$ 256**	**$ (147)**	**$ 109**	$ 334	$ (154)	$ 180
Intangibles not subject to amortization	**$ 1,651**		**$ 1,651**	$ 1,750		$ 1,750

(a) The currently estimated aggregate amortization expense for each of the next five succeeding fiscal periods is approximately $13 million per year through 2029.

Cumulative goodwill impairment losses are not material. The change in goodwill and other intangible asset values presented in the tables above include the impact of foreign currency translation adjustments which are primarily related to the devaluation of the Nigerian Naira.

Annual impairment testing

At December 28, 2024, goodwill and other intangible assets amounted to $6.8 billion, consisting primarily of goodwill and brands. Within this total, approximately $1.7 billion of non-goodwill intangible assets were classified as indefinite-lived, including $1.6 billion related to trademarks, comprised principally of *Pringles* and cracker-related trademarks. The majority of all goodwill and other intangible assets are recorded in our North America operating segment.

The Company's annual reporting unit goodwill impairment testing, performed through the fourth quarter of 2024, consisted of qualitative and quantitative testing. No heightened risk or qualitative indicators of goodwill impairment of any reporting units was identified.

The Company's annual intangible asset impairment testing was also performed through the fourth quarter of 2024 consisting of qualitative or quantitative testing for all significant intangible assets. No heightened risk or qualitative indicators of impairment of any intangible assets tested was identified.

In the fourth quarter of 2023 the Company recognized a non-cash impairment of $34 million in selling, general and administrative expense related to a brand in the North America operating segment that primarily relates to snack category products.

NOTE 8
EQUITY

Earnings per share

Basic earnings per share is determined by dividing net income attributable to Kellanova by the weighted average number of common shares outstanding during the period. Diluted earnings per share is similarly determined, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all dilutive potential common shares had been issued. Dilutive potential common shares consist principally of employee stock options issued by the Company, restricted stock units, and to a lesser extent, certain contingently issuable performance shares. The total number of anti-dilutive potential common shares excluded from the reconciliation for each period was (shares in millions): 2024-1.3; 2023-3.9; 2022-2.9.

Stock transactions

The Company issues shares to employees and directors under various equity-based compensation and stock purchase programs, as further discussed in Note 11.

In December 2022, the Board of Directors approved a new authorization to repurchase up to $1.5 billion of our common stock through December 2025.

During 2024, the Company did not repurchase any shares of common stock. During 2023, the Company repurchased 3 million shares of common stock for a total of $170 million. During 2022, the Company repurchased 5 million shares of common stock for a total of $300 million. As of December 28, 2024, approximately $1.3 billion remains available under the December 2022 stock repurchase program.

Comprehensive income

Comprehensive income includes net income and all other changes in equity during a period except those resulting from investments by or distributions to shareholders. Other comprehensive income consists of foreign currency translation adjustments, fair value adjustments associated with cash flow hedges, which are recorded in interest expense within the statement of income, upon reclassification from Accumulated Other Comprehensive Income (AOCI), adjustments for net experience gains (losses), prior service credit (costs) related to employee benefit plans and adjustments for unrealized (gains) losses on available-for-sale securities, which are recorded in other income (expense) within the statement of income, upon reclassification from AOCI. The related tax effects of these items are recorded in income tax expense within the statement of income, upon reclassification from AOCI.

Accumulated other comprehensive income (loss) as of December 28, 2024 and December 30, 2023 consisted of the following:

(millions)	**December 28, 2024**	December 30, 2023
Foreign currency translation adjustments	**$ (2,721)**	$ (2,326)
Net investment hedges gain (loss)	**318**	186
Cash flow hedges — net deferred gain (loss)	**174**	143
Postretirement and postemployment benefits:		
Net experience gain (loss)	**(4)**	1
Prior service credit (cost)	**(43)**	(45)
Total accumulated other comprehensive income (loss)	**$ (2,276)**	$ (2,041)

NOTE 9
LEASES AND OTHER COMMITMENTS

The Company recorded operating lease costs of $124 million, $137 million and $132 million for the years ended December 28, 2024, December 30, 2023 and December 31, 2022, respectively. Lease related costs associated with variable rent, short-term leases, and sale-leaseback arrangements, as well as sublease income, are each immaterial.

(millions)	Year ended December 28, 2024	Year ended December 30, 2023	Year ended December 31, 2022
Other information			
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	$ 125	$ 138	$ 121
Right-of-use assets obtained in exchange for operating lease liabilities			
New leases	$ 82	$ 89	$ 84
Modified leases	$ 27	$ 74	$ 27
Weighted-average remaining lease term - operating leases	7 years	7 years	
Weighted-average discount rate - operating leases	3.4%	3.6%	

At December 28, 2024 future maturities of operating leases were as follows:

(millions)	Operating leases
2025	$ 154
2026	119
2027	93
2028	67
2029	57
2030 and beyond	194
Total minimum payments	$ 684
Less interest	(85)
Present value of lease liabilities	$ 599

Operating lease payments presented in the table above exclude $4 million of minimum lease payments for real-estate leases signed but not yet commenced as of December 28, 2024. The leases are expected to commence in 2025.

At December 28, 2024, future minimum annual lease commitments under non-cancelable finance leases were immaterial.

The Company has provided various standard indemnifications in agreements to sell and purchase business assets and lease facilities over the past several years, related primarily to pre-existing tax, environmental, and employee benefit obligations. Certain of these indemnifications are limited by agreement in either amount and/or term and others are unlimited. The Company has also provided various “hold harmless” provisions within certain service type agreements. Because the Company is not currently aware of any actual exposures associated with these indemnifications, management is unable to estimate the maximum potential future payments to be made. At December 28, 2024, the Company had not recorded any liability related to these indemnifications.

NOTE 10
NOTES PAYABLE AND LONG-TERM DEBT

The following table presents the components of notes payable at year end December 28, 2024 and December 30, 2023:

(millions)	**2024**	2023
	Principal amount	Principal amount
Bank borrowings	**$ 113**	$ 121

The following table presents the components of subordinated long-term debt at year end December 28, 2024 and December 30, 2023:

(millions)		2024		2023
5.75% $300 million U.S. Dollar Notes due 2054	$	**296**	$	—
4.50% $650 million U.S. Dollar Notes due 2046		**639**		639
3.75% €300 million Euro Notes due 2034		**310**		—
5.25% $400 million U.S. Dollar Notes due 2033		**397**		397
7.45% $625 million U.S. Dollar Debentures due 2031		**623**		622
2.10% $500 million U.S. Dollar Notes due 2030		**498**		497
0.50% €300 million Euro Notes due 2029		**311**		329
4.30% $600 million U.S. Dollar Notes due 2028		**557**		552
3.40% $600 million U.S. Dollar Notes due 2027		**598**		598
3.25% $750 million U.S. Dollar Notes due 2026		**748**		747
1.25% €600 million Euro Notes due 2025		**627**		667
1.00% €600 million Euro Notes due 2024		**—**		655
Other		**26**		49
		5,630		5,752
Less current maturities		**(632)**		(663)
Balance at year end	$	**4,998**	$	5,089

During the second quarter of 2024, Kellanova issued $300 million of thirty-year 5.75% Notes due 2054, resulting in net proceeds after discount and underwriting commissions of $296 million. In connection with the debt issuance, the Company recorded gains totaling $161 million, including approximately a $11 million gain that was realized in 2024, on forward starting swaps with a notional value of $300 million. These gains were recorded in accumulated other comprehensive income and will be amortized to interest expense over the term of the Notes. The average effective interest rate over the term of the Notes, reflecting issuance discount and hedge settlement is 4.0%.

Additionally, during the second quarter of 2024, Kellanova issued €300 million of ten-year 3.75% Notes due 2034, resulting in net proceeds after discount and underwriting commissions of €297 million. In connection with the debt issuance, the Company recorded gains totaling €51 million (approximately $55 million), including approximately a €5 million (approximately $5 million) loss realized in 2024, on forward starting swaps with a notional value of €250 million. These gains were recorded in accumulated other comprehensive income and will be amortized to interest expense over the term of the Notes. The average effective interest rate over the term of the Notes, reflecting issuance discount and hedge settlement is 2.2%.

The proceeds from these notes were used for general corporate purposes, including the payment of offering related fees and expenses, and repayment of a portion of the €600 million 1.0% Notes when they matured on May 17, 2024. The Notes contain customary covenants that limit the ability of the Company and its restricted subsidiaries (as defined) to incur certain liens or enter into certain sale and lease-back transactions, as well as a change of control provision.

During the first quarter of 2023, Kellanova issued $400 million of ten-year 5.25% Notes due 2033, resulting in net proceeds after discount and underwriting commissions of $396 million. The proceeds from these notes were used for general corporate purposes, including the payment of offering related fees and expenses, repayment of the $210 million 2.75% Notes when they matured on March 1, 2023, and repayment of a portion of commercial paper borrowings. The Notes contain customary covenants that limit the ability of the Company and its restricted subsidiaries (as defined) to incur certain liens or enter into certain sale and lease-back transactions, as well as a change of control provision.

In connection with the debt issuance, Kellanova terminated forward starting interest rate swaps with notional amounts totaling $400 million, resulting in a gain of $47 million in the first quarter of 2023. These derivatives were accounted for as cash flow hedges. The total net gain of $91 million, including those realized in prior periods, were recorded in accumulated other comprehensive income and will be amortized to interest expense over the term of the Notes. At the time of debt issuance, the effective interest rate on the Notes, reflecting issuance discount and hedge settlement was 3.06%.

All of the Company's Notes contain customary covenants that limit the ability of the Company and its restricted subsidiaries (as defined) to incur certain liens or enter into certain sale and lease-back transactions and also contain a change of control provision. There are no significant restrictions on the payment of dividends by the Company. The Company was in compliance with all these covenants as of December 28, 2024.

At December 28, 2024, the Company had $2.9 billion of short-term lines of credit and letters of credit, of which $2.8 billion were unused and available for borrowing primarily on an unsecured basis. These lines were comprised principally of the December 2021 unsecured $1.5 billion Five-Year Credit Agreement, which expires in December 2026, and an unsecured $750 million 364-Day Credit Agreement, which expires in December 2025.

The Five-Year Credit Agreement allows the Company to borrow, on a revolving credit basis, up to $1.5 billion, which includes the ability to obtain European swingline loans in an aggregate principal amount up to the equivalent of $300 million. In December 2021, the Company terminated the original Five-Year Credit Agreement, which was originally set to expire in January of 2023, and entered into a new Five-Year Credit Agreement, which expires in December 2026.

In December 2024, the Company entered into an unsecured 364-Day Credit Agreement to borrow, on a revolving credit basis, up to $750 million outstanding at any time, which is expected to mature in December 2025.

The Five-Year and 364 Day Credit Agreements which had no outstanding borrowings as December 28, 2024, contain customary covenants and warranties, including specified restrictions on indebtedness, liens and a specified interest expense coverage ratio. If an event of default occurs, then, to the extent permitted, the administrative agents may terminate the commitments under the credit facilities, accelerate any outstanding loans under the agreements, and demand the deposit of cash collateral equal to the lender's letter of credit exposure plus interest. The Company was in compliance with all financial covenants contained in these agreements at December 28, 2024.

Scheduled principal repayments on long-term debt are (in millions): 2025–$631; 2026–$754; 2027–$604; 2028–$604; 2029–$313; 2030 and beyond–$2,797.

Financial institutions have issued standby letters of credit conditionally guaranteeing obligations on behalf of the Company totaling $67 million, including $66 million secured and $1 million unsecured, as of December 28, 2024. These obligations are related primarily to insurance programs. There were no amounts drawn down on the letters of credit as of December 28, 2024.

Interest expense capitalized as part of the construction cost of fixed assets was immaterial for all periods presented.

NOTE 11
STOCK COMPENSATION

The Company uses various equity-based compensation programs to provide long-term performance incentives for its global workforce. Currently, these incentives consist principally of stock options, restricted stock units and executive performance shares. The Company also sponsors a discounted stock purchase plan in the United States and matching-grant programs in several international locations. Additionally, the Company awards restricted stock to its outside directors. These awards are administered through several plans, as described within this Note.

Stock awards are granted to non-employee Directors in early May of each year and are automatically deferred pursuant to the Kellanova Grantor Trust for Non-Employee Directors (the "Grantor Trust") in the form of deferred shares of our common stock (or "DSUs"). Under the terms of the Grantor Trust, shares underlying vested stock awards are settled only upon a Director's termination of service on the Board.

The 2022 Long-Term Incentive Plan (2022 Plan), approved by shareholders in April 2022, permits awards to employees and officers in the form of incentive and non-qualified stock options, performance units, restricted stock or restricted stock units, and stock appreciation rights. The 2022 Plan authorizes the issuance of a total of 12.4 million shares. At December 28, 2024, there were 10.8 million remaining authorized, but unissued, shares under the 2022 Plan.

Compensation expense for all types of equity-based programs and the related income tax benefit recognized were as follows:

(millions)	**2024**	2023	2022
Pre-tax compensation expense	**$ 95**	$ 96	$ 100
Related income tax benefit	**$ 25**	$ 25	$ 26

As of December 28, 2024, total stock-based compensation cost related to non-vested awards not yet recognized was $102 million and the weighted-average period over which this amount is expected to be recognized was 2 years.

Cash flows realized upon exercise or vesting of stock-based awards in the periods presented are included in the following table. Tax windfall (shortfall) realized upon exercise or vesting of stock-based awards generally represent the difference between the grant date fair value of an award and the taxable compensation of an award.

Cash used by the Company to settle equity instruments granted under stock-based awards was not material.

(millions)	**2024**	2023	2022
Total net cash received from option exercises and similar instruments (a)	**$ 213**	$ 60	$ 277
Tax windfall (shortfall) classified as cash flow from operating activities (a)	**$ 13**	$ 3	$ 3

(a) Activities prior to the spin-off remain unadjusted to ensure consistency with historical reporting.

Shares used to satisfy stock-based awards are normally issued out of treasury stock, although management is authorized to issue new shares to the extent permitted by respective plan provisions. Refer to Note 8 for information on shares issued during the periods presented to employees and directors under various long-term incentive plans and share repurchases under the Company's stock repurchase authorizations. The Company does not currently have a policy of repurchasing a specified number of shares issued under employee benefit programs during any particular time period.

Performance Shares and Restricted Stock Units

During the periods presented, stock-based awards consisted principally of performance shares and restricted stock units granted under the 2022 and 2017 Plans.

In the first quarter of 2024, the Company granted performance share units to eligible employees, which entitle these employees to receive a specified number of shares of the Company's common stock upon vesting, as well as dividend equivalent shares. The number of shares earned could range between 0% and 200% of the target amount depending upon performance achieved over the three year performance period. The performance conditions of the award include net sales growth and cash flow related targets. Dividend equivalents accrue and vest in accordance with the underlying award. The 2024 target performance share unit currently corresponds to approximately 900,000 shares, with a grant-date fair value of $55 per share.

In the first quarter of 2023, the Company granted performance share units to eligible employees, which entitle these employees to receive a specified number of shares of the Company's common stock upon vesting, as well as dividend equivalent shares. The number of shares earned could range between 0% and 200% of the target amount depending upon performance achieved over the three-year performance period. The performance conditions of the award include net sales growth and cash flow related targets. Dividend equivalents accrue and vest in accordance with the underlying award. The 2023 target performance share unit currently corresponds to approximately 765,000 shares, with a grant-date fair value of $60 per share.

In 2022, the Company granted performance shares to a limited number of senior level employees, which entitle these employees to receive a specified number of shares of the Company's common stock upon vesting, as well as dividend equivalent shares. The number of shares earned could range between 0% and 200% of the target amount depending upon performance achieved over the three year performance period. The performance conditions of the award include net sales growth and cash flow related targets. Dividend equivalents accrue and vest in accordance with the underlying award. The 2022-2024 Employee Purchase Plan (EPP) performance goals were established at the beginning of 2022 and did not contemplate the spin-off of WK Kellogg Co. The terms of the EPP provided for equitably adjusting the goals based on extraordinary events like a spin-off. The Company completed the spin-off of WK Kellogg Co on October 2, 2023. Adjustments were made to performance goals primarily to equitably adjust for the impact of the spin-off and the performance period ending on the date of the spin-off as well as account for the divestiture of the Company's business in Russia. In October 2023 the Board of Directors approved a payout of 140% to vest based on the holder's continued service with the Company through the original vesting period.

Based on the market price of the Company's common stock at year-end 2024, the maximum future value that could be awarded on the vesting date was $146 million for both the 2024 and 2023 awards.

The Company also grants restricted stock units to eligible employees, typically with three-year cliff vesting earning dividend equivalent units. Dividend equivalents accrue and vest in accordance with the underlying award. Management estimates the fair value of restricted stock grants based on the market price of the underlying stock on the date of grant. A summary of restricted stock unit activity for the year ended December 28, 2024, is presented in the following table:

Employee restricted stock units	Shares (thousands)	Weighted-average grant-date fair value
Non-vested, beginning of year (a)	3,183	$ 58
Granted	668	56
Vested	(1,172)	56
Forfeited	(202)	$ 59
Non-vested, end of year	2,477	$ 59

(a) Activities prior to the spin-off remain unadjusted to ensure consistency with historical reporting.

Additionally, restricted stock unit activity for 2023 and 2022 is presented in the following table:

Employee restricted stock units (a)	2023	2022
Shares (in thousands):		
Non-vested, beginning of year	1,661	1,786
Granted	572	709
Vested	(491)	(619)
Forfeited	(359)	(215)
Performance share conversion	1,486	—
Awards transferred to WK Kellogg Co	(529)	—
Adjustment for spin-off (b)	843	—
Non-vested, end of year	3,183	1,661
Weighted-average exercise price:		
Non-vested, beginning of year	$ 64	$ 60
Granted	68	67
Vested	65	57
Forfeited	65	62
Performance share conversion	63	—
Awards transferred to WK Kellogg Co	65	—
Non-vested, end of year	$ 58	$ 64

(a) Activities prior to the spin-off remain unadjusted to ensure consistency with historical reporting.
(b) In connection with the spin-off of WK Kellogg Co, the modification of restricted stock units resulted in incremental expense totaling approximately $11 million to be amortized over the remaining vesting period of the award.

The total fair value of restricted stock units vesting in the periods presented was (in millions): 2024–$64; 2023–$33; 2022–$41.

Stock options

The Company has historically provided non-qualified stock options to eligible employees under the 2017 Plans through 2021 and prior years, with strike prices equal to the fair market value of the Company's stock on the grant date, a contractual term of ten years, and a three-year graded vesting period. Since 2021, the Company has not granted non-qualified stock options to eligible employees.

A summary of option activity for the year ended December 28, 2024 is presented in the following table:

Employee and director stock options	Shares (millions)	Weighted-average exercise price	Weighted-average remaining contractual term (yrs.)	Aggregate intrinsic value (millions)
Outstanding, beginning of year (a)	**9**	**$ 58**		
Granted	**—**	**—**		
Exercised	**(3)**	**59**		
Forfeitures and expirations	**—**	**—**		
Outstanding, end of year	**6**	**$ 57**	**4**	**$ 130**
Exercisable, end of year	**6**	**$ 57**	**4**	**$ 130**

(a) Activities prior to the spin-off remain unadjusted to ensure consistency with historical reporting.

Additionally, option activity for the comparable prior year periods is presented in the following table:

(millions, except per share data) (a)	2023	2022
Outstanding, beginning of year	10	15
Granted	—	—
Exercised	(1)	(4)
Forfeitures and expirations	(1)	(1)
Awards transferred to WK Kellogg Co	(1)	—
Adjustment for spin-off (b)	2	—
Outstanding, end of year	9	10
Exercisable, end of year	8	8
Weighted-average exercise price:		
Outstanding, beginning of year	$ 65	$ 64
Granted	—	—
Exercised	59	61
Forfeitures and expirations	60	63
Awards transferred to WK Kellogg Co	66	—
Outstanding, end of year	$ 58	$ 65
Exercisable, end of year	$ 58	$ 67

(a) Activities prior to the spin-off remain unadjusted to ensure consistency with historical reporting.
(b) In connection with the spin-off of WK Kellogg Co, the modification of stock options resulted in incremental expense totaling approximately $10 million, of which $9 million was related to vested awards and was recognized immediately. The remaining expense will be amortized over the vesting period of the award.

The total intrinsic value of options exercised during the periods presented was (in millions): 2024–$36; 2023–$5; 2022–$44.

NOTE 12
PENSION BENEFITS

The Company sponsors a number of U.S. and foreign pension plans to provide retirement benefits for its employees. The majority of these plans are funded or unfunded defined benefit plans, although the Company does participate in a limited number of multiemployer or other defined contribution plans for certain employee groups. See Note 14 for more information regarding the Company's participation in multiemployer plans. Defined benefits for salaried employees are generally based on salary and years of service, while union employee benefits are generally a negotiated amount for each year of service. The Company uses a December 31 measurement date for these plans and, when necessary, adjusts for plan contributions and significant events between December 31 and its fiscal year-end.

Obligations and funded status

The aggregate change in projected benefit obligation, plan assets, and funded status is presented in the following tables.

(millions)		2024		2023
Change in projected benefit obligation				
Beginning of year	**$**	**3,077**	$	2,877
Service cost		**16**		17
Interest cost		**140**		149
Amendments		**1**		38
Actuarial (gain)loss		**(238)**		198
Benefits paid		**(210)**		(256)
Curtailment and special termination benefits		**1**		—
Other		**(3)**		—
Foreign currency adjustments		**(35)**		54
End of year	**$**	**2,749**	$	3,077
Change in plan assets				
Fair value beginning of year	**$**	**2,650**	$	2,589
Actual return on plan assets		**(107)**		211
Employer contributions		**51**		25
Benefits paid		**(190)**		(238)
Other		**(43)**		—
Foreign currency adjustments		**(39)**		63
Fair value end of year	**$**	**2,322**	$	2,650
Funded status	**$**	**(427)**	$	(427)
Amounts recognized in the Consolidated Balance Sheet consist of				
Other assets	**$**	**185**	$	201
Other current liabilities		**(13)**		(15)
Pension liability		**(599)**		(613)
Net amount recognized	**$**	**(427)**	$	(427)
Amounts recognized in accumulated other comprehensive income consist of				
Prior service cost	**$**	**64**	$	71
Net amount recognized	**$**	**64**	$	71

The accumulated benefit obligation for all defined benefit pension plans was $2.7 billion at December 28, 2024 and $3.0 billion at December 30, 2023.

Information for pension plans with accumulated benefit obligations in excess of plan assets were:

(millions)		2024		2023
Projected benefit obligation	**$**	**1,722**	$	1,844
Accumulated benefit obligation	**$**	**1,713**	$	1,834
Fair value of plan assets	**$**	**1,109**	$	1,224

Information for pension plans with projected benefit obligations in excess of plan assets were:

(millions)		2024		2023
Projected benefit obligation	**$**	**1,722**	$	1,924
Accumulated benefit obligation	**$**	**1,713**	$	1,893
Fair value of plan assets	**$**	**1,109**	$	1,299

Expense

The components of pension expense are presented in the following table. Service cost is recorded in COGS and SGA expense. All other components of net periodic benefit cost are included in OIE. Pension expense for defined contribution plans relates to certain foreign-based defined contribution plans and multiemployer plans in the United States in which the Company participates on behalf of certain unionized workforces.

(millions)	2024	2023	2022
Service cost	$ 16	$ 17	$ 20
Interest cost	140	149	109
Expected return on plan assets	(164)	(183)	(215)
Amortization of unrecognized prior service cost	7	6	6
Other expense (income)	—	—	(1)
Recognized net (gain) loss	35	171	153
Net periodic benefit cost	34	160	72
Curtailment and special termination benefits	1	—	—
Pension (income) expense:			
Defined benefit plans	35	160	72
Defined contribution plans	5	5	5
Total	$ 40	$ 165	$ 77

The Company and certain of its subsidiaries sponsor 401(k) or similar savings plans for active employees. Expenses related to these plans were: 2024 – $33 million; 2023 – $40 million; 2022 – $41 million. These amounts are not included in the preceding expense table. Company contributions to these savings plans approximate annual expense. Company contributions to multiemployer and other defined contribution pension plans approximate the amount of annual expense presented in the preceding table.

Assumptions

The worldwide weighted-average actuarial assumptions used to determine benefit obligations were:

	2024	2023	2022
Discount rate	5.4 %	4.8 %	5.3 %
Long-term rate of compensation increase	3.3 %	3.3 %	3.5 %

The worldwide weighted-average actuarial assumptions used to determine annual net periodic benefit cost were:

	2024	2023	2022
Discount rate	4.8 %	5.3 %	2.2 %
Discount rate - interest	4.7 %	5.2 %	2.1 %
Long-term rate of compensation increase	3.3 %	3.5 %	3.5 %
Long-term rate of return on plan assets	6.7 %	7.2 %	5.9 %

To determine the overall expected long-term rate of return on plan assets, the Company models expected returns over a 20-year investment horizon with respect to the specific investment mix of its major plans. The return assumptions used reflect a combination of rigorous historical performance analysis and forward-looking views of the financial markets including consideration of current yields on long-term bonds, price-earnings ratios of the major stock market indices, and long-term inflation. The U.S. model, which corresponds to approximately 56% of consolidated pension and other postretirement benefit plan assets, incorporates a long-term inflation assumption of 2.5% and an active management premium of 0.84% (net of fees) validated by historical analysis. Similar methods are used for various foreign plans with invested assets, reflecting local economic conditions. The expected rate of return for 2024 of 8.00% for the U.S. plans equated to approximately the 58th percentile expectation. Refer to Note 1.

In 2019, the Society of Actuaries (SOA) published updated mortality tables and an updated improvement scale. In 2021, the SOA released an updated improvement scale that incorporates an additional year of data. In determining the appropriate mortality assumptions as of 2024 fiscal year-end, the Company used the 2019 SOA tables with collar adjustments based on Kellanova's current population, consistent with the prior year. In addition, based on mortality information available from the Social Security Administration and other sources, the Company developed assumptions for future mortality improvement in line with our expectations for future experience. There were no changes to the year-end pension and postretirement benefit obligations due to mortality assumption changes.

To conduct our annual review of discount rates, we selected the discount rate based on a cash-flow matching analysis using Willis Towers Watson's proprietary RATE:Link tool and projections of the future benefit payments constituting the projected benefit obligation for the plans. RATE:Link establishes the uniform discount rate that produces the same present value of the estimated future benefit payments, as is generated by discounting each year's benefit payments by a spot rate applicable to that year. We use a December 31 measurement date for our defined benefit plans. Accordingly, we select yield curves to measure our benefit obligations that are consistent with market indices during December of each year.

The Company may experience material actuarial gains or losses due to differences between assumed and actual experience and due to changing economic conditions. During 2024, the Company recognized a net actuarial loss of approximately $35 million driven by assumption changes including lower than expected asset returns, partially offset by increases in the discount rate. During 2023, the Company recognized a net actuarial loss of approximately $171 million driven by assumption changes, including decreases in the discount rate and from the UK buy-in of annuities, as well as lower than expected asset returns.

Plan assets

The Company categorized Plan assets within a three level fair value hierarchy described as follows:

Investments stated at fair value as determined by quoted market prices (Level 1) include:

Cash and cash equivalents: Value based on cost, which approximates fair value.

Corporate stock, common: Value based on the last sales price on the primary exchange.

Investments stated at estimated fair value using significant observable inputs (Level 2) include:

Cash and cash equivalents: Institutional short-term investment vehicles valued daily.

Mutual funds: Valued at exit prices quoted in active or non-active markets or based on observable inputs.

Collective trusts: Valued at exit prices quoted in active or non-active markets or based on observable inputs.

Bonds: Value based on matrices or models from pricing vendors.

Equity options: Value is based on exit prices quoted in active or non-active markets.

Investments stated at estimated fair value using significant unobservable inputs (Level 3) include:

Buy-in annuity contract: Valued based on the estimated cost to enter an equivalent contract at the balance sheet date.

Secure income fund: Valued at exit prices quoted in non-active markets or based on observable inputs.

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

The Company's practice regarding the timing of transfers between levels is to measure transfers in at the beginning of the month and transfers out at the end of the month. For the year ended December 28, 2024, the Company had no transfers between Levels 1 and 2.

The fair value of Plan assets as of December 28, 2024 and December 30, 2023 within the fair value hierarchy are as follows:

(millions)	Fair Value Hierarchy Level		**2024**		2023
Cash and cash equivalents	1	**$**	**23**	$	60
Corporate stock, common	1		**73**		53
Collective trusts:					
Equity	2		**16**		13
Debt	2		**—**		38
Bonds, corporate	2		**192**		222
Bonds, government	2		**72**		94
Bonds, other	2		**12**		16
Buy-in annuity contract	3		**702**		839
Other (a)	2, 3		**24**		29
Sub-total		**$**	**1,114**	$	1,364
Investments measured at net asset value (NAV) practical expedient (b)			**1,208**		1,286
Total plan assets		**$**	**2,322**	$	2,650

(a) Other includes Level 2 assets of $0 million and $3 million for 2024 and 2023, respectively, and Level 3 assets of $24 million and $26 million for 2024 and 2023, respectively.
(b) Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. These assets consist primarily of funds holding equity securities.

There were no unfunded commitments to purchase investments at December 28, 2024 or December 30, 2023.

The Company's investment strategy for its major defined benefit plans is to maintain a diversified portfolio of asset classes with the primary goal of meeting long-term cash requirements as they become due. Assets are invested in a prudent manner to maintain the security of funds while maximizing returns within the Plan's investment policy. The investment policy specifies the type of investment vehicles appropriate for the Plan, asset allocation guidelines, criteria for the selection of investment managers, procedures to monitor overall investment performance as well as investment manager performance. Derivatives, including swaps, forward and futures contracts, may be used as asset class substitutes or for hedging or other risk management purposes. It also provides guidelines enabling Plan fiduciaries to fulfill their responsibilities.

The current weighted-average target asset allocation reflected by this strategy is: equity securities–38.0%; debt securities–40.0%; real estate and other–22.0%. Investment in Company common stock represented 3.2% and 1.9% of consolidated plan assets at December 28, 2024 and December 30, 2023, respectively. Plan funding strategies are influenced by tax regulations and funding requirements. The Company currently expects to contribute, before consideration of incremental discretionary contributions, approximately $183 million to its defined benefit pension plans during 2025.

Level 3 gains and losses

Changes in fair value of the Plan's Level 3 assets are summarized as follows:

(millions)		**Annuity Contract**		**Other**
December 31, 2022	**$**	**173**	**$**	**26**
Additions		589		—
Realized and unrealized loss		68		(1)
Currency translation		9		1
December 30, 2023	**$**	**839**	**$**	**26**
Subtractions		—		(2)
Realized and unrealized loss		(129)		1
Currency translation		(8)		(1)
December 28, 2024	**$**	**702**	**$**	**24**

Benefit payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid (in millions): 2025–$198; 2026–$206; 2027–$204; 2028–$209; 2029–$211; 2030 to 2034–$1,047.

NOTE 13
NONPENSION POSTRETIREMENT AND POSTEMPLOYMENT BENEFITS

Postretirement

The Company sponsors a number of plans to provide health care and other welfare benefits to retired employees in the United States and Canada, who have met certain age and service requirements. The majority of these plans are funded or unfunded defined benefit plans, although the Company does participate in a limited number of multiemployer or other defined contribution plans for certain employee groups. The Company uses a December 31 measurement date for these plans and, when necessary, adjusts for plan contributions and significant events between December 31 and its fiscal year-end.

The Company contributes to voluntary employee benefit association (VEBA) trusts to fund certain U.S. retiree health and welfare benefit obligations. During the first quarter of 2024, the Company amended the plan to create a sub-trust to permit the payment of certain benefits for active union employees using a surplus totaling $175 million from the retiree plan, which represents a portion of the plan's total surplus. This amount was converted to cash and treated as a one-time transfer to a sub-trust that was then invested in marketable securities and will be used to pay for these active union employee benefits. As a result of its designation for this purpose, the transferred amount is no longer considered an asset of the retiree plan and the Company's investment in marketable securities is included in Other current assets and Other assets dependent on the expected holding period on the Consolidated Balance Sheet as of December 28, 2024. The one-time transfer of cash from the VEBA trust to the sub-trust was treated as a distribution from the plan in operating activities on the Consolidated Statement of Cash Flows and the investment in marketable securities to fund the active union employee benefits was treated as an investing activity in the Consolidated Statement of Cash Flows.

Obligations and funded status

The aggregate change in accumulated postretirement benefit obligation, plan assets, and funded status is presented in the following tables.

(millions)		2024		2023
Change in accumulated benefit obligation				
Beginning of year	**$**	**299**	$	321
Service cost		**2**		3
Interest cost		**15**		21
Actuarial (gain) loss		**(15)**		(5)
Benefits paid		**(19)**		(17)
Amendments		**—**		(26)
Other		**—**		2
Foreign currency adjustments		**(2)**		—
End of year	**$**	**280**	$	299
Change in plan assets				
Fair value beginning of year	**$**	**587**	$	529
Actual return on plan assets		**42**		81
Employer contributions		**3**		10
Benefits paid		**(9)**		(29)
Benefit plan distributions		**(175)**		—
Other		**—**		(4)
Fair value end of year	**$**	**448**	$	587
Funded status	**$**	**168**	$	288
Amounts recognized in the Consolidated Balance Sheet consist of				
Other assets	**$**	**192**	$	311
Other current liabilities		**(2)**		(1)
Other liabilities		**(22)**		(22)
Net amount recognized	**$**	**168**	$	288
Amounts recognized in accumulated other comprehensive income consist of				
Prior service credit		**(24)**		(30)
Net amount recognized	**$**	**(24)**	$	(30)

Information for postretirement benefit plans with accumulated benefit obligations in excess of plan assets were:

(millions)	2024	2023
Accumulated benefit obligation	$ 23	$ 23
Fair value of plan assets	$ —	$ —

Expense

The components of nonpension postretirement expense are presented in the following table. Service cost is recorded in COGS and SGA expense. All other components of net periodic benefit cost are included in OIE. Components of postretirement benefit expense (income) were:

(millions)	2024	2023	2022
Service cost	$ 2	$ 3	$ 4
Interest cost	15	21	10
Expected return on plan assets	(36)	(51)	(42)
Amortization of unrecognized prior service credit	(5)	(4)	(4)
Recognized net (gain) loss	(21)	(29)	76
Net periodic benefit expense (income)	(45)	(60)	44
Postretirement benefit expense (income):			
Defined benefit plans	(45)	(60)	44
Defined contribution plans	16	15	13
Total	$ (29)	$ (45)	$ 57

Assumptions

The weighted-average actuarial assumptions used to determine benefit obligations were:

	2024	2023	2022
Discount rate	5.5 %	5.1 %	5.5 %

The weighted-average actuarial assumptions used to determine annual net periodic benefit cost were:

	2024	2023	2022
Discount rate	5.1 %	5.5 %	2.8 %
Discount rate - interest	5.0 %	5.3 %	2.3 %
Long-term rate of return on plan assets	8.0 %	8.0 %	7.0 %

The Company determines the overall discount rate and expected long-term rate of return on VEBA trust obligations and assets in the same manner as that described for pension trusts in Note 12.

The assumed U.S. health care cost trend rate is 7.00% for 2025, remaining at this rate until 2026, then decreasing 0.25% annually to 4.5% and remaining at that level thereafter. These trend rates reflect the Company's historical experience and management's expectations regarding future trends.

The Company may experience material actuarial gains or losses due to differences between assumed and actual experience and due to changing economic conditions.

During 2024, the Company recognized a net actuarial gain of approximately $21 million driven by higher than expected asset returns and the net impact of other assumption changes. During 2023, the Company recognized a net actuarial gain of approximately $29 million driven by higher than expected asset returns, partially offset by the impact of higher discount rates and the impact of other assumption changes.

Plan assets

The fair value of Plan assets as of December 28, 2024 and December 30, 2023 are summarized within fair value hierarchy described in Note 12, are as follows:

(millions)	Fair Value Hierarchy Level		**2024**		2023
Cash and cash equivalents	1	**$**	**1**	$	1
Mutual funds:					
Equity	2		**6**		7
Bonds, corporate	2		**48**		64
Bonds, government	2		**4**		16
Bonds, other	2		**1**		4
Sub-total		**$**	**60**	$	92
Investments measured at net asset value (NAV) practical expedient (a)			**388**		495
Total plan assets		**$**	**448**	$	587

(a) Certain Assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. These assets consist primarily of funds holding equity securities.

The Company's asset investment strategy for its VEBA trusts is consistent with that described for its pension trusts in Note 12. The current target asset allocation is 76% equity securities, 20% debt securities, and 4% real estate and other. The Company currently expects to contribute approximately $4 million to its VEBA trusts during 2025.

There were no Level 3 assets during 2024 and 2023.

Postemployment

Under certain conditions, the Company provides benefits to former or inactive employees, including salary continuance, severance, and long-term disability, in the United States and several foreign locations. The Company's postemployment benefit plans are unfunded. Actuarial assumptions used are generally consistent with those presented for pension benefits in Note 12.

The aggregate change in accumulated postemployment benefit obligation and the net amount recognized were:

(millions)		**2024**		2023
Change in accumulated benefit obligation				
Beginning of year	**$**	**30**	$	29
Service cost		**2**		2
Interest cost		**2**		1
Actuarial (gain)loss		**5**		—
Benefits paid		**(4)**		(2)
End of year	**$**	**35**	$	30
Funded status	**$**	**(35)**	$	(30)
Amounts recognized in the Consolidated Balance Sheet consist of				
Other current liabilities	**$**	**(5)**	$	(5)
Other liabilities		**(30)**		(25)
Net amount recognized	**$**	**(35)**	$	(30)
Amounts recognized in accumulated other comprehensive income consist of				
Net prior service cost	**$**	**—**	$	—
Net experience gain		**(3)**		(11)
Net amount recognized	**$**	**(3)**	$	(11)

The components of postemployment benefit expense are presented in the following table. Service cost is recorded in COGS and SGA expense. All other components of net periodic benefit cost are included in OIE.

(millions)		**2024**		2023		2022
Service cost	**$**	**2**	$	2	$	2
Interest cost		**2**		1		1
Amortization of unrecognized prior service cost		**—**		1		1
Recognized net loss		**(1)**		(2)		(1)
Net periodic benefit cost	**$**	**3**	$	2	$	3
Settlement cost		**(1)**		—		(2)
Postemployment benefit expense	**$**	**2**	$	2	$	1

Benefit payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

(millions)	Postretirement	Postemployment
2025	$ 27	$ 5
2026	24	5
2027	24	5
2028	24	4
2029	23	4
2030-2034	109	17

NOTE 14
MULTIEMPLOYER PENSION AND POSTRETIREMENT PLANS

The Company contributes to multiemployer defined contribution pension and postretirement benefit plans under the terms of collective-bargaining agreements that cover certain unionized employee groups in the United States. Contributions to these plans are included in total pension and postretirement benefit expense as reported in Note 12 and Note 13, respectively.

Pension benefits

The risks of participating in multiemployer pension plans are different from single-employer plans. Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer stops contributing to the plan, the unfunded obligations of the plan are borne by the remaining participating employers. Total contributions to multiemployer pension benefit plans were as follows (millions): 2024 - $5; 2023 - $5; 2022 - $5.

As discussed in Note 6, the Company engages in restructuring and cost reduction projects to help achieve its long-term growth targets. Current and future restructuring and cost reduction activities and other strategic initiatives could impact the Company's participation in certain multiemployer plans. In addition to regular contributions, the Company could be obligated to pay additional amounts, known as a withdrawal liability, if a multiemployer pension plan has unfunded vested benefits and the Company decreases or ceases participation in that plan. During 2019, the Company withdrew from two multi-employer pension plans. Additionally, the Company previously exited several multiemployer plans as part of past restructuring activities. The related liabilities recognized are our best estimate of the ultimate cost of withdrawing from these plans. At this time we have not yet reached agreement on the ultimate amount of these withdrawal liabilities. As a result, the actual cost could differ from our estimate based on final funding assessments. The net present value of the liabilities were determined using a risk free interest rate. The charges were recorded within COGS on the Consolidated Statement of Income. The cash obligation associated with the 2019 withdrawal activity is approximately $8 million annually and is payable over a maximum 20-year period. Net withdrawal liability payments made to multiemployer plans were as follows (millions): 2024 - $5; 2023 - $9; 2022 - $10. The Company had withdrawal liabilities of $109 million and $110 million at December 28, 2024 and December 30, 2023, respectively, included within Other current liabilities and Other liabilities on the Consolidated Balance Sheet.

Postretirement benefits

Multiemployer postretirement benefit plans provide health care and other welfare benefits to active and retired employees who have met certain age and service requirements. Contributions to multiemployer postretirement benefit plans were (in millions): 2024 – $16; 2023 – $15; 2022 – $13.

NOTE 15
INCOME TAXES

The components of income before income taxes and the provision for income taxes were as follows:

(millions)	**2024**	2023	2022
Income before income taxes			
United States	**$ 891**	$ 577	$ 360
Foreign	**763**	463	542
	1,654	1,040	902
Income taxes			
Current tax provision			
Federal	**74**	153	110
State	**35**	29	19
Foreign	**170**	114	101
	279	296	230
Deferred tax provision (benefit)			
Federal	**46**	(49)	(43)
State	**8**	23	(6)
Foreign	**(29)**	(12)	(1)
	25	(38)	(50)
Total income taxes	**$ 304**	$ 258	$ 180

The difference between the U.S. federal statutory tax rate and the Company's effective income tax rate was:

	2024	2023	2022
U.S. statutory income tax rate	**21.0 %**	21.0 %	21.0 %
Foreign rates varying from U.S. statutory rate	**(1.3)**	(2.9)	(3.6)
State income taxes, net of federal benefit	**2.3**	2.0	1.0
Cost (benefit) of remitted and unremitted foreign earnings	**(0.3)**	1.7	2.0
Net change in valuation allowance	**(1.7)**	3.0	4.6
Statutory rate changes, deferred tax impact	**0.1**	0.1	0.3
Divestiture	**(2.5)**	2.2	—
Foreign derived intangible income	**(0.9)**	(1.3)	(1.6)
Other	**1.7**	(1.0)	(3.7)
Effective income tax rate	**18.4 %**	24.8 %	20.0 %

As presented in the preceding table, the Company's 2024 consolidated effective tax rate was 18.4%, as compared to 24.8% in 2023 and 20.0% in 2022.

In September 2024, the Company entered into an agreement to sell a foreign subsidiary in Egypt. In conjunction with the agreement, the Company recognized a $41 million domestic tax benefit during the third quarter of 2024 for the excess of tax basis over book on the Company's investment in the subsidiary. The lower reported effective tax rate versus the prior year is due primarily to this domestic tax benefit.

The higher effective tax rate for the year ended December 30, 2023 as compared to prior year was due primarily to a valuation allowance recorded in the fourth quarter of 2023 in conjunction with the separation of our North America cereal business.

For the year ended December 31, 2022 the effective tax rate was favorably impacted by mark-to-market loss items and the resulting impact on mix of earnings.

As of December 28, 2024, approximately $825 million of unremitted earnings were considered indefinitely reinvested. The unrecognized deferred tax liability for these earnings is estimated at approximately $47 million. However, this estimate could change based on the manner in which the outside basis difference associated with these earnings reverses.

Management monitors the Company's ability to utilize certain future tax deductions, operating losses and tax credit carryforwards, prior to expiration. Changes resulting from management's assessment will result in impacts to deferred tax assets and the corresponding impacts on the effective income tax rate. Valuation allowances were recorded to reduce deferred tax assets to an amount that will, more likely than not, be realized in the future. The total tax benefit of carryforwards at year-end 2024 and 2023 were $299 million and $350 million, respectively, with related valuation allowances at year-end 2024 and 2023 of $249 million and $300 million, respectively. Of the total carryforwards at year-end 2024, $22 million expire in 5 years or less, $68 million expire in 2029 and later, and $209 million do not expire.

The following table provides an analysis of the Company's deferred tax assets and liabilities as of year-end 2024 and 2023:

	Deferred tax assets		Deferred tax liabilities	
(millions)	**2024**	2023	**2024**	2023
U.S. state income taxes	**$ —**	$ —	**$ 30**	$ 9
Advertising and promotion-related	**15**	12	**—**	—
Wages and payroll taxes	**12**	15	**—**	—
Inventory valuation	**7**	12	**—**	—
Employee benefits	**95**	99	**—**	—
Operating loss, credit and other carryforwards	**299**	350	**—**	—
Research and development capitalization	**53**	40	**—**	—
Hedging transactions	**—**	—	**83**	8
Depreciation and asset disposals	**—**	—	**147**	177
Operating lease right-of-use assets	**—**	—	**150**	149
Operating lease liabilities	**149**	147	**—**	—
Trademarks and other intangibles	**—**	—	**442**	466
Deferred compensation	**20**	13	**—**	—
Stock options	**34**	43	**—**	—
Other	**36**	64	**—**	—
	720	795	**852**	809
Less valuation allowance	**(249)**	(300)	**—**	—
Total deferred taxes	**$ 471**	$ 495	**$ 852**	$ 809
Net deferred tax asset (liability)	**$ (381)**	$ (314)		
Classified in balance sheet as:				
Other assets	**$ 160**	$ 183		
Deferred income taxes	**(541)**	(497)		
Net deferred tax asset (liability)	**$ (381)**	$ (314)		

The change in valuation allowance reducing deferred tax assets was:

(millions)	**2024**	2023	2022
Balance at beginning of year	**$ 300**	**$ 263**	$ 248
Additions charged to income tax expense	**16**	**65**	44
Reductions credited to income tax expense	**(41)**	**(34)**	(3)
Currency translation adjustments	**(26)**	**6**	(26)
Balance at end of year	**$ 249**	**$ 300**	$ 263

Uncertain tax positions

The Company is subject to federal income taxes in the U.S. as well as various state, local, and foreign jurisdictions. The Company was chosen to participate in the Internal Revenue Service (IRS) Compliance Assurance Program (CAP) beginning with the 2008 tax year. As a result, with limited exceptions, the Company is no longer subject to U.S. federal examinations by the IRS for years prior to 2022. The Company is under examination for income and non-income tax filings in various state and foreign jurisdictions.

As of December 28, 2024, the Company has classified $9 million of unrecognized tax benefits as a current tax liability. Managements estimate of reasonably possible changes in unrecognized tax benefits during the next twelve months consists of the current liability expected to be paid within one year, offset by approximately $3 million of projected additions during the next twelve months related primarily to ongoing intercompany transfer pricing activity. Management is currently unaware of any issues under review that could result in significant additional payments, accruals, or other material deviation in this estimate.

Following is a reconciliation of the Company's total gross unrecognized tax benefits as of the years ended December 28, 2024, December 30, 2023 and December 31, 2022. For the 2024 year, approximately $29 million represents the amount that, if recognized, would affect the Company's effective income tax rate in future periods.

(millions)	**2024**	2023	2022
Balance at beginning of year	**$ 32**	$ 36	$ 50
Tax positions related to current year:			
Additions	**7**	6	6
Tax positions related to prior years:			
Additions	**1**	3	1
Reductions	**(2)**	(10)	(18)
Settlements	**(2)**	(1)	(1)
Lapses in statutes of limitation	**(2)**	(2)	(2)
Balance at end of year	**$ 34**	$ 32	$ 36

During the year ended December 28, 2024, the Company recognized $2 million of tax related interest, increasing the balance to $7 million at year-end. During the year ended December 30, 2023, the Company recognized $2 million of tax related interest benefit and paid tax-related interest totaling $1 million, reducing the balance to $5 million at year-end. During the year ended December 31, 2022, the Company recognized $1 million of tax-related interest, increasing the balance to $8 million at year-end.

NOTE 16
DERIVATIVE INSTRUMENTS AND FAIR VALUE MEASUREMENTS

The Company is exposed to certain market risks such as changes in interest rates, foreign currency exchange rates, and commodity prices, which exist as a part of its ongoing business operations. Management uses derivative and nonderivative financial and commodity instruments, including futures, options, and swaps, where appropriate, to manage these risks. Instruments used as hedges must be effective at reducing the risk associated with the exposure being hedged.

The Company designates derivatives and nonderivative hedging instruments as cash flow hedges, fair value hedges, net investment hedges, and uses other contracts to reduce volatility in interest rates, foreign currency and commodities. As a matter of policy, the Company does not engage in trading or speculative hedging transactions.

Derivative instruments are classified on the Consolidated Balance Sheet based on the contractual maturity of the instrument or the timing of the underlying cash flows of the instrument for derivatives with contractual maturities beyond one year. Any collateral associated with derivative instruments is classified as other assets or other current liabilities on the Consolidated Balance Sheet depending on whether the counterparty collateral is in an asset or liability position. Margin deposits related to exchange-traded commodities are recorded in accounts receivable, net on the Consolidated Balance Sheet. On the Consolidated Statement of Cash Flows, cash flows associated with derivative instruments are classified according to the nature of the underlying hedged item. Cash flows associated with collateral and margin deposits on exchange-traded commodities are classified as investing cash flows when the collateral account is in an asset position and as financing cash flows when the collateral account is in a liability position.

Total notional amounts of the Company’s derivative instruments as of December 28, 2024 and December 30, 2023 were as follows:

(millions)		**2024**		2023
Foreign currency exchange contracts	**$**	**3,243**	$	3,141
Cross-currency contracts		**2,030**		1,707
Interest rate contracts		**1,050**		2,289
Commodity contracts		**285**		201
Total	**$**	**6,608**	$	7,338

Following is a description of each category in the fair value hierarchy and the financial assets and liabilities of the Company that were included in each category at December 28, 2024 and December 30, 2023, measured on a recurring basis.

Level 1 — Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market. For the Company, level 1 financial assets and liabilities consist primarily of commodity derivative contracts.

Level 2 — Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. For the Company, level 2 financial assets and liabilities consist of interest rate swaps, cross-currency contracts and foreign currency contracts.

The Company’s calculation of the fair value of interest rate swaps is derived from a discounted cash flow analysis based on the terms of the contract and the interest rate curve. Foreign currency contracts are valued using an income approach based on forward rates less the contract rate multiplied by the notional amount. Cross-currency contracts are valued based on changes in the spot rate at the time of valuation compared to the spot rate at the time of execution, as well as the change in the interest differential between the two currencies. The Company’s calculation of the fair value of level 2 financial assets and liabilities takes into consideration the risk of nonperformance, including counterparty credit risk.

Level 3 — Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management’s own assumptions about the assumptions a market participant would use in pricing the asset or liability. The Company did not have any level 3 financial assets or liabilities as of December 28, 2024 or December 30, 2023.

The following table presents assets and liabilities that were measured at fair value in the Consolidated Balance Sheet on a recurring basis as of December 28, 2024 and December 30, 2023:

Derivatives designated as hedging instruments

	2024			2023		
(millions)	**Level 1**	**Level 2**	**Total**	Level 1	Level 2	Total
Assets:						
Cross-currency contracts:						
Other current assets	**$ —**	**$ 47**	**$ 47**	$ —	$ 12	$ 12
Other Assets	**—**	**51**	**51**	—	4	4
Total assets	**$ —**	**$ 98**	**$ 98**	$ —	$ 16	$ 16
Liabilities:						
Cross-currency contracts:						
Other current liabilities	**$ —**	**$ (2)**	**$ (2)**	$ —	$ (17)	$ (17)
Other liabilities	**—**	**(9)**	**(9)**	—	(15)	(15)
Interest rate contracts (a):						
Other current liabilities	**—**	**—**	**—**	—	(44)	(44)
Other liabilities	**—**	**(41)**	**(41)**	—	(45)	(45)
Total liabilities	**$ —**	**$ (52)**	**$ (52)**	$ —	$ (121)	$ (121)

(a) The fair value of the related hedged portion of the Company's long-term debt, a level 2 liability, was approximately $0.4 billion as of December 28, 2024 and $1.1 billion as of December 30, 2023, respectively.

Derivatives not designated as hedging instruments

	2024			2023		
(millions)	**Level 1**	**Level 2**	**Total**	Level 1	Level 2	Total
Assets:						
Foreign currency exchange contracts:						
Other current assets	**$ —**	**$ 65**	**$ 65**	$ —	$ 51	$ 51
Other assets	**—**	**2**	**2**	—	4	4
Interest rate contracts:						
Other current assets	**—**	**6**	**6**	—	9	9
Other assets	**—**	**1**	**1**	—	4	4
Commodity contracts:						
Other current assets	**4**	**—**	**4**	2	—	2
Total assets	**$ 4**	**$ 74**	**$ 78**	$ 2	$ 68	$ 70
Liabilities:						
Foreign currency exchange contracts:						
Other current liabilities	**$ —**	**$ (33)**	**$ (33)**	$ —	$ (54)	$ (54)
Other liabilities	**—**	**(1)**	**(1)**	—	(6)	(6)
Interest rate contracts:						
Other current liabilities	**—**	**(8)**	**(8)**	—	(11)	(11)
Other liabilities	**—**	**(1)**	**(1)**	—	(6)	(6)
Commodity contracts:						
Other current liabilities	**(7)**	**—**	**(7)**	(2)	—	(2)
Total liabilities	**$ (7)**	**$ (43)**	**$ (50)**	$ (2)	$ (77)	$ (79)

The Company has designated a portion of its outstanding foreign currency denominated long-term debt as a net investment hedge of a portion of the Company's investment in its subsidiaries foreign currency denominated net assets. The carrying value of this debt was $1.2 billion and $1.7 billion as of December 28, 2024 and December 30, 2023, respectively.

The following amounts were recorded on the Consolidated Balance Sheet related to cumulative basis adjustments for existing fair value hedges as of December 28, 2024 and December 30, 2023.

(millions)	Line Item in the Consolidated Balance Sheet in which the hedged item is included	Carrying amount of the hedged liabilities		Cumulative amount of fair value hedging adjustment included in the carrying amount of the hedged liabilities (a)	
		December 28, 2024	December 30, 2023	**December 28, 2024**	December 30, 2023
Interest rate contracts	Current maturities of long-term debt	**$ 627**	$ 655	**$ 1**	$ (8)
Interest rate contracts	Long-term debt	**$ 1,005**	$ 1,666	**$ (43)**	$ (43)

(a) The fair value adjustment related to current maturities of long-term debt includes $1 million and $2 million from discontinued hedging relationships as of December 28, 2024, and December 30, 2023, respectively. The hedged long-term debt includes $(1) million and $3 million of hedging adjustment on discontinued hedging relationships as of December 28, 2024 and December 30, 2023, respectively.

The Company has elected to not offset the fair values of derivative assets and liabilities executed with the same counterparty that are generally subject to enforceable netting agreements. However, if the Company were to offset and record the asset and liability balances of derivatives on a net basis, the amounts presented in the Consolidated Balance Sheet as of December 28, 2024 and December 30, 2023 would be adjusted as detailed in the following table:

As of December 28, 2024				
		Gross Amounts Not Offset in the Consolidated Balance Sheet		
	Amounts Presented in the Consolidated Balance Sheet	**Financial Instruments**	**Cash Collateral Received/ Posted**	**Net Amount**
Total asset derivatives	**$ 176**	**$ (88)**	**$ 61**	**$ 149**
Total liability derivatives	**$ (102)**	**$ 88**	**$ 14**	**$ —**

As of December 30, 2023				
		Gross Amounts Not Offset in the Consolidated Balance Sheet		
	Amounts Presented in the Consolidated Balance Sheet	Financial Instruments	Cash Collateral Received/ Posted	Net Amount
Total asset derivatives	$ 86	$ (84)	$ —	$ 2
Total liability derivatives	$ (200)	$ 84	$ 68	$ (48)

The Company settled certain U.S. dollar interest rate contracts resulting in a net realized gain of approximately $11 million and $74 million during the years ended December 28, 2024 and December 30, 2023, respectively. Additionally, the Company settled certain Euro interest rate contracts resulting in a net realized loss of €5 million and a net realized gain of €10 million during the years ended December 28, 2024 and December 30, 2023, respectively. These derivatives were accounted for as cash flow hedges and the related net gains were recorded in accumulated other comprehensive income and will be amortized to interest expense over the term of the related forecasted fixed rate debt, once issued.

Additionally, the Company settled certain cross-currency swaps resulting in a net gains of approximately $7 million and $68 million during the years ended December 28, 2024 and December 30, 2023, respectively. These cross-currency swaps were accounted for as net investment hedges and the related net gain was recorded in accumulated other comprehensive income.

The effect of derivative instruments on the Consolidated Statement of Income for the years ended December 28, 2024, December 30, 2023 and December 31, 2022:

Derivatives and non-derivatives in net investment hedging relationships

(millions)	Gain (loss) recognized in AOCI			Gain (loss) excluded from assessment of hedge effectiveness			Location of gain (loss) in income of excluded component
	2024	2023	2022	**2024**	2023	2022	
Foreign currency denominated long-term debt	**$ 82**	$ (57)	$ 164	**$ —**	$ —	$ —	
Cross-currency contracts	**96**	(71)	123	**40**	53	39	Interest expense
Total	**$ 178**	$ (128)	$ 287	**$ 40**	$ 53	$ 39	

Derivatives not designated as hedging instruments

(millions)	Location of gain (loss) recognized in income	Gain (loss) recognized in income		
		2024	2023	2022
Foreign currency exchange contracts	COGS	**$ 66**	$ (6)	$ 35
Foreign currency exchange contracts	SGA expense	**(5)**	(12)	4
Foreign currency exchange contracts	OIE	**4**	(10)	(4)
Interest rate contracts	Interest expense	**—**	—	4
Commodity contracts	COGS	**(67)**	(110)	43
Total		**$ (2)**	$ (138)	$ 82

The effect of fair value and cash flow hedge accounting on the Consolidated Income Statement for the years ended December 28, 2024, December 30, 2023 and December 31, 2022:

	December 28, 2024	December 30, 2023	December 31, 2022
(millions)	**Interest expense**	Interest expense	Interest expense
Total amounts of income and expense line items presented in the Consolidated Income Statement in which the effects of fair value or cash flow hedges are recorded	**$ 311**	$ 303	$ 201
Gain (loss) on fair value hedging relationships:			
Interest contracts:			
Hedged items	**(9)**	(26)	89
Derivatives designated as hedging instruments	**15**	30	(85)
Gain (loss) on cash flow hedging relationships:			
Interest contracts:			
Amount of gain (loss) reclassified from AOCI into income	**(3)**	(9)	2

During the next 12 months, the Company expects $7 million of net deferred losses reported in accumulated other comprehensive income (AOCI) at December 28, 2024 to be reclassified to income, assuming market rates remain constant through contract maturities.

Certain of the Company's derivative instruments contain provisions requiring the Company to post collateral on those derivative instruments that are in a liability position if the Company's credit rating falls below BB+ (S&P), or Baa1 (Moody's). The fair value of all derivative instruments with credit-risk-related contingent features in a liability position on December 28, 2024 was not material. In addition, certain derivative instruments contain provisions that would be triggered in the event the Company defaults on its debt agreements. There were no collateral posting requirements as of December 28, 2024 triggered by credit-risk-related contingent features.

Other fair value measurements

Fair value measurements on a nonrecurring basis

During the quarter ended March 30, 2024, the Company announced the reconfiguration of the North America frozen supply chain network and the reconfiguration of the European cereal supply chain network. As part of these programs, the Company will be consolidating the usage of and disposing certain long-lived assets, including manufacturing facilities. See Note 6 for more information regarding these restructuring programs.

During the year ended December 28, 2024, long-lived assets of $62 million related to a frozen foods manufacturing facility in the Company's North America reportable segment, were written down to an estimated fair value of approximately $41 million resulting in an impairment charge of $21 million recorded in COGS.

During the year ended December 28, 2024, long-lived assets of $99 million related to a cereal manufacturing facility in the Company's Europe reportable segment, were written down to an estimated fair value of $60 million resulting in an impairment charge of $39 million recorded in COGS.

The Company's calculation of the fair value of these long-lived assets is based on Level 3 inputs, including market comparables, market trends and the condition of the assets.

Available for sale securities

During the year ended December 30, 2023, the Company sold approximately $64 million of investments in level 2 corporate bonds. The resulting loss was approximately $3 million and recorded in Other income and (expense). Also during the year ended December 30, 2023, the Company purchased approximately $15 million in level 2 corporate bonds.

The market values of the Company's investments in level 2 corporate bonds are based on matrices or models from pricing vendors. Unrealized gains and losses were included in the Consolidated Statement of Comprehensive Income. Additionally, these investments are recorded within Other current assets and Other assets on the Consolidated Balance Sheet, based on the maturity of the individual security.

The Company reviews its investment portfolio for any unrealized losses that would be deemed other-than-temporary and requires the recognition of an impairment loss in earnings. If the cost of an investment exceeds its fair value, the Company evaluates, among other factors, general market conditions, the duration and extent to which the fair value is less than its cost, the Company's intent to hold the investment, and whether it is more likely than not that the Company will be required to sell the investment before recovery of the cost basis. The Company also considers the type of security, related industry and sector performance, and published investment ratings. Once a decline in fair value is determined to be other-than-temporary, an impairment charge is recorded and a new cost basis in the investment is established. If conditions within individual markets, industry segments, or macro-economic environments deteriorate, the Company could incur future impairments.

Marketable securities

During the first quarter of 2024, the Company amended the U.S. retiree health and welfare plan to create a sub-trust to permit the payment of certain benefits for active union employees using a surplus totaling $175 million from the retiree plan. During the quarter ended March 30, 2024, the Company invested the $175 million in a short-term investment fund that primarily holds short-term debt instruments. The marketable securities portfolio is designated to be used to pay for active union employee benefits.

During the year ended December 28, 2024, the Company sold approximately $209 million of investments in the short-term investment fund. A portion of the proceeds were used to pay for certain benefits of active union employees. During the year ended December 28, 2024, the company purchased approximately $350 million of short-term U.S. Treasury securities. The fair value of marketable securities portfolio was approximately $141 million as of December 28, 2024. The classification of these marketable securities as current or noncurrent depends on our intended holding period and the securities are measured at Level 1 quoted market prices.

Equity investments

We hold equity investments in certain companies that we do not have the ability to exercise significant influence. Equity investments without a readily determinable fair value are recorded at original cost. Investments with a readily determinable fair value, which are level 2 investments, are measured at fair value based on observable market price changes, with gains and losses recorded through net earnings. Equity investments were approximately $40 million as of December 28, 2024 and December 30, 2023, respectively. Additionally, these investments were recorded within Other assets on the Consolidated Balance Sheet.

Financial instruments

The carrying values of the Company’s short-term items, including cash, cash equivalents, accounts receivable, accounts payable, notes payable and current maturities of long-term debt approximate fair value. The fair value of the Company’s long-term debt, which are level 2 liabilities, is calculated based on broker quotes. The fair value and carrying value of the Company's long-term debt was $4.9 billion and $5.0 billion, respectively, as of December 28, 2024. The fair value and carrying value of the Company's long-term debt was $5.0 billion and $5.1 billion, respectively, as of December 30, 2023.

Counterparty credit risk concentration

The Company is exposed to credit loss in the event of nonperformance by counterparties on derivative financial and commodity contracts. Management believes a concentration of credit risk with respect to derivative counterparties is limited due to the credit ratings and use of master netting and reciprocal collateralization agreements with the counterparties and the use of exchange-traded commodity contracts.

Master netting agreements apply in situations where the Company executes multiple contracts with the same counterparty. Certain counterparties represent a concentration of credit risk to the Company. If those counterparties fail to perform according to the terms of derivative contracts, this could result in a loss to the Company, net of collateral already received from those counterparties. As of December 28, 2024, the concentration of credit risk to the Company was immaterial.

For certain derivative contracts, reciprocal collateralization agreements with counterparties call for the posting of collateral in the form of cash, treasury securities or letters of credit if a fair value loss position to the Company or its counterparties exceeds a certain amount. In addition, the company is required to maintain cash margin accounts in connection with its open positions for exchange-traded commodity derivative instruments executed with the counterparty that are subject to enforceable netting agreements. As of December 28, 2024, the Company posted $57 million related to reciprocal collateralization agreements. As of December 28, 2024, the Company posted $18 million in margin deposits for exchange-traded commodity derivative instruments, which was reflected as an increase in accounts receivable, net on the Consolidated Balance Sheet.

Management believes concentrations of credit risk with respect to accounts receivable is limited due to the generally high credit quality of the Company’s major customers, as well as the large number and geographic dispersion of smaller customers. However, the Company conducts a disproportionate amount of business with a small number of large multinational grocery retailers, with the five largest accounts encompassing approximately 28% of consolidated trade receivables at December 28, 2024.

Refer to Note 1 for disclosures regarding the Company’s accounting policies for derivative instruments.

NOTE 17
CONTINGENCIES

The Company is subject to various legal proceedings, claims, and governmental inspections or investigations in the ordinary course of business covering matters such as general commercial, governmental regulations, antitrust and trade regulations, product liability, product labeling, environmental, intellectual property, data privacy, collective bargaining, workers' compensation, employment and other actions. These matters are subject to uncertainty and the outcome is not predictable with assurance. The Company uses a combination of insurance and self-insurance for a number of risks, including workers' compensation, general liability, automobile liability and product liability.

The Company has established accruals for certain matters where losses are deemed probable and reasonably estimable. There are other claims and legal proceedings pending against the Company for which accruals have not been established. It is reasonably possible that some of these matters could result in an unfavorable judgment against the Company and could require payment of claims in amounts that cannot be estimated at December 28, 2024. Based upon current information, management does not expect any of the claims or legal proceedings pending against the Company to have a material impact on the Company's consolidated financial statements. The Company is subject to various legal proceedings, claims, and governmental inspections or investigations in the ordinary course of business covering matters such as general commercial, governmental regulations, antitrust and trade regulations, product labeling, product liability, environmental, intellectual property, data privacy, collective bargaining, workers' compensation, employment and other actions. These matters are subject to uncertainty and the outcome is not predictable with assurance.

NOTE 18
REPORTABLE SEGMENTS

Kellanova is the world's second largest producer of crackers and a leading producer of cereal, savory snacks, and frozen foods. Additional product offerings include toaster pastries, cereal bars, veggie foods, and noodles. Kellanova products are manufactured and marketed globally. Principal markets for these products include the United States, United Kingdom, France, Nigeria, Canada, Mexico and Australia.

The Company manages its operations through four operating segments that are based on geographic location - North America which includes U.S. businesses and Canada; Europe which consists of European countries; Latin America which consists of Central and South America and includes Mexico; and AMEA (Asia Middle East Africa) which consists of Africa, Middle East, Australia and other Asian and Pacific markets. These operating segments also represent our reportable segments. Each reportable segment derives its revenues primarily from the production and distribution of a mix of food products including snacks, cereal, frozen foods, noodles, and other foods.

The Chairman and Chief Executive Officer is the Chief Operating Decision Maker (CODM) of the Company. The CODM uses operating profit as the reportable segment profitability measure to assess performance and allocate resources. This measure is utilized during our budgeting and forecasting process to assess profitability and enable decision making regarding strategic initiatives and capital investments across all reportable segments. Reportable segment operating profit is consistent with the presentation of operating profit in the Consolidated Statement of Income. The accounting policies of each reportable segment are consistent with those described in the summary of significant accounting policies in Note 1. Inter-segment sales are not included in the segment profitability measure used by the CODM to assess performance of the reportable segments.

Reportable segment results including details of the significant expense categories provided to the CODM for the year ended December 28, 2024 were as follows:

	Reportable segments					
(millions)	North America	Europe	Latin America	AMEA	Corporate	Consolidated
Net sales from continuing operations	$ 6,580	$ 2,499	$ 1,261	$ 2,413	$ (4)	$ 12,749
Cost of goods sold	4,155	1,675	842	1,700	(168)	8,204
Selling, general, and administrative expense	1,153	505	277	415	322	2,672
Operating profit	$ 1,272	$ 319	$ 142	$ 298	$ (158)	$ 1,873

Reportable segment results for the year ended December 30, 2023 were as follows:

	Reportable segments					
(millions)	North America	Europe	Latin America	AMEA	Corporate	Consolidated
Net sales from continuing operations	$ 6,574	$ 2,501	$ 1,265	$ 2,785	$ (3)	$ 13,122
Cost of goods sold	4,256	1,667	854	2,063	(1)	8,839
Selling, general, and administrative expense	1,294	477	281	452	274	2,778
Operating profit	$ 1,024	$ 357	$ 130	$ 270	$ (276)	$ 1,505

Reportable segment results for the year ended December 31, 2022 were as follows:

	Reportable segments					
(millions)	North America	Europe	Latin America	AMEA	Corporate	Consolidated
Net sales from continuing operations	$ 6,330	$ 2,310	$ 1,089	$ 2,933	$ (9)	$ 12,653
Cost of goods sold	4,193	1,537	732	2,245	135	8,842
Selling, general, and administrative expense	1,230	444	241	436	249	2,600
Operating profit	$ 907	$ 329	$ 116	$ 252	$ (393)	$ 1,211

Certain items such as interest expense and income taxes, while not included in the measure of reportable segment operating results, are regularly reviewed by the chief operating decision maker (CODM) for the Company's internationally-based reportable segments as shown below.

(millions)	**2024**	2023	2022
Depreciation and amortization			
North America (a)	**$ 209**	$ 180	$ 187
Europe (a)	**124**	80	81
Latin America	**32**	35	34
AMEA	**54**	65	94
Total Reportable Segments	**419**	360	396
Corporate	**8**	6	8
Consolidated	**$ 427**	$ 366	$ 404
Interest expense			
North America	**$ 5**	$ 1	$ 1
Europe	**68**	68	20
Latin America	**6**	4	2
AMEA	**19**	23	22
Corporate	**213**	207	156
Consolidated	**$ 311**	$ 303	$ 201
Income taxes			
Europe	**$ 29**	$ 42	$ 38
Latin America	**43**	34	24
AMEA	**59**	45	42
Corporate & North America	**173**	137	76
Consolidated	**$ 304**	$ 258	$ 180

(a) Includes asset impairment charges as discussed in Note 16.

Assets are reviewed by the CODM on a consolidated basis and therefore are not presented by reportable segment. The CODM does review additions to property by reportable segment.

(millions)	2024	2023	2022
Additions to property			
North America	**$ 242**	$ 249	$ 168
Europe	**128**	122	107
Latin America	**103**	75	45
AMEA	**137**	102	69
Corporate	**18**	21	12
Consolidated	**$ 628**	$ 569	$ 401

The Company's largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 16% of consolidated net sales during 2024, and 15% and 16% of consolidated net sales from continuing operations during 2023 and 2022, respectively, comprised principally of sales within the United States.

Supplemental geographic information is provided below for net sales to external customers and long-lived assets (property and right-of-use lease assets):

(millions)	2024	2023	2022
Net sales from continuing operations			
United States	**$ 6,253**	$ 6,279	$ 6,061
Nigeria	**724**	1,113	1,322
Poland	**50**	41	23
All other countries	**5,722**	5,689	5,247
Consolidated	**$ 12,749**	$ 13,122	$ 12,653
Long-lived assets from continuing operations			
United States	**$ 1,761**	$ 1,847	$ 1,872
Nigeria	**63**	84	153
Poland	**415**	390	320
All other countries	**1,596**	1,552	1,355
Consolidated	**$ 3,835**	$ 3,873	$ 3,700

Supplemental product information is provided below for net sales from continuing operations to external customers:

(millions)	2024	2023	2022
Snacks	**$ 8,120**	$ 8,105	$ 7,563
Cereal	**2,700**	2,736	2,618
Frozen	**1,096**	1,095	1,097
Noodles and other	**833**	1,186	1,375
Consolidated	**$ 12,749**	$ 13,122	$ 12,653

NOTE 19
SUPPLEMENTAL FINANCIAL STATEMENT DATA

Consolidated Statement of Income (millions)	**2024**	2023	2022
Research and development expense	**$ 115**	$ 116	$ 111
Advertising expense	**$ 628**	$ 633	$ 549

Consolidated Balance Sheet (millions)	**2024**	2023
Trade receivables	**$ 1,268**	$ 1,246
Allowance for expected credit losses	**(17)**	(16)
Refundable income taxes	**58**	74
Other receivables	**213**	264
Accounts receivable, net	**$ 1,522**	$ 1,568
Raw materials, spare parts, and supplies	**$ 303**	$ 303
Finished goods and materials in process	**$ 862**	$ 940
Inventories	**$ 1,165**	$ 1,243
Land	**$ 85**	$ 107
Buildings	**1,665**	1,722
Machinery and equipment	**4,674**	4,690
Capitalized software	**457**	435
Construction in progress	**700**	591
Accumulated depreciation	**(4,347)**	(4,333)
Property, net	**$ 3,234**	$ 3,212
Pension	**$ 185**	$ 201
Deferred income taxes	**160**	183
Nonpension postretirement benefits	**192**	311
Other	**640**	449
Other assets	**$ 1,177**	$ 1,144
Accrued income taxes	**$ 90**	$ 57
Customer deposits	**44**	85
Other current liabilities	**541**	655
Other current liabilities	**$ 675**	$ 797
Income taxes payable	**$ 33**	$ 40
Nonpension postretirement benefits	**22**	22
Other	**428**	399
Other liabilities	**$ 483**	$ 461

Allowance for expected credit losses (millions)	**2024**	2023	2022
Balance at beginning of year	**$ 16**	$ 13	$ 15
Additions charged to expense	**4**	5	4
Expected credit losses charged to reserve	**(3)**	(2)	(6)
Balance at end of year	**$ 17**	$ 16	$ 13

Management's Responsibility for Financial Statements

Management is responsible for the preparation of the Company's consolidated financial statements and related notes. We believe that the consolidated financial statements present the Company's financial position and results of operations in conformity with accounting principles that are generally accepted in the United States, using our best estimates and judgments as required.

The Board of Directors of the Company has an Audit Committee composed of four non-management Directors. The Committee meets regularly with management, internal auditors, and the independent registered public accounting firm to review accounting, internal control, auditing and financial reporting matters.

Formal policies and procedures, including an active Ethics and Business Conduct program, support the internal controls and are designed to ensure employees adhere to the highest standards of personal and professional integrity. We have a rigorous internal audit program that independently evaluates the adequacy and effectiveness of these internal controls.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles.

We conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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

Based on our evaluation under the framework in *Internal Control — Integrated Framework* (2013), management concluded that our internal control over financial reporting was effective as of December 28, 2024. The effectiveness of our internal control over financial reporting as of December 28, 2024 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which follows.

/s/ Steven A. Cahillane
Steven A. Cahillane
President and Chief Executive Officer

/s/ Amit Banati
Amit Banati
Vice Chairman and Chief Financial Officer

Report of Independent Registered Public Accounting Firm

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Kellanova

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the consolidated financial statements, including the related notes, of Kellanova and its subsidiaries (the "Company") as listed in the index appearing under Item 15(a)(1) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 28, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 28, 2024 and December 30, 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 28, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 28, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

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

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

Critical Audit Matters

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

Revenue Recognition – Trade Promotions

As described in Note 1 to the consolidated financial statements, the Company offers various forms of trade promotions and the methodologies for determining these provisions are dependent on local customer pricing and promotional practices, which range from contractually fixed percentage price reductions to provisions based on actual occurrence or performance. Where applicable, future provisions are estimated by management based on a combination of historical patterns and future expectations regarding specific in-market product performance. The costs of these activities are generally recognized at the time the related revenue is recorded, which normally precedes the actual cash expenditure. Management classifies trade promotional expenditures to its customers in net sales, which was approximately $12,749 million for the year ended December 28, 2024.

The liability associated with these trade promotions makes up a significant portion of accrued advertising and promotion, which was $611 million as of December 28, 2024. The principal considerations for our determination that performing procedures relating to revenue recognition – trade promotions is a critical audit matter are a high degree of auditor effort in performing procedures and evaluating audit evidence related to the trade promotions and accrued trade promotion transactions.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including the recognition of costs of promotional activities at the time the related revenue is recorded. These procedures also included, among others, testing a sample of trade promotions transactions by obtaining and inspecting source documents, such as sales contracts, invoices, invoice credits, and customer payments related to promotional programs, customer arrangements, and promotional practices.

/s/PricewaterhouseCoopers LLP
Chicago, Illinois
February 21, 2025
We have served as the Company's auditor since at least 1937. We have not been able to determine the specific year we began serving as auditor of the Company.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures.
We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure. Disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, rather than absolute, assurance of achieving the desired control objectives.

As of December 28, 2024, management carried out an evaluation under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

(b) Internal Control over Financial Reporting.
Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we have included a report of management's assessment of the design and effectiveness of our internal control over financial reporting as part of this Annual Report on Form 10-K. The independent registered public accounting firm of PricewaterhouseCoopers LLP also audited, and reported on, the effectiveness of our internal control over financial reporting. Management's report and the independent registered public accounting firm's audit report are included in our 2024 financial statements in Item 8 of this Report under the captions entitled "Management's Report on Internal Control over Financial Reporting" and "Report of Independent Registered Public Accounting Firm" and are incorporated herein by reference.

(c) Changes in Internal Control over Financial Reporting.
There were no changes during the quarter ended December 28, 2024, that materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

During the quarter ended December 28, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors — The information regarding our Board of Directors required by this Item 10 will be set forth in a Form 10-K/A and is incorporated herein by reference.

Identification and Members of Audit Committee; Audit Committee Financial Expert — The information regarding the identification and member of the Audit Committee and the Audit Committee Financial Expert required by this Item 10 will be set forth in a Form 10-K/A and is incorporated herein by reference.

Executive Officers of the Registrant — Refer to "Executive Officers" under Item 1 of this Report.

Compliance with Section 16(a) of the Exchange Act – The information regarding compliance with Section 16(a) of the Exchange Act required by this Item 10 will be set forth in a Form 10-K/A and is incorporated herein by reference.

*Code of Ethics for Chief Executive Officer, Chief Financial Officer and Controller —*We have adopted a Global Code of Ethics which applies to our chief executive officer, chief financial officer, corporate controller and all our other employees, and which can be found at www.investor.kellanova.com. We intend to satisfy any disclosure requirements under Item 5.05 of Form 8-K with respect to any amendments or waivers to the Global Code of Ethics applicable to our chief executive officer, chief financial officer or corporate controller on our website at www.investor.kellanova.com.

Insider Trading Policies and Procedures — The information required by Item 408(b)(1) of Regulation S-K will be set forth in a Form 10-K/A and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 will be set forth in a Form 10-K/A and is incorporated herein by reference. Information under the caption "Compensation and Talent Management Committee Report" of the Form 10-K/A is only "furnished" hereunder and not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

EQUITY COMPENSATION PLAN INFORMATION

(millions, except per share data)

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights as of December 28, 2024 (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights as of December 28, 2024 ($)(b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding Securities Reflected in Column (a)) as of December 28, 2024 (c)(1)
Equity compensation plans approved by security holders	11.8	57	12.1 (2)
Equity compensation plans not approved by security holders (3)	0	NA	0.2
Total	11.8	57	12.3

(1) The total number of shares remaining available for issuance under the 2022 Long-Term Incentive Plan.

(2) The total number of shares available remaining for issuance as of December 28, 2024 for each Equity Compensation Plan approved by shareowners are as follows:
- The 2022 Long-Term Incentive Plan - 10.8 million;
- The Amended and Restated 2002 Employee Stock Purchase Plan (effective January 1, 2021) - 1.0 million.

(3) Includes the Kellogg Share Incentive Plan, which was adopted in 2002 and is available to most U.K. employees of specified Kellogg Company subsidiaries; a similar plan, which is available to employees in the Republic of Ireland; and the Deferred Compensation Plan for Non-Employee Directors, which was adopted in 1986 and amended in 1993 and 2002.

Under the Kellogg Share Incentive Plan, eligible U.K. employees may contribute up to 1,500 Pounds Sterling annually to the plan through payroll deductions. The trustees of the plan use those contributions to buy shares of our common stock at fair market value on the open market, with Kellogg matching those contributions on a 1:1 basis. Shares must be withdrawn from the plan when employees cease employment. Under current law, eligible employees generally receive certain income and other tax benefits if those shares are held in the plan for a specified number of years. A similar plan is also available to employees in the Republic of Ireland. As these plans are open market plans with no set overall maximum, no amounts for these plans are included in the above table. However, approximately 41,000 shares were purchased by eligible employees under the Kellogg Share Incentive Plan, the plan for the Republic of Ireland and other similar predecessor plans during 2024, with approximately an additional 41,000 shares being provided as matched shares.

The Deferred Compensation Plan for Non-Employee Directors was amended and restated during 2013. Under the Deferred Compensation Plan for Non-Employee Directors, non-employee Directors may elect to defer all or part of their compensation (other than expense reimbursement) into units which are credited to their accounts. The units have a value equal to the fair market value of a share of our common stock on the appropriate date, with dividend equivalents being earned on the whole units in non-employee Directors' accounts. Units must be paid in shares of our common stock, either in a lump sum or in up to ten annual installments, with the installments to begin as soon as practicable after the non-employee Director's service as a Director terminates. No more than 340,000 shares are authorized for use under this plan, of which approximately 72,000 had been issued as of December 28, 2024.

The remaining information required by this Item 12 will be set forth in a Form 10-K/A and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item 13 will be set forth in a Form 10-K/A and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 will be set forth in a Form 10-K/A and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The Consolidated Financial Statements and related Notes, together with Management's Report on Internal Control over Financial Reporting, and the Report thereon of PricewaterhouseCoopers LLP dated February 21, 2025, are included herein in Part II, Item 8.

(a) 1. Consolidated Financial Statements

Consolidated Statement of Income for the years ended December 28, 2024, December 30, 2023 and December 31, 2022.

Consolidated Statement of Comprehensive Income for the years ended December 28, 2024, December 30, 2023 and December 31, 2022.

Consolidated Balance Sheet at December 28, 2024 and December 30, 2023.

Consolidated Statement of Equity for the years ended December 28, 2024, December 30, 2023 and December 31, 2022.

Consolidated Statement of Cash Flows for the years ended December 28, 2024, December 30, 2023 and December 31, 2022.

Notes to Consolidated Financial Statements.

Management's Report on Internal Control over Financial Reporting.

Report of Independent Registered Public Accounting Firm (PCAOB ID 238).

(a) 2. Consolidated Financial Statement Schedule

All financial statement schedules are omitted because they are not applicable or the required information is shown in the financial statements or the notes thereto.

(a) 3. Exhibits required to be filed by Item 601 of Regulation S-K

The information called for by this Item is incorporated herein by reference from the Exhibit Index included in this Report.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

EXHIBIT INDEX

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
2.01	Separation and Distribution Agreement, dated as of September 29, 2023, between Kellanova and WK Kellogg Co, incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated October 2, 2023, Commission file number 1-4171.	IBRF
2.02	Agreement and Plan of Merger, dated as of August 13, 2024, by and among Kellanova, Acquiror 10VB8, LLC and Merger Sub 10VB8, LLC and, solely for the limited purpose specified therein, Mars, Incorporated, incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed August 14, 2024, Commission file number 1-4171.**	IBRF
3.01	Restated Certificate of Incorporation of Kellanova, incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated October 2, 2023, Commission file number 1-4171.	IBRF
3.02	Bylaws of Kellanova, as incorporated by reference to Exhibit 3.02 to our Annual Report on Form 10-K dated February 20, 2024, Commission file number 1-4171.	IBRF
3.03	Certificate of Amendment to the Restated Certificate of Incorporation of Kellanova, incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K filed May 1, 2024, Commission file number 1-4171.	IBRF
4.01	Indenture, dated March 15, 2001, between Kellogg Company and BNY Midwest Trust Company, including the form of 7.45% Debentures due 2031, incorporated by reference to Exhibit 4.01 to our Quarterly Report on Form 10-Q for the quarter ending March 31, 2001, Commission file number 1-4171.	IBRF
4.02	Supplemental Indenture, dated March 29, 2001, between Kellogg Company and BNY Midwest Trust Company, including the form of 7.45% Debentures due 2031, incorporated by reference to Exhibit 4.02 to our Quarterly Report on Form 10-Q for the quarter ending March 31, 2001, Commission file number 1-4171.	IBRF
4.03	Indenture, dated as of May 21, 2009, between Kellogg Company and The Bank of New York Mellon Trust Company, N.A., incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-3, Commission file number 333-209699.	IBRF
4.04	Officer's Certificate of Kellogg Company (with form of 1.250% Senior Notes due 2025), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated March 9, 2015, Commission file number 1-4171.	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
4.05	Officers’ Certificate of Kellogg Company (with form of 3.250% Senior Notes due 2026 and 4.500% Senior Debentures due 2046), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated March 7, 2016, Commission file number 1-4171.	IBRF
4.06	Officers’ Certificate of Kellogg Company (with form of 3.400% Senior Notes due 2027), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated November 13, 2017, Commission file number 1-4171.	IBRF
4.07	Officers’ Certificate of Kellogg Company (with form of 3.250% Senior Notes due 2021 and form of 4.300% Senior Notes due 2028), incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K dated May 15, 2018, Commission file number 1-4171.	IBRF
4.08	Officers’ Certificate of Kellogg Company (with form of 0.500% Senior Notes due 2029), incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K dated May 20, 2021, Commission file number 1-4171.	IBRF
4.09	Description of Equity Securities	E
4.10	Description of Debt Securities	E
4.11	Officers’ Certificate of Kellogg Company (with form of 2.100% Senior Notes due 2030), incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K dated June 1, 2020, Commission file number 1-4171.	IBRF
4.12	Officers' Certificate of Kellogg Company (with form of 5.250% Senior Notes due 2033), incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K filed March 1, 2023, Commission file number 1-4171.	IBRF
4.13	Indenture, dated May 6, 2024, between Kellanova and U.S. Bank Trust Company, National Association, incorporated by reference to Exhibit 4.1 to the Company’s Registration Statement, Commission on Form S-3 (File No. 333-279131), Commission file number 1-4171.	IBRF
4.14	Officer’s Certificate of Kellanova (with form of 5.750% Senior Notes due 2054), incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K filed May 16, 2024, Commission file number 1-4171.	IBRF
4.15	Officer’s Certificate of Kellanova (with form of 3.750% Senior Notes due 2034) (incorporated herein by reference to Exhibit 4.2 to Kellanova’s Registration Statement on Form 8-A filed May 16, 2024).	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
10.01	Kellogg Company Supplemental Savings and Investment Plan, as amended and restated as of January 1, 2003, incorporated by reference to Exhibit 10.03 to our Annual Report on Form 10-K for the fiscal year ended December 28, 2002, Commission file number 1-4171.*	IBRF
10.02	Kellogg Company Key Employee Long Term Incentive Plan, incorporated by reference to Exhibit 10.07 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171.*	IBRF
10.03	Agreement between us and other executives, incorporated by reference to Exhibit 10.05 of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, Commission file number 1-4171.*	IBRF
10.04	Kellanova 2002 Employee Stock Purchase Plan, effective as of January 1, 2021, incorporated by reference to Exhibit 10.42 of our Annual Report on Form 10-K filed on February 20, 2024.*	IBRF
10.05	Kellogg Company 1993 Employee Stock Ownership Plan, incorporated by reference to Exhibit 10.23 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171.*	IBRF
10.06	Kellogg Company 2003 Long-Term Incentive Plan, as amended and restated as of December 8, 2006, incorporated by reference to Exhibit 10 to our Annual Report on Form 10-K for the fiscal year ended December 30, 2006, Commission file number 1-4171.*	IBRF
10.07	Kellogg Company Severance Plan, incorporated by reference to Exhibit 10.25 of our Annual Report on Form 10-K for the fiscal year ended December 28, 2002, Commission file number 1-4171.*	IBRF
10.08	First Amendment to the Key Executive Benefits Plan, incorporated by reference to Exhibit 10.39 of our Annual Report in Form 10-K for our fiscal year ended January 1, 2005, Commission file number 1-4171.*	IBRF
10.09	Five-Year Credit Agreement dated as of December 21, 2021 with JPMorgan Chase Bank, N.A., as Administrative Agent, JPMorgan Chase Bank, N.A., Barclays Bank PLC, BOFA Securities, INC., Citibank, N.A., Coöperatieve Rabobank U.A., New York Branch, and Morgan Stanley MUFG Loan Partners, LLC, as Joint Lead Arrangers and Joint Bookrunners, Bank of America, N.A., Barclays Bank PLC, Citibank, N.A., Coöperatieve Rabobank U.A., New York Branch, and Morgan Stanley MUFG Loan Partners, LLC as Co-Syndication agents and the lenders named therein, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated December 23, 2021, Commission file number 1-4171.	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
10.10	Executive Survivor Income Plan, incorporated by reference to Exhibit 10.42 of our Annual Report in Form 10-K for our fiscal year ended December 31, 2005, Commission file number 1-4171.*	IBRF
10.11	Form of Amendment to Form of Agreement between us and certain executives, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 18, 2008, Commission file number 1-4171.*	IBRF
10.12	Kellogg Company 2009 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8 dated April 27, 2009, Commission file number 333-158824.*	IBRF
10.13	Kellogg Company 2009 Non-Employee Director Stock Plan, incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8 dated April 27, 2009, Commission file number 333-158826.*	IBRF
10.14	Form of Option Terms and Conditions under 2009 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated February 25, 2011, Commission file number 1-4171.*	IBRF
10.15	Kellogg Company 2013 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8, file number 333-188222.*	IBRF
10.16	Kellogg Company Pringles Savings and Investment Plan, incorporated by reference to Exhibit 4.3 to our Registration Statement on Form S-8, file number 333-189638.*	IBRF
10.17	Amendment Number 1 to the Kellogg Company Pringles Savings and Investment Plan, incorporated by reference to Exhibit 4.4 to our Registration Statement on Form S-8, file number 333-189638.*	IBRF
10.18	Kellogg Company Deferred Compensation Plan for Non-Employee Directors, incorporated by reference to Exhibit 10.49 to our Annual Report on Form 10-K dated February 24, 2014, Commission file number 1-4171.*	IBRF
10.19	Kellogg Company Executive Compensation Deferral Plan, incorporated by reference to Exhibit 10.50 to our Annual Report on Form 10-K dated February 24, 2014, Commission file number 1-4171.*	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
10.20	Kellogg Company Change of Control Severance Policy for Key Executives, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 11, 2014.*	IBRF
10.21	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated February 24, 2015, Commission file number 1-4171.*	IBRF
10.22	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated February 23, 2016, Commission file number 1-4171.*	IBRF
10.23	Kellogg Company 2017 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8, file number 333-217769.*	IBRF
10.24	Letter agreement with Steve Cahillane, dated September 22, 2017, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated September 28, 2017, Commission file number 1-4171.*	IBRF
10.25	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.3 of our Current Report on Form 8-K dated February 23, 2021, Commission file number 1-4171.*	IBRF
10.26	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.3 of our Current Report on Form 8-K dated February 22, 2018, Commission file number 1-4171.*	IBRF
10.27	Amendment to the Kellogg Company 2017 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated June 11, 2018, Commission file number 1-4171.*	IBRF
10.28	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.3 of our Current Report on Form 8-K dated February 26, 2019, Commission file number 1-4171.*	IBRF
10.29	Form of Option Terms and Conditions, incorporated by reference to Exhibit 10.3 of our Current Report on Form 8-K dated February 25, 2020, Commission file number 1-4171.*	IBRF
10.30	2022-2024 Performance Stock Unit Plan, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated February 23, 2022, Commission file number 1-4171.*	IBRF
10.31	Form of Restricted Stock Unit Terms and Conditions, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated February 23, 2022, Commission file number 1-4171.*	IBRF
10.32	Kellanova 2022 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.42 of our Annual Report on Form 10-K filed on February 20, 2024.*	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
10.33	Kellanova Aircraft Policy, incorporated by reference to Exhibit 10.43 of our Annual Report on Form 10-K filed on February 20, 2024.*	IBRF
10.34	Agreement, dated October 21, 2020, between Gollek Servicios, S.C. and Victor Hugo Marroquin, incorporated by reference to Exhibit 10.44 of our Annual Report on Form 10-K filed on February 20, 2024.*	IBRF
10.35	2023-2025 Performance Stock Unit Plan, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed February 22, 2023, Commission file number 1-4171.*	IBRF
10.36	Form of Restricted Stock Unit Terms and Conditions, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K filed February 22, 2023, Commission file number 1-4171.*	IBRF
10.37	Amendment to the Amended and Restated Kellogg Company 2002 Employee Stock Purchase Plan, incorporated by reference to Exhibit 10.1 of our Quarterly Report on Form 10-Q for the quarter ended July 1, 2023, Commission file number 1-4171.*	IBRF
10.38	Employee Matters Agreement, dated as of September 29, 2023, between Kellanova and WK Kellogg Co, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed October 2, 2023, Commission file number 1-4171.*	IBRF
10.39	Supply Agreement, dated as of September 29, 2023, between Kellanova and WK Kellogg Co, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K filed October 2, 2023, Commission file number 1-4171.	IBRF
10.40	Master Ownership and License Agreement Regarding Patents, Trade Secrets and Certain Related Intellectual Property, dated as of September 29, 2023, between Kellanova and WK Kellogg Co, incorporated by reference to Exhibit 10.3 of our Current Report on Form 8-K filed October 2, 2023, Commission file number 1-4171.	IBRF
10.41	Master Ownership and License Agreement Regarding Trademarks and Certain Related Intellectual Property, dated as of September 29, 2023, between Kellanova and WK Kellogg Co, incorporated by reference to Exhibit 10.4 of our Current Report on Form 8-K filed October 2, 2023, Commission file number 1-4171.	IBRF
10.42	Tax Matters Agreement, dated as of September 29, 2023, between Kellanova and WK Kellogg Co, incorporated by reference to Exhibit 10.5 of our Current Report on Form 8-K filed October 2, 2023, Commission file number 1-4171.	IBRF

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
10.43	Transition Services Agreement, dated as of September 29, 2023, between Kellanova and WK Kellogg Co, incorporated by reference to Exhibit 10.6 of our Current Report on Form 8-K filed October 2, 2023, Commission file number 1-4171.	IBRF
10.44	2024-2026 Performance Stock Unit Plan, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed February 22, 2024, Commission file number 1-4171.	IBRF
10.45	Form of Restricted Stock Unit Terms and Conditions, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K filed February 22, 2024, Commission file number 1-4171.	IBRF
10.46	Amendment to Supply Agreement dated as of September 29, 2023, between Kellanova and WK Kellogg Co, incorporated by reference to Exhibit 10.1 of our Quarterly Report on Form 10-Q filed August 1, 2024, Commission file number 1-4171.	IBRF
10.47	364-Day Credit Agreement, dated as of December 11, 2024, with Bank of America, N.A., as Administrative Agent, Barclays Bank PLC, Citibank, N.A., Coöperatieve Rabobank U.A., New York Branch, ING Bank N.V., Dublin Branch, JPMorgan Chase Bank, N.A., Mizuho Bank Ltd. and Sumitomo Mitsui Banking Corporation as Co-Syndication Agents, and BofA Securities, Inc., Barclays Bank PLC, Citibank, N.A., Coöperatieve Rabobank U.A., New York Branch, ING Bank N.V., Dublin Branch, JPMorgan Chase Bank, N.A., Mizuho Bank Ltd., and Sumitomo Mitsui Banking Corporation as Joint Lead Arrangers and Joint Bookrunners and the lenders named therein, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed December 12, 2024, Commission file number 1-4171.	IBRF
10.48	Amended and Restated Kellanova Severance Benefit Plan dated October 1, 2024, incorporated by reference to Exhibit 10.1 of our Quarterly Report on Form 10-Q filed October 31, 2024, Commission file number 1-4171.*	IBRF
10.49	Amendment to the Kellanova 2002 Employee Stock Purchase Plan dated July 31, 2024, incorporated by reference to Exhibit 10.2 of our Quarterly Report on Form 10-Q filed October 31, 2024, Commission file number 1-4171.*	IBRF
10.50	Agreement of Termination, Fulfillment, and Settlement of the Private Agreement between Gollek Servicios, S.C. and Victor Marroquin.*	E
10.51	Kellanova Excise Tax Gross-Up Plan and Form of Participation Agreement.*	E
10.52	Kellanova Form of Mitigation Plan.*	E
19.1	Kellanova Insider Trading Policy	E

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
97	Kellanova Clawback Policy, incorporated by reference to Exhibit 10.45 of our Annual Report on Form 10-K filed on February 20, 2024	IBRF
21.01	Domestic and Foreign Subsidiaries of Kellanova.	E
23.01	Consent of Independent Registered Public Accounting Firm.	E
24.01	Powers of Attorney authorizing Todd W. Haigh to execute our Annual Report on Form 10-K for the fiscal year ended December 28, 2024, on behalf of the Board of Directors, and each of them.	E
31.1	Rule 13a-14(a)/15d-14(a) Certification by Steven A. Cahillane.	E
31.2	Rule 13a-14(a)/15d-14(a) Certification by Amit Banati.	E
32.1	Section 1350 Certification by Steven A. Cahillane.	E
32.2	Section 1350 Certification by Amit Banati.	E
101.INS	XBRL Instance Document	E
101.SCH	XBRL Taxonomy Extension Schema Document	E
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	E
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	E
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	E
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	E

* A management contract or compensatory plan required to be filed with this Report.

** Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company hereby undertakes to furnish supplemental copies of any of the omitted schedules and exhibits upon request by the SEC.

In reliance on Item 601(b)(4) of Regulation S-K, we agree to furnish to the SEC, upon its request, a copy of any instrument defining the rights of holders of long-term debt of Kellanova.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, this 21st day of February, 2025.

KELLANOVA

By: /s/ Steven A. Cahillane

Steven A. Cahillane

Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Capacity	Date
/s/ Steven A. Cahillane Steven A. Cahillane	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	February 21, 2025
/s/ Amit Banati Amit Banati	Vice Chairman and Chief Financial Officer (Principal Financial Officer)	February 21, 2025
/s/ Kurt Forche Kurt Forche	Vice President and Corporate Controller (Principal Accounting Officer)	February 21, 2025
* Stephanie A. Burns	Director	February 21, 2025
* Carter A. Cast	Director	February 21, 2025
* Roderick D. Gillum	Director	February 21, 2025
* Zachary Gund	Director	February 21, 2025
* Donald R. Knauss	Director	February 21, 2025
* Mary A. Laschinger	Director	February 21, 2025
* Erica L. Mann	Director	February 21, 2025
* La June Montgomery Tabron	Director	February 21, 2025
* J. Michael Schlotman	Director	February 21, 2025
* Carolyn M. Tastad	Director	February 21, 2025

* By:	/s/ Todd W. Haigh Todd W. Haigh	Attorney-in-fact	February 21, 2025