

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

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

(Mark One)

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

For the fiscal year ended December 31, 2025

OR

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 **0-17196**



MGP Ingredients, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Kansas

(State or Other Jurisdiction
of Incorporation or Organization)

100 Commercial Street, Box 130

Atchison, Kansas

(Address of Principal Executive Offices)

45-4082531

(I.R.S. Employer
Identification No.)

66002

(Zip Code)

(913) 367-1480

Registrant's telephone number, including area code

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

Title of Each Class
Common Stock, no par value

Trading Symbol
MGPI

Name of Each Exchange on Which Registered
Nasdaq Global Select Market

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

Indicate by 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

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

Indicate by check mark whether the registrant 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.

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 Exchange Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant computed by reference to the closing price at which the common equity was sold, as reported by Nasdaq, on June 30, 2025, was approximately \$423 million.

The number of shares of the registrant's common stock, no par value ("Common Stock") outstanding as of February 20, 2026 was 21,363,225.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the MGP Ingredients, Inc. Proxy Statement for the Annual Meeting of Stockholders to be held on May 13, 2026 are incorporated by reference into Part III of this Report to the extent set forth herein.

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The calculation of the aggregate market value of the Common Stock held by non-affiliates on the cover page of this Form 10-K is based on the assumption that affiliates include directors and executive officers. Such assumption does not constitute an admission by the Company or any director or executive officer that any director or executive officer is an affiliate of the Company.

PART I

ITEM 1. BUSINESS

MGP Ingredients, Inc. was incorporated in 2011 in Kansas, continuing a business originally founded by Cloud L. Cray, Sr. in Atchison, Kansas in 1941. As used herein, the terms “MGP,” “Company,” “we,” “our,” “us,” and words of similar import, refer to MGP Ingredients, Inc. and its consolidated subsidiaries unless the context otherwise indicates. In this Annual Report on Form 10-K (this “Report”), for any references to Note 1 through Note 16 refer to the Notes to Consolidated Financial Statements in Item 8.

AVAILABLE INFORMATION

We make available through our website (www.mgpingredients.com) under “Investors,” free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, special reports, other information, and amendments to those reports, as soon as reasonably practicable after we electronically file or furnish such material with the Securities and Exchange Commission (“SEC”).

The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including the Company. The address of the SEC site is <http://www.sec.gov>.

METHOD OF PRESENTATION

All amounts in this Report, except for shares, par values, bushels, gallons, pounds, mmbtu, proof gallons, 9-liter cases, per share, per bushel, per gallon, per pound, per mmbtu, per proof gallon, per 9-liter case, and percentages, are shown in thousands unless otherwise noted.

GENERAL INFORMATION

MGP is a leading producer of branded and distilled spirits, as well as food ingredient solutions. We have an extensive award-winning global portfolio of branded spirits, which we produce through our distilleries and bottling facilities and sell to distributors. Our branded spirits products account for a range of price points from value products through premium plus brands. Distilled spirits include premium bourbon, rye, and other whiskeys (“brown goods”) and grain neutral spirits (“GNS”), including vodka and gin. Our distilled spirits are either sold directly or indirectly to manufacturers of other branded spirits. Our protein and starch food ingredients serve a host of functional, nutritional, and sensory benefits for a wide range of food products to serve the consumer packaged goods industry. Our ingredient products are sold directly, or through distributors, to manufacturers and processors of finished packaged goods or to bakeries.

Mission Statement. Our mission is to secure our future by consistently delivering superior financial results by more fully participating in all levels of the alcohol and food ingredients segments for the betterment of our shareholders, employees, partners, consumers, and communities.

INFORMATION ABOUT OUR SEGMENTS

We report three operating segments: Branded Spirits, Distilling Solutions, and Ingredient Solutions.

Branded Spirits Segment. Our Branded Spirits segment consists of a portfolio of high-quality brands, which we produce through our distilleries and bottling facilities and sell to distributors or to state governments that directly control the sale of alcohol. Sales are pursuant to customer contracts and purchase orders. MGP’s branded spirits include a wide spectrum of brands across numerous categories and price tiers. During 2025, our five largest Branded Spirits customers, combined, accounted for approximately 25 percent of our consolidated sales. During 2025, one customer of the Branded Spirits segment accounted for approximately 16 percent of our consolidated sales.

Premium plus - The premium plus price tier includes the luxury, ultra premium, super premium, and premium price tiers. Premium plus branded spirits include brands such as Penelope® Bourbon, Yellowstone® Bourbon, Rebel® Bourbon, Remus® Bourbon, Blood Oath® Bourbon, Ezra Brooks® Bourbon, Minor Case® Straight Rye Whiskey, Rossville Union® Straight Rye Whiskey, The Quiet Man® Irish Whiskey, and Everclear® grain alcohol. Additionally, premium plus includes El Mayor® Tequila, which is produced with our joint ventures, DGL Destiladores, S.de R.L. de C.V. (“DGL”) and Agricola LG, S.de R.L. de C.V. (“Agricola”, and together with DGL, “LMX”).

Mid - Mid branded spirits include brands such as Brady's® Irish Cream, Saint Brendan's® Irish Cream Liqueur, Pearl® Vodka, and Lord Calvert® Canadian Whisky. Additionally, mid includes Exotico® Tequila and Juarez® Tequila, which are produced with our joint venture, DGL.

Value - Value branded spirits include brands such as Arrow® Cordials, Canada House® Canadian Whisky, Lady Bligh® Rum, and Juarez® Triple Sec.

Other - Other includes private label products sold primarily through our wholly-owned subsidiary, Niche Drinks, Co., Ltd, retail sales at our distilleries, and contract bottling services. Private label products are processed, bottled, and distributed by us for sales under another company's brand. We operate visitor centers with retail locations at two of our distilleries, Lux Row Distillers® in Bardstown, Kentucky, and Limestone Branch Distillery® in Lebanon, Kentucky. Contract bottling is a service provided to a customer to process and bottle spirits for brands not owned by the Company.

Distilling Solutions Segment. We process corn and other grains (including rye, barley, wheat, barley malt, and milo) into food grade alcohol and distillery co-products, such as distillers feed (commonly called dried distillers grain in the industry), which are produced at our distilleries in Lawrenceburg, Indiana, and Bardstown, Kentucky. We also provide warehouse services, including barrel put away, barrel storage, and barrel retrieval services, as well as blending services. We have certain contracts with customers to supply distilled products (or "distillate"), as well as certain contracts with customers to provide barreling and warehousing services. Contracts with customers may be monthly, annual, or multi-year in term with periodic reviews of pricing. Sales to customers may also be made on the spot market with contracts in the form of purchase orders. Sales of co-products are primarily made on the spot market. During 2025, our five largest Distilling Solutions customers, combined, accounted for approximately 17 percent of our consolidated sales.

Brown goods - The majority of our distillery capacities are dedicated to the production of high quality, high purity food grade alcohol for beverage applications, including bourbon, rye and other whiskeys. Our premium brown goods are created by distilling grains, including corn and rye. Our brown goods are sold as aged and unaged distillate, which may be further aged by our customers or warehoused at our facilities for typically two to six years.

Warehouse services - Customers who purchase barreled distillate may, and in most cases do, also enter into separate warehouse service agreements with us for the storage and handling of product for aging. Services under warehouse agreements include barrel put away, barrel storage, and barrel retrieval, as well as blending services.

White goods and other co-products - Our white goods consist of GNS, including vodka and gin. Our GNS is sold in bulk quantities. Our gin is primarily created by redistilling GNS together with proprietary formulations of botanicals or botanical oils. The bulk alcohol co-products sales include distillers feed, which is principally derived from the mash from alcohol processing operations. The mash is sold primarily to processors of animal feed as a high protein additive primarily as dried distillers feed.

Ingredient Solutions Segment. Our Ingredient Solutions segment consists primarily of specialty wheat starches, specialty wheat proteins, commodity wheat starches, and commodity wheat protein products which are sold to customers pursuant to purchase orders. In our efforts to best serve our customers and maximize returns to stockholders, we have strategically been migrating our sales towards higher price, higher margin specialty wheat ingredients to better serve the baking and tortilla food segments. During 2025, our five largest Ingredient Solutions customers, combined, accounted for approximately 17 percent of our consolidated sales. During 2025, one customer of the Ingredient Solutions segment accounted for approximately 14 percent of our consolidated sales.

Specialty wheat starches - Wheat starch is the carbohydrate-bearing portion of wheat flour. We produce a premium wheat starch powder by extracting the starch from a starch slurry. We use proprietary processing steps to purify and clean impurities from the starch, and then dry the starch using spray, flash, or drum dryers. A substantial portion of our premium wheat starch is processed to produce certain unique specialty wheat starches designed for numerous healthy applications. We sell our specialty wheat starches on a global basis, primarily to food processors and distributors.

We primarily market our specialty wheat starches under the brand name Fibersym®, a resistant wheat starch. This flagship brand is FDA approved as a dietary fiber and is functional in creating lower net carb baked goods for many industrial bakers, tortilla producers, and pasta makers. Our specialty starches are used for food applications to primarily improve their nutritional profiles. However, other benefits include color, texture, fiber content, and taste. Our entire starch portfolio is also known to provide whiteness, clean flavor, and viscosity.

Specialty wheat proteins - We have developed numerous specialty wheat proteins for food applications under our Arise brand platform. Specialty wheat proteins are created from vital wheat gluten through a variety of proprietary processes which change its molecular structure. Specialty wheat proteins for food and pet treat applications include the Arise 5000, 6000, and 5500 products. All of these ingredients are Project Verified Non-Genetically Modified Organisms (“Non-GMO”).

We also produce clean label wheat protein isolates under our Arise® brand, including Arise® 8100 and 8200. All our wheat proteins are considered Project Verified Non-GMO. Ingredient Solutions also offers Non-GMO Project Verified texturized plant proteins under the Proterra® brand. These proteins are designed for “non-meat” food applications and are marketed in a number of countries throughout the world to provide texture and protein in various food applications. Additionally, we offer gluten-free textured pea and soy proteins within the Proterra® portfolio of products.

Commodity wheat starches - As is the case with value added wheat starches, our commodity wheat starches have both food and non-food applications, but such applications are more limited than those of value added wheat starches. These are clean label starches and are minimally processed. They have a simple and clean ingredient declaration, which is a benefit for food formulators. Marketplace prices generally track the fluctuations in the overall starch market in this category. However, wheat starch has unique functions in wheat based food formulations and provides for a cleaner more neutral flavor profile in finished goods.

Commodity wheat proteins - Commodity wheat protein, or vital wheat gluten, is a free-flowing light tan powder which contains approximately 75 percent protein. When we process wheat flour to derive starch, we also derive vital wheat gluten. Vital wheat gluten is added by bakeries and food processors to baked goods, such as breads, and to pet foods, cereals, processed meats, and fish and poultry to improve the nutritional content, texture, strength, shape, and volume of the product. The neutral flavor and color of vital wheat gluten also enhances the flavor and color of certain foods. The cohesiveness and elasticity of the gluten enables the dough in wheat and other high protein breads to rise and to support added ingredients, such as whole cracked grains, raisins and fibers. Vital wheat gluten is also added to white breads, hot dog buns, and hamburger buns to improve the strength and cohesiveness of the product. This wheat protein is also the starter material used to create our textured wheat product line branded under Proterra®.

Biofuel and other - The biofuel plant converts waste starch, a byproduct of our ingredients facility, into a commercial product. This facility is a key component of our efforts to mitigate costs associated with the disposal of the waste starch streams.

COMPETITIVE CONDITION

Our products compete against similar products of many large and small companies. In our Branded Spirits segment, competition is based primarily on product innovation, price, brand recognition, product distribution, retail positioning, and quality factors, such as flavor. In our Distilling Solutions segment, competition is based primarily on product innovation, product characteristics, functionality, price, service, and quality factors, such as flavor. In our Ingredient Solutions segment, competition is based primarily on product innovation, product characteristics, price, brand, color, flavor, or other properties that affect how the ingredient is being used.

PATENTS, TRADEMARKS, AND LICENSES

Our patent-related activities pertain to our Ingredient Solutions segment. We have filed patent applications and have obtained issued patents in several countries to protect a range of inventions developed in our research and development efforts, including inventions relating to our products. Some of these patent filings cover significant product formulation and processes used to manufacture our products. We have trademark protection, both in terms of registrations and common law rights, for the majority of the brands we produce within our Branded Spirits and Ingredient Solutions segments. We believe our trademark rights are critical to the success of the brands we produce and the marketing of those products.

SEASONALITY

Sales for some of our products, including brown goods and branded spirits, can fluctuate from period to period due to the inherent demands and timing of our customers and consumer needs. Within our diversified Branded Spirits portfolio, there are certain product lines, limited offerings, and categories that experience varying demand during certain periods throughout the year. Other than these product lines, our sales, on average, are generally not seasonal.

TRANSPORTATION

Historically, our products have primarily been transported to customers by truck and rail, most of which is provided by common carriers. We use third-party transportation companies to help us manage truck and rail carriers who deliver our products to our North American customers as well as overseas shipments to our international customers.

RAW MATERIALS AND PACKAGING MATERIALS

Our principal Branded Spirits segment raw materials, or input costs, include corn and other grains (including rye, barley, wheat, barley malt, and milo), agave, and flavoring. Our principal Distilling Solutions segment raw materials, or input costs, are corn and other grains (including rye, barley, wheat, barley malt, and milo), which are processed into brown goods, white goods and other co-products. Our principal Ingredient Solutions segment raw material is wheat flour, which is processed into starches and proteins. The cost of grain has, at times, been subject to substantial fluctuation.

Our packaging for our Branded Spirits segment includes oak barrels, glass bottles, containers (glass, plastic, and aluminum), closures, labels, and cartons. Our principal packaging material for our Distilling Solutions segment is oak barrels. Both new and used barrels are utilized for the aging of premium brown goods. We purchase oak barrels from multiple suppliers and some customers supply their own barrels.

ENERGY

Natural gas is an input cost used to operate boilers to make steam heat. We procure natural gas for our facilities in the open market from various suppliers. We have a risk management program whereby we may purchase contracts for delivery of natural gas into the future at negotiated prices based on several factors, or we can purchase futures contracts on the exchange. Historically, prices of natural gas have been higher in the late fall and winter months than during other periods.

HUMAN CAPITAL

As of December 31, 2025, we had a total of 617 employees. A collective bargaining agreement, covering 90 employees at the Atchison facility, expires on August 31, 2029. A collective bargaining agreement, covering 64 employees at the Lawrenceburg facility, expires on October 24, 2027. A collective bargaining agreement, covering 43 employees at the St. Louis facility, expires on February 28, 2029. We have not experienced any recent work stoppages, and we consider our relationship with our employees, both union and non-union, to be good.

We believe our employees are key to achieving our business objectives. Our key human capital measures include employee safety, employee retention, rewards and recognition, and professional development. At the Board of Directors level, the Human Resources and Compensation Committee of our Board is responsible for overseeing matters related to human capital management. We routinely benchmark our compensation practices and benefit programs against those of comparable industries and in the geographic areas where our facilities are located. We believe that our compensation and employee benefits are competitive and allow us to attract and retain skilled and unskilled labor throughout our organization. Our notable health, welfare, recognition, and retirement benefits for our U.S. employees include:

- Company subsidized health insurance including Company paid life and disability insurance
- Wellness program with financial rewards
- Enhanced Employee Assistance Programs
- 401(k) Plan with Company matching contributions
- Tuition assistance program
- Paid vacation and holidays, including a floating holiday
- Paid parental leave
- Charitable giving program with Company matching of employee donations
- Professional development employee resource group
- Recognition platform to celebrate employee successes and milestone events
- Employee referral program with financial incentives

Employee safety is one of our top priorities. We develop and administer company-wide policies and trainings designed to ensure the safety of each team member and compliance with Occupational Safety and Health Administration (“OSHA”) standards or similar standards for our operations outside of the U.S.

Our Company strives for workforce retention. We have programs for continuing education, professional development at all levels of the organization, and also provide tuition reimbursement assistance. All positions are posted for our current workforce to apply for and internal promotions are encouraged.

We strive to maintain an inclusive environment free from discrimination of any kind, including sexual or other discriminatory harassment. We have robust equal employment opportunity and anti-discrimination policies, and in 2025 all new hire U.S. employees completed mandatory training focused on respect in the workplace and our anti-discrimination policies. Our employees have multiple avenues available through which inappropriate behavior can be reported, including a confidential hotline. Our policies require all reports of inappropriate behavior to be promptly investigated with appropriate action taken.

REGULATION

We are subject to a broad range of federal, state, local, and foreign laws and regulations intended to protect public health and the environment. Our operations are also subject to regulation by various U.S. federal agencies, including the Alcohol and Tobacco Tax and Trade Bureau (“TTB”), OSHA, the Food and Drug Administration (“FDA”), the United States Environmental Protection Agency (“EPA”), and by various U.S. state and local and foreign authorities. Such laws and regulations cover virtually every aspect of our operations, including production and storage facilities, distillation and maturation requirements, importing ingredients, distribution of beverage alcohol products, marketing, pricing, labeling, packaging, advertising, water usage, wastewater discharge, disposal of hazardous wastes and emissions, and other matters. In addition, beverage alcohol products are subject to customs, duties, or excise taxation in many countries, including taxation at the federal, state, and local level in the U.S.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Our executive officers as of February 25, 2026:

<u>Name</u>	<u>Age</u>	<u>Principal Occupation and Business Experience</u>
Julie Francis	54	President and Chief Executive Officer for the Company since July 2025. Chief Operating Officer of Schwan’s Company, an affiliate of CJ CheilJedang Corporation, from January 2021 to July 2024. President, Consumer Brands, Americas – Schwan’s Company from October 2018 to December 2020. Senior Vice President, Commercial and Category Development – Total Beverage Alcohol at Constellation Brands from April 2017 to October 2018. Chief Commercial Officer, Coca-Cola Refreshments USA at The Coca-Cola Company from 2010 to 2015 and roles of increasing responsibility at Coca-Cola Enterprises from 2004 to 2010.
Brandon Gall	44	Chief Financial Officer for the Company since April 2019 and Treasurer of the Company since May 2023. Served at the Company as Interim President and Chief Executive Officer from January to July 2025, Vice President of Finance from April 2019 to May 2025, Corporate Controller from June 2018 to March 2019, Director of Supply Chain Finance and Director of Business Development from May 2014 to June 2018, and Director of Financial Planning and Analysis from January 2012 to April 2014.
Kathleen Molamphy	48	Chief Legal and Human Resources Officer, Secretary for the Company since February 2026. Chief Legal Officer and Corporate Secretary for the Company from October 2025 to February 2026 and Vice President, General Counsel and Corporate Secretary from September 2024 to October 2025. Served at ICL Americas LLC, a subsidiary of ICL Group Ltd., as Vice President, General Counsel and Secretary - ICL Americas from December 2019 to August 2024 and as General Counsel and Secretary - ICL Americas from May 2018 to December 2019. Served at Bunge North America, a subsidiary of Bunge Limited, as Senior Counsel – Bunge North America from April 2010 to May 2018 and as Corporate Counsel – Bunge North America from November 2004 to March 2010.

ITEM 1A. RISK FACTORS

Our business is subject to certain risks and uncertainties that could cause actual results and events to differ materially from forward-looking statements. The following discussion identifies those risks which we consider to be material. The following discussion of risks is not all inclusive. Additional risks not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, or results of operations.

COMMERCIAL, COMPETITION, AND INDUSTRY RISKS

Changes in consumer preferences and purchases, and our ability to anticipate or react to them, could negatively affect our business results.

We operate in highly competitive markets, and our success depends on our continued ability to offer our customers and consumers appealing, high-quality products. Customer and consumer preferences and purchases may shift due to a host of factors, many of which are difficult to predict, including:

- demographic and social trends;
- economic conditions;
- product innovations;
- public health policies and initiatives (including dietary guidelines and labeling requirements regarding alcohol consumption) and concerns or regulations related to product safety or quality;
- health and wellness trends (including the use of GLP-1 drugs);
- changes in government regulation and taxation of beverage alcohol products;
- the expansion, legalization, and increased acceptance or use of cannabis; and
- changes in travel, leisure, dining, gifting, entertaining, and beverage consumption trends.

Our success depends in part on fulfilling available opportunities to meet consumer needs and anticipating changes in consumer preferences with successful new brands, products, and product innovations. If our customers and consumers shift away from spirits (particularly brown spirits, such as our bourbon, rye, and other American whiskeys) or shift from purchasing our higher-margin products to our lower-margin products, our business, financial condition, or results of operations could be adversely affected.

The markets for our products are very competitive, and our business could be negatively affected if we do not compete effectively. We may also be negatively impacted by industry dynamics and market conditions.

The markets for our products are very competitive. Our principal competitors in these markets have substantial financial, marketing, and other resources, and several are much larger enterprises than us. Many of our current and potential competitors have larger customer bases, greater name recognition, and broader product offerings. Competition is based on such factors as product innovation, product characteristics, product taste and quality, pricing, color, as well as name and brand image. In recent years, the industries in which we compete have continued to experience consolidation. Industry consolidation can have varying degrees of impact, including the creation of new and larger competitors. In addition, retail industry consolidation has led to increased retailer purchasing power, and larger retailers can often seek to improve their profitability and sales by asking for lower prices or increased trade spending. If the purchasing power of these large retailers continues to increase, it could negatively affect our financial results. We are dependent on being able to generate sales and other operating income in excess of the costs of products sold in order to obtain margins, profits, and cash flows to meet or exceed our targeted financial performance measures.

Pricing of our products is partly dependent upon industry capacity, which is impacted by competitor actions to bring online idled capacity or to build new production capacity, and may lead us to adjust our pricing, which could adversely impact our business, financial condition, or results of operations. We have been, and may continue to be, adversely impacted by elevated industry-wide barrel inventories of whiskey. If our competitors were to decrease their pricing, we may choose to do the same, which could adversely affect our margins and profitability. If we did not do the same, our revenues could be adversely affected due to the potential loss of sales.

Unfavorable economic conditions could negatively affect our business and financial results.

A deterioration in economic conditions, including economic slowdowns or recessions, increased unemployment levels, inflationary pressures, or disruptions to credit and capital markets could lead to decreased consumer confidence and consumer spending, thus reducing consumer demand for our products, making our Distilling Solutions or Ingredient Solutions products too expensive for use in consumer goods, and reducing proceeds from used barrels sales, which could adversely impact our business, financial condition, or results of operations. Unfavorable economic conditions could also cause governments to increase taxes on beverage alcohol to attempt to raise revenue, reducing consumers' willingness to make discretionary purchases of beverage alcohol products or purchase our higher-margin premium products.

Unfavorable economic conditions could also adversely affect our customers, distributors, retailers, and suppliers, who could experience cash flow challenges, more costly or unavailable financing, credit defaults, and other financial hardships, which have occurred in the past. These financial hardships have led to, and could in the future lead to, consumer, distributor, retailer,

or supplier inventory destocking, increases in our bad debt expense, increases in the level of unsecured credit that we provide to customers, customer contract non-performance, or raw material supply disruptions. Other negative consequences to our business from unfavorable economic conditions could include higher interest rates, an increase in inflation rates, deflation, exchange rate fluctuations, or credit or capital market instability.

Damage to our reputation, or that of any of our key customers or their products, could affect our business performance.

The success of our products depends in part upon the positive image that consumers have of our brands and products, the consumer goods that use our products, and the raw materials and finished goods that we use to produce our products. Product contamination, whether arising accidentally or through deliberate action, or other events that harm the integrity or consumer support for our or our customers' products could affect the demand for our or our customers' products.

Unfavorable media, whether accurate or not, related to us or our industry, products, brands, customers, customers' products, marketing, personnel, operations, business performance, or prospects could negatively affect our reputation, stock price, ability to attract and retain high-quality talent, and the performance of our business. Negative publicity or commentary on social media outlets, whether accurate or not, could cause consumers to react rapidly by avoiding our products or by choosing products offered by our competitors, which could have a material adverse effect on our business, financial condition, or results of operations. If our environmental, social, and governance ("ESG"), sustainability, or other positions or practices do not meet investor or other stakeholder expectations and standards, which continue to evolve, our reputation, stock price, ability to attract and retain high-quality talent, and the performance of our business may be negatively affected. Similarly, stakeholders and others who disagree with our ESG, sustainability, or other actions, positions, or statements may speak negatively or advocate against us, which could have a material adverse effect on our business, financial condition, or results of operations.

A failure to introduce successful new brands and products or have effective marketing or advertising could adversely affect our results of operations.

Our success depends, in part, on our ability to innovate and develop new brands and products, and customer demands may require us to make internal investments to achieve or sustain competitive advantages and meet customer expectations. The launch and ongoing success of new brands and products are inherently uncertain, especially with regard to their appeal to consumers, and can give rise to a variety of costs. An unsuccessful launch or short-lived popularity of our product innovations, among other things, may affect consumer perception of existing brands or products and our reputation, and may result in inventory write-offs and other costs.

We could also be adversely affected if we are not successful in developing new brands or products as a result of new brand or product introductions by our competitors. For example, consumer goods companies have diversified their product offerings, including traditional beer and soft drink companies entering into the alcoholic ready-to-drink market and beer and spirits companies entering into the cannabis market – expanding the potential for competition to adversely impact us from various sectors of the consumer goods industry. In addition, some of our competitors may have greater financial and other resources than we do, making them better positioned to pursue new investment opportunities.

A failure to sufficiently innovate or maintain adequate and effective marketing or advertising could inhibit our ability to maintain our brand relevance and drive product sales. If our competitors increase their spending on advertising and promotions, if our advertising, media, or marketing expenses increase, if our advertising and promotions become less effective than those of our competitors, or if we do not adequately leverage technology and data analytic capabilities needed to generate concise competitive insight, our business, financial condition, or results of operations could be adversely affected.

A change in public opinion about alcohol or our products could reduce demand for our brands and products.

For many years, there has been a high level of social and political attention directed at the beverage alcohol industry. The attention has focused largely on public health concerns related to alcohol abuse, including drunk driving, underage drinking, and the negative health impacts of beverage alcohol. Anti-alcohol groups have, in the past, advocated successfully for more stringent labeling requirements, higher taxes, and other regulations and educational campaigns designed to discourage alcohol consumption. More restrictive regulations, higher taxes, negative publicity regarding alcohol consumption, or changes in consumer perceptions of the relative healthfulness or safety of beverage alcohol could decrease sales and consumption of alcohol, and thus, the demand for our brands and products. This could, in turn, decrease our revenues and our revenue growth, which could have a material adverse effect on our business, financial condition, or results of operations.

In addition, consumer preferences might change and could lead to a decreased demand for our Ingredient Solutions products. For example, in recent years, we have noticed shifting consumer preferences and media attention directed to gluten, gluten

intolerance, and “clean label” products. This could decrease our revenues and revenue growth, which could have a material adverse effect on our business, financial condition, or results of operations.

Failure of our distributors to distribute our branded spirits adequately within their territories could adversely affect our business.

We are required by law in the U.S. to use state-licensed distributors or, in 17 states known as “control states,” state-owned agencies performing this function, to distribute our branded spirits to retail outlets, including liquor stores, bars, restaurants, and national chains. We have established relationships for our branded spirits with a limited number of distributors, and one distributor represented approximately 16 percent of our consolidated net sales for 2025. Failure to maintain those relationships could significantly and adversely affect our business, sales, and growth.

The ultimate success of our branded spirits depends in large part on our distributors’ ability and desire to distribute and actively promote our branded spirits to our desired U.S. target markets, as we rely significantly on them for product placement and retail store penetration. All of our distributors also distribute brands and product lines that compete with our products for shelf space, promotional displays, and consumer purchases. We cannot provide assurances that our U.S. distributors will continue to purchase our branded spirits, resell them at our desired or targeted prices, commit sufficient time and resources to promote and market our brands and product lines, or that they can or will sell them to our desired or targeted markets. If they do not, our sales will be harmed, which could have a material adverse effect on our business, financial condition, or results of operations.

We have changed distribution partners in the past and may do so again in the future. Changes to our distribution partners have resulted, and could result in the future, in temporary or longer-term sales disruptions, business disruptions, and higher costs. In addition, disruption of our distribution network or fluctuations in our product inventory levels at distributors, wholesalers, or retailers could negatively affect our business, financial condition, or results of operations.

Our focus on higher margin specialty ingredients may make us more reliant on fewer, more profitable customer relationships.

Our Ingredient Solutions business sells specialty proteins and starches to targeted consumer packaged goods and distributor customers, which may make our Ingredient Solutions segment reliant on these customer relationships. In addition, our business, financial condition, or results of operations could be materially adversely affected if our Ingredient Solutions customers were to reduce their new product development (“NPD”) activities or cease using our products in their NPD efforts.

OPERATIONAL RISKS

An interruption of operations or a catastrophic event at our facilities could negatively affect our business.

Although we maintain insurance coverage for various property damage and loss events, including business interruption insurance, an interruption in or loss of operations at any of our production facilities could reduce or postpone production of our products, which could have a material adverse effect on our business, results of operations, or financial condition. In the past, we have experienced short term interruptions of operations at some of our production facilities due to industrial accidents, equipment failures, and other causes. Any future accidents, equipment failures, or catastrophic events could result in an extended interruption or reduction of production at our facilities, which could lead to delays or disruptions in shipments and sales and costs or financial losses that are either not insured against or not fully covered through our insurance.

Our customers store a substantial amount of barreled inventory of aged or aging bourbon, rye, and other whiskeys at our warehouses. If a catastrophic event were to occur at our facilities or our warehouses (including any leased warehouses), our customers’ business could be adversely affected. The loss of a significant amount of aged or aging inventory at these facilities through fire, natural disaster, or otherwise could result in customer claims against us, liability for customer losses, and a reduction of warehouse services revenue.

We also store a substantial amount of our own inventory of aged or aging bourbon, rye, and other whiskeys at our warehouses and at other facilities, including facilities owned by third-parties. If a catastrophic event were to occur at any of these locations, our business, financial condition, or results of operations could be adversely affected. The loss of a significant amount of our aged or aging inventory at these facilities through fire, natural disaster, or otherwise could result in a reduction in supply of the affected products, could affect the long-term performance of any affected products, and could have a material impact on our business. To the extent that our products rely on unique or proprietary attributes, processes, or techniques, replacing production lost as a result of a catastrophic event by purchasing from outside suppliers would be difficult.

We have made significant investment in the aging of barreled distillate. Decisions concerning the quantity of maturing stock of our aged distillate could materially affect our future profitability.

There is an inherent risk in determining the quantity of maturing stock of aged distillate to lay down in a given year for future sales as a result of changes in consumer demand, pricing, new brand launches, changes in product cycles, increase in competitive supply, and other factors. Demand for products could change significantly between the time of production and the date of sale. It has in the past and may continue to be more difficult to accurately predict demand for our products and brands. Inaccurate decisions or estimations could lead to an inability to supply future demand or lead to a future surplus of inventory and consequent write down in the value of aged or aging distillate. As a result, our business, financial condition, or results of operations could be materially adversely affected.

The inability to successfully complete our capital projects or fund necessary capital expenditures could adversely impact us. Warehouse expansion issues could negatively impact our operations and our business.

Any capital project we undertake involves risks, including cost overruns, delays and performance uncertainties, regulatory risks (including our ability to timely obtain necessary approvals and permits), and the risk of potential changes in laws and regulations (including zoning and environmental requirements). The expected benefits from any of our capital and other projects have not been and may not be realized. For example, we may not realize the expected benefits from the mini fuel plant that was constructed at our Atchison, Kansas location or from the ultimate disposal of the distillery assets from our distillery in Atchison, Kansas (the “Atchison Distillery”) that we closed in December 2023. In addition, we may not be successful in our efforts to reduce waste starch stream disposal costs and improve the overall reliability of our Ingredients Solutions operations. Our capital projects may also result in other unanticipated events or unintended consequences, such as the diversion of management’s attention from other matters or disruptions to our ongoing operations.

Although we currently finance most of our capital expenditures through cash provided by operations, we also may depend on increased borrowing or other financing arrangements to fund future capital expenditures. If we are unable to obtain suitable financing on favorable terms, we may not be able to complete future capital projects and our ability to maintain or expand our operations may be limited. The occurrence of these events could have a material adverse effect on our business, financial condition, and results of operations.

In addition, expansion of our business operations requires additional warehouse capacity. In the event additional warehouse capacity is required, there is the risk of cost overruns, delays, regulatory risks, and the risk of potential changes in laws and regulations, which could have a material adverse effect on our business, financial condition, or results of operations.

We have a high concentration of certain raw material and finished goods purchases from a limited number of suppliers, which exposes us to risk.

We have third-party supply agreements for our grain supply (primarily corn) and wheat flour. Additionally, we procure barrels, glass bottles, containers (including glass, plastic, and aluminum), closures, labels, cartons, and other products from third-party vendors. If any of our key suppliers encounters an operational or financial issue, is no longer able to meet our timing, quality, or capacity requirements, ceases doing business with us, or significantly raises prices, and we are not able to promptly develop alternative cost-effective sources of supply or production, it could lead to an interruption in supply to us and higher prices than those we have negotiated or than are available in the market at the time, and in turn, have a material adverse effect on our business, financial condition, or results of operations.

Work disruptions or stoppages by our unionized workforce could cause interruptions in our operations.

As of December 31, 2025, approximately 197 of our 617 employees were members of a union. Although our relations with our three unions are stable, our failure to renew our collective bargaining agreements on reasonable terms could result in labor disruptions and increased labor costs, which could adversely affect our financial performance. In addition, there is no assurance that we will not experience work disruptions or stoppages in the future, which could interrupt our operations, adversely affect our relationships with our customers, and could have a material adverse effect on our business, financial condition, or results of operations.

Climate change, or legal, regulatory, or market measures to address climate change, may negatively affect our business or operations, and water scarcity or quality could negatively impact our production costs and capacity.

Increasing concentrations of carbon dioxide and other greenhouse gases in the atmosphere may have an adverse effect on global temperatures, weather patterns, and the frequency and severity of extreme weather events and natural disasters. In the event that the effects of climate change, or legal, regulatory, or market measures enacted to address climate change, has a negative effect on agricultural productivity in the regions from which we procure agricultural products such as corn and wheat, we could be subject to decreased availability or increased prices for these agricultural products, which could have a material adverse effect on our business, financial condition, or results of operations. Increasing regulation of emissions could increase the cost of energy, including fuel, required to operate our facilities or transport and distribute our products, thereby substantially increasing the production, distribution, and supply chain costs associated with our products. Climate change could also lead to disruptions in the production or distribution of our products.

Water is the main ingredient in substantially all of our distillery products, is necessary for the production of our other products, and is a limited resource. As demand for water continues to increase, water becomes more scarce and the quality of available water deteriorates, we may be affected by increasing production costs or capacity constraints, which could have a material adverse effect on our business, financial condition, or results of operations.

LEGAL, REGULATORY, AND COMPLIANCE RISKS

We are subject to extensive regulation and taxation, as well as compliance with existing or future laws and regulations, which may require us to incur substantial expenditures.

We are subject to a broad range of federal, state, local, and foreign laws and regulations, and we are subject to regulation by various U.S. federal agencies, including the TTB, OSHA, the FDA, and the EPA, by various U.S. state and local authorities, and by various foreign authorities. We are also required to conduct business only with holders of licenses to import, warehouse, transport, distribute, and sell beverage alcohol products. We cannot assure you that the laws and regulations applicable to us will not change or become more stringent. These laws and regulations cover virtually every aspect of our operations, including production and storage/warehouse facilities, distillation, maturation requirements, importing ingredients, importing and exporting our products, distribution of beverage alcohol products, marketing, pricing, labeling, packaging, advertising, data privacy, taxation, trade practices, water usage, wastewater discharge, disposal of hazardous wastes and emissions, air emissions and quality, and other matters.

Violations of any of these laws and regulations may result, and have in the past resulted, in administrative, civil, or criminal fines or penalties being levied against us, including temporary or prolonged cessation of production, revocation or modification of permits, performance of environmental investigatory or remedial activities, voluntary or involuntary product recalls, or a cease and desist order against operations that are not in compliance with applicable laws.

Changes in laws, regulatory measures, governmental policies, guidelines, initiatives, or the manner in which current ones are interpreted or applied, could cause us to incur material additional costs or liabilities and jeopardize the growth of our business. Specifically, we could be required to incur significant additional costs or capital expenditures, increase our operating expenses, or change the manner in which we conduct our business in response to new environmental, food, health, or safety related laws and regulations. In addition, governments have in the past and may in the future prohibit, impose, or increase limitations on advertising and promotional activities or times or locations where beverage alcohol may be sold or consumed, or adopt other measures that could limit our opportunities to reach consumers or sell our products. Certain countries historically have banned all television, newspaper, magazine, and digital commerce/advertising for beverage alcohol products. Increases in regulation of this nature could substantially reduce consumer awareness of our products in the affected markets and make the introduction of new products more challenging. Governmental agencies may issue dietary guidelines that recommend reduced alcohol consumption, which could impact consumer behavior. These matters may have a material adverse effect on our business, financial condition, or results of operations.

Tariffs imposed by the U.S. and other countries, as well as rapidly changing trade relations, could negatively impact our customers and have a material adverse effect on our business and results of operations.

Changes or proposed changes in U.S. and foreign governments' trade policies have resulted in, and may continue to result in, new trade agreements, economic sanctions, new, expanded or retaliatory tariffs, or other retaliatory actions against certain countries or covering certain products or ingredients (including recent U.S. tariffs imposed or threatened to be imposed on imports from other countries and any retaliatory actions taken by these countries). For example, in March 2025, several Canadian provinces removed all U.S.-produced beverage alcohol from store shelves in response to the U.S. announcing a tariff

on goods imported from Canada. Any new trade agreements, economic sanctions, or new, expanded or retaliatory tariffs or other retaliatory actions, particularly any retaliatory tariffs or other retaliatory actions related to products imported to the U.S. from Mexico or Northern Ireland, could result in an increase in the price of our and our customer's products, could increase the costs of finished goods and raw materials (including finished goods produced through our joint venture operations in Mexico and our Northern Ireland operations as well as raw materials we procure from outside the U.S.), could prompt consumers to seek alternative products, could result in a supply imbalance in the U.S. if we and our competitors have reduced sales in other countries, and could potentially impact our business, financial condition, or results of operations.

Changes in excise taxes, incentives, and customs duties related to products containing alcohol could adversely affect our business.

Products containing alcohol are subject to excise taxation in U.S. markets at the federal, state, and local level. Any increase in federal, state or local excise taxes could have an adverse effect on our business by increasing prices and reducing demand, particularly if excise tax levels increase substantially relative to those for beer and wine. In addition, products containing alcohol are the subject of customs duties in many countries around the world. An unanticipated increase in customs duties in the markets where we may sell our products could also adversely affect our results of operations and cash flows.

We may not be able to adequately protect our intellectual property rights or may be accused of infringing intellectual property rights of third parties.

We regard our trademarks, service marks, copyrights, patents, trade dress, trade secrets, proprietary technology, and similar intellectual property as critical to our success, and we rely on trademark, copyright, and patent law, trade secret protection, and confidentiality and license agreements with our employees, customers, and others to protect our proprietary rights. We may not be able to discover or determine the extent of any unauthorized use of our proprietary rights. Third parties that license our proprietary rights also may take actions that diminish the value of our proprietary rights or reputation. The protection of our intellectual property may require the expenditure of significant financial and managerial resources. Moreover, the steps we take to protect our intellectual property may not adequately protect our rights or prevent third parties from infringing or misappropriating our proprietary rights. Our intellectual property rights may not be upheld if challenged. Such results could materially and adversely affect our business. If we are unable to maintain the proprietary nature of our technologies, we may lose any competitive advantage provided by our intellectual property. We and our customers and other users of our products may be subject to allegations that we or they or certain uses of our products infringe the intellectual property rights of third parties. Litigation is costly to defend and the outcome of any litigation is inherently uncertain. Any intellectual property claims, with or without merit, could be time-consuming and expensive to resolve, could divert management attention from executing our business plan, and could require us or our customers or other users of our products to change business practices, pay monetary damages, or enter into licensing or similar arrangements. Any adverse determination related to intellectual property claims or litigation could be material to our business, financial condition, or results of operations.

Failure of our branded spirits to secure and maintain listings in control states could adversely affect our business.

In control states, the state liquor commissions act in place of distributors and decide which products are to be purchased and offered for sale in their respective states. Products selected for listing in control states must generally reach certain volumes or profit levels to maintain their listings. Products in control states are selected for purchase and sale through listing procedures, which are generally made available to new products only at periodically scheduled listing interviews. Products not selected for listings can only be purchased by consumers in the applicable control state through special orders, if at all. If, in the future, we are unable to maintain our current listings in the control states, or secure and maintain listings in those states for any additional branded spirits we may develop or acquire, sales of our branded spirits could decrease significantly, which would have a material adverse financial effect on our results of operations and financial condition.

Significant additional labeling or warning requirements or limitations on the availability of our products could inhibit sales of affected products.

Various jurisdictions have adopted or may seek to adopt significant additional product labeling or warning requirements or limitations on the availability of our products relating to the content or perceived adverse health consequences of some of our products. Several of these labeling regulations or laws require warnings on any product with substances that the jurisdiction lists as potentially associated with cancer or birth defects and heightened requirements could be imposed. If additional or more severe requirements of this type are imposed on one or more of our major products under current or future health, environmental, or other laws or regulations, they could inhibit sales of such products. Further, we cannot predict whether our products will become subject to increased rules and regulations, which, if enacted, could increase our costs or adversely impact sales. For example, advocacy groups in Australia, Canada, and the United Kingdom have called for the consideration of

requiring the sale of alcohol in plain packaging with more comprehensive health warnings and have launched additional health-related campaigns in an effort to change drinking habits in those countries. This could result in additional governmental regulations concerning the production, marketing, labeling, or availability of our products, any of which could damage our reputation, make our brands unrecognizable, or reduce demand of our products, which could adversely affect our profitability.

Product recalls or other product liability claims could materially and negatively affect our business.

Selling products for human consumption involves inherent legal and other risks, including product contamination, spoilage, product tampering, allergens, or other adulteration. We could decide to, or be required to, recall products due to suspected or confirmed product contamination, adulteration, misbranding, tampering, or other errors or deficiencies. Although we maintain product recall insurance, product recalls or market withdrawals could result in significant losses due to their costs, the destruction of product inventory, lost sales due to the unavailability of the product for a period of time, and we may incur costs or financial losses that are either not insured against or not fully covered through our insurance. We could be adversely affected if our customers lose confidence in the safety and quality of certain of our products, or if consumers lose confidence in the food and beverage safety system generally. Negative attention about these types of concerns, whether or not valid, may damage our reputation, discourage food processors, branded spirits bottlers, or consumers from buying our products, or cause production and delivery disruptions.

We may also suffer losses if our products or operations cause injury, illness, or death. In addition, we could face claims of false or deceptive advertising or other criticism. A significant product liability or other legal judgment or a related regulatory enforcement action against us, or a significant product recall, may materially and adversely affect our reputation and profitability. Moreover, even if a product liability or other legal or regulatory claim is unsuccessful, has no merit, or is not pursued, the negative publicity surrounding assertions against our products or processes and the associated legal and other expenses could have a material adverse effect on our business, financial condition, or results of operations.

Failure to comply with anti-corruption laws, trade sanctions, and restrictions, or similar laws or regulations may have a material adverse effect on our business and financial results.

We market and sell our products in over 45 countries. Some of the countries where we do business have a higher risk of corruption than others. While we are committed to doing business in accordance with applicable anti-corruption laws, trade sanctions and restrictions, and other similar laws and regulations, along with our Code of Conduct and our other policies, we remain subject to the risk that an employee, or one of our business partners, may take action determined to be in violation of international trade, money laundering, anti-corruption, or other laws, sanctions, or regulations, including the U.S. Foreign Corrupt Practices Act of 1977, the U.K. Bribery Act 2010, or equivalent laws. Any determination that our operations or activities are not in compliance with applicable laws or regulations, particularly those related to anti-corruption and international trade, could result in investigations, interruption of business, loss of business partner relationships, suspension or termination of licenses and permits (our own or those of our partners), imposition of fines, legal or equitable sanctions, negative publicity, and management distraction. Any media coverage associated with misconduct under these laws and regulations, even if unwarranted or baseless, could damage our reputation and sales. Further, our continued compliance with applicable anti-corruption or other laws or regulations, our Code of Conduct, and our other policies could result in higher operating costs.

We also operate our business and market our products in countries that may be subject to export control regulations, embargoes, economic sanctions and other forms of trade restrictions. New or expanded export control regulations, economic sanctions, embargoes or other forms of trade restrictions imposed on countries in which we or our associates do business may curtail our existing business and may result in serious economic challenges in these geographies, which could have a material adverse effect on our and our associates' operations, and may result in impairment charges on goodwill or other intangible assets. The conflict and related sanctions have resulted and could continue to result in disruptions to global trade, commodity markets (including grain, corn, wheat, energy, and natural gas markets), and supply chain continuity.

We are, and from time to time may become, subject to litigation, and adverse outcomes in such litigation could have a material adverse effect on our business.

We are, and from time to time may become, subject to litigation and various legal proceedings in the ordinary course of our business, including litigation and proceedings related to commercial disputes, intellectual property matters, privacy and data protection and employment disputes, as well as stockholder derivative suits, class action lawsuits, mass arbitrations and other matters, that may involve claims for substantial amounts of money or for other relief, result in significant costs for legal representation, arbitration fees, or other legal or related services, or necessitate changes to our business or operations.

In particular, we and other companies operating in our industry may face the possibility of class action or similar litigation alleging that the continued excessive use or abuse of beverage alcohol has caused death or serious health problems. It is also possible that governments could assert that the use of alcohol has significantly increased government funded health care costs. Litigation or assertions of this type have adversely affected companies in the tobacco industry, and it is possible that we, as well as our distributors, customers, or suppliers, could be named in litigation of this type. Also, lawsuits have been brought in a number of U.S. states against beverage alcohol manufacturers and marketers alleging improper alcohol marketing, advertising, or distribution practices, including improperly targeting underage consumers in their advertising. While we have not been named in these lawsuits, we could be named in similar lawsuits in the future.

The defense of these actions is time consuming and expensive and may subject us to damages, penalties, or fines as well as reputational damage to our business. We evaluate these litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, we may establish reserves and disclose the relevant litigation claims or legal proceedings, as and when required or appropriate. These assessments and estimates are based on information available to management at the time of such assessment or estimation and involve a significant amount of judgment. As a result, actual outcomes or losses could differ materially from those envisioned by our current assessments and estimates. Our failure to successfully defend or settle any of these litigations or legal proceedings could result in liability that, to the extent not covered by our insurance, could have a material adverse effect on our business, financial condition, and results of operations. See also *Part I, Item 3—Legal Proceedings* and *Part II, Item 8, Note 11, Commitments and Contingencies, to our Consolidated Financial Statements*.

RISKS RELATED TO OUR CAPITAL STRUCTURE

Common Stockholders have limited rights under our Articles of Incorporation.

Under our Articles of Incorporation, (i) holders of our preferred stock, par value \$10.00 per share (“Preferred Stock”), are entitled to elect five of our nine directors and (ii) only holders of our Preferred Stock are entitled to vote with respect to a merger, dissolution, lease, exchange, or sale of substantially all of our assets, or on an amendment to the Articles of Incorporation, unless such action would increase or decrease the authorized shares or par value of the Common Stock or Preferred Stock, or change the powers, preferences or special rights of the Common or Preferred Stock so as to affect the holders of Common Stock adversely. Generally, our Common Stock and Preferred Stock vote as separate classes on all other matters requiring stockholder approval.

As of December 31, 2025, the majority of the outstanding shares of our Preferred Stock is beneficially owned by one individual, who is effectively in control of the election of five of our nine directors under our Articles of Incorporation. Furthermore, a group of stockholders beneficially owning approximately 20 percent of our Common Stock as of December 31, 2025 (excluding shares controlled by certain other stockholders) have a right to nominate up to two of the four directors to be elected by our Common Stockholders pursuant to a shareholders’ agreement, provided they continue to hold a certain amount of our Common Stock, and two other individuals who beneficially own approximately 9 percent of our Common Stock as of December 31, 2025 have agreed to vote in favor of those nominees with respect to any shares of Common Stock over which they have sole voting control.

Our two class structure with our Common Stock and Preferred Stock may prevent the inclusion of our Common Stock in certain stock market indices, may cause stockholder advisory firms or others to publish negative commentary about our corporate governance practices or otherwise seek to cause us to change our capital structure, and may result in large institutional investors not purchasing shares of our Common Stock. Any actions or publications by stockholder advisory firms, institutional investors, or others critical of our corporate governance practices or capital structure could also adversely affect the value of our Common Stock or make it difficult for us to attract and retain qualified directors. Any actions we might pursue to eliminate the Preferred Stock would require the support of the holders of our Preferred Stock and would likely involve payment to the holders of our Preferred Stock for redeeming their shares, the amount of which could be material and would involve risks related to the valuation and terms of any such transaction.

The concentrated control of our stock and rights of Preferred Stockholders under our Articles of Incorporation could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support, or conversely these factors could result in the consummation of such a transaction that our other stockholders do not support. The concentrated control of our stock and rights of Preferred Stockholders could also discourage a potential investor from acquiring our Common Stock due to the limited voting power of such stock relative to the Preferred Stock and could have an adverse effect on the market price of our Common Stock. In addition, the sale or prospect of a sale of

a substantial number of shares by our principal stockholders could have an adverse effect on the market price of our Common Stock.

We have various mechanisms in place to discourage takeover attempts, which may reduce or eliminate stockholders' ability to sell their shares for a premium in a change of control transaction. In addition, we could issue additional shares of Common Stock, which could adversely impact the market price of our Common Stock.

Various provisions of our Articles of Incorporation and bylaws and of Kansas corporate law may discourage, delay, or prevent a change in control or takeover attempt of our Company by a third-party which our management and Board of Directors opposes. Stockholders who might desire to participate in such a transaction may not have the opportunity to do so. These antitakeover provisions could substantially impede the ability of stockholders to benefit from a change of control or change in our management and Board of Directors. These provisions include:

- the rights of holders of our Preferred Stock under our Articles of Incorporation (see *Common Stockholders have limited rights under our Articles of Incorporation*);
- additional shares of preferred stock and Common Stock that could be issued by our Board of Directors to make it more difficult for a third-party to acquire, or to discourage a third-party from acquiring, a majority of our outstanding voting stock;
- non-cumulative voting in the election of directors;
- limitations on the ability of stockholders to call special meetings of stockholders; and
- advance notice requirements for nominations of candidates for election to our Board of Directors or for proposing matters that can be acted upon by our stockholders at stockholder meetings.

Our Board of Directors is authorized to issue additional shares of Common Stock and may issue the available authorized shares without notice to, or further action by, our stockholders, unless stockholder approval is required by law or Nasdaq Global Select Market rules. The issuance of additional shares of Common Stock or preferred stock may significantly dilute the equity ownership of our current stockholders and could have an adverse effect on the market price of our Common Stock.

GENERAL RISKS

Higher costs or unavailability of raw materials, product ingredients, energy resources, or labor could adversely affect our financial results.

Our ability to make and sell our products depends upon the availability of raw materials and energy resources. Prices and supply of all products are subject to market forces, such as inflation, weather, changes in domestic and global demand and supply, and global political and economic issues.

Higher costs or insufficient availability of suitable grain, agave, water, wood, glass, plastics, closures, and other input materials, or higher associated labor costs or insufficient availability of labor, could have a material adverse effect on our business, financial condition, or results of operations. Similarly, when energy costs rise, our transportation, freight, and other operating costs, such as distilling and bottling expenses, also may increase. Our freight cost and the timely delivery of our products could be adversely affected by a number of factors that could reduce the profitability of our operations, including driver or equipment shortages, higher fuel costs, weather conditions, traffic congestion, shipment container availability, rail shutdown, increased government regulation, and other matters.

In addition, the relationship between the price we pay for corn and the sales price of distillers feed, the principal co-product of our alcohol production process, can fluctuate significantly and negatively impact our business. The selling price of distillers feed has historically tracked the price of corn, but is also susceptible to other factors, including weather, other available feedstock, and global trade relations. As a result, the profitability of distillers feed could be adversely affected, which could be material to our business, financial condition, or results of operations.

If we cannot offset higher raw material costs with higher selling prices, increased sales volume, or reductions in other costs, our profitability could be adversely affected. There can be no assurance that we can cover these potential cost increases through future pricing actions. Also, as a result of these pricing actions, consumers could purchase less or move from purchasing our higher-margin products to our lower-margin products.

A failure of one or more of our key information technology (“IT”) systems, networks, processes, associated sites, or service providers could have a negative impact on our business.

We rely on IT systems, networks, and services, including internet sites, data hosting and processing facilities and tools, hardware (including laptops and mobile devices), software, and technical applications and platforms, some of which are managed and hosted by third-party vendors, to assist us in the management of our business. The various uses of these IT systems, networks, and services include hosting our internal network and communication systems; enterprise resource planning; processing transactions; summarizing and reporting results of operations; business planning and financial information; complying with regulatory, legal, and tax requirements; providing and managing data security; and handling other processes necessary to manage our business. We have previously experienced, and is expected to continue to be exposed to, failures of our IT systems and those of our third-party vendors due to various causes, including those caused by natural disasters, power outages, computer and telecommunications failures, viruses, phishing attempts, cyber-attacks, malware and ransomware attacks, security breaches, failures in maintenance or development of new IT systems, and errors by employees or vendors.

We have technology and processes in place designed to detect and respond to such failures and disruptions; however, because of the techniques used to obtain unauthorized access, disable, or degrade service, or sabotage systems, and because of the unpredictable nature of other potential threats such as natural disasters, our detection and response measures may be ineffective or inadequate. In addition, increased IT security threats and more sophisticated cyber-crime (including through the use of existing and emerging technologies, such as artificial intelligence (“AI”)) pose a potential risk to the security of our IT systems, networks, and services, as well as the confidentiality, availability, and integrity of our data. This could lead to outside parties having access to our confidential data, strategic information, or information regarding our employees, suppliers, or customers. Ransomware attacks or other cybersecurity breaches have occurred, either internally or at our third-party technology service providers, and have caused and may in the future cause us to be prevented from accessing our data, resulting in interruptions or delays in our business, and causing us to incur remediation costs or requiring us to pay ransom to a hacker which takes over our systems, or damage our reputation. Although we maintain insurance coverage for various cybersecurity risks, we may incur costs or financial losses that are either not insured against or not fully covered through our insurance.

All of these potential failures or disruptions of our data security systems or our IT systems could have a material adverse impact on our business, financial condition, or results of operations. If the IT systems, networks, or service providers we rely upon fail to function properly, we may suffer disruptions to operations, including order processing, invoicing, and production and distribution of our products, as well as reputational, competitive, or business harm, all of which may have a material adverse effect on our business, financial condition, or results of operations. If our critical IT systems or back-up systems or those of our third-party vendors were damaged or ceased to function properly, we might have to make a significant investment to repair or replace them. In addition, these events could result in unauthorized disclosure of confidential information, and we may suffer financial and reputational damage because of lost or misappropriated confidential information belonging to us or to our employees, customers, or suppliers. Additionally, we could be exposed to potential liability, litigation, governmental inquiries, investigations, or regulatory enforcement actions and we could be subject to the payment of fines or other penalties, ransoms, legal claims by our suppliers, customers, or employees, and significant remediation costs.

We may not be able to successfully implement our strategies.

Our success depends, to a significant extent, on successful implementation of our strategies. We cannot provide assurances that we will be able to successfully implement our strategies or, if successfully implemented, we will be able to realize the expected benefits of our strategies.

Part of our strategic business plan is to grow our business through acquisitions, and we continue to evaluate opportunities to acquire or invest in businesses or brands to expand our portfolio. However, we may not be able to identify acceptable acquisition or investment opportunities at acceptable prices and terms, and we may not have available capital to complete an acquisition or investment opportunity. Acquisitions and investments involve risks and uncertainties, including paying more than a brand or business is ultimately determined to be worth, exposure to unknown liabilities, business disruption, and management distraction. We have encountered, and may in the future encounter, challenges in successfully integrating any acquired businesses or brands, which could result in an inability to achieve anticipated synergies; the loss of key employees, customers, or vendors of acquired businesses; and challenges in extending our controls, policies, and procedures (including internal controls over financial reporting, disclosure controls, and cybersecurity, food safety, food quality, and occupational safety policies and procedures) to acquired businesses or brands. If the financial performance of our business, as supplemented by any acquired businesses or brands, does not meet our expectations, it may make it more difficult for us to service our debt obligations and our financial results may not meet market expectations or otherwise be adversely affected.

From time to time, we also consider disposing of assets or businesses that may no longer meet our financial or strategic objectives. In selling assets or businesses, we may not get prices or terms as favorable as we anticipated. We could also

encounter difficulty in finding buyers on acceptable terms in a timely manner, which could delay accomplishment of our strategic objectives. We also may not achieve expected cost savings from any dispositions, and any disposition may temporarily disrupt our other business operations and divert management attention. Any of these outcomes could negatively affect our financial results.

Acquisitions, investments, and dispositions could also have a significant effect on our financial position and could cause substantial fluctuations in our operating results.

As part our strategic business plan, we are also seeking to improve productivity and achieve cost savings through a wide range of initiatives and restructuring actions. Some of the actions we may take in pursuing these opportunities may become a distraction for our employees, disrupt business operations, and may cause deterioration in employee morale, which may make it more difficult for us to retain or attract qualified employees. We also may not achieve the anticipated savings or efficiencies from our cost savings and productivity initiatives. The failure to implement our cost savings and productivity initiatives in accordance with our expectations could have a negative effect on our business, financial condition, or results of operations.

An increase in interest rates would increase the cost of servicing our debt and could reduce our profitability.

Our revolving credit facility bears interest at variable rates. Any increase in interest rates would increase the cost of servicing our variable rate debt and could materially reduce our profitability and cash flows. In addition, higher interest rates could increase the future cost to refinance our convertible notes or the cost of financing any future acquisitions. Assuming our revolving credit facility was fully drawn up to the current \$500 million maximum principal commitment, for each 1% increase in Secured Overnight Financing Rate (“SOFR”) would result in a \$5.0 million increase in annual interest expense under the revolving credit facility.

If we were to lose any of our key personnel, we may not be able to fully implement our strategic plan, and our system of internal controls could be impacted.

We rely on the continued services of key personnel involved in management, finance, product development, sales, manufacturing, marketing, human resources, operations, and distribution, and upon the efforts and abilities of our executive management team. The loss of service of any of our key personnel could be disruptive to our operations and create uncertainty about our business and future direction, which could have a material adverse effect on our business, financial condition, results of operations, or on our system of internal controls.

If we cannot attract and retain key personnel, or if our search for qualified personnel is prolonged, our system of internal controls may be affected, which could lead to an adverse effect on our business, financial condition, or results of operations. In addition, it could be difficult, time consuming, and expensive to replace any key management member or other critical personnel, and no guarantee exists that we will be able to recruit suitable replacements or assimilate new key personnel into our organization.

We may be required to recognize impairment charges that could negatively affect our financial results.

We have a significant amount of intangible assets, such as goodwill and trade names, and may acquire more intangible assets in the future. We assess our noncurrent assets, including trade names, goodwill and other intangible assets, equity method investments and other long-lived assets, as and when required by U.S. Generally Accepted Accounting Principles (“GAAP”) to determine whether they are impaired and, if they are, we record appropriate impairment charges. We have recorded in the past, and we may be required to record in the future, significant impairment charges related to our intangible assets, which could have a material adverse effect on our business, financial condition, or results of operations. For example, in the fourth quarter 2024 and 2025, we recorded impairment charges related to our Branded Spirits reporting unit.

Our global business is subject to commercial, political, and financial risks.

Our products are sold in more than 45 countries; accordingly, we are subject to risks associated with doing business globally, including commercial, political, and financial risks. In addition, we are subject to potential business disruption caused by military conflicts; the results of elections; potentially unstable governments or legal systems; civil or political upheaval or unrest; local labor policies and conditions; possible expropriation, nationalization, or confiscation of assets; problems with repatriation of foreign earnings; economic or trade sanctions; closure of markets to imports; anti-American sentiment; terrorism or other types of violence in or outside the U.S.; and health pandemics. If shipments of our products to international markets were to experience significant disruption, it could have a material adverse effect on our financial results. We are also subject to financial risks and our business has been, and could in the future also be, negatively impacted by unfavorable economic conditions, including inflation, deflation, exchange rate fluctuations, and credit or capital market instability. See also —*Tariffs*

imposed by the U.S. and other countries, as well as rapidly changing trade relations, could negatively impact our customers and have a material adverse effect on our business and results of operations.

Covenants and other provisions in our credit arrangements could hinder our ability to operate. Our failure to comply with covenants in our credit arrangements could result in the acceleration of the debt extended under such agreements, limit our liquidity, and trigger other rights of our lenders.

Our credit arrangements contain a number of financial and other covenants that include provisions which require us, in certain circumstances, to meet certain financial tests. These covenants could hinder our ability to operate and could reduce our profitability. The lender may also terminate or accelerate our obligations under our credit arrangements upon the occurrence of various events in addition to payment defaults and other breaches. Any acceleration of our debt or termination of our credit arrangements would negatively impact our overall liquidity and might require us to take other actions to preserve any remaining liquidity. Although we anticipate that we will be able to meet the covenants in our credit arrangements, there can be no assurance that we will do so, as there are a number of external factors that affect our operations over which we have little or no control, that could have a material adverse effect on our business, financial condition, or results of operations. See also *Part II, Item 8, Note 7, Corporate Borrowings, to our Consolidated Financial Statements*.

Pandemics or other health crises could disrupt or otherwise negatively impact our operations, including the demand for our products and our ability to produce and deliver our products.

A pandemic, such as COVID-19, or another widespread health crisis, could have a negative impact on our operations, including voluntary or mandatory temporary closures of our facilities or offices; interruptions to our supply chain, which could impact the cost or availability of raw materials; disruptions or restrictions on our ability to travel or to market and distribute our products; reductions in consumer demand for our products or those of our customers due to bar and restaurant closures or reduced consumer traffic in bars, restaurants, and other locations; and labor shortages.

Furthermore, our facilities and those of our customers and suppliers could be required to comply with new regulations imposed by state and local governments in response to such an outbreak, which could cause an increase in the cost, or delay or reduce the volume, of products produced at our facilities or those of our suppliers. A pandemic or other widespread health crisis could disrupt or negatively impact credit markets, which could adversely affect the availability and cost of capital, which could limit our ability to fund our operations and satisfy our obligations.

Cash dividends and share repurchases are subject to uncertainties which could affect the price of our Common Stock.

The payment of dividends, the amount of any dividends, and any share repurchase program require approval of our Board of Directors. Future dividend payments and share repurchases are also subject to our financial results, the availability of statutory surplus funds to pay dividends, restrictions in our debt agreements, and our capital allocation strategy. These or other factors could result in a change to our current policy of paying dividends on our Common Stock, us paying smaller dividends on our Common Stock in the future, or a change in the amount, timing and frequency of any share repurchases. A change in dividend payments or share repurchases could adversely affect the price of our Common Stock. Additionally, any share repurchases may not enhance shareholder value because the market price of our Common Stock may decline below the levels at which we repurchased shares of Common Stock, and short-term stock price fluctuations could reduce the program's effectiveness.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy. We have a multi-pronged approach to assess, identify, and manage material risks from cybersecurity threats that is aligned with the National Institute of Standards and Technology framework. This approach includes system testing and patching, continuous monitoring, end-user training and awareness, multi-layered security, redundancy mechanisms, encryption, and internal audits and assessments. Assessment of cybersecurity risk is part of our overall enterprise risk management (“ERM”) process, which is reviewed by our Board of Directors as well as the Audit Committee of our Board of Directors and includes identification of strategies to manage our cybersecurity risks.

We maintain technical and organizational safeguards, including regular employee training and phishing simulations, incident response capability reviews and exercises, cybersecurity insurance, and business continuity mechanisms for the protection of our assets. If faced with a cybersecurity incident, our IT team is trained to focus on responding to and containing the threat and minimizing any business impact, as appropriate. In the event of an incident, our IT team assesses, among other factors, safety impact, supply chain and manufacturing disruption, data and personal information loss, business operations disruption, projected cost, and potential for reputational harm.

From time to time, our processes are audited and validated by internal and external experts. We leverage third-party cybersecurity experts with the goal of minimizing disruption to our business and production operations, strengthening supply chain resilience in response to cyber-related events, and supporting the integrity of IT systems. We also engage reputable third-party consultants to help evaluate and test our vulnerability to cybersecurity threats as well as to conduct annual penetration tests to help identify exploitable cybersecurity vulnerabilities. Our IT team assesses these testing results and implements any appropriate measures to mitigate vulnerabilities identified.

We rely on various third-party service providers and a cybersecurity incident at any of our third-party service providers could materially adversely impact us. We evaluate third-party service providers from a cybersecurity risk perspective using a range of measures, including information security and cybersecurity due diligence assessments, ongoing monitoring and evaluation of our providers, examination of available System and Organization Controls attestation reports, and inclusion security and privacy contractual provisions in our agreements with our providers. However, we rely on our third-party service providers to implement security programs commensurate with their risk, and we cannot ensure that their efforts will be successful.

We have not experienced any material impacts from any cybersecurity threats or incidents in the last three fiscal years. We use each cybersecurity threat or incident as an opportunity to review our protocols and implement enhancements as applicable. For more information about our risks from cybersecurity threats, see *Item 1A—Risk Factors—A failure of one or more of our key information technology (“IT”) systems, networks, processes, associated sites, or service providers could have a negative impact on our business.*

Governance. Our Board of Directors and the Audit Committee of our Board of Directors is responsible for overseeing risk assessments and risk management, including cybersecurity risks. Our IT team is responsible for assessing and managing our risks from cybersecurity threats. Our IT team is led by our Vice President of Information Technology and Security, who reports to our Chief Financial Officer. Our Vice President of Information Technology and Security provides updates on cybersecurity threats and risks to the Audit Committee of our Board of Directors throughout the year. In addition, our Board of Directors reviewed cybersecurity risks and mitigation strategies in 2025 as part of their oversight of our enterprise risk management process.

Our Vice President of Information Technology and Security has over 25 years of experience in IT and has held a variety of IT roles across multiple business lines within the financial services, aviation, and hospitality industries. He received both his bachelor’s and master’s degrees in information management and holds a Certified Information Systems Security Professional (“CISSP”) certification.

Our Vice President of Information Technology and Security monitors our processes for preventing, detecting, mitigating, and remediating cybersecurity incidents through his management of, and participation in, the cybersecurity risk management and strategy processes described above, including through the operation of our incident response plans, which include escalation to our Chief Executive Officer and Chief Financial Officer, as appropriate.

ITEM 2. PROPERTIES

As of February 25, 2026, our material properties include:

Location	Principal Activities	Segment
United States:		
Atchison, Kansas	Wheat flour processing, warehousing, research and quality control laboratories, office space, and a technical innovation center	Ingredient Solutions and Corporate
Leawood, Kansas (a)	Office space	Corporate
Lawrenceburg and Greendale, Indiana	Distillery, warehousing, tank farm, quality control laboratory, and research and development	Branded Spirits and Distilling Solutions
Sunman, Indiana	Warehousing facility	Distilling Solutions
Williamstown, Kentucky	Warehousing facility	Distilling Solutions
Springfield, Kentucky (a)	Warehousing facilities	Distilling Solutions
Lebanon, Kentucky	Distillery, office space, and retail location	Branded Spirits
Bardstown, Kentucky	Distillery, office space, retail location, and warehousing facilities	Branded Spirits and Distilling Solutions
St. Louis, Missouri	Bottling facility, warehousing facility, office space ^(a) , and fulfillment center ^(a)	Branded Spirits and Corporate
Cleveland, Ohio	Bottling facility and office space	Branded Spirits
International:		
Arandas, Mexico (b)	Distillery, office space, and agave farm	Branded Spirits
Londonderry, Northern Ireland	Bottling and blending facility and office space	Branded Spirits

(a) Facility is leased.

(b) These properties are owned and operated by our joint ventures, Agricola and DGL.

These facilities are generally in good operating condition and are generally suitable for the business activity conducted therein. The properties, except as otherwise indicated above, are owned by the Company. We also own or lease transportation equipment and facilities and a gas pipeline.

ITEM 3. LEGAL PROCEEDINGS

The Company is, from time to time, a party to legal or regulatory proceedings arising in the ordinary course of its business. The discussion regarding litigation in Note 11, Commitments and Contingencies, included elsewhere in this Report is incorporated herein by reference.

In accordance with GAAP, we record a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These liabilities are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case or proceeding.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

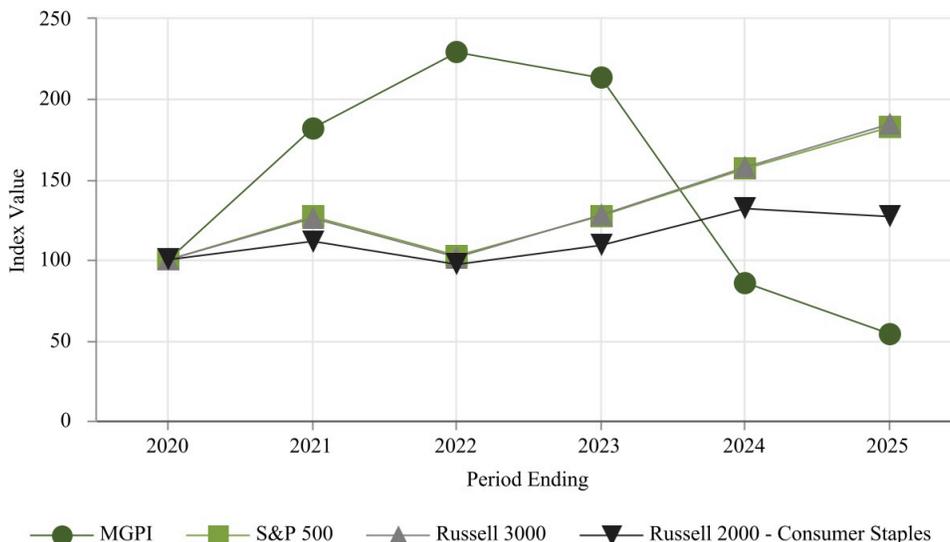
PART II**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our Common Stock is traded on the Nasdaq Global Select Market under the ticker symbol MGPI. As of February 20, 2026, there were approximately 265 holders of record of our Common Stock. According to reports received from Nasdaq, the average daily trading volume of our Common Stock (excluding block trades) ranged from 100,600 to 2,802,200 shares during the year ended December 31, 2025.

STOCK PERFORMANCE GRAPH

The following graph compares the cumulative total return of our Common Stock for the five-year period ended December 31, 2025, against the cumulative total return of the S&P 500 Stock Index (broad market comparison), Russell 3000 (broad market comparison), and Russell 2000 - Consumer Staples (line of business comparison). The graph assumes \$100 (one hundred dollars) was invested on December 31, 2020, and that all dividends were reinvested.

Comparison of Five-Year Cumulative Total Shareholder Return



PURCHASES OF EQUITY SECURITIES BY ISSUER

Share repurchase activity during the quarter ended December 31, 2025 was as follows:

	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (in thousands) ⁽¹⁾
October 1, 2025 through October 31, 2025	—	\$ —	—	\$ 53,412
November 1, 2025 through November 30, 2025	—	—	—	53,412
December 1, 2025 through December 31, 2025	—	—	—	53,412
Total	—	—	—	—

(1) On February 29, 2024, we announced that our Board of Directors approved a \$100,000 share repurchase program. The repurchase program has no expiration date and may be modified, suspended, or discontinued at any time by the Company without prior notice.

ITEM 6. [Reserved]

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

CAUTIONARY NOTE CONCERNING FACTORS THAT MAY AFFECT FUTURE RESULTS

This Report may contain forward-looking statements as well as historical information. All statements, other than statements of historical facts, regarding the prospects of our industries and our prospects, plans, financial position, mission, and strategy may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation statements about our sources of cash being adequate; our ability to support our liquidity and operating needs through cash generated from operations and borrowings; and our capital expenditures. Forward-looking statements are usually identified by or are associated with such words as "intend," "plan," "believe," "estimate," "expect," "anticipate," "project," "forecast," "hopeful," "should," "may," "will," "could," "encouraged," "opportunities," "potential," and similar terminology. These forward-looking statements reflect management's current beliefs and estimates of future economic circumstances, industry conditions, our performance, our financial results, and our financial condition and are not guarantees of future performance.

All forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially. For information on these risks and uncertainties and other factors that could affect the Company's business, see the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Report and our other filings with the Securities and Exchange Commission (the "SEC"). Forward-looking statements in this Report are made as of the date of this Report, and we undertake no obligation to update any forward-looking statements or information made in this Report, except as required by law.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis ("MD&A") of Financial Condition and Results of Operations is designed to provide a reader of MGP's consolidated financial statements with a narrative from the perspective of management. MGP's MD&A is presented in the following sections:

- Overview
- Results of Operations
- Branded Spirits Segment
- Distilling Solutions Segment
- Ingredient Solutions Segment
- Cash Flow, Financial Condition and Liquidity
- Critical Accounting Estimates
- New Accounting Pronouncements

OVERVIEW

MGP is a leading producer of branded and distilled spirits as well as food ingredient solutions. We have an extensive award-winning global portfolio of branded spirits, which we produce through our distilleries and bottling facilities and sell to distributors. Our branded spirits products account for a range of price points from value products through premium plus brands. Distilled spirits include premium bourbon, rye, and other whiskeys ("brown goods") and grain neutral spirits ("GNS"), including vodka and gin. Our distilled spirits are either sold directly or indirectly to manufacturers of other branded spirits. Our protein and starch food ingredients serve a host of functional, nutritional, and sensory benefits for a wide range of food products to serve the consumer packaged goods industry. Our ingredient products are sold directly, or through distributors, to manufacturers and processors of finished packaged goods or to bakeries.

Our strategic plan is designed to leverage our history and strengths as well as the positive macro trends we see in the industries in which we compete, while providing better insulation from outside factors, including swings in commodity pricing.

Branded Spirits Segment

Our Branded Spirits segment mission is to align our product offering and enhance focus on growing spirits categories and price tiers. The favorable macro industry trends we anticipate will benefit our business in the long-term include growth in high-end whiskey and tequila brands as well as long-term growth in the U.S. across all spirit categories in the premium plus price tier. Our Branded Spirits segment is also subject to unfavorable macro industry trends, which include inflation, tariffs, inflation and interest rate impacts on consumers, increased competition as consumer packaged good companies seek to capitalize on consumer trends, as well as changes in consumer consumption patterns. Our strategy for the Branded Spirits segment is to

focus on the right brands at the right price points in the right spirits categories to maximize our profits. Additionally, our strategy is to focus on scaling high-growth premium brands, focus on our channel and customer strategy, build scalable growth through regional execution, and continue to invest in our people. Branded Spirits segment sales for 2025 decreased 3 percent over the prior year.

Distilling Solutions Segment

Our Distilling Solutions segment mission is to cultivate lasting partnerships with customers across all product categories by leveraging our technical distilling expertise, strong sales and operating platform, aging whiskey inventory, and unique project development skills. Our Distilling Solutions segment is subject to unfavorable macro industry trends, which include increased competition as industry participants seek to capitalize on consumer trends, inflation and interest rate impacts on customers, overall American whiskey supply and consumer consumption patterns, as well as increased commodity prices. Additionally, the industry has been impacted by unfavorable industry trends resulting in a number of distilleries reducing production or shutting down operations. Our strategy for the Distilling Solutions segment is to further develop our existing customer relationships, capitalize on new customer opportunities, grow in the private label category, maximize the value of our aged inventory by partnering with customers whose business models uniquely benefit from its attributes, optimize our digital interface to enhance the customer experience, and enhance awareness of MGP as a global partner to branded spirits suppliers.

We continue to focus on utilizing our capabilities and product offerings to attract and develop customer relationships for our brown goods. During 2025, the industry continued to experience a softening of American whiskey category trends as well as elevated industry-wide barrel whiskey inventories, which resulted in the inability of some customers to honor their contracts with us and a number of our large customers to pause their whiskey purchases after completing their existing contracts. We expect these trends to continue. Distilling Solutions segment sales for 2025 decreased 45 percent over the prior year.

Ingredient Solutions Segment

Our Ingredient Solutions segment mission is to remain a strategic business partner in specialty ingredients providing premium dietary fiber and plant protein supporting health and wellness brands. The favorable macro industry trends we anticipate will benefit our business include increasing consumer focus on high fiber and lower net carbs, high protein, plant-based protein, and non-GMO products. We continue to provide customer solutions, taking advantage of our position within growing consumer trends. Our strategy for the Ingredient Solutions segment is to focus on enhancing our operational reliability, expand and optimize our dietary fiber, plant proteins, and clean label starches; expand our extruded products platform; and continue to innovate and expand opportunities through research and development. Ingredient Solutions segment sales for 2025 decreased 7 percent over the prior year.

RESULTS OF OPERATIONS

Consolidated results

The table below details the consolidated results for 2025, 2024 and 2023:

	Year Ended December 31,			% Increase (Decrease)	
	2025	2024	2023	2025 v. 2024	2024 v. 2023
Sales	\$ 536,375	\$ 703,625	\$ 836,523	(24)%	(16)%
Cost of sales	336,966	417,308	531,811	(19)	(22)
Gross profit	199,409	286,317	304,712	(30)	(6)
Gross margin %	37.2 %	40.7 %	36.4 %	(3.5) pp ^(a)	4.3 pp ^(a)
Advertising and promotion expenses	31,083	40,508	38,213	(23)	6
SG&A expenses	84,819	81,391	91,395	4	(11)
Impairment of long-lived assets and other	—	137	19,391	N/A	(99)
Goodwill and indefinite-lived intangible asset impairment	152,622	73,755	—	107	N/A
Change in fair value of contingent consideration	25,500	16,100	7,100	58	127
Operating income (loss)	(94,615)	74,426	148,613	(227)	(50)
Operating margin %	(17.6)%	10.6 %	17.8 %	(28.2) pp	(7.2) pp
Interest expense, net	(7,044)	(8,439)	(6,647)	(17)	27
Other income (expense), net	1,309	2,455	(220)	(47)	(1,216)
Income (loss) before income taxes	(100,350)	68,442	141,746	(247)	(52)
Income tax expense	7,482	33,977	34,616	(78)	(2)
Effective tax expense rate %	(7.5)%	49.6 %	24.4 %	(57.1) pp	25.2 pp
Net income (loss)	\$ (107,832)	\$ 34,465	\$ 107,130	(413)%	(68)%
Net income (loss) margin %	(20.1)%	4.9 %	12.8 %	(25.0) pp	(7.9) pp
Basic EPS	\$ (4.99)	\$ 1.56	\$ 4.82	(420)%	(68)%
Diluted EPS	\$ (4.99)	\$ 1.56	\$ 4.80	(420)%	(68)%

(a) Percentage points ("pp").

Sales

2025 to 2024 - Sales for 2025 were \$536,375, a decrease of 24 percent compared to 2024, which was the result of decreased sales in each segment. Distilling Solutions segment sales decreased 45 percent, primarily due to decreased sales of brown goods. Ingredient Solutions segment sales decreased 7 percent, primarily due to decreased sales of specialty wheat starches. Branded Spirits segment sales decreased 3 percent, primarily due to decreased sales of brands within the value and mid price tiers.

2024 to 2023 - Sales for 2024 were \$703,625, a decrease of 16 percent compared to 2023, which was the result of decreased sales in each segment. Distilling Solutions segment sales decreased 26 percent, primarily due to decreased sales of white goods and other co-products in connection with the December 2023 closure of the Atchison Distillery and decreased brown goods sales. Branded Spirits segment sales decreased 5 percent, primarily due to decreased sales of brands within the mid and value price tiers. Ingredient Solutions segment sales decreased 1 percent, primarily due to decreased sales of specialty wheat proteins and commodity wheat starches, partially offset by increased sales of specialty wheat starches.

Gross profit

2025 to 2024 - Gross profit for 2025 was \$199,409, a decrease of 30 percent compared to 2024. The decrease was driven by decreased gross profit in each segment. The Distilling Solutions segment gross profit decreased by \$73,325, or 52 percent. The Ingredient Solutions segment gross profit decreased by \$10,707, or 41 percent. The Branded Spirits segment gross profit decreased by \$2,876, or 2 percent.

2024 to 2023 - Gross profit for 2024 was \$286,317, a decrease of 6 percent compared to 2023. The decrease was driven by a decrease in gross profit in the Ingredient Solutions and Distilling Solutions segments, partially offset by an increase in gross profit in the Branded Spirits segment. The Ingredient Solutions segment gross profit decreased by \$20,773, or 44 percent. The Distilling Solutions segment gross profit decreased by \$3,037, or 2 percent. The Branded Spirits segment gross profit increased by \$5,415, or 5 percent.

Advertising and promotion expenses

2025 to 2024 - Advertising and promotion expenses for 2025 were \$31,083, a decrease of 23 percent compared to 2024. This decrease was primarily driven by the realignment of our advertising and promotion spend to brands in our Branded Spirits segment we believe to have the most attractive growth opportunities.

2024 to 2023 - Advertising and promotion expenses for 2024 were \$40,508, an increase of 6 percent compared to 2023. This increase was primarily driven by increased advertising and promotion investment in the Branded Spirits segment, specifically in the premium plus price tiers.

SG&A expenses

2025 to 2024 - SG&A expenses for 2025 were \$84,819, an increase of 4 percent compared to 2024. The increase in SG&A expenses was primarily driven by increased incentive compensation as compared to the prior year, which was partially offset by our cost savings initiative.

2024 to 2023 - SG&A expenses for 2024 were \$81,391, a decrease of 11 percent compared to 2023. The decrease in SG&A expenses was primarily due to reduced incentive compensation expenses.

Operating income (loss)

	Operating income (loss)	% Increase (Decrease)
Operating income for 2023	\$ 148,613	
Decrease in gross profit - Ingredient Solutions segment ^(a)	(20,773)	(14) pp ^(b)
Decrease in gross profit - Distilling Solutions segment ^(a)	(3,037)	(2) pp
Increase in gross profit - Branded Spirits segment ^(a)	5,415	4 pp
Increase in advertising and promotion expenses	(2,295)	(2) pp
Decrease in SG&A expenses	10,004	7 pp
Decrease in impairment of long-lived assets and other	19,254	13 pp
Goodwill impairment	(73,755)	(50) pp
Change in fair value of contingent consideration	(9,000)	(6) pp
Operating income for 2024	<u>74,426</u>	(50)%
Decrease in gross profit - Distilling Solutions segment ^(a)	(73,325)	(98) pp ^(b)
Decrease in gross profit - Ingredient Solutions segment ^(a)	(10,707)	(14) pp
Decrease in gross profit - Branded Spirits segment ^(a)	(2,876)	(4) pp
Decrease in advertising and promotion expenses	9,425	13 pp
Increase in SG&A expenses	(3,428)	(5) pp
Decrease in impairment of long-lived assets and other	137	— pp
Change in goodwill and indefinite-lived intangible asset impairment	(78,867)	(106) pp
Change in fair value of contingent consideration	(9,400)	(13) pp
Operating loss for 2025	<u>\$ (94,615)</u>	(227)%

(a) See segment discussion.
(b) Percentage points ("pp").

2025 to 2024 - Operating loss for 2025 was \$94,615 which decreased from operating income of \$74,426 for 2024, primarily due to the \$152,622 goodwill and indefinite-lived intangible asset impairment related to the Branded Spirits segment recorded during fourth quarter 2025. Additionally, contributing to the operating loss was a decrease in gross profit in each segment, the

change in fair value of the contingent consideration liability related to the acquisition of Penelope Bourbon LLC (“Penelope”), and the increase in SG&A expenses, as discussed above. These decreases were partially offset by the decrease in advertising and promotion expenses, as discussed above.

2024 to 2023 - Operating income for 2024 decreased to \$74,426 from \$148,613 for 2023, primarily due to the \$73,755 goodwill impairment related to the Branded Spirits segment recorded during the fourth quarter 2024, the decrease in gross profit in the Ingredient Solutions segment, the change in fair value of the contingent consideration liability related to the Penelope acquisition, the decrease in gross profit in the Distilling Solutions segment, and the increase in advertising and promotion expenses, as discussed above. These decreases were partially offset by the impact of the impairment of assets and other expenses in the prior year related to the closure of the Atchison Distillery which closed in December 2023, the decrease in SG&A expenses as discussed above, and the increase in gross profit in the Branded Spirits segment.

Income tax expense

2025 to 2024 - Income tax expense for 2025 was \$7,482, for an effective tax rate for the year of (7.5) percent. Income tax expense for 2024 was \$33,977, for an effective tax rate for the year of 49.6 percent. The 57.1 percentage point decrease was primarily due to the nondeductible impairment of goodwill.

2024 to 2023 - Income tax expense for 2024 was \$33,977, for an effective tax rate for the year of 49.6 percent. Income tax expense for 2023 was \$34,616, for an effective tax rate for the year of 24.4 percent. The 25.2 percentage point increase was primarily due to the nondeductible impairment of goodwill, partially offset by a decrease in valuation allowance.

Basic and diluted EPS

	EPS	% Increase (Decrease)	
Basic EPS for 2023	\$ 4.82		
Change in operating income ^(a)	(2.53)	(52)	pp ^(b)
Change in interest expense ^(a)	(0.06)	(2)	pp
Change in other income (expense), net ^(a)	0.09	2	pp
Change in weighted average shares outstanding ^(c)	0.01	—	pp
Change in effective tax rate	(0.77)	(16)	pp
Basic and diluted EPS for 2024	<u>\$ 1.56</u>	<u>(68)%</u>	
	EPS	% Increase (Decrease)	
Basic and diluted EPS for 2024	\$ 1.56		
Change in operating income ^(a)	(3.84)	(246)	pp ^(b)
Change in interest expense ^(a)	0.03	2	pp
Change in other income (expense), net ^(a)	(0.03)	(2)	pp
Change in weighted average shares outstanding ^(c)	(0.15)	(10)	pp
Change in income attributable to participating securities ^(c)	0.04	3	pp
Change in effective tax rate	(2.60)	(167)	pp
Basic and diluted EPS for 2025	<u>\$ (4.99)</u>	<u>(420)%</u>	

(a) Items are net of tax based on the effective tax rate for each base year.

(b) Percentage points (“pp”).

(c) Weighted average shares outstanding change primarily related to the vesting of employee restricted stock units (“RSUs”), our withholding and purchase of vested RSUs from employees to pay withholding taxes, and the granting of Common Stock to directors. Additionally, during 2024, the weighted average shares outstanding were impacted by shares repurchased pursuant to the Company’s share repurchase program.

2025 to 2024 - Basic and diluted EPS was \$(4.99) in 2025, compared to \$1.56 in 2024. The change in basic and diluted EPS was primarily due to a decrease in operating income and change in the effective tax rate, both driven primarily by the nondeductible goodwill impairment, as well as decreased gross profit in each of the segments. Additionally, the decrease was related to the reduction in the weighted average shares outstanding during the period.

2024 to 2023 - Basic and diluted EPS was \$1.56 in 2024, compared to \$4.82 and \$4.80, respectively in 2023. The change in basic and diluted EPS was primarily due to a decrease in operating income and increase in the effective tax rate, both driven primarily by the nondeductible goodwill impairment. Additionally, the decrease was related to an increase in interest expense. These decreases were partially offset by the change in other income (expense), net related to equity method investment income.

BRANDED SPIRITS SEGMENT

	BRANDED SPIRITS SALES			
	Year Ended December 31,		Year-versus-Year Sales Change	
	2025	2024	Increase/(Decrease)	
			\$ Change	% Change
Premium plus	\$ 116,730	\$ 110,991	\$ 5,739	5 %
Mid	59,486	63,454	(3,968)	(6)
Value	32,606	42,100	(9,494)	(23)
Other	24,119	24,271	(152)	(1)
Total Branded Spirits	\$ 232,941	\$ 240,816	\$ (7,875)	(3)%

	Change in Year-versus-Year Sales Attributed to:		
	Total^(a)	Volume^(b)	Net Price/Mix^(c)
	Branded Spirits	(3)%	(2)%

	Other Financial Information			
	Year Ended December 31,		Year-versus-Year Increase/(Decrease)	
	2025	2024	Change	% Change
Gross profit	\$ 115,320	\$ 118,196	\$ (2,876)	(2)%
Gross margin %	49.5 %	49.1 %	0.4 pp ^(d)	

(a) Total sales change is calculated by taking the difference between current period sales dollars and prior period sales dollars, divided by prior period sales dollars.

(b) Volume change is calculated by taking the difference between current period sales volume and prior period sales volume, multiplied by prior period sales per unit. The product is then divided by prior period sales dollars.

(c) Net price/mix change is calculated by taking the difference between current period sales-per-unit and prior period sales-per unit, multiplied by current period sales volume. The product is then divided by prior period sales dollars.

(d) Percentage points ("pp").

2025 compared to 2024

Total Branded Spirits sales for 2025 decreased by \$7,875, or 3 percent, compared to 2024, due to lower sales volume and net price/mix within the value and mid price tiers, primarily in certain tequila, liqueur, and cordial brands. This decrease was partially offset by increased sales volume within the premium plus price tier, reflecting the continued momentum of the Penelope brand. The increase in sales volume within the premium plus price tier was partially offset by decreased net price/mix.

Gross profit decreased year versus year by \$2,876, or 2 percent. Gross margin for 2025 increased to 49.5 percent compared to 49.1 percent for 2024. The decrease in gross profit was primarily driven by a decrease in sales volume and net price/mix within the value price tier, partially offset by increased premium plus sales volume. The increase in gross margin was primarily driven by increased sales in the premium plus price tier.

	BRANDED SPIRITS SALES			
	Year Ended December 31,		Year-versus-Year Sales Change Increase/(Decrease)	
	2024	2023	\$ Change	% Change
Premium plus	\$ 110,991	\$ 105,465	\$ 5,526	5 %
Mid	63,454	75,676	(12,222)	(16)
Value	42,100	47,907	(5,807)	(12)
Other	24,271	24,885	(614)	(2)
Total Branded Spirits	\$ 240,816	\$ 253,933	\$ (13,117)	(5)%
Change in Year-versus-Year Sales Attributed to:				
	Total^(a)	Volume^(b)	Net Price/Mix^(c)	
Branded Spirits	(5)%	(7)%	2%	

	Other Financial Information			
	Year Ended December 31,		Year-versus-Year Increase/(Decrease)	
	2024	2023	Change	% Change
Gross profit	\$ 118,196	\$ 112,781	\$ 5,415	5 %
Gross margin %	49.1 %	44.4 %	4.7 pp ^(d)	

(a) Total sales change is calculated by taking the difference between current period sales dollars and prior period sales dollars, divided by prior period sales dollars.

(b) Volume change is calculated by taking the difference between current period sales volume and prior period sales volume, multiplied by prior period sales per unit. The product is then divided by prior period sales dollars.

(c) Net price/mix change is calculated by taking the difference between current period sales-per-unit and prior period sales-per-unit, multiplied by current period sales volume. The product is then divided by prior period sales dollars.

(d) Percentage points ("pp").

2024 compared to 2023

Total Branded Spirits sales for 2024 decreased by \$13,117, or 5 percent, compared to 2023, due primarily to our optimization efforts, including increased pricing on certain lower margin mid and value brands, which resulted in decreased sales volume of select brands within those price tiers. This decrease was partially offset by an increase in sales of brands within the premium plus price tier, which was primarily due to the acquisition and growth of Penelope.

Gross profit increased year versus year by \$5,415, or 5 percent. Gross margin for 2024 increased to 49.1 percent compared to 44.4 percent for 2023. The increase in gross profit was primarily driven by increased net price/mix driven primarily by the acquisition of Penelope, and increased pricing on certain mid and value brands. The increase was also driven by lower average unit cost within the segment.

DISTILLING SOLUTIONS SEGMENT

DISTILLING SOLUTIONS SALES				
	Year Ended December 31,		Year-versus-Year Sales Change Increase/(Decrease)	
	2025	2024	\$ Change	% Change
Brown goods	\$ 128,450	\$ 265,873	\$ (137,423)	(52)%
Warehouse services	32,388	33,430	(1,042)	(3)
White goods and other co-products	20,562	32,901	(12,339)	(38)
Total Distilling Solutions	\$ 181,400	\$ 332,204	\$ (150,804)	(45)%
Change in Year-versus-Year Sales Attributed to:				
	Total^(a)	Volume^(b)	Net Price/Mix^(c)	
Brown goods	(52)%	(46)%	(6)%	

Other Financial Information				
	Year Ended December 31,		Year-versus-Year Increase/(Decrease)	
	2025	2024	Change	% Change
Gross profit	\$ 68,602	\$ 141,927	\$ (73,325)	(52)%
Gross margin %	37.8 %	42.7 %	(4.9) pp ^(d)	

(a) Total sales change is calculated by taking the difference between current period sales dollars and prior period sales dollars, divided by prior period sales dollars.

(b) Volume change is calculated by taking the difference between current period sales volume and prior period sales volume, multiplied by prior period sales per unit. The product is then divided by prior period sales dollars.

(c) Net price/mix change is calculated by taking the difference between current period sales-per-unit and prior period sales-per unit, multiplied by current period sales volume. The product is then divided by prior period sales dollars.

(d) Percentage points ("pp").

2025 compared to 2024

Total Distilling Solutions sales for 2025 decreased by \$150,804, or 45 percent, compared to 2024. The decrease in sales of the Distilling Solutions segment is primarily driven by lower brown goods sales. Brown goods sales volume and net price/mix decreased primarily due to reduced customer demand resulting from elevated industry-wide barrel inventory levels. White goods and other co-products sales decreased primarily due to a reduction in sales volume resulting from phasing out a number of white goods customer contracts following the closure of our Atchison distillery, as well as reduced production volumes of co-products, primarily dried distillers grain. Warehouse services sales were slightly down as compared to the year-ago period due to lower sales volumes of brown goods.

Gross profit decreased year versus year by \$73,325, or 52 percent. Gross margin for 2025 decreased to 37.8 percent from 42.7 percent for 2024. The decrease in gross profit was due to lower brown goods sales volume and net price/mix, partially offset by increased gross profit in warehouse services.

DISTILLING SOLUTIONS SALES

	Year Ended December 31,		Year-versus-Year Sales Change Increase/(Decrease)	
	2024	2023	\$ Change	% Change
Brown goods	\$ 265,873	\$ 289,191	\$ (23,318)	(8)%
Warehouse services	33,430	28,632	4,798	17
White goods and other co-products	32,901	133,031	(100,130)	(75)
Total Distilling Solutions	\$ 332,204	\$ 450,854	\$ (118,650)	(26)%

Change in Year-versus-Year Sales Attributed to:

	Total ^(a)	Volume ^(b)	Net Price/Mix ^(c)
Brown goods	(8)%	5%	(13)%

Other Financial Information

	Year Ended December 31,		Year-versus-Year Increase/(Decrease)	
	2024	2023	Change	% Change
Gross profit	\$ 141,927	\$ 144,964	\$ (3,037)	(2)%
Gross margin %	42.7 %	32.2 %	10.5 pp ^(d)	

(a) Total sales change is calculated by taking the difference between current period sales dollars and prior period sales dollars, divided by prior period sales dollars.

(b) Volume change is calculated by taking the difference between current period sales volume and prior period sales volume, multiplied by prior period sales per unit. The product is then divided by prior period sales dollars.

(c) Net price/mix change is calculated by taking the difference between current period sales-per-unit and prior period sales-per unit, multiplied by current period sales volume. The product is then divided by prior period sales dollars.

(d) Percentage points ("pp").

2024 compared to 2023

Total Distilling Solutions sales for 2024 decreased by \$118,650, or 26 percent, compared to 2023. The decrease in sales of the Distilling Solutions segment is primarily related to the decrease in sales volume of white goods and other co-products, which was due to the closure of the Atchison Distillery during December 2023. The decrease in brown goods was primarily related to a decrease in net price/mix (as defined above), partially offset by increased sales volume. The brown goods decline was primarily the result of softening American whiskey category trends and elevated industry-wide barrel inventories, leading to softer than expected spot sales, and instances of customer contract non-performance. These dynamics put pressure on our brown goods business. These decreases were partially offset by increased sales of warehouse services.

Gross profit decreased year versus year by \$3,037, or 2 percent. Gross margin for 2024 increased to 42.7 percent from 32.2 percent for 2023. The decrease in gross profit was due primarily to a decrease in brown goods sales due to net price/mix as we sold younger barrels on average in 2024 compared to 2023. This decline was partially offset by the positive impact the closure of the Atchison Distillery had on white goods and other co-products' gross profit and gross margin.

INGREDIENT SOLUTIONS SEGMENT

	INGREDIENT SOLUTIONS SALES			
	Year Ended December 31,		Year-versus-Year Sales Change	
	2025	2024	\$ Change	% Change
Specialty wheat starches	\$ 68,124	\$ 76,005	\$ (7,881)	(10)%
Specialty wheat proteins	39,915	41,768	(1,853)	(4)
Commodity wheat starches	10,371	12,351	(1,980)	(16)
Commodity wheat proteins	3,109	481	2,628	546
Biofuel and other	515	—	515	N/A
Total Ingredient Solutions	\$ 122,034	\$ 130,605	\$ (8,571)	(7)%
	Change in Year-versus-Year Sales Attributed to:			
	Total^(a)	Volume^(b)	Net Price/Mix^(c)	
Total Ingredient Solutions	(7)%	(6)%	(1)%	

	Other Financial Information			
	Year Ended December 31,		Year-versus-year Increase/(Decrease)	
	2025	2024	Change	% Change
Gross profit	\$ 15,487	\$ 26,194	\$ (10,707)	(41)%
Gross margin %	12.7 %	20.1 %	(7.4)	pp ^(d)

(a) Total sales change is calculated by taking the difference between current period sales dollars and prior period sales dollars, divided by prior period sales dollars.

(b) Volume change is calculated by taking the difference between current period sales volume and prior period sales volume, multiplied by prior period sales per unit. The product is then divided by prior period sales dollars.

(c) Net price/mix change is calculated by taking the difference between current period sales-per-unit and prior period sales-per unit, multiplied by current period sales volume. The product is then divided by prior period sales dollars.

(d) Percentage points ("pp").

2025 compared to 2024

Total Ingredient Solutions sales for 2025 decreased by \$8,571, or 7 percent, compared to 2024. The decrease was primarily driven by decreased sales volume of specialty wheat starches and commodity wheat starches as well as decreased net price/mix of specialty wheat proteins. The declines in specialty wheat starches and proteins were primarily due to supply challenges resulting from adverse weather, complexities associated with the closure of the Atchison Distillery, and a key equipment outage, as well as the timing of commercialization of new specialty wheat protein customers. These declines were partially offset by increased sales volume of specialty and commodity wheat proteins and increased net price/mix of specialty wheat starches.

Gross profit decreased year versus year by \$10,707, or 41 percent. Gross margin for 2025 decreased to 12.7 percent from 20.1 percent for 2024. The decrease in gross profit was primarily driven by unanticipated operational reliability challenges and a key equipment outage as well as complexities and higher costs associated with the disposal of waste starch streams. During the second half of 2025, the biofuel facility began operations to help mitigate the disposal costs related to the waste starch streams. This project is one of many investments being made to reduce disposal costs and improve the overall reliability of our Ingredients Solutions operations. However, it will take time to realize the benefits of these cost mitigation and reliability initiatives.

	INGREDIENT SOLUTIONS SALES			
	Year Ended December 31,		Year-versus-Year Sales Change Increase/(Decrease)	
	2024	2023	\$ Change	% Change
Specialty wheat starches	\$ 76,005	\$ 66,050	\$ 9,955	15 %
Specialty wheat proteins	41,768	48,291	(6,523)	(14)
Commodity wheat starches	12,351	16,413	(4,062)	(25)
Commodity wheat proteins	481	982	(501)	(51)
Total Ingredient Solutions	\$ 130,605	\$ 131,736	\$ (1,131)	(1)%

	Change in Year-versus-Year Sales Attributed to:		
	Total ^(a)	Volume ^(b)	Net Price/Mix ^(c)
Total Ingredient Solutions	(1)%	4%	(5)%

	Other Financial Information			
	Year Ended December 31,		Year-versus-year Increase/(Decrease)	
	2024	2023	Change	% Change
Gross profit	\$ 26,194	\$ 46,967	\$ (20,773)	(44)%
Gross margin %	20.1 %	35.7 %	(15.6) pp ^(d)	

(a) Total sales change is calculated by taking the difference between current period sales dollars and prior period sales dollars, divided by prior period sales dollars.

(b) Volume change is calculated by taking the difference between current period sales volume and prior period sales volume, multiplied by prior period sales per unit. The product is then divided by prior period sales dollars.

(c) Net price/mix change is calculated by taking the difference between current period sales-per-unit and prior period sales-per unit, multiplied by current period sales volume. The product is then divided by prior period sales dollars.

(d) Percentage points ("pp").

2024 compared to 2023

Total Ingredient Solutions sales for 2024 decreased by \$1,131, or 1 percent, compared to 2023. The decrease was primarily driven by decreased net price/mix across all product categories, as well as a decrease in sales volume of specialty wheat proteins primarily due to continued export market headwinds. Additionally, the decrease was attributable to a decrease in sales volume of commodity wheat starches. These decreases were partially offset by an increase in sales volume of specialty wheat starches.

Gross profit decreased year versus year by \$20,773, or 44 percent. Gross margin for 2024 decreased to 20.1 percent from 35.7 percent for 2023. The decrease in gross profit was primarily driven by higher input costs associated with the removal of the intercompany credit for the waste starch slurry by-product since the closure of the Atchison Distillery, as well as other costs incurred to ready the waste starch for commercial sale. Additionally, we incurred incremental costs for the new extrusion manufacturing facility as well as other unexpected plant related costs during the year. The decrease in gross profit was also attributable to decreased net price/mix and sales volume of specialty wheat proteins.

CASH FLOW, FINANCIAL CONDITION, AND LIQUIDITY

Financial Condition and Liquidity

Our primary sources of liquidity have been cash flow from operating activities and borrowings through our Credit Agreement, Convertible Senior Notes and Note Purchase Agreement (see Note 7, Corporate Borrowings). These sources of cash are used to fund our operating needs, capital expenditures, stockholder dividends and other discretionary uses. We continue to monitor market conditions which may create credit and economic challenges that could adversely impact our cash flow from operating activities and cash provided by borrowings. Our overall liquidity reflects our effective cash management strategy that takes into account liquidity management, economic factors, and tax considerations. We expect our sources of cash to be adequate to provide for budgeted capital expenditures, potential mergers or acquisitions, and anticipated operating requirements for the next 12 months and beyond.

Our principal uses of cash in the ordinary course of business are for input costs used in our production processes, salaries, and investments supporting our strategic plan, such as capital expenditures, the aging of barreled distillate primarily to support our branded spirits segment, and potential mergers or acquisitions. Generally, during periods when commodity prices are rising, our operations require increased use of cash to support inventory levels.

At December 31, 2025, our current assets exceeded our current liabilities by \$322,658, largely due to our inventories, at cost, of \$382,741. At December 31, 2025, our cash balance was \$18,460, and we have used our various debt agreements for liquidity purposes, with \$458,000 available under our Credit Agreement for additional borrowings and \$233,200 available under the Note Purchase Agreement (see Note 7, Corporate Borrowings for additional information). Under these agreements (including the Credit Agreement amendment and the Note Purchase Agreement amendment we entered into on February 20, 2026), we must meet certain financial covenants and restrictions, and at December 31, 2025, we met those covenants and restrictions.

We anticipate being able to support our short-term liquidity and operating needs largely through cash generated from operations and borrowings under our various debt agreements. We expect some holders of the Convertible Senior Notes to require the Company to repurchase the Convertible Senior Notes during the fourth quarter of 2026. Additionally, in accordance with the terms of the agreement, we will pay out the full contingent consideration related to the Penelope acquisition during the first half of 2026. We have sufficient availability to repurchase the Convertible Senior Notes and pay the full contingent consideration related to the Penelope acquisition under our Credit Agreement, Note purchase Agreement, new financing instruments, or a combination thereof. We regularly assess our cash needs and the available sources to fund these needs. We utilize short-term and long-term debt to fund discretionary items, such as capital investments, dividend payments, share repurchases, as well as potential mergers or acquisitions. Subject to market conditions, we could also fund future mergers and acquisitions through the issuance of additional shares of Common Stock or preferred stock.

Cash Flow Summary

	Year Ended December 31,			Changes, Year versus Year-Increase / (Decrease)	
	2025	2024	2023	2025 v. 2024	2024 v. 2023
Cash provided by operating activities	\$ 121,528	\$ 102,278	\$ 83,783	\$ 19,250	\$ 18,495
Cash used in investing activities	(45,525)	(71,558)	(159,242)	26,033	87,684
Cash provided by (used in) financing activities	(83,522)	(23,803)	45,924	(59,719)	(69,727)
Effect of exchange rate changes on cash and cash equivalents	706	(32)	34	738	(66)
Increase (decrease) in cash and cash equivalents	\$ (6,813)	\$ 6,885	\$ (29,501)	\$ (13,698)	\$ 36,386

Operating Activities. Cash provided by operating activities was \$121,528 during the year ended December 31, 2025. The cash provided by operating activities during 2025 resulted primarily from a net loss of \$107,832, offset by adjustments for non-cash or non-operating charges of \$203,136, including goodwill and indefinite-lived intangible asset impairment, the change in the fair value of the contingent consideration, and depreciation and amortization; cash provided by the changes in operating assets and liabilities of \$26,224. The primary drivers of the changes in operating assets and liabilities were \$32,189 of cash provided

by decreased accounts receivables, net, due to timing of customer payments and a reduction in consolidated sales during the year and \$8,424 related to increased accrued expenses and other, which related to an increase in our incentive compensation accrual. These increases in operating assets and liabilities were partially offset by \$18,145 use of cash related to an increase in inventories, primarily barreled distillate.

Cash provided by operating activities was \$102,278 during the year ended December 31, 2024. The cash provided by operating activities during 2024 resulted primarily from net income of \$34,465 and adjustments for non-cash or non-operating charges of \$114,994, including goodwill impairment, depreciation and amortization, the change in fair value of contingent consideration, and share-based compensation, partially offset by uses of cash due to changes in operating assets and liabilities of \$47,181. The primary drivers of the changes in operating assets and liabilities were \$18,155 use of cash related to an increase in inventories, primarily barreled distillate, and \$15,111 use of cash related to accrued expenses and other related to reduced incentive compensation expenses.

Investing Activities. Cash used in investing activities for the year ended December 31, 2025 was \$45,525, which primarily resulted from additions to property, plant and equipment of \$45,488 (see “Capital Spending”).

Cash used in investing activities for the year ended December 31, 2024 was \$71,558, which primarily resulted from additions to property, plant and equipment of \$71,181 (see “Capital Spending”).

Capital Spending. We manage capital spending to support our business growth plans. We have incurred \$31,887, \$73,161, and \$61,108 of capital expenditures and have paid \$45,488, \$71,181, and \$55,267 for capital expenditures for the years ended December 31, 2025, 2024 and 2023, respectively. The difference between the amount of capital expenditures incurred and amount paid is due to the change in capital expenditures in accounts payable. We expect approximately \$20,000 in capital expenditures for 2026, which we expect to use for facility improvement and facility sustenance projects, and environmental health and safety projects.

Financing Activities. Cash used in financing activities for the year ended December 31, 2025 was \$83,522, due to net payments on long-term debt of \$69,400 (see “Long-Term and Short-Term Debt”), payments of dividends and dividend equivalents of \$10,325 (see Note 9, Equity and EPS for additional information), and payments of loan fees of \$2,762 (see “Long-Term and Short-Term Debt”).

Cash used in financing activities for the year ended December 31, 2024 was \$23,803, due to repurchases of Common Stock of \$48,773 (see “Treasury Purchases” and “Share Repurchases”) and payments of dividends and dividend equivalents of \$10,630 (see Note 9, Equity and EPS for additional information), partially offset by net proceeds on long-term debt of \$35,600 (see “Long-Term and Short-Term Debt”).

Treasury Purchases. 105,776 RSUs vested and converted to Common Stock for employees during the year ended December 31, 2025, of which we withheld and purchased for treasury 31,631 shares valued at \$1,035 to cover payment of associated withholding taxes.

81,942 RSUs vested and converted to Common Stock for employees during the year ended December 31, 2024, of which we withheld and purchased for treasury 25,521 shares valued at \$2,185 to cover payment of associated withholding taxes.

Share Repurchases. On February 29, 2024, we announced that our Board of Directors approved a \$100,000 share repurchase program. Under the share repurchase program, we can repurchase Common Stock from time to time for cash in open market purchases, privately negotiated transactions, or by other means, in accordance with applicable securities laws and other legal requirements. The repurchase program has no expiration date and may be modified, suspended, or discontinued at any time by the Company without prior notice. During the year ended December 31, 2025, we did not repurchase any shares of Common Stock under the share repurchase program. During the year ended December 31, 2024, we repurchased 886,936 shares of Common Stock for approximately \$46,588, resulting in approximately \$53,412 remaining under the share repurchase program.

Long-Term and Short-Term Debt. We maintain debt levels we consider appropriate after evaluating a number of factors, including cash flow expectations, cash requirements for ongoing operations, investment and financing plans (including brand development, Board-approved dividends, and share repurchases) and the overall cost of capital. Total debt was \$252,318 (net of unamortized loan fees of \$7,732) at December 31, 2025 and \$323,541 (net of unamortized loan fees of \$5,909) at December 31, 2024. Net payments on all debt for 2025 were \$69,400 and net borrowings on all debt for 2024 were \$35,600 (see Note 7, Corporate Borrowings for additional information). Additionally, during the year ended December 31, 2025, we incurred \$2,762 of loan fees associated with amending and restating our credit agreement.

Dividends and Dividend Equivalents. See Note 9, Equity and EPS for further discussion.

On February 25, 2026, we announced a dividend payable to stockholders of record of our Common Stock, resulting in dividend equivalents payable to RSU holders, of \$0.12 per share and per RSU. The dividend and dividend equivalent are payable on March 27, 2026 to stockholders of record and RSU holders as of March 13, 2026.

Contractual Obligations

The following table provides information on the amounts and payments of our contractual obligations at December 31, 2025:

	Payments due by period		
	Total	Short-Term ^(a)	Long-Term
Long-term debt	\$ 260,050	\$ 6,400	\$ 253,650
Interest on long-term debt (c)	65,144	4,309	60,835
Operating leases	16,061	4,341	11,720
Purchase commitments	84,748	64,593 ^(b)	20,155
Contingent consideration (d)	110,800	110,800	—
Other	721	116	605
Total	\$ 537,524	\$ 190,559	\$ 346,965

(a) Short-term obligation payments are due within 12 months from the current year end.

(b) Includes open purchase order commitments related to raw materials and packaging used in the ordinary course of business of \$50,837.

(c) Excludes variable interest on long-term debt.

(d) The Company achieved the maximum net sales target as defined in the Penelope acquisition agreement during the third quarter 2025, and in accordance with the terms of the agreement, the Company will pay out the full contingent consideration during the first half of 2026. (See Note 4, Business Combination for additional information.)

Industrial Revenue Bonds

We have completed several projects that were financed using industrial revenue bonds in the state of Kentucky. Traditionally, industrial revenue bonds have been used as an economic development tool in the state to attract desirable businesses, including business in the bourbon industry, and have allowed a 15 to 40 year real property tax abatement on our renovated and newly-constructed warehouse buildings and distilleries in Kentucky. As of December 31, 2025, approximately \$50,000 of our facilities in Nelson County, Kentucky and approximately \$39,300 of our facilities in Williamstown, Kentucky were financed with industrial revenue bonds. The city then leased the facilities back to us under a capital lease, the terms of which provide for the payment of basic rent in an amount sufficient to pay principal and interest on the bonds. Our obligation to pay rent under the lease is in the same amount and due on the same date as the obligation to pay debt service on the bonds which we hold. The lease permits us to present the bonds at any time for cancellation, upon which our obligation to pay basic rent would be canceled. At the bonds' maturity, the facilities will revert to us without costs. If we were to present the bonds for cancellation prior to maturity, a nominal fee could be incurred. We may not be able to use industrial revenue bonds in the future due to legislative, regulatory, and related changes in the state of Kentucky.

We recorded the land and buildings as assets in property, plant, and equipment, net, on our Consolidated Balance Sheets. Because we own all outstanding bonds, have a legal right to set-off, and intend to set-off the corresponding lease and interest payments, we have netted the capital lease obligation with the bond asset. No amount for our obligation under the capital lease is reflected on our Consolidated Balance Sheets, nor do we reflect an amount for the corresponding industrial revenue bond asset (see Note 11, Commitments and Contingencies for additional information).

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. The application of certain of these policies places demands on management's judgment, with financial reporting results relying on estimation about the effects of matters that are inherently uncertain. For all of these policies, management cautions that future events rarely develop as forecast, and estimates routinely require adjustment and may require material adjustment. We have identified the most critical accounting policies which involve the most complex and

subjective judgments. These should be read in conjunction with the significant accounting policies discussed in Note 1, Nature of Operations and Summary of Significant Accounting Policies.

Goodwill and Indefinite-Lived Intangible Assets. We test goodwill and indefinite-lived intangible assets for impairment at least annually, in the fourth quarter, or on an interim basis if events and circumstances occur that would indicate it is more likely than not that the fair value of a reporting unit is less than the carrying value. We have the option to evaluate qualitative factors to assess if goodwill and indefinite-lived intangible assets are impaired before quantifying the fair value of the reporting unit and indefinite-lived intangible asset. Management judgment is required in the evaluation of qualitative factors, determination of reporting units, the assignment of assets and liabilities to reporting units, including goodwill, and the determination of fair value of the reporting units and indefinite-lived intangible assets. To the extent that the carrying amount exceeds fair value, an impairment of goodwill is recognized and allocated to the reporting units. To the extent that the carrying amount exceeds fair value, an impairment of indefinite-lived intangibles assets is recognized.

We performed a quantitative assessment of goodwill and our indefinite-lived intangible assets as part of our annual impairment test in accordance with our accounting policy during the fourth quarter.

Goodwill - We engaged a third party valuation specialist to assist in comparing the fair value of the Branded Spirits reporting unit to the respective carrying value. The estimate of fair value of our reporting unit was calculated using equal weighting of the income approach that utilized the discounted cash flow method and the market approach that utilized the guideline public company method. Estimates in the determination of fair value of the reporting unit through the income approach were based on (i) discount rates based on the reporting unit's weighted average cost of capital, (ii) future expected cash flows including revenue and operating margin projections, and (iii) long-term growth rates based on inflation forecasts, industry growth, and long-term economic growth potential. The market approach compares enterprise value and historical and projected results of public companies that reflect economic conditions and risks that are similar to the reporting unit to calculate an estimated enterprise value. These assumptions are based on historical trends as well as the projections and assumptions used in our budget and long-range plans. These assumptions reflect our estimates of future economic and competitive conditions which can be affected by several factors such as inflation, business valuations in the market, the economy, and market competition. Any changes in these assumptions may affect our fair value estimate and the results of an impairment test. As of the assessment date, to corroborate our fair value conclusion, we combined the estimated fair values for the reporting units and performed a market capitalization reconciliation to validate the reasonableness of the implied control premium. We calculated the market capitalization using both the stock price on the assessment date as well as the average stock price over a reasonable period of time preceding the assessment date. Based on this reconciliation, we believe the control premium to be reasonable.

As a result of the quantitative goodwill impairment test, we recorded an impairment charge of \$132,122 to adjust the carrying amount of the Branded Spirits reporting unit to fair value. This goodwill impairment is included as a component of operating income in the Consolidated Statement of Income (Loss) for the year ended December 31, 2025 and as a reduction of goodwill in the Consolidated Balance Sheet as of December 31, 2025.

Assumptions used in impairment testing are made at a point in time and require significant judgment; therefore, they are subject to change based upon the facts and circumstances present at each impairment test date. Additionally, these assumptions are generally interdependent and do not change in isolation. However, as it is reasonably possible that changes in assumptions could occur, as a sensitivity measure, we have presented the estimated effects of isolated changes in discount rates and long-term growth rates on the fair value of our reporting unit. These estimated changes in fair value are not necessarily representative of the actual impairment that would be recorded in the event of a fair value decline. The most sensitive assumption used in the analysis was an 11 percent discount rate. A 50 basis point increase to the discount rate would result in an approximate \$17,500 increase in the impairment expense recorded, while a 50 basis point decrease in the rate would result in an approximate \$19,500 decrease in the impairment expense recorded. All else equal, a 50 basis point change in the average revenue projection or long-term growth rate would result in a change in impairment expense between \$10,500 and \$13,500.

Indefinite-lived intangibles - The estimated fair value of our trade name indefinite-lived intangible assets within our Branded Spirits reporting unit was calculated based on the income approach that utilized the relief-from-royalty method. When estimating the fair value, we made certain assumptions for our future revenue projections, market royalty rates, and discount rates. These assumptions reflect our estimates of future economic and competitive conditions which consider many factors including macroeconomic conditions, industry growth rates and competition. These factors are subject to change as a result of changing market conditions. Any changes in these assumptions may affect our fair value estimate and the results of an impairment test.

As a result of the quantitative impairment test, we recorded an impairment charge of \$20,500 to adjust the carrying amount of the trade names indefinite-lived intangible assets to fair value. The impairment is included as a component of operating income in the Consolidated Statement of Income (Loss) for the year ended December 31, 2025 and as a reduction of intangible assets, net in the Consolidated Balance Sheet as of December 31, 2025.

Assumptions used in impairment testing are made at a point in time and require significant judgment; therefore, they are subject to change based upon the facts and circumstances present at each impairment test date. Additionally, these assumptions are generally interdependent and do not change in isolation. However, as it is reasonably possible that changes in assumptions could occur, as a sensitivity measure, we have presented the estimated effects of isolated changes in discount rates and royalty rates on fair value of indefinite-lived intangible assets. These estimated changes in the fair value are not necessarily representative of the actual impairment that would be recorded in the event of a fair value decline. The most sensitive assumption used in the analysis was an 11 percent discount rate. A 50 basis point change in the discount rate, the average revenue projection, or long-term growth rate would result in an immaterial change in the impairment expense recorded.

As discussed above, any further significant decline in our market capitalization or changes in discount rates, even if due to macroeconomic factors, could put pressure on the carrying value of our goodwill. In addition, if future revenues and contributions to our operating results for any of the indefinite-lived intangible assets or Branded Spirits reporting unit deteriorate at rates in excess of our current projections, we may be required to record additional impairment charges to certain intangible assets. A determination that a portion or all of our goodwill or indefinite-lived intangible assets are impaired could have a material adverse effect on our business, consolidated financial condition and results of operations. For a further discussion of our annual impairment testing of goodwill and indefinite-lived intangible assets and the results of that testing, see Note 5, Goodwill and Other Intangible Assets.

NEW ACCOUNTING PRONOUNCEMENTS

For information with respect to recent accounting pronouncements and the impact of these pronouncements on our consolidated financial statements, see Note 1, Nature of Operations and Summary of Significant Accounting Policies.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to commodity price and interest rate market risks. We monitor and manage these exposures as part of our overall risk management program. Our risk management program focuses on the unpredictability of financial markets and seeks to reduce the potentially adverse effects that the volatility of these markets may have on our operating results.

Commodity Costs. Certain commodities we use in our production process, or input costs, expose us to market price risk due to volatility in the prices for those commodities. Through our grain supply contracts for our Lawrenceburg facility, our wheat flour supply contract for our Atchison facility, and our natural gas contracts for both facilities, we purchase grain, wheat flour, and natural gas, respectively, for delivery from one to 24 months into the future at negotiated prices. We have determined that the firm commitments to purchase grain, wheat flour, and natural gas under the terms of our supply contracts meet the normal purchases and sales exception as defined under Accounting Standards Codification (“ASC”) 815, *Derivatives and Hedging*, because the quantities involved are for amounts to be consumed within the normal expected production process.

Interest Rate Exposures. Our Credit Agreement, Convertible Senior Notes and Note Purchase Agreement (Note 7, Corporate Borrowings) expose us to market risks arising from adverse changes in interest rates. Established procedures and internal processes govern the management of this market risk.

Increases in market interest rates would cause interest expense to increase and earnings before income taxes to decrease. The change in interest expense and earnings before income taxes would be dependent upon the weighted average outstanding borrowings during the reporting period following an increase in market interest rates. Based on weighted average outstanding variable-rate borrowings at December 31, 2025, a 100 basis point increase over the current rates actually in effect at such date would increase our interest expense on an annual basis by \$420. Based on weighted average outstanding fixed-rate borrowings at December 31, 2025, a 100 basis point increase in market rates would result in a decrease in the fair value of our outstanding fixed-rate debt of \$16,827, and a 100 basis point decrease in market rates would result in an increase in the fair value of our outstanding fixed-rate debt of \$19,506.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, our internal control over financial reporting may not prevent or detect misstatements. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. 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 and procedures may deteriorate.

With the participation of the Chief Executive Officer and Chief Financial Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations (“COSO”) of the Treadway Commission. As a result of this assessment, management has concluded that the Company’s internal control over financial reporting as of December 31, 2025 was effective.

KPMG, LLP, the independent registered public accounting firm that audited the Company’s consolidated financial statements contained herein, has issued an audit report on our internal control over financial reporting as of December 31, 2025, which is included in Item 8 of this Form 10-K.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors

MGP Ingredients, Inc.:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of MGP Ingredients, Inc. and subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of income (loss), comprehensive income (loss), changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025 based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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 an opinion on the Company's consolidated financial statements and an opinion 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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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 matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) 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 matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue recognition under bill and hold arrangements

As discussed in Note 1 to the consolidated financial statements, the Company's Distilling Solutions segment routinely enters into bill and hold arrangements, whereby the Company produces and sells aged and unaged distillate to customers. As discussed in Note 3 to the consolidated financial statements, brown goods revenue was \$128,450 thousand for the year ended December 31, 2025, a portion of which was for bill and hold arrangements.

We identified the evaluation of revenue recognized under bill and hold arrangements as a critical audit matter because of the extent of additional audit effort required to test the incremental bill and hold revenue recognition criteria. The incremental bill and hold revenue recognition criteria include the evaluation of: 1) the reason for the bill and hold arrangement; 2) the identification of the product as separately belonging to the customer; 3) the product being currently ready for physical transfer to the customer; and 4) the Company's inability to use the product or direct it to another customer.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's revenue recognition process, including controls related to bill and hold revenue recognition criteria being met. We examined a sample of bill and hold revenue transactions to assess the incremental bill and hold revenue recognition criteria. Specifically, we inspected documentation received from the customer directing the Company to warehouse distillate after production. Additionally, we observed a sample of customer-owned barrels to determine they were marked with unique identifiers separating them from Company-owned inventory and were ready for physical transfer to the customer upon request. Also, to evaluate that the Company does not have the ability to use the product or direct to another customer, we inspected underlying documentation for the same sample of bill and hold transactions to determine legal title to the product had transferred to the customer.

Valuation of Branded Spirits goodwill and indefinite-lived intangible assets

As discussed in Notes 1 and 5 to the consolidated financial statements, the Company recorded goodwill and intangible assets, net of \$115,667 thousand and \$244,696 thousand, respectively as of December 31, 2025. For the year ended December 31, 2025, the Company recorded goodwill and indefinite-lived intangible asset impairment of \$132,122 thousand and \$20,500 thousand, respectively to adjust the carrying amount of the Branded Spirits reporting unit and indefinite-lived intangible assets to fair value. The Company tests goodwill and indefinite-lived intangible assets for impairment at least annually, in the fourth quarter, and on an interim basis if events and circumstances occur that would indicate it is more likely than not that the fair value of a reporting unit is less than carrying value. During the fourth quarter, the Company performed a quantitative assessment of goodwill and its indefinite-lived intangible assets. The estimated fair value of the Branded Spirits reporting unit used in the assessment of goodwill was determined through a combination of an income approach and a market approach. The estimated fair value used in the assessment of the Company's indefinite-lived intangible assets was determined using the relief from royalty method. These fair value estimates were based on certain assumptions made by the Company, including projected revenue and gross margins, and the respective discount rates and market royalty rates.

We identified the evaluation of the fair value of the Branded Spirits reporting unit and indefinite-lived intangible assets within the Branded Spirits reporting unit as a critical audit matter. Subjective and challenging auditor judgment was required to evaluate (1) the revenue growth rates, gross margins and discount rate assumptions used in the determination of the fair value of the Branded Spirits reporting unit, and (2) the revenue growth rates, royalty rates, and discount rates used in the

determination of the fair value of certain indefinite-lived intangible assets. Changes to these assumptions could have had a significant effect on the Company's assessment of the carrying values of the goodwill assigned to the Branded Spirits reporting unit and the associated indefinite-lived intangible assets.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the critical audit matter. This included controls over the revenue growth rates, gross margins, discount rates and royalty rates used to measure the fair value of the Branded Spirits reporting unit and associated indefinite-lived intangible assets. To assess the Company's ability to forecast, we compared historical forecasts to actual results. We performed sensitivity analyses over the revenue growth rates, gross margins, discount rates, and royalty rates to assess the impact of changes in these assumptions on the estimated fair values. We evaluated the revenue growth rates and gross margin assumptions by comparing them to past and current performance of the Branded Spirits reporting unit and external industry data. We involved professionals with specialized skills and knowledge, who assisted in:

- evaluating the Company's royalty rates by determining that the royalty rates used were supported by the associated margins and consistent with other internal and publicly available data.
- evaluating the discount rates used by the Company by comparing the Company's inputs to the discount rate to publicly available data for comparable entities and assessing the resulting discount rate.

/s/ KPMG LLP

We have served as the Company's auditor since 2008.

Kansas City, Missouri
February 25, 2026

MGP INGREDIENTS, INC.
CONSOLIDATED STATEMENTS OF INCOME (LOSS)
(Dollars in thousands, except share and per share amounts)

	Year Ended December 31,		
	2025	2024	2023
Sales	\$ 536,375	\$ 703,625	\$ 836,523
Cost of sales	336,966	417,308	531,811
Gross profit	199,409	286,317	304,712
Advertising and promotion expenses	31,083	40,508	38,213
Selling, general, and administrative expenses	84,819	81,391	91,395
Impairment of long-lived assets and other	—	137	19,391
Goodwill and indefinite-lived intangible asset impairment	152,622	73,755	—
Change in fair value of contingent consideration	25,500	16,100	7,100
Operating income (loss)	(94,615)	74,426	148,613
Interest expense, net	(7,044)	(8,439)	(6,647)
Other income (expense), net	1,309	2,455	(220)
Income (loss) before income taxes	(100,350)	68,442	141,746
Income tax expense	7,482	33,977	34,616
Net income (loss)	(107,832)	34,465	107,130
Net loss attributable to noncontrolling interest	23	198	345
Net income (loss) attributable to MGP Ingredients, Inc.	(107,809)	34,663	107,475
Income (loss) attributable to participating securities	1,295	(373)	(1,074)
Net income (loss) used in earnings per common share calculation	\$ (106,514)	\$ 34,290	\$ 106,401
Weighted average common shares			
Basic	21,363,047	22,015,439	22,059,816
Diluted	21,363,047	22,015,439	22,173,918
Earnings per common share			
Basic	\$ (4.99)	\$ 1.56	\$ 4.82
Diluted	\$ (4.99)	\$ 1.56	\$ 4.80

See Accompanying Notes to Consolidated Financial Statements

MGP INGREDIENTS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Dollars in thousands)

	Year Ended December 31,		
	2025	2024	2023
Net income (loss) attributable to MGP Ingredients, Inc.	\$ (107,809)	\$ 34,663	\$ 107,475
Other comprehensive income (loss), net of tax:			
Unrealized gain (loss) on foreign currency translation adjustment	719	(188)	236
Changes in Company-sponsored post-employment benefit plan	(434)	(73)	(329)
Other comprehensive income (loss)	285	(261)	(93)
Comprehensive income (loss) attributable to MGP Ingredients, Inc.	(107,524)	34,402	107,382
Comprehensive loss attributable to noncontrolling interest	(23)	(198)	(345)
Comprehensive income (loss)	\$ (107,547)	\$ 34,204	\$ 107,037

See Accompanying Notes to Consolidated Financial Statements

MGP INGREDIENTS, INC.
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share amounts and par value)

	December 31,	
	2025	2024
Current Assets		
Cash and cash equivalents	\$ 18,460	\$ 25,273
Receivables (less allowance for credit loss of \$1,190 and \$1,875 at December 31, 2025 and 2024, respectively)	116,160	148,488
Inventory	382,741	364,944
Prepaid expenses	2,139	3,983
Refundable income taxes	3,209	3,448
Total current assets	522,709	546,136
Property, plant, and equipment, net	327,987	316,672
Operating lease right-of-use assets, net	13,847	15,540
Investment in joint venture	8,211	7,024
Intangible assets, net	244,696	268,451
Goodwill	115,667	247,789
Other assets	2,747	4,173
Total assets	\$ 1,235,864	\$ 1,405,785
Current Liabilities		
Current maturities of long-term debt	\$ 6,400	\$ 6,400
Accounts payable	54,589	66,336
Contingent consideration	110,800	—
Federal and state excise taxes payable	5,755	5,358
Accrued expenses and other	22,507	14,356
Total current liabilities	200,051	92,450
Long-term debt, less current maturities	49,735	121,277
Convertible senior notes	196,183	195,864
Long-term operating lease liabilities	10,561	11,940
Contingent consideration	—	85,300
Other noncurrent liabilities	2,534	2,981
Deferred income taxes	60,010	63,430
Total liabilities	519,074	573,242
Commitments and Contingencies – Note 11		
Stockholders' Equity		
Capital stock		
Preferred, 5% non-cumulative; \$10 par value; authorized 1,000 shares; issued and outstanding 437 shares	4	4
Common stock		
No par value; authorized 40,000,000 shares; issued 23,125,166 shares at December 31, 2025 and 2024; 21,294,315 and 21,194,707 shares outstanding at December 31, 2025 and 2024, respectively	6,715	6,715
Additional paid-in capital	330,872	332,195
Retained earnings	445,736	563,929
Accumulated other comprehensive loss	(373)	(658)
Treasury stock, at cost, 1,830,851 and 1,930,459 shares at December 31, 2025 and 2024, respectively	(64,518)	(68,019)
Total MGP Ingredients, Inc. stockholders' equity	718,436	834,166
Noncontrolling interest	(1,646)	(1,623)
Total equity	716,790	832,543
Total liabilities and equity	\$ 1,235,864	\$ 1,405,785

See Accompanying Notes to Consolidated Financial Statements

MGP INGREDIENTS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)

	Year Ended December 31,		
	2025	2024	2023
Cash Flows from Operating Activities			
Net income (loss)	\$ (107,832)	\$ 34,465	\$ 107,130
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	24,086	21,989	22,113
Impairment of long-lived assets and other	—	137	19,391
Goodwill and indefinite-lived intangible asset impairment	152,622	73,755	—
Share-based compensation	4,704	4,016	10,635
Equity method investment loss (gain)	(1,187)	(1,827)	337
Deferred income taxes, including change in valuation allowance	(3,420)	359	(4,041)
Change in fair value of contingent consideration	25,500	16,100	7,100
Other, net	831	465	728
Changes in operating assets and liabilities, net of effects of acquisitions:			
Receivables, net	32,189	(4,375)	(32,397)
Inventory	(18,145)	(18,155)	(46,921)
Prepaid expenses	1,831	(409)	(481)
Income taxes payable (refundable)	239	(2,258)	3,136
Accounts payable	1,619	(9,099)	(2,406)
Accrued expenses and other	8,424	(15,111)	348
Federal and state excise taxes payable	397	3,107	(2,375)
Other, net	(330)	(881)	1,486
Net cash provided by operating activities	121,528	102,278	83,783
Cash Flows from Investing Activities			
Additions to property, plant, and equipment	(45,488)	(71,181)	(55,267)
Purchase of business, net of cash acquired	—	—	(103,712)
Other, net	(37)	(377)	(263)
Net cash used in investing activities	(45,525)	(71,558)	(159,242)
Cash Flows from Financing Activities			
Payment of dividends and dividend equivalents	(10,325)	(10,630)	(10,675)
Repurchase of Common Stock	(1,035)	(48,773)	(801)
Loan fees paid related to borrowings	(2,762)	—	—
Proceeds from long-term debt	28,000	125,000	105,000
Principal payments on long-term debt	(97,400)	(89,400)	(47,600)
Net cash provided by (used in) financing activities	(83,522)	(23,803)	45,924
Effect of exchange rate changes on cash and cash equivalents	706	(32)	34
Increase (decrease) in cash and cash equivalents	(6,813)	6,885	(29,501)
Cash and cash equivalents, beginning of year	25,273	18,388	47,889
Cash and cash equivalents, end of year	\$ 18,460	\$ 25,273	\$ 18,388

See Accompanying Notes to Consolidated Financial Statements

MGP INGREDIENTS, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Dollars in thousands)

	Capital Stock Preferred	Issued Common	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Non-Controlling Interest	Total
Balance, December 31, 2022	\$ 4	\$ 6,715	\$ 318,839	\$ 443,061	\$ (304)	\$ (21,591)	\$ (1,080)	\$ 745,644
Comprehensive income (loss):								
Net income (loss)	—	—	—	107,475	—	—	(345)	107,130
Other comprehensive loss	—	—	—	—	(93)	—	—	(93)
Dividends declared ^(a)	—	—	—	(10,653)	—	—	—	(10,653)
Share-based compensation	—	—	7,840	—	—	—	—	7,840
Stock shares awarded, forfeited or vested	—	—	(1,226)	—	—	1,226	—	—
Stock shares repurchased	—	—	—	—	—	(801)	—	(801)
Balance, December 31, 2023	4	6,715	325,453	539,883	(397)	(21,166)	(1,425)	849,067
Comprehensive income (loss):								
Net income (loss)	—	—	—	34,663	—	—	(198)	34,465
Other comprehensive loss	—	—	—	—	(261)	—	—	(261)
Dividends declared ^(a)	—	—	—	(10,617)	—	—	—	(10,617)
Share-based compensation	—	—	9,072	—	—	—	—	9,072
Stock shares awarded, forfeited or vested	—	—	(2,330)	—	—	2,330	—	—
Stock shares repurchased	—	—	—	—	—	(49,183)	—	(49,183)
Balance, December 31, 2024	4	6,715	332,195	563,929	(658)	(68,019)	(1,623)	832,543
Comprehensive income (loss):								
Net loss	—	—	—	(107,809)	—	—	(23)	(107,832)
Other comprehensive income	—	—	—	—	285	—	—	285
Dividends declared ^(a)	—	—	—	(10,384)	—	—	—	(10,384)
Share-based compensation	—	—	3,213	—	—	—	—	3,213
Stock shares awarded, forfeited or vested	—	—	(4,536)	—	—	4,536	—	—
Stock shares repurchased	—	—	—	—	—	(1,035)	—	(1,035)
Balance, December 31, 2025	\$ 4	\$ 6,715	\$ 330,872	\$ 445,736	\$ (373)	\$ (64,518)	\$ (1,646)	\$ 716,790

(a) Dividends and dividend equivalents were \$0.48 per common share, per restricted stock unit, and per performance stock unit for the years ended December 31, 2025, 2024, and 2023.

See Accompanying Notes to Consolidated Financial Statements

MGP INGREDIENTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, unless otherwise noted)

NOTE 1: NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company. MGP Ingredients, Inc. (“MGP” or the “Company”) is a leading producer of branded and distilled spirits, as well as food ingredient solutions. The Company has an extensive award-winning global portfolio of its own high quality branded spirits which are produced through its distilleries and bottling facilities and sold to distributors. The Company’s branded spirits products account for a range of price points from value products through premium plus brands. Distilled spirits include premium bourbon, rye, and other American whiskeys (“brown goods”) and grain neutral spirits (“GNS”), including vodka and gin. The Company’s distilled spirits are either sold directly or indirectly to manufacturers of other branded spirits. The Company’s protein and starch food ingredients are predominantly wheat based and provide a host of functional, nutritional, and sensory benefits for a wide range of food products to serve the consumer packaged goods industry. The ingredient products are sold directly, or through distributors, to manufacturers and processors of finished packaged goods or to bakeries.

The Company reports three operating segments: Branded Spirits, Distilling Solutions, and Ingredient Solutions.

Principles of Consolidation. The consolidated financial statements include the accounts of the Company and its wholly owned and majority owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

The Company holds a 60 percent interest in Dos Primos Tequila, LLC (“Dos Primos”). The Company consolidated Dos Primos’ activity on the financial statements and presented the 40 percent non-controlling interest portion on the net loss attributable to noncontrolling interest line in the Consolidated Statements of Income (Loss).

Use of Estimates. The financial reporting policies of the Company conform to accounting principles generally accepted in the United States of America (“GAAP”). The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. The application of certain of these policies places demands on management’s judgment, with financial reporting results relying on estimation about the effects of matters that are inherently uncertain. For all of these policies, management cautions that future events may not develop as forecast, and estimates routinely require adjustment and may require material adjustment.

Inventory. Inventory includes finished goods, raw materials in the form of agricultural commodities used in the production process, as well as bottles, caps, and labels used in the bottling process, and certain maintenance and repair items. Bourbons, ryes, and other whiskeys, included in inventory, are normally aged in barrels for several years, following industry practice; all barreled bourbon, rye, and other whiskeys are classified as a current asset. The Company includes warehousing, insurance, and other carrying charges applicable to barreled whiskey in inventory costs.

Inventories are stated at the lower of cost or net realizable value on the first-in, first-out, or FIFO, method. Inventory valuations are impacted by constantly changing prices paid for key materials.

Properties, Depreciation, and Amortization. Property, plant, and equipment are typically stated at cost. Additions, including those that increase the life or utility of an asset, are capitalized and all properties are depreciated over their estimated remaining useful lives. Depreciation and amortization are computed using the straight line method over the following estimated useful lives:

Buildings and improvements ^(a)	10 – 35 years
Machinery and equipment	3 – 10 years
Office furniture and equipment	5 – 10 years
Computer equipment and software	3 – 5 years
Motor vehicles	5 years

(a) Leasehold improvements are the shorter of economic useful life or life of the lease

Maintenance costs are expensed as incurred. The cost of property, plant, and equipment sold, retired, or otherwise disposed of, as well as related accumulated depreciation and amortization, are eliminated from the property accounts with related gains and losses reflected in the Consolidated Statements of Income (Loss). The Company capitalizes interest costs associated with significant construction projects. Total interest incurred for 2025, 2024, and 2023 is noted below:

	Year Ended December 31,		
	2025	2024	2023
Interest costs charged to expense	\$ 7,044	\$ 8,439	\$ 6,647
Plus: Interest cost capitalized	2,594	2,031	2,349
Total	\$ 9,638	\$ 10,470	\$ 8,996

Revenue Recognition. Revenue is recognized when control of the promised goods or services, through performance obligations by the Company, is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for the performance obligations. The term between invoicing and when payment is due is not significant and the period between when the entity transfers the promised good or service to the customer and when the customer pays for that good or service is generally one year or less.

Revenue is recognized for the sale of products at the point in time finished products are delivered to the customer in accordance with shipping terms. This is a faithful depiction of the satisfaction of the performance obligation because, at that point control passes to the customer, the customer has legal title and the risks and rewards of ownership have transferred, and the customer has a present obligation to pay.

The Distilling Solutions segment routinely enters into bill and hold arrangements, whereby the Company produces and sells aged and unaged distillate to customers, and the product is barreled at the customer's request and warehoused by the Company for an extended period of time in accordance with directions received from the Company's customers. Even though the aged and unaged distillate remains in the Company's possession, a sale is recognized at the point in time when the customer obtains control of the product. Control is transferred to the customer in bill and hold transactions when the customer acceptance specifications have been met, legal title has transferred, the customer has a present obligation to pay for the product and the risks and rewards of ownership have transferred to the customer. Additionally, all of the following bill and hold criteria have been met in order for control to be transferred to the customer: the reason for the bill and hold arrangement is substantive, the customer has requested the product be warehoused, the product has been identified as separately belonging to the customer, the product is currently ready for physical transfer to the customer, and the Company does not have the ability to use the product or direct it to another customer.

Warehouse services revenue is recognized over the time that warehouse services are rendered and as they are rendered. This is a faithful depiction of the satisfaction of the performance obligation because control of the aging products has already passed to the customer and there are no additional performance activities required by the Company, except as requested by the customer. The performance of the service activities, as requested, is invoiced as satisfied and revenue is concurrently recognized. Contract bottling is recognized over the time contract bottling services are rendered and as they are rendered.

Sales in the Branded Spirits segment reflect reductions attributable to consideration given to customers in incentive programs, including discounts and allowances for certain volume targets. These allowances and discounts are not for distinct goods and are paid only when the depletion volume targets are achieved by the customer. The amounts reimbursed to customers are determined based on agreed-upon amounts and are recorded as a reduction of revenue.

Excise Taxes. The Company is responsible for compliance with the Alcohol and Tobacco Tax and Trade Bureau of the U.S. Treasury Department (the "TTB") regulations, which include making timely and accurate excise tax payments. The Company is subject to periodic compliance audits by the TTB. Individual U.S. states also impose excise taxes on alcohol beverages in varying amounts. The Company calculates its U.S. federal and state excise tax expense based upon units shipped and on its understanding of the applicable excise tax laws. Excise taxes that are both imposed on and concurrent with a specific revenue-producing transaction, and that are collected by the Company from a customer, are excluded from revenue and expense.

Impairment of Long-Lived Assets. The Company reviews long-lived assets for impairment when events or changes in circumstances indicate the carrying amount of the asset group may not be fully recoverable. The Company determines the carrying amount of the asset group using the future projected cash flows as well as quantitative and qualitative factors. An impairment loss is recognized when the carrying value exceeds the fair value of the asset group. See Note 6, Closure of the Atchison Distillery, for more information.

Income Taxes. The Company accounts for income taxes using an asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. A valuation allowance is recognized if it is more likely than not that at least some portion of the deferred tax asset will not be realized.

Earnings Per Common Share (“EPS”). Basic and diluted EPS is computed using the two-class method, which is an earnings allocation formula that determines net income per share for each class of the Company’s common stock, no par value (“Common Stock”) and participating security according to dividends declared and participation rights in undistributed earnings. Basic EPS amounts are computed by dividing net income attributable to common shareholders by the weighted average shares outstanding during each period. Diluted EPS is computed using the if-converted method by dividing the net income attributable to common shareholders by the weighted average shares outstanding, inclusive of the impact of potentially dilutive items such as the Convertible Senior Notes or stock options, except for where the result would be anti-dilutive as of the balance sheet date.

Translation of Foreign Currencies. Assets and liabilities of Niche Drinks Co Ltd (“Niche”), a wholly-owned subsidiary of the Company whose functional currency is the British pound sterling, are translated to U.S. dollars using the exchange rate in effect at the consolidated balance sheet date. Results of operations are translated using average rates during the period. Adjustments resulting from the translation process are included as a component of accumulated other comprehensive income.

Business Combinations. Assets acquired and liabilities assumed during a business combination are generally recorded at fair market value as of the acquisition date. Goodwill is recognized to the extent that the purchase consideration, including contingent consideration, exceeds the value of the assets acquired and liabilities assumed. The Company uses its internal estimates and third-party valuation specialists to assist in determining the fair value of the assets acquired and liabilities assumed. During the measurement period, which can be up to one year after the acquisition date, the Company can make adjustments to the fair value of the assets acquired and liabilities assumed, with the offset being an adjustment to goodwill.

Goodwill and Indefinite-Lived Intangible Assets. The Company records goodwill and indefinite-lived intangible assets in connection with various acquisitions of businesses and allocates the goodwill and indefinite-lived intangible assets to its respective reporting units. All goodwill and indefinite-lived intangible assets included in the Consolidated Balance Sheets are related to the Branded Spirits reporting unit. The Company evaluates goodwill and indefinite-lived intangible assets for impairment at least annually, in the fourth quarter, or on an interim basis if events and circumstances occur that would indicate it is more likely than not that the fair value of a reporting unit is less than the carrying value. To the extent that the carrying value exceeds fair value, an impairment of goodwill is recognized. Judgment is required in the determination of reporting units, the assignment of assets and liabilities to reporting units, including goodwill, and the determination of fair value of the reporting units. The Company separately evaluates indefinite-lived intangible assets for impairment. See Note 5, Goodwill and other Intangible Assets for more information.

Fair Value of Financial Instruments. The Company determines the fair values of its financial instruments based on a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy is broken down into three levels based upon the observability of inputs. Fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs include quoted prices for similar assets and liabilities in active markets and inputs other than quoted prices that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company’s assessment of the significance of a particular input to the fair value in its entirety requires judgment and considers factors specific to the asset or liability.

The Company’s short-term financial instruments include cash and cash equivalents, accounts receivable, and accounts payable. The carrying value of the short-term financial instruments approximates the fair value due to their short-term nature. These financial instruments have no stated maturities or have short-term maturities that approximate market.

The fair value of the Company’s debt is estimated based on current market interest rates for debt with similar maturities and credit quality. Excluding the impact of the conversion feature of the Convertible Senior Notes, the fair value of the Company’s debt was \$195,527 and \$249,672 at December 31, 2025 and 2024, respectively. The financial statement carrying value of total debt (net of unamortized loan fees) was \$252,318 and \$323,541 at December 31, 2025 and 2024, respectively. These fair values are considered Level 2 under the fair value hierarchy.

The fair value calculation of contingent consideration associated with the acquisition of Penelope Bourbon LLC (“Penelope”) uses unobservable inputs, such as estimated net sales over the term of the earn-out period, discount rates, and volatility rates. The contingent consideration is measured using the Monte Carlo simulation approach. The inputs used in the calculation of the contingent consideration liability are considered Level 3 under the fair value hierarchy due to the lack of relevant market activity. See Note 4, Business Combination, for more information.

Fair value disclosure for deferred compensation plan investments is included in Note 12, Employee Benefit Plans.

Derivative Instruments. Certain commodities the Company uses in its production process, or input costs, expose it to market price risk due to volatility in the prices for those commodities. Through the Company’s grain supply contracts, its wheat flour supply contract, and its natural gas contracts, it purchases grain, wheat flour, and natural gas, respectively, for delivery from one to 24 months into the future at negotiated fixed prices. The Company has determined that the firm commitments to purchase grain, wheat flour, and natural gas under the terms of its supply contracts meet the normal purchases and sales exception as defined under ASC 815, *Derivatives and Hedging*, because the quantities involved are for amounts to be consumed within the normal expected production process.

Equity Method Investments. The Company holds 50 percent interest in DGL Destiladores, S.de R.L. de C.V. (“DGL”) and Agricola LG, S. de R.L. de C.V. (“Agricola”) and together with DGL, “LMX”), which are accounted for as equity method investments. At December 31, 2025 and 2024, the investment in LMX was \$8,211 and \$7,024, respectively, which is recorded in investment in joint ventures on the Consolidated Balance Sheets. During the years ended December 31, 2025 and 2024, the Company recorded income of \$1,187 and \$1,827, respectively, from equity method investments, which is recorded in other income (expense), net on the Consolidated Statements of Income (Loss).

Recently Adopted Accounting Standard Updates. ASU 2023-09, *Improvements to Income Tax Disclosures*, requires improved disclosures related to the rate reconciliation and income taxes paid. This ASU requires companies to reconcile the income tax expense attributable to continuing operations to the statutory federal income tax rate applied to pre-tax income from continuing operations. Additionally, this ASU requires companies to disclose the total amount of income taxes paid during the period. This ASU is effective for annual periods beginning after December 15, 2024 with early adoption permitted. The guidance is required to be applied on a prospective basis with the option to apply retrospectively to all prior periods presented in the financial statements. The Company adopted this ASU during the period on a prospective basis. The ASU only required additional disclosures and did not impact the amount of tax reflected in the tax provision. See Note 8, Income Taxes, for more information.

Recently Issued Accounting Pronouncements. ASU 2024-03, *Disaggregation of Income Statement Expenses*, requires disaggregated disclosures in the notes to the consolidated financial statements of certain categories of expenses that are included in expense line items on the Consolidated Statements of Income. This ASU is effective for annual periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, with early adoption permitted. The guidance is required to be applied on a prospective basis with the option to apply retrospectively to all prior periods presented in the consolidated financial statements. The Company is currently evaluating the impact to the Company’s consolidated financial statements.

ASU 2024-04, *Induced Conversions of Convertible Debt Instruments*, clarifies the requirement for determining whether certain settlements of convertible debt instruments should be accounted for as induced conversions or extinguishments. This ASU is effective for annual periods beginning after December 15, 2025. Early adoption is permitted and can be applied either on a prospective basis or retrospective basis. The Company is currently evaluating the impact of this ASU to the Company’s consolidated financial statements, however the Company does not anticipate this guidance having a material impact to the consolidated financial statements.

ASU 2025-06, *Targeted Improvements to the Accounting for Internal-Use Software*, amends certain aspects of the accounting for software costs, including removing software development project stages and requiring companies to capitalize software costs when both of the following occur: (1) management authorizes or commits to funding a software project and (2) it is probable that the project will be completed and the software will be used to perform the function intended. This ASU is effective for annual periods beginning after December 15, 2027 and interim periods within those fiscal years. Early adoption is permitted and can be applied prospectively, retrospectively, or utilizing a modified transition approach. The Company is currently evaluating the impact of this ASU to its consolidated financial statements.

ASU 2025-11, *Narrow-Scope Improvement (Topic 270 - Interim Reporting)*, clarifies the current interim reporting requirements and the form and content of the interim reporting requirements, and, includes a disclosure principle that requires companies to

disclose material events since the end of the last annual reporting period This ASU is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact of this ASU to its consolidated financial statements.

The other recent accounting pronouncements issued by the Financial Accounting Standards Board (“FASB”) are not expected to have a significant impact on the Company’s consolidated financial statements and related disclosures.

NOTE 2: OTHER BALANCE SHEET CAPTIONS

Inventory.

	December 31,	
	2025	2024
Finished goods	\$ 42,263	\$ 43,952
Barreled distillate (bourbons and other whiskeys)	301,665	283,119
Raw materials	25,534	25,491
Work in process	2,782	1,673
Maintenance materials	9,097	8,591
Other	1,400	2,118
Total	\$ 382,741	\$ 364,944

Property, plant, and equipment, net.

	December 31,	
	2025	2024
Land, buildings, and improvements	\$ 246,389	\$ 211,129
Transportation equipment	839	905
Machinery and equipment	299,783	280,783
Construction in progress	47,887	69,897
Property, plant, and equipment, at cost	594,898	562,714
Less accumulated depreciation and amortization	(266,911)	(246,042)
Property, plant, and equipment, net	\$ 327,987	\$ 316,672

Accrued expenses and other.

	December 31,	
	2025	2024
Employee benefit plans	\$ 1,531	\$ 467
Salaries and wages	11,716	5,712
Property taxes	2,194	916
Current operating lease liabilities	3,732	4,157
Other	3,334	3,104
Total	\$ 22,507	\$ 14,356

NOTE 3: REVENUE

The Company generates revenue from the Branded Spirits segment by the sale of products and by providing contract bottling services. The Company generates revenue from the Distilling Solutions segment by the sale of products and by providing warehouse services related to the storage and aging of customer products. The Company generates revenue from the Ingredient Solutions segment by the sale of products. Revenue related to sales of products is recognized at a point in time, whereas revenue generated from warehouse services and contract bottling services are recognized over time. Contracts with customers include a single performance obligation (either the sale of products or the provision of warehouse services and contract bottling services).

Disaggregation of Sales. The following table presents the Company’s sales disaggregated by segment and major products and services.

	Year Ended December 31,		
	2025	2024	2023
Branded Spirits			
Premium plus	\$ 116,730	\$ 110,991	\$ 105,465
Mid	59,486	63,454	75,676
Value	32,606	42,100	47,907
Other	24,119	24,271	24,885
Total Branded Spirits	232,941	240,816	253,933
Distilling Solutions			
Brown goods	128,450	265,873	289,191
Warehouse services	32,388	33,430	28,632
White goods and other co-products	20,562	32,901	133,031
Total Distilling Solutions	181,400	332,204	450,854
Ingredient Solutions			
Specialty wheat starches	68,124	76,005	66,050
Specialty wheat proteins	39,915	41,768	48,291
Commodity wheat starch	10,371	12,351	16,413
Commodity wheat protein	3,109	481	982
Biofuel and other	515	—	—
Total Ingredient Solutions	122,034	130,605	131,736
Total Sales	\$ 536,375	\$ 703,625	\$ 836,523

NOTE 4: BUSINESS COMBINATION

Acquisition of Penelope

Description of the Transaction. On May 8, 2023, the Company entered into a definitive agreement to acquire 100 percent of the equity of Penelope, and subsequently completed the acquisition on June 1, 2023 (the “Acquisition”). Penelope, prior to the Acquisition, was a family and founder-owned and operated American whiskey company with a diverse portfolio of high-quality whiskeys in the premium plus price tier. As a result of the Acquisition, the Company enhanced its presence in the growing American whiskey category and expanded its portfolio of premium plus price tier brands.

Following the Acquisition, Penelope became a wholly owned subsidiary of the Company and its financial results are included within the Branded Spirits segment. The aggregate consideration paid by the Company in connection with the Acquisition was \$105,000 in cash paid at closing, with further additional potential earn-out consideration of up to a maximum cash payout of \$110,800 if certain performance conditions, measured through December 31, 2025, are met. The consideration is subject to customary purchase price adjustments related to, among other things, net working capital and acquired cash. The consideration paid at closing included a preliminary estimated purchase price adjustment. During the year ended December 31, 2023, the Company finalized the net working capital adjustments, which decreased the cash consideration from \$105,000 at closing to \$104,638 at December 31, 2023. The cash portion of the consideration and transaction-related expenses were paid using both cash on hand and borrowings under the Company’s existing credit agreement. See Note 7, Corporate Borrowings, for further details.

For tax purposes, the Acquisition was structured as an asset purchase which created additional tax basis in the assets acquired as a result of valuing the assets at fair market value and the purchase price was accounted for in accordance with U.S. federal tax law. Indefinite-lived intangible assets and goodwill are deductible for U.S. income tax purposes.

Contingent Consideration. The estimated fair value of the contingent consideration obligation at the Acquisition date was \$62,100, which was determined using a Monte Carlo simulation approach. This approach requires significant assumptions, including projected net sales, discount rates, and volatility rates. The inputs used in the calculation of the contingent consideration liability are considered Level 3 under the fair value hierarchy due to the lack of relevant market activity. The contingent consideration liability is measured on a quarterly basis and recorded at fair value. The changes in fair value of the obligation resulted from changes in the key assumptions between measurement dates, such as projected net sales, discount rates, and volatility rates. During the years ended December 31, 2025, 2024 and 2023, there was a \$25,500, \$16,100 and \$7,100 adjustment, respectively, to the fair value measurement of the contingent consideration obligation, which was included in the change in fair value of contingent consideration on the Consolidated Statements of Income (Loss). The amount payable is based upon achievement of certain net sales targets between the Acquisition date and December 31, 2025. The Company achieved the maximum net sales target as defined in the Penelope acquisition agreement during the third quarter 2025, and in accordance with the terms of the agreement, the Company will pay out the full contingent consideration of \$110,800 during the first half of 2026.

NOTE 5: GOODWILL AND OTHER INTANGIBLE ASSETS

Definite-Lived Intangible Assets. The Company acquired definite-lived intangible assets in connection with various acquisitions of businesses prior to 2025. The distributor relationships have a carrying value of \$52,206, net of accumulated amortization of \$12,894. The distributor relationships have a useful life of 20 years. The amortization expense for each of the years ended December 31, 2025 and 2024 was \$3,255. The weighted average remaining amortization period at December 31, 2025 for definite-lived intangible assets is 16.1 years.

As of December 31, 2025, the expected future amortization expense related to definite-lived intangible assets are as follows:

2026	\$	3,255
2027		3,255
2028		3,255
2029		3,255
2030		3,255
Thereafter		35,931
Total	\$	52,206

Goodwill. Changes in carrying amount of goodwill by business segment were as follows:

	Distilling Solutions	Branded Spirits	Ingredient Solutions	Total
Balance at December 31, 2023 ^(a)	\$ —	\$ 321,544	\$ —	\$ 321,544
Impairment	—	(73,755)	—	(73,755)
Balance at December 31, 2024	—	247,789	—	247,789
Impairment	—	(132,122)	—	(132,122)
Balance at December 31, 2025	\$ —	\$ 115,667	\$ —	\$ 115,667

(a) There were no accumulated impairment losses recorded at December 31, 2023.

2025 Impairment Analysis. As part of its annual impairment testing, the Company performed a quantitative assessment of Goodwill. The Company engaged a third party valuation specialist to assist in comparing the fair value of the Branded Spirits reporting unit to the respective carrying value. The estimate of fair value of the Company's reporting unit was calculated using equal weighting of the income approach that utilized the discounted cash flow method and the market approach that utilized the guideline public company method. Estimates in the determination of fair value of the reporting unit through the income approach were based on (i) discount rates based on the reporting unit's weighted average cost of capital, (ii) future expected cash flows including revenue and operating margin projections, and (iii) long-term growth rates based on inflation forecasts, industry growth, and long-term economic growth potential. The market approach compares enterprise values and historical and projected results of public companies that reflect economic conditions and risks that are similar to the reporting unit to calculate an estimated enterprise value. These assumptions are based on historical trends as well as the projections and assumptions used in the Company's budget and long-range plans. These assumptions reflect the Company's estimates of future economic and competitive conditions which can be affected by several factors such as inflation, business valuations in the market, the economy, and market competition. Any changes in these assumptions may

affect the Company's fair value estimate and the results of an impairment test.

Based on the results of the Company's 2025 impairment analysis, the Company recorded an impairment charge of \$132,122 to adjust the carrying amount of the Branded Spirits reporting unit to fair value. This goodwill impairment is included as a component of operating income in the Consolidated Statements of Income (Loss) for the year ended December 31, 2025 and as a reduction of goodwill in the Consolidated Balance Sheets as of December 31, 2025.

2024 Impairment Analysis. During the fourth quarter 2024, the Company experienced a decrease in stock price and market capitalization as well as experienced the effects of the softening alcohol industry which contributed to declines in current year consolidated results and forecasted outlook. Based on these factors, the Company performed a quantitative assessment of goodwill. The Company engaged a third party valuation specialist to assist in comparing the fair value of the Branded Spirits reporting unit to the respective carrying value. The estimate of fair value of the Company's reporting unit was calculated using equal weighting of the income approach that utilized the discounted cash flow method and the market approach that utilized the guideline public company method. The estimates and assumptions used in the 2024 impairment analysis are the same as the 2025 impairment analysis.

Based on the results of the Company's 2024 impairment analysis, the Company recorded an impairment charge of \$73,755 to adjust the carrying amount of the Branded Spirits reporting unit to fair value. This goodwill impairment is included as a component of operating income in the Consolidated Statements of Income (Loss) for the year ended December 31, 2024 and as a reduction of goodwill in the Consolidated Balance Sheets as of December 31, 2024.

Indefinite-Lived Intangible Assets. Changes in carrying amount of trade name indefinite-lived intangible asset by business segment were as follows:

	Distilling Solutions	Branded Spirits	Ingredient Solutions	Total
Balance at December 31, 2023 ^(a)	\$ —	\$ 212,990	\$ —	\$ 212,990
Balance at December 31, 2024 ^(a)	—	212,990	—	212,990
Impairment	—	(20,500)	—	(20,500)
Balance at December 31, 2025	<u>\$ —</u>	<u>\$ 192,490</u>	<u>\$ —</u>	<u>\$ 192,490</u>

(a) There were no accumulated impairment losses recorded at December 31, 2023 and 2024.

2025 Impairment Analysis. As part of the annual impairment testing, the Company performed a quantitative assessment of trade name indefinite-lived intangible assets. The Company values its indefinite-lived intangible assets under the income approach using a relief-from-royalty method, which assumes the value of the asset is the sum of the discounted cash flows of the amount that would be paid by a hypothetical market participant had they not owned the asset and instead licensed it from another company. When estimating the fair value, the Company made certain assumptions for its future revenue projections, market royalty rates, and discount rates. These assumptions reflect the Company's estimates of future economic and competitive conditions which consider many factors including macroeconomic conditions, industry growth rates, and competition. Any changes in these assumptions may affect the Company's fair value estimate and the results of an impairment test. The most sensitive assumption used in the analysis was an 11 percent discount rate.

Based on the results of the Company's 2025 impairment analysis, the Company recorded an impairment charge of \$20,500 to adjust the carrying amount of the trade name indefinite-lived intangible assets to fair value. The impairment is included as a component of operating income in the Consolidated Statements of Income (Loss) for the year ended December 31, 2025 and as a reduction of intangible assets in the Consolidated Balance Sheets as of December 31, 2025. The impairment charge to the trade name indefinite-lived intangible assets were most impacted by declines in the mid and value price tiers within the Branded Spirits segment. As of December 31, 2025, after the impairment was recorded, the fair values of the Company's indefinite-lived intangible assets were equal to or exceeded the respective carrying values by a range of 0 percent to 30 percent.

2024 Impairment Analysis. During the fourth quarter 2024, in connection with the assessment of the same events and circumstances impacting the Branded Spirits reporting unit, the Company performed a quantitative impairment test of its indefinite-lived assets. The Company values its indefinite-lived intangible assets under the income approach using a relief-from-royalty method, which assumes the value of the asset is the sum of the discounted cash flows of the amount that would be paid by a hypothetical market participant had they not owned the asset and instead licensed it from another company. When estimating the fair value, the Company made certain assumptions for its future revenue projections, market royalty rates, and discount rates. These assumptions reflect the Company’s estimates of future economic and competitive conditions which consider many factors including macroeconomic conditions, industry growth rates, and competition. These factors are subject to change as a result of changing market conditions. The most sensitive assumption used in the analysis was a 10 percent discount rate.

The results of the 2024 assessment were that the estimated fair values for the indefinite-lived intangible assets exceeded its carrying values and no impairment loss was recognized for indefinite-lived intangible assets. The carrying amount of trade name indefinite-lived intangible assets, which relates to the Branded Spirits segment, was \$212,990 at December 31, 2024. As of December 31, 2024, the fair value of the Company’s indefinite-lived trade names exceeded the respective carrying values by a range of 10 percent to 20 percent.

NOTE 6: CLOSURE OF THE ATCHISON FACILITY

On July 13, 2023, the Company announced the decision by its Board of Directors to approve the closure of the Company’s distillery located in Atchison, Kansas (the “Atchison Distillery”). The Atchison Distillery ceased operations in December 2023. The decision to close the Atchison Distillery is consistent with the Company’s plan to address profitability headwinds associated with its GNS and industrial alcohol products within the Distilling Solutions segment. As a result of the decision to close the Atchison Distillery, the Company, with the assistance of a third-party valuation specialist, completed a fair value analysis of the assets associated with the Atchison Distillery during the year ended December 31, 2023. The fair value of the assets associated with the Atchison Distillery were determined using a combination of the cost and market approach. During the year ended December 31, 2023, the Company recorded a \$17,112 impairment of assets, which was recorded in impairment of long-lived assets and other on the Consolidated Statements of Income (Loss). The impaired assets were recorded within the Distilling Solutions segment.

Additionally, for the years ended December 31, 2024 and 2023, the Company recorded \$137 and \$2,279, respectively, of expenses related to severance costs, inventory write offs, contract termination fees, consulting fees, and other miscellaneous expenses, which were recorded in impairment of long-lived assets and other on the Consolidated Statement of Income (Loss).

NOTE 7: CORPORATE BORROWINGS

Indebtedness Outstanding. The following table presents the Company’s outstanding indebtedness:

Description ^(a)	December 31,	
	2025	2024
Credit Agreement - Revolver, 4.82% (variable rate) due 2030	\$ 42,000	\$ 105,000
Convertible Note, 1.88% (fixed rate) due 2041	201,250	201,250
Note Purchase Agreement		
Series A Senior Secured Notes, 3.53% (fixed rate) due 2027	5,600	8,800
Senior Secured Notes, 3.80% (fixed rate) due 2029	11,200	14,400
Total indebtedness outstanding	260,050	329,450
Less unamortized loan fees ^(b)	(7,732)	(5,909)
Total indebtedness outstanding, net	252,318	323,541
Less current maturities of long-term debt	(6,400)	(6,400)
Long-term debt	\$ 245,918	\$ 317,141

(a) Interest rates are as of December 31, 2025.

(b) Loan fees are being amortized over the life of the debt agreements.

Credit Agreement. On February 14, 2020, the Company entered into a credit agreement (the “Credit Agreement”) with multiple participants led by Wells Fargo Bank, National Association (“Wells Fargo Bank”), which provided for a \$300,000 revolving credit facility and had a maturity date of May 14, 2026. On April 24, 2025, the Company entered into an Amended

and Restated Credit Agreement (the “A&R Credit Agreement”) with Wells Fargo Bank, as administrative agent, swingline lender, and issuing lender, and the other lenders and parties thereto. The A&R Credit Agreement amends and restates the Company’s existing Credit Agreement, extending the maturity date to April 24, 2030. The A&R Credit Agreement increases the size of the revolving credit facility to \$500,000 and permits the Company to increase the amount of the revolving credit facility by up to an additional \$200,000, subject to certain conditions and at the discretion of the lenders. The Credit Agreement is secured by substantially all assets, excluding real property.

The Credit Agreement includes certain requirements and covenants, with which the Company was in compliance at December 31, 2025. The Company incurred \$2,762 of new loan fees related to the A&R Credit Agreement during 2025. The unamortized balance of total loan fees related to the Credit Agreement was \$2,633 at December 31, 2025. The unamortized loan fees are being amortized over the life of the Credit Agreement.

As of December 31, 2025, the Company had \$42,000 outstanding borrowings under the Credit Agreement, leaving \$458,000 available. The interest rate for the borrowings of the Credit Agreement at December 31, 2025 was 4.82%.

Note Purchase Agreements. The Company’s Note Purchase and Private Shelf Agreement (the “Note Purchase Agreement”), with PGIM, Inc. (“Prudential”), an affiliate of Prudential Financial, Inc., and certain affiliates of Prudential, provides for the issuance of \$20,000 of Series A Senior Secured Notes and the issuance of up to \$105,000 of additional Senior Secured Notes (or any higher amount solely to the extent Prudential has provided written notice to the Company of its authorization of such a higher amount). Effective August 23, 2023, the Note Purchase Agreement was amended to increase the total amount of Senior Secured Notes that may be issued under the facility of the Note Purchase Agreement to \$250,000. On April 24, 2025, the Note Purchase Agreement was amended to extend the period for issuing senior secured promissory notes under the Note Purchase Agreement from August 31, 2026 to April 24, 2028.

During 2017, the Company issued \$20,000 of Series A Senior Secured Notes with a maturity date of August 23, 2027. The Series A Senior Secured Notes bear interest at a rate of 3.53 percent per year. During 2019, the Company issued \$20,000 of additional Senior Secured Notes with a maturity date of April 30, 2029. The Senior Secured Notes bear interest at a rate of 3.80 percent per year. As of December 31, 2025, the Company had \$5,600 of Series A Senior Secured Notes and \$11,200 of additional Senior Secured Notes outstanding under the Note Purchase Agreement, leaving \$233,200 available under the Note Purchase Agreement.

The Company did not capitalize any new loan fees related to the Note Purchase Agreement during 2025. The unamortized balance of total loan fees related to the Note Purchase Agreement was \$32 at December 31, 2025 and is being amortized over the life of the Note Purchase Agreement. The Note Purchase Agreement is secured by substantially all assets, excluding real property. The Note Purchase Agreement includes certain requirements and covenants, with which the Company was in compliance at December 31, 2025.

Convertible Senior Notes. On November 16, 2021, the Company issued \$201,250 in aggregate principal amount of 1.88% convertible senior notes due in 2041 (the “2041 Notes”). The total aggregate principal amount includes \$26,250 aggregate principal amount of 2041 Notes purchased by the initial purchasers in the offering pursuant to their exercise in full of their option to purchase additional notes under the purchase agreement for the offering. The 2041 Notes were issued pursuant to an indenture, dated as of November 16, 2021 (the “Indenture”), by and among the Company, as issuer, Luxco, Inc., MGPI Processing, Inc., and MGPI of Indiana, LLC, as subsidiary guarantors, and U.S. Bank National Association, as trustee. The 2041 Notes are senior, unsecured obligations of the Company and interest is payable semi-annually in arrears at a fixed interest rate of 1.88% on May 15 and November 15 of each year. The 2041 Notes mature on November 15, 2041 (“Maturity Date”) unless earlier repurchased, redeemed, or converted, per the terms of the Indenture. Upon conversion, the Company will pay cash up to the aggregate principal amount of the 2041 Notes to be converted and pay or deliver, as the case may be, cash, shares of the Company’s Common Stock, or a combination of cash and shares of the Company’s Common Stock, at its election, in respect to the remainder, if any, of the Company’s conversion obligation in excess of the aggregate principal amount of the 2041 Notes being converted.

The Company incurred no new loan fees related to the 2041 Notes during 2025. The unamortized balance of total loan fees related to the 2041 Notes was \$5,067 at December 31, 2025 and is being amortized over the life of the 2041 Notes.

The initial conversion rate for the 2041 Notes is 10.3911 shares of Common Stock per \$1 principal amount of the 2041 Notes. Prior to the Maturity Date, holders may convert at their option only in the following circumstances:

- During any calendar quarter commencing after the quarter ending March 31, 2022, if the closing sale price of Common Stock for at least 20 trading days in the period of 30 consecutive trading days is more than 130% of the conversion

- price;
- during the five consecutive business days following any ten consecutive trading day period in which the trading price per \$1 principal amount of the notes for each trading day was less than 98% of the product of the closing sale price of Common Stock on such trading day and the conversion rate on such trading day;
- upon the occurrence of specified corporate events, as defined in the Indenture;
- if the Company calls the notes for redemption; or
- during the period July 15, 2026 ending close of business day immediately preceding November 20, 2026 or the period July 15, 2041 and close of business day immediately preceding the Maturity Date.

Debt Maturities. Aggregate amount of maturities for long-term debt as of December 31, 2025 are as follows:

2026	\$	6,400
2027		5,600
2028		3,200
2029		1,600
2030		42,000
Thereafter		201,250
Total	\$	260,050

NOTE 8: INCOME TAXES

Income (loss) before income taxes for the year ended December 31, 2025 was a loss of \$100,350, of which \$2,376 relates to foreign income before income taxes and \$102,726 relates to domestic loss before income taxes.

Income tax expense is composed of the following:

	Year Ended December 31,		
	2025	2024	2023
Current:			
Federal	\$ 8,469	\$ 28,234	\$ 32,296
State	2,127	5,269	5,926
Foreign	291	131	330
	<u>10,887</u>	<u>33,634</u>	<u>38,552</u>
Deferred:			
Federal	(1,734)	625	(4,100)
State	(1,841)	(238)	120
Foreign	170	(44)	44
	<u>(3,405)</u>	<u>343</u>	<u>(3,936)</u>
Total	\$ 7,482	\$ 33,977	\$ 34,616

Income tax expense also included tax expense allocated to comprehensive income for 2025, 2024, and 2023 of \$15, \$16, and \$172, respectively (see the Consolidated Statements of Comprehensive Income (Loss)).

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A reconciliation of income tax expense and effective tax rate at the normal statutory federal rate to income tax expense and effective tax rate included in the accompanying Consolidated Statements of Income (Loss) for 2025 is as follows:

	Year Ended December 31, 2025	
	Amount	Percent
“Expected” provision at federal statutory rate	\$ (21,074)	21.0 %
State and local income taxes, net of federal income tax effect ^(a)	226	(0.2)
Foreign tax effects	462	(0.5)
Tax credits	(592)	0.6
Nontaxable or nondeductible items		
Nondeductible goodwill impairment	27,745	(27.7)
Share-based compensation	957	(1.0)
Other Nontaxable or nondeductible items	(69)	0.1
Changes in unrecognized tax benefits	(11)	—
Other adjustments	(162)	0.2
Effective tax rate	\$ 7,482	(7.5)%

(a) State taxes in Indiana, Kansas, and Texas comprise the majority of this category.

A reconciliation of income tax expense at the normal statutory federal rate to income tax expense included in the accompanying Consolidated Statements of Income (Loss) for 2024 and 2023 is as follows:

	Year Ended December 31,	
	2024	2023
“Expected” provision at federal statutory rate	\$ 14,373	\$ 29,895
State income taxes, net	5,865	6,545
Foreign income taxes	131	330
Change in valuation allowance	(965)	1,135
Nondeductible goodwill impairment	15,489	—
Share-based compensation	(362)	(288)
Federal and state tax credits	(2,078)	(1,685)
Other	1,524	(1,316)
Income tax expense	\$ 33,977	\$ 34,616
Effective tax rate	49.6 %	24.4 %

The tax effects of temporary differences giving rise to deferred income taxes shown on the Consolidated Balance Sheets are as follows:

	December 31,	
	2025	2024
Deferred income tax assets:		
Share-based compensation	\$ 2,819	\$ 3,511
U.S. state and foreign tax credit carryforwards	4,453	3,426
Mexico and U.S. state loss carryforwards	1,303	3,165
Inventories	2,696	2,726
Operating lease liabilities	3,659	4,120
Deferred compensation	572	935
Section 174 timing difference	—	1,554
Contingent Consideration	12,466	5,939
Other	2,082	2,462
Gross deferred income tax assets	30,050	27,838
Less: valuation allowance	(418)	(2,243)
Net deferred income tax assets	29,632	25,595
Deferred income tax liabilities:		
Property, plant and equipment	(25,882)	(23,813)
Intangibles	(47,266)	(50,518)
Inventory	(841)	(1,165)
Operating lease right-of-use assets	(3,544)	(3,978)
Convertible Senior Note	(9,724)	(7,146)
Other	(2,384)	(2,405)
Gross deferred income tax liabilities	(89,641)	(89,025)
Net deferred income tax liability	\$ (60,009)	\$ (63,430)

A schedule of the change in valuation allowance is as follows:

Balance at December 31, 2023	\$ 3,208
Decrease	(965)
Balance at December 31, 2024	2,243
Decrease	(1,825)
Balance at December 31, 2025	\$ 418

As of December 31, 2025, the Company's total valuation allowance of \$418, related to net operating loss in U.S. states in which it is not "more likely than not" to create enough taxable income to fully utilize the carryforwards before expiration of the carryforward periods and certain foreign tax credit carryforwards. As of December 31, 2024, the Company's total valuation allowance of \$2,243, related to net operating loss in U.S. states and foreign countries in which it is not "more likely than not" to create enough taxable income to fully utilize the carryforwards before expiration of the carryforward periods.

As of December 31, 2025 and 2024, the Company had \$19,064 and \$18,422 in gross U.S. state net operating loss carryforwards, respectively. Due to varying U.S. state carryforward periods, the state net operating loss carryforwards will primarily expire in varying years between calendar years 2026 and 2045. As of December 31, 2025 and 2024, the Company had gross U.S. state tax credit carryforwards of \$5,636 and \$4,336, respectively. U.S. state credits, if not used to offset income tax expense in their respective jurisdictions, will expire in varying years between 2026 and 2041.

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The Company treats accrued interest and penalties related to tax liabilities, if any, as a component of income tax expense. During 2025, 2024, and 2023, the Company's activity in accrued interest and penalties was not significant.

The following is a reconciliation of the total amount of unrecognized tax benefits (excluding interest and penalties) for 2025, 2024, and 2023:

	Year Ended December 31,		
	2025	2024	2023
Beginning of year balance	\$ 189	\$ 424	\$ 156
Additions based on prior year tax positions	—	—	83
Additions based on current year tax positions	5	—	245
Reduction for prior year tax positions	(16)	(235)	(60)
End of year balance	\$ 178	\$ 189	\$ 424

For each period presented, substantially all of the amount of unrecognized benefits (excluding interest and penalties) would impact the effective tax rate, if recognized. The Company reasonably expects that the amount of unrecognized tax benefit will not change significantly over the next 12 months.

Income taxes paid for the year ended December 31, 2025 is composed of the following:

	Year Ended December 31,	
	2025	
U.S. Federal	\$	8,200
U.S. State		2,359
Foreign		100
Total income tax paid	\$	10,659

Income taxes paid to the state of Indiana was \$1,025, which was the only individual jurisdiction that exceeded 5 percent of total income taxes paid, net of refunds. Foreign income taxes paid did not exceed 5% of total income taxes paid, net of refunds.

The Company is not under any U.S. federal, state or foreign income tax audits. For U.S. federal tax purposes, all tax years after 2021 remain open to examination. Amounts paid for income tax in foreign jurisdictions are not material to the consolidated financial statements. In addition, the Company is subject to examination for its state tax returns for years 2021, and forward, with the exception of certain net operating losses and credit carryforwards originating in years prior to 2021 that remain subject to adjustment.

On July 4, 2025, the One Big Beautiful Bill Act ("OB3 Act") was signed into law. Among other changes, the OB3 Act includes key provisions that make 100% bonus depreciation permanent, allow for the expensing of domestic research costs, and modify the business interest expense limitation calculation. The applicable changes were incorporated into the Company's income tax provision for the year ended December 31, 2025, resulting in a cash tax benefit to the Company. The OB3 Act had an immaterial impact to the Company's effective tax rate for the year ended December 31, 2025.

NOTE 9: EQUITY AND EPS

Capital Stock. Common stockholders are entitled to elect four of the nine members of the Company's Board of Directors, while Preferred stockholders are entitled to elect the remaining five members. All directors are elected annually for a one year term. Stockholders who own 10 percent or more of the outstanding Common Stock or preferred stock have the right to call a special meeting of stockholders. Common stockholders are not entitled to vote with respect to a merger, dissolution, lease, exchange or sale of substantially all of the Company's assets, or on an amendment to the Articles of Incorporation, unless such action would increase or decrease the authorized shares or par value of the Common Stock or preferred stock, or change the powers, preferences or special rights of the Common Stock or preferred stock so as to affect the Common stockholders adversely. Generally, Common stockholders and Preferred stockholders vote as separate classes on all other matters requiring shareholder approval.

EPS. The following table presents the computations of basic and diluted EPS:

	Year Ended December 31,		
	2025	2024	2023
Operations:			
Net income (loss) ^(a)	\$ (107,832)	\$ 34,465	\$ 107,130
Net loss attributable to noncontrolling interest	23	198	345
Income attributable to participating securities (unvested shares and units) ^(b)	1,295	(373)	(1,074)
Net income (loss) used in EPS calculation	\$ (106,514)	\$ 34,290	\$ 106,401
Share information:			
Basic weighted average common shares ^(c)	21,363,047	22,015,439	22,059,816
Diluted weighted average common shares ^(d)	21,363,047	22,015,439	22,173,918
Basic EPS	\$ (4.99)	\$ 1.56	\$ 4.82
Diluted EPS	\$ (4.99)	\$ 1.56	\$ 4.80

(a) Net income (loss) attributable to all stockholders.

(b) Participating securities included 266,079, 243,007, and 226,410 unvested restricted stock units ("RSUs") for the years ended December 31, 2025, 2024, and 2023, respectively.

(c) Under the two class method, basic weighted average common shares exclude outstanding unvested participating securities.

(d) The impacts of the Convertible Senior Notes and stock options were included in the diluted weighted average common shares if the inclusion was dilutive. The Convertible Senior Notes would only have a dilutive impact if the average market price per share during the year end exceeds the conversion price of \$96.24 per share. There was no dilutive impact for the years ended December 31, 2025 and 2024.

Share Repurchase. On February 29, 2024, the Company announced that its Board of Directors approved a \$100,000 share repurchase program. Under the share repurchase program, the Company can repurchase stock from time to time for cash in open market purchases, privately negotiated transactions, or by other means, in accordance with applicable securities laws and other legal requirements. The repurchase program has no expiration date and may be modified, suspended, or discontinued at any time by the Company without prior notice. During the year ended December 31, 2025, the Company did not repurchase any shares of Common Stock. During the year ended December 31, 2024, the Company repurchased 886,936 shares of Common Stock for \$46,588. As of December 31, 2025, there were approximately \$53,412 remaining under the share repurchase program.

Shares Outstanding Activity. The following table presents the Company's share activity:

	Shares Outstanding	
	Preferred Stock	Common Stock
Balance at December 31, 2023	437	22,016,113
Issuance of Common Stock	—	91,051
Repurchase of Common Stock ^(a)	—	(912,457)
Balance at December 31, 2024	437	21,194,707
Issuance of Common Stock	—	131,239
Repurchase of Common Stock	—	(31,631)
Balance at December 31, 2025	437	21,294,315

(a) 886,936 shares were repurchased during the year ended December 31, 2024, pursuant to the Company's share repurchase program. The remaining shares repurchased were related to the tax withholding on equity-based compensation.

Dividends and Dividend Equivalents. The following table presents the Company's dividend and dividend equivalent information:

Dividend and Dividend Equivalent Information (per Share and Unit)

Declaration date	Record date	Payment date	Declared	Paid	Dividend payment	Dividend equivalent payment ^{(a)(b)}	Total payment ^(b)
2025							
February 26	March 14	March 28	\$ 0.12	\$ 0.12	\$ 2,553	\$ 25	\$ 2,578
May 1	May 16	May 30	0.12	0.12	2,553	25	2,578
July 31	August 15	August 29	0.12	0.12	2,555	28	2,583
October 29	November 14	November 28	0.12	0.12	2,555	31	2,586
			<u>\$ 0.48</u>	<u>\$ 0.48</u>	<u>\$ 10,216</u>	<u>\$ 109</u>	<u>\$ 10,325</u>
2024							
February 22	March 15	March 29	\$ 0.12	\$ 0.12	\$ 2,641	\$ 31	\$ 2,672
May 2	May 17	May 31	0.12	0.12	2,642	30	2,672
August 1	August 16	August 30	0.12	0.12	2,639	30	2,669
October 31	November 15	November 29	0.12	0.12	2,588	29	2,617
			<u>\$ 0.48</u>	<u>\$ 0.48</u>	<u>\$ 10,510</u>	<u>\$ 120</u>	<u>\$ 10,630</u>
2023							
February 23	March 10	March 24	\$ 0.12	\$ 0.12	\$ 2,640	\$ 29	\$ 2,669
May 4	May 19	June 2	0.12	0.12	2,641	27	2,668
August 3	August 18	September 1	0.12	0.12	2,642	27	2,669
November 2	November 17	December 1	0.12	0.12	2,642	27	2,669
			<u>\$ 0.48</u>	<u>\$ 0.48</u>	<u>\$ 10,565</u>	<u>\$ 110</u>	<u>\$ 10,675</u>

(a) Dividend equivalent payments on unvested participating securities (see Note 12, Employee Benefit Plans).

(b) Includes estimated forfeitures.

NOTE 10: LEASES

The Company has operating leases for railcars, computer equipment, office spaces, warehouse facilities, a distribution facility, fulfillment center, and certain equipment. The Company has no finance leases. Leases with terms of twelve months or less are not recorded on the Company's Consolidated Balance Sheets. The Company recognizes lease expense for these leases on a straight-line basis over the lease term. Lease components are accounted for separately from non-lease components, such as common-area maintenance, based on the relative, observable stand-alone prices of the components.

The Company's leases have remaining lease terms of less than one year to ten years, some of which may include options to extend the lease. Options to renew the Company's leases were not considered when assessing the value of the right-of-use assets because the Company is not reasonably certain that it will assert the options to renew the leases. As most of the Company's leases do not provide an implicit rate, the Company uses its estimated incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments.

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The following table provides supplemental balance sheet classification information related to leases:

Leases	Balance Sheet Classification	December 31,	
		2025	2024
Assets			
Operating	Operating lease right-of-use assets, net	\$ 13,847	\$ 15,540
Total leased assets		\$ 13,847	\$ 15,540
Liabilities			
Current Operating	Accrued expenses	\$ 3,732	\$ 4,157
Noncurrent Operating	Long-term operating lease liabilities	10,561	11,940
Total operating lease liability		\$ 14,293	\$ 16,097

The following table presents the components of lease costs:

	Year Ended December 31,	
	2025	2024
Operating lease costs	\$ 4,828	\$ 3,623
Short-term lease costs	435	383
Net lease costs^(a)	\$ 5,263	\$ 4,006

(a) Recorded as a component of operating income on the Company's Consolidated Statements of Income (Loss).

The following table presents supplemental cash flow and non-cash activity related to lease information:

	Year Ended December 31,	
	2025	2024
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$ 4,822	\$ 3,612
Right-of-use assets obtained in exchange for lease obligations		
Operating leases	\$ 763	\$ 6,661

The following table presents weighted average discount rate and remaining lease term:

	December 31,	
	2025	2024
Weighted average discount rate		
Operating leases	4.94 %	4.43 %
Weighted average remaining lease term		
Operating leases	4.5 years	4.4 years

As of December 31, 2025, the future payments under operating leases having initial terms of one year or more were as follows:

2026	\$	4,341
2027		4,176
2028		3,344
2029		1,132
2030		983
Thereafter		2,085
Total lease payments		16,061
Less interest		(1,768)
Total operating lease liability	\$	14,293

NOTE 11: COMMITMENTS AND CONTINGENCIES

Commitments. The Company has completed several projects that were financed using industrial revenue bonds in the state of Kentucky. Traditionally, industrial revenue bonds have been used as an economic development tool in the state to attract desirable businesses, including business in the bourbon industry, and have allowed a 15 to 40 year real property tax abatement on the Company's renovated and newly-constructed warehouse buildings and distilleries in Kentucky. As of December 31, 2025, approximately \$50,000 of the Company's facilities in Nelson County Kentucky and approximately \$39,300 of the Company's facilities in Williamstown, Kentucky were financed with industrial revenue bonds. The city then leased the facilities back to the Company under a capital lease, the terms of which provide for the payment of basic rent in an amount sufficient to pay principal and interest on the bonds. The Company's obligation to pay rent under the lease is in the same amount and due on the same date as the obligation to pay debt service on the bonds which the Company holds. The lease permits the Company to present the bonds at any time for cancellation, upon which our obligation to pay basic rent would be canceled. At the bonds' maturity the facilities will revert to the Company without costs. If the Company were to present the bonds for cancellation prior to maturity, a nominal fee could be incurred. The Company may not be able to use industrial revenue bonds in the future due to legislative, regulatory, and related changes in the state of Kentucky.

The Company recorded the land and building assets as property, plant, and equipment, net, on its Consolidated Balance Sheets under a capital lease. The lease payment on the facilities is sufficient to pay principal and interest on the bonds. Because the Company owns all of the outstanding bonds, has a legal right to set-off, and intends to set-off the corresponding lease and interest payment, the Company netted the capital lease obligation with the bond asset and, in turn, reflected no amount for the obligation or the corresponding asset on its Consolidated Balance Sheets at December 31, 2025 and 2024.

Contingencies. The Company and its subsidiaries are, from time to time, a party to legal and regulatory proceedings arising in the ordinary course of business. The Company accrues estimated costs for a contingency when management believes that a loss is probable and can be reasonably estimated.

On December 16, 2024, a putative securities class action, captioned Operating Engineers Construction Industry Miscellaneous Pension Fund v. MGP Ingredients, Inc. et al., was filed in the United States District Court for the Southern District of New York against the Company, two of its former Chief Executive Officers and its current Chief Financial Officer (the "Operating Engineers Action"). The Operating Engineers Action was brought on behalf of a putative class who acquired publicly traded MGP common stock between May 4, 2023 and October 30, 2024. On February 13, 2025, a second putative securities class action, captioned Bronstein v. MGP Ingredients, Inc. et al., was filed in the United States District Court for the Southern District of New York against the same defendants (the "Bronstein Action"). The Bronstein Action was brought on behalf of a putative class who acquired publicly traded MGP securities between May 4, 2023 and October 30, 2024. Both actions assert securities fraud claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder, in connection with statements made in the Company's quarterly earnings releases and on earnings calls during the alleged class period. The Operating Engineers Action and Bronstein Action have been consolidated and transferred to the United States District Court for the District of Kansas, now captioned In re MGPI Ingredients, Inc. Securities Litigation. Lead Plaintiffs filed an Amended Complaint on May 15, 2025, which Defendants moved to dismiss on July 15, 2025. The Company believes there are substantial defenses to the claims asserted and intends to defend the lawsuit vigorously.

On January 23, 2025, a putative derivative lawsuit captioned Sebald v. Colo, et al., Case No. 2:25-cv-02034, was filed in the United States District Court for the District of Kansas against two of the Company's former Chief Executive Officers, its current Chief Financial Officer, and the members of its Board of Directors (the "Sebald Action"). On March 17, 2025, a second putative derivative lawsuit captioned Reid v. Bratcher, et al., Case No. 2:25-cv-02127, was filed in the United States District

Court for the District of Kansas against the same defendants (the “Reid Action”). On July 1, 2025, the respective plaintiffs in these cases filed a consolidated amended complaint (the “Consolidated Action”). On May 15, 2025, a third putative derivative lawsuit captioned Kruitwagen v. Bratcher, et al., Case No. 2:25-cv-02262, was filed in the United States District Court for the District of Kansas against the same defendants as in the Consolidated Action (the “Kruitwagen Action”). The Company is a “Nominal Defendant” in the lawsuits, which reflects the fact that the lawsuits are maintained by the respective named plaintiffs on behalf of the Company and that the plaintiffs seek damages on the Company’s behalf. The complaints allege, among other things, that the defendants breached their fiduciary duties and violated federal securities laws by causing the Company to make false and/or misleading statements and/or omissions in public filings during the class period alleged in the securities action and also allege breaches of fiduciary duties by failing to maintain internal controls. The complaints also allege breaches of fiduciary duties by seeking shareholder approval of an equity incentive plan, and causing the Company to repurchase its own stock at artificially inflated prices. The complaints bring additional claims for unjust enrichment, abuse of control, gross mismanagement, aiding and abetting breaches of fiduciary duties, and waste of corporate assets and seek indemnity and contribution from the named current and former officers. On July 24, 2025 and July 28, 2025, the Court entered orders staying the Consolidated Action and the Kruitwagen Action, respectively, pending an outcome on the motion to dismiss filed in the putative securities class action. The defendants believe there are substantial defenses to the claims asserted and intend to defend the lawsuits vigorously.

NOTE 12: EMPLOYEE BENEFIT PLANS

401(k) Plans. The Company has established 401(k) plans covering all U.S. employees after certain eligibility requirements are met. Amounts charged to operations for employer contributions related to the plans totaled \$2,820, \$2,836, and \$2,810 for 2025, 2024, and 2023, respectively.

Post-Employment Benefits. The Company sponsors life insurance coverage as well as medical benefits, including prescription drug coverage, to certain retired employees and their spouses. In 2014, the Company made a change to the plan to terminate post-employment health care and life insurance benefits for retirees and employees, except for a specified grandfathered group. As of December 31, 2025 the total current and non-current benefit obligations are immaterial.

Share-Based Compensation Plans. The Company has one equity-based compensation plan, the 2024 Equity Incentive Plan (the “2024 Plan”), which was approved by the stockholders of the Company in May 2024. The 2024 Plan initially authorized 1,319,320 shares for issuance, subject to the adjustment and add-back provision of the 2024 Plan. The 2024 Plan provides for the awarding of stock options, stock appreciation rights, shares of restricted stock, RSUs, performance stock units (“PSUs”), and other stock-based awards for executive officers and other employees, as well as non-employee directors and certain consultants and advisors. As of December 31, 2025, 907,717 shares remain available for issuance under the 2024 Plan, with PSUs counted at the target level established on the award’s grant date.

The Consolidated Statements of Income (Loss) for 2025, 2024, and 2023 reflect total share-based compensation costs and director fees for awarded grants of \$4,704, \$4,016, and \$5,425, respectively, related to these 2024 Plans and predecessor equity compensation plans. Compensation expense related to share-based compensation arrangements is based on the market price of the stock on the date the Board of Directors communicates the approved award and is amortized over the vesting period of the restricted stock award.

Stock Options. Nonqualified stock options are granted with an exercise price equal to the closing price per share of the Company’s Common Stock on the grant date. Nonqualified stock options generally vest and become exercisable two years from the grant date, and expire ten years following the grant date. The fair value of each stock option award is estimated using a Black-Scholes-Merton model and is expensed on a straight line basis over the vesting period, which is generally two years.

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The following table presents the weighted average fair value of stock options granted and the weighted average assumptions used in the Black-Scholes-Merton model for stock options granted in 2025:

	<u>Year Ended December 31,</u>	
	<u>2025</u>	
Grant-date fair value	\$	11.97
Expected term ⁽¹⁾		6 years
Expected volatility ⁽²⁾		46.3 %
Risk-free interest rate ⁽³⁾		3.8 %
Expected dividend yield ⁽⁴⁾		1.7 %

(1) The expected term equals the average of the vesting period and the contractual life.

(2) The expected volatility is based on the historical volatility levels of the Company's Common Stock.

(3) The risk free interest rate for the period matching the expected term of the stock options is based on the U.S. Treasury yield curve for constant maturities.

(4) The dividend yield is the calculated yield on the closing market price per share of the Company's Common Stock on the grant date.

The following table presents stock option activity during 2025:

	<u>Number of Options</u>	<u>Weighted Average Exercise Price</u>
Outstanding as of January 1, 2025	—	\$ —
Granted	138,310	28.54
Outstanding as of December 31, 2025	<u>138,310</u>	<u>\$ 28.54</u>
Exercisable as of December 31, 2025	—	

As of December 31, 2025, the weighted average remaining contractual life for the outstanding stock options was 1.6 years.

Restricted Stock Units. RSU awards are based on service and generally vest over a three year period from the date of the grant. The following table presents the summary of unvested RSUs under the Company's share-based compensation plans for 2025, 2024, and 2023:

	<u>Year Ended December 31,</u>					
	<u>2025</u>		<u>2024</u>		<u>2023</u>	
	<u>Units</u>	<u>Weighted Average Grant-Date Fair Value</u>	<u>Units</u>	<u>Weighted Average Grant-Date Fair Value</u>	<u>Units</u>	<u>Weighted Average Grant-Date Fair Value</u>
Unvested balance at beginning of year	243,007	\$ 84.29	226,410	\$ 77.56	179,538	\$ 65.11
Granted	136,644	30.90	115,411	84.90	71,728	96.87
Forfeited	(7,796)	75.16	(16,872)	86.88	(2,264)	81.76
Vested	(105,776)	75.78	(81,942)	66.04	(22,592)	39.47
Unvested balance at end of year	<u>266,079</u>	<u>\$ 60.52</u>	<u>243,007</u>	<u>\$ 84.29</u>	<u>226,410</u>	<u>\$ 77.56</u>

During 2025, 2024, and 2023, the total grant date fair value of RSU awards vested was \$8,016, \$5,411, and \$892, respectively. As of December 31, 2025, there was \$4,160 of total estimated unrecognized compensation costs (net of estimated forfeitures) related to granted RSU awards. These costs are expected to be recognized over a weighted average period of approximately 1.6 years.

Upon their vesting, the Company purchased RSUs from employees to cover associated withholding taxes. Total treasury stock purchases added 31,631 shares for \$1,035 in 2025; 25,521 shares for \$2,185 in 2024; and 8,437 shares for \$801 in 2023.

Performance Stock Units. PSU awards are based on service and the satisfaction of certain performance metrics. The performance metrics for PSUs granted in 2025 are adjusted operating income, adjusted earnings before interest, taxes, depreciation, and amortization ("EBITDA"), and adjusted basic EPS for 2025. The PSUs generally have a vesting period of

three years and the actual number of shares to be awarded upon vesting can range between 0 percent to 200 percent of the target award, based upon the achievement of the performance metrics.

The following table presents the summary of unvested PSUs under the Company’s share-based compensation plans for 2025:

	Year Ended December 31,	
	2025	
	Units	Weighted Average Grant-Date Fair Value
Unvested balance at beginning of year	—	\$ —
Granted	149,308	29.98
Forfeited	(5,840)	31.43
Unvested balance at end of year	<u>143,468</u>	<u>\$ 29.92</u>

As of December 31, 2025, there was \$3,100 of total estimated unrecognized compensation costs (net of estimated forfeitures) related to granted PSU awards. These costs are expected to be recognized over a weighted average period of approximately 2.4 years.

Annual Cash Incentive Plan. Pursuant to the Company’s Short-Term Incentive Plan (the “STI Plan”), short-term incentive compensation is dependent on the achievement of certain performance metrics. The degree of achievement of each financial performance metric for each plan year is calculated in accordance with the STI Plan, which allows for adjustments to eliminate unusual items. For 2025, 2024, and 2023, the financial performance metrics were adjusted operating income, adjusted EBITDA, and adjusted EPS. Amounts expensed under the STI Plan totaled \$8,750 and \$13,443 for 2025 and 2023, respectively. There were no amounts expensed under the STI Plan for 2024.

Deferred Compensation Plan. The Company established an unfunded Executive Deferred Compensation Plan (the “EDC Plan”) effective as of June 30, 2018, with a purpose to attract and retain highly-compensated key employees by providing participants with an opportunity to defer receipt of a portion of their salary, bonus, and other specified compensation. The Company’s obligations under this plan will change in conjunction with the performance of the participants’ investments, along with contributions to and withdrawals from the plan. Realized and unrealized gains (losses) on the EDC plan investments were insignificant and were included as a component of operating income in the Company’s Consolidated Statements of Income (Loss), because the Company’s deferred compensation investments consist of mutual funds that are considered trading securities.

Plan investments are classified as Level 1 in the fair value hierarchy since the investments trade with sufficient frequency and volume to enable the Company to obtain pricing information on an ongoing basis. The current portion of the EDC Plan deferrals is comprised of estimated amounts to be paid within one year depending on timing of planned disbursements. At December 31, 2025 and 2024, the EDC Plan investments were \$2,236 and \$3,653, respectively, which were recorded in other assets on the Company’s Consolidated Balance Sheets. The EDC Plan current liabilities were \$585 and \$1,520 at December 31, 2025 and 2024, respectively, and were included in accrued expenses and other on the Company’s Consolidated Balance Sheets. The EDC Plan non-current liabilities were \$1,651 and \$2,132 as of December 31, 2025 and 2024, respectively, which were recorded in Other non-current liabilities on the Company’s Consolidated Balance Sheets.

NOTE 13: CONCENTRATIONS AND RELATED PARTIES

Significant customers. For 2025, one customer of the Branded Spirits segment accounted for approximately 16 percent of consolidated sales and one customer of the Ingredient Solutions segment accounted for approximately 14 percent of consolidated sales. For 2024, one customer of the Branded Spirits segment accounted for approximately 13 percent of consolidated sales and one customer of the Ingredient Solutions segment accounted for approximately 12 percent of consolidated sales. For 2023, the Company had sales to one customer that accounted for approximately 11 percent of consolidated sales. During the years 2025, 2024, and 2023, the Company’s ten largest customers accounted for approximately 54 percent, 53 percent, and 44 percent of consolidated sales, respectively.

Significant suppliers. For 2025, the Company had purchases from two suppliers that approximated 19 percent of consolidated purchases. In addition, the Company’s ten largest suppliers accounted for approximately 44 percent of consolidated purchases.

For 2024, the Company had purchases from two suppliers that approximated 25 percent of consolidated purchases. In addition, the Company's ten largest suppliers accounted for approximately 57 percent of consolidated purchases.

For 2023, the Company had purchases from two grain suppliers that approximated 20 percent of consolidated purchases. In addition, the Company's ten largest suppliers accounted for approximately 51 percent of consolidated purchases.

Related Parties. For the years ended December 31, 2025, 2024, and 2023 the Company purchased \$22,866, \$26,345, and \$41,520, respectively, of finished goods from LMX and bulk beverage alcohol from the other 50 percent owner of DGL. The Company holds 50 percent interest in DGL and Agricola, which is accounted for as equity method investments. See Note 1, Nature of Operations and Summary of Significant Accounting Policies.

The Company leased bottling and warehousing facilities in St. Louis, Missouri from Kemper-Themis, L.L.C. ("Kemper"), which was owned by Donn Lux, a member of the Company's Board of Directors. On October 31, 2023, the Company's Audit Committee and Board of Directors approved the purchase of the Kemper bottling and warehousing facilities from Kemper for \$9,000. The purchase and sales agreement was entered into by both parties subsequent to Board approval and the transaction closed in February 2024. The transaction was entered into at fair value based on two independent appraisers' valuation; therefore, the transaction is deemed to have been conducted at an arm's length.

NOTE 14: OPERATING SEGMENTS

At December 31, 2025, the Company had three segments: Branded Spirits, Distilling Solutions, and Ingredient Solutions. The Company's operating segments are based on the financial information the chief operating decision maker uses to allocate resources and evaluate performance of the business. During the year ended December 31, 2025, the chief operating decision maker was the Company's Chief Executive Officer. The Branded Spirits segment consists of a portfolio of high quality branded spirits which are produced through the distilleries and bottling facilities. The Distilling Solutions segment consists of food grade alcohol (primarily brown goods) and distillery co-products, such as distillers feed (commonly called dried distillers grain in the industry). The Distilling Solutions segment also includes warehouse services, such as barrel put away, barrel storage, and barrel retrieval services. The Ingredient Solutions segment consists of specialty starches and proteins as well as commodity starches and proteins. Intersegment sales and transfers are recorded at cost and are treated as a transfer of inventory. All intercompany revenues are eliminated in consolidation and are not reviewed when evaluating segment performance.

Operating income for each segment is based on sales less identifiable operating expenses. The CODM used the operating income to evaluate the segment profitability and to assess the actual results compared to the budget. Non-direct selling, general, and administrative expenses ("SG&A"), non-direct advertising and promotion expense, interest expense, and other general miscellaneous expenses are classified as Corporate. Receivables, inventories, and equipment have been identified with the segments to which they relate. All other assets are considered as Corporate.

The following tables present summarized financial information for each segment:

	Year Ended December 31, 2025				
	Branded Spirits	Distilling Solutions	Ingredient Solutions	Corporate	Total
Sales ^(a)	\$ 232,941	\$ 181,400	\$ 122,034	\$ —	\$ 536,375
Cost of Goods Sold	117,621	112,798	106,547	—	336,966
Gross Profit	115,320	68,602	15,487	—	199,409
Advertising and promotion expense	29,231	696	1,036	120	31,083
SG&A expense	35,647	2,827	3,937	42,408	84,819
Goodwill and indefinite-lived intangible asset impairment	152,622	—	—	—	152,622
Change in fair value of contingent consideration	25,500	—	—	—	25,500
Operating income (loss)	\$ (127,680)	\$ 65,079	\$ 10,514	\$ (42,528)	\$ (94,615)
Depreciation and amortization	\$ 8,607	\$ 8,177	\$ 5,899	\$ 1,403	\$ 24,086
	Year Ended December 31, 2024				
	Branded Spirits	Distilling Solutions	Ingredient Solutions	Corporate	Total
Sales ^(a)	\$ 240,816	\$ 332,204	\$ 130,605	\$ —	\$ 703,625
Cost of Goods Sold	122,620	190,277	104,411	—	417,308
Gross Profit	118,196	141,927	26,194	—	286,317
Advertising and promotion expense	36,909	1,352	1,714	533	40,508
SG&A expense	39,711	2,970	3,949	34,761	81,391
Impairment of long-lived assets and other	—	137	—	—	137
Goodwill impairment	73,755	—	—	—	73,755
Change in fair value of contingent consideration	16,100	—	—	—	16,100
Operating income (loss)	\$ (48,279)	\$ 137,468	\$ 20,531	\$ (35,294)	\$ 74,426
Depreciation and amortization	\$ 8,035	\$ 7,893	\$ 4,711	\$ 1,350	\$ 21,989
	Year Ended December 31, 2023				
	Branded Spirits	Distilling Solutions	Ingredient Solutions	Corporate	Total
Sales ^(a)	\$ 253,933	\$ 450,854	\$ 131,736	\$ —	\$ 836,523
Cost of Goods Sold	141,152	305,890	84,769	—	531,811
Gross Profit	112,781	144,964	46,967	—	304,712
Advertising and promotion expense	34,463	1,127	2,400	223	38,213
SG&A expense	37,389	2,301	3,838	47,867	91,395
Impairment of long-lived assets and other	—	19,391	—	—	19,391
Change in fair value of contingent consideration	7,100	—	—	—	7,100
Operating income (loss)	\$ 33,829	\$ 122,145	\$ 40,729	\$ (48,090)	\$ 148,613
Depreciation and amortization	\$ 6,952	\$ 11,833	\$ 2,574	\$ 754	\$ 22,113

(a) Sales from foreign sources totaled \$36,497, \$36,240, and \$49,822 for the years ended December 31, 2025, 2024, and 2023, respectively, and are largely derived from the United Kingdom, Japan, Canada, Mexico, and Australia. The balance of total sales is from domestic sources.

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The following table allocates assets to each segment as of:

	December 31,	
	2025	2024
Identifiable Assets		
Branded Spirits	\$ 734,459	\$ 862,458
Distilling Solutions	342,449	382,432
Ingredient Solutions	133,807	132,003
Corporate	25,149	28,892
Total ^(a)	<u>\$ 1,235,864</u>	<u>\$ 1,405,785</u>

(a) As of December 31, 2025 and 2024, the Company had \$5,120 and \$4,042, respectively, of long-lived assets located in Northern Ireland.

NOTE 15: SUPPLEMENTAL CASH FLOW INFORMATION

	Year Ended December 31,		
	2025	2024	2023
Non-cash investing and financing activities:			
Purchase of property, plant, and equipment in accounts payable	\$ 3,989	\$ 17,590	\$ 15,610
Additional cash payment information:			
Interest paid	9,417	10,569	9,241
Income taxes paid	10,659	36,068	35,144

See Note 10, Leases for operating lease supplemental cash flow information.

NOTE 16: SUBSEQUENT EVENTS

Dividend Declaration. On February 25, 2026, the Company announced a quarterly dividend payable to stockholders of record of the Company's Common Stock, resulting in dividend equivalents payable to RSU holders, of \$0.12 per share and per RSU. The dividend and dividend equivalents are payable on March 27, 2026, to stockholders of record and RSU holders as of March 13, 2026.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (as amended, the "Exchange Act")) as of December 31, 2025. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our current disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

REPORT ON INTERNAL CONTROLS

Management's Report on Internal Control Over Financial Reporting and our independent registered public accounting firm's attestation report on our internal control over financial reporting can be found under *Item 8. Financial Statements and Supplementary Data*.

CHANGES IN INTERNAL CONTROLS

There have been no changes in our internal control over financial reporting required by Exchange Act Rule 13a-15 that occurred during 2025 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Director and Officer Trading Arrangements. During the quarter ended December 31, 2025, none of our directors or officers adopted, modified, or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangements" (each as 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

Incorporated by reference to the information under *Part I—Item 1—Information about our Executive Officers* in this Report and under *Board of Directors—Board Nominees for Election; Corporate Governance—Director Nomination Process; Corporate Governance—Audit Committee; Compensation Discussion and Analysis—Insider Trading Policy and Prohibition on Hedging, Pledging, and Short Sales and Delinquent Section 16(a) Reports* of the Proxy Statement.

The Company has adopted a code of conduct (ethics) that applies to all its employees, including the principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions. A current copy is available on the Company's website at www.mgpingredients.com. The Company intends to disclose any changes in, or waivers from, this code of conduct by posting such information on the same website or by filing a Current Report on Form 8-K, in each case to the extent such disclosure is required by applicable rules.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference to the information under *Corporate Governance—Compensation Committee Interlocks and Insider Participation; Compensation Discussion and Analysis; Human Resources and Compensation Committee Report; Compensation Tables; Chief Executive Officer Pay Ratio; and Director Compensation* of the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Incorporated by reference to the information under *Principal Stockholders and Compensation Tables—Equity Plan Information* of the Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Incorporated by reference to the information under *Corporate Governance—Board Role, Independence, Board and Committee Meetings, and Attendance and Related Transactions* of the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Incorporated by reference to the information under *Audit Matters* of the Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following financial statements are filed as part of this Report:

- Management’s Report on Internal Control over Financial Reporting.
- Report of Independent Registered Public Accounting Firm on the Consolidated Financial Statements and Internal Control over Financial Reporting (Audit Firm: KPMG LLP, Kansas City, Missouri Audit Firm ID 185).
- Consolidated Statements of Income (Loss) – Years Ended December 31, 2025, 2024, and 2023.
- Consolidated Statements of Comprehensive Income (Loss) – Years Ended December 31, 2025, 2024, and 2023.
- Consolidated Balance Sheets - December 31, 2025 and 2024.
- Consolidated Statements of Cash Flows – Years Ended December 31, 2025, 2024, and 2023.
- Consolidated Statements of Changes in Stockholders’ Equity – Years Ended December 31, 2025, 2024, and 2023.
- Notes to Consolidated Financial Statements - Years Ended December 31, 2025, 2024, and 2023.

(b) Financial Statement Schedules:

We have omitted all other schedules for which provision is made in the applicable accounting regulations of the SEC either because they are not required under the related instructions, because the information required is included in the consolidated financial statements and notes thereto, or because they do not apply.

(c) The exhibits required by Item 601 of Regulation S-K are set forth in the Exhibit Index below.

EXHIBIT LIST

3.1.1	Amended Articles of Incorporation of MGP Ingredients, Inc. (Incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed January 5, 2012).
3.1.2	Certificate of Amendment to Articles of Incorporation of MGP Ingredients, Inc., dated May 22, 2014 (Incorporated by reference to Exhibit A of the Company's Proxy Statement on Schedule 14A filed April 21, 2014)
3.2	Amended and Restated Bylaws of MGP Ingredients, Inc., dated December 11, 2025 (Incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed December 16, 2025)
4.1	Credit Agreement between MGP Ingredients, Inc. and Wells Fargo Bank, National Association, dated February 14, 2020 (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed February 18, 2020)
4.2	Amendment No. 1 to Credit Agreement between MGP Ingredients, Inc. and Wells Fargo Bank, National Association, dated January 25, 2021 (Incorporated by reference to Exhibit 4.3 of the Company's Annual Report on Form 10-K filed February 25, 2021)
4.3	Amendment No. 2 to Credit Agreement between MGP Ingredients, Inc. and Wells Fargo Bank, National Association, dated May 14, 2021 (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed May 20, 2021)
4.4	Amendment No. 3 to Credit Agreement between MGP Ingredients, Inc. and Wells Fargo Bank, National Association, dated August 31, 2022 (Incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q filed November 3, 2022)
4.5	Amended and Restated Credit Agreement among MGP Ingredients, Inc., Wells Fargo Bank, National Association, and the other lenders and parties thereto, dated April 24, 2025 (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed April 29, 2025)
4.6*	Amendment No. 1 to Amended and Restated Credit Agreement Credit Agreement between MGP Ingredients, Inc. and Wells Fargo Bank, National Association, and the other lenders and parties thereto, dated February 20, 2026
4.7	Note Purchase and Private Shelf Agreement between MGP Ingredients, Inc., PGIM, Inc., and certain purchasers affiliated with PGIM, Inc., dated August 23, 2017 (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed on August 24, 2017)
4.8	Amendment to Note Purchase and Private Shelf Agreement between MGP Ingredients, Inc., PGIM, Inc., and certain purchasers affiliated with PGIM, Inc., dated February 14, 2020 (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed February 18, 2020)
4.9	Second Amendment to Note Purchase and Private Shelf Agreement between MGP Ingredients, Inc. and certain noteholders affiliated with PGIM, Inc., dated September 30, 2020 (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed October 2, 2020)
4.10	Third Amendment to Note Purchase and Private Shelf Agreement between MGP Ingredients, Inc. and certain noteholders affiliated with PGIM, Inc., dated January 25, 2021 (Incorporated by reference to Exhibit 4.7 of the Company's Annual Report on Form 10-K filed February 25, 2021)
4.11	Fourth Amendment to Note Purchase and Private Shelf Agreement between MGP Ingredients, Inc. and certain noteholders affiliated with PGIM, Inc., dated May 14, 2021 (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed May 20, 2021)
4.12	Fifth Amendment to Note Purchase and Private Shelf Agreement, dated August 31, 2023, among MGP Ingredients, Inc. and certain note holders affiliated with PGIM, Inc. (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed September 6, 2023)
4.13	Sixth Amendment to Note Purchase and Private Shelf Agreement between MGP Ingredients, Inc. and certain noteholders affiliated with PGIM, Inc., dated April 24, 2025 (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed April 29, 2025)
4.14	Notice of Shelf Notes Upsize Authorization, dated July 29, 2021 between PGIM, Inc. and MGP Ingredients, Inc. (Incorporated by reference to Exhibit 10.8 of the Company's Quarterly Report on Form 10-Q filed August 4, 2021)
4.15*	Seventh Amendment to Note Purchase and Private Shelf Agreement, dated February 20, 2026, among MGP Ingredients, Inc. and certain note holders affiliated with PGIM, Inc.
4.16	Indenture, dated November 16, 2021, among MGP Ingredients, Inc., the subsidiary guarantors and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed November 16, 2021)
4.17	Form of 1.875% Convertible Senior Note due 2041 (included as Exhibit A to Exhibit 4.12 above)
4.18	Description of Registrant's Securities (incorporated by reference to the Exhibit 4.13 of the Company's Annual Report on Form 10-K filed February 23, 2023)
10.1+	MGP Ingredients, Inc. 2014 Equity Incentive Plan (as amended and restated) (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed May 20, 2016)
10.2+	MGP Ingredients, Inc. 2024 Equity Incentive Plan (Incorporated by reference to Appendix A of the Company's Proxy Statement on Schedule 14A filed April 9, 2024)
10.3+	MGPI Processing, Inc. Executive Deferred Compensation Plan (Incorporated by reference to Exhibit 10.1 of the Company's Annual Report on Form 10-K filed February 27, 2019)

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10.4+	Employment Agreement between David J. Colo and MGP Ingredients, Inc. entered into February 7, 2020 (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed February 11, 2020)
10.5+	Employment Agreement between David Bratcher and MGP Ingredients, Inc. dated October 31, 2023 (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed November 2, 2023)
10.6+	Offer Letter between Julie Francis and MGP Ingredients, Inc. dated as of July 18, 2025 (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed July 21, 2025)
10.7+	Retirement and Transition Agreement between David J. Colo and MGP Ingredients, Inc. dated October 31, 2023 (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed November 2, 2023)
10.8	Shareholders Agreement, dated as of April 1, 2021, by and among MGP Ingredients, Inc. and certain shareholders of MGP Ingredients, Inc. (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed April 1, 2021)
10.9	Registration Rights Agreement, dated as of April 1, 2021, by and among MGP Ingredients, Inc. and certain shareholders of MGP Ingredients, Inc. (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed April 1, 2021)
10.10	Noncompetition and Nonsolicitation Agreement dated January 22, 2021 between Donn S. Lux and MGP Ingredients, Inc. (Incorporated by reference to Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q filed August 4, 2021)
10.11+	Amended and Restated Executive Severance Plan dated May 25, 2022 (Incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed August 4, 2022)
10.12+	Form of Agreement as to Award of Restricted Stock Units Granted Under the 2014 Equity Incentive Plan (Incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q filed May 5, 2021)
10.13+	Form of Agreement as to Award of Restricted Stock Units Granted Under the 2014 Equity Incentive Plan (cliff vesting) (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 20, 2022)
10.14+	Form of Agreement as to Award of Restricted Stock Units Granted Under the 2014 Equity Incentive Plan (3-year pro rata vesting) (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed December 20, 2022)
10.15+	Form of Amendment to Restricted Stock Unit Award Agreement (Incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed December 20, 2022)
10.16 +	Form of Agreement as to Award of Restricted Stock Units Granted Under the 2014 Equity Incentive Plan (3-year pro rata vesting) (Incorporated by reference to Exhibit 10.19 of the Company's Annual Report on Form 10-K filed February 2, 2024)
10.17+	Form of Restricted Stock Unit Award Agreement under the 2024 Equity Incentive Plan (Incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed December 20, 2024)
10.18+	MGP Ingredients, Inc. Short Term Incentive Plan (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed February 13, 2025)
10.19+	Form of Non-Employee Director Restricted Stock Unit Agreement under the 2024 Equity Incentive Plan (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed April 16, 2025)
10.20+	RSU Award Agreement (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed March 13, 2025)
10.21+	PSU Award Agreement (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed March 13, 2025)
10.22+	Form of Non-Qualified Stock Option Agreement between Julie Francis and MGP Ingredients, Inc. (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed July 21, 2025)
10.23+	Letter agreement relating to additional severance benefits, dated June 27, 2022, between the Company and David Bratcher (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed June 30, 2022)
10.24+	Transition Agreement, dated December 19, 2024, between the Company and David Bratcher (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed December 20, 2024)
10.25+	Interim Service Agreement, dated December 19, 2024, between the Company and Brandon Gall (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 20, 2024)
10.26+	Transition Agreement, dated April 23, 2024, between the Company and Curtis Landherr (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed April 26, 2024)
19	Insider Trading Policy (incorporated by reference to Exhibit 19 of the Company's Annual Report on Form 10-K as filed February 26, 2025)
21*	Subsidiaries of the Company
23.1*	Consent of KPMG, LLP, Independent Registered Public Accounting Firm
24*	Powers of Attorney executed by all officers and directors of the Company who have signed this report on Form 10-K (Incorporated by reference to the signature pages of this report)
31.1*	CEO Certification pursuant to Rule 13a-14(a)

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31.2*	CFO Certification pursuant to Rule 13a-14(a)
32.1**	CEO Certification furnished pursuant to Rule 13a-14(b) and 18 U.S.C. 1350
32.2**	CFO Certification furnished pursuant to Rule 13a-14(b) and 18 U.S.C. 1350
97	Compensation Clawback Policy for Section 16 Officers (Incorporated by reference to Exhibit 97 of the Company's Annual Report on Form 10-K filed on February 23, 2024)
101	The following financial information from MGP Ingredients, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025, formatted in iXBRL (Inline Extensible Business Reporting Language) includes: (i) Consolidated Balance Sheets as of December 31, 2025 and December 31, 2024, and (ii) Consolidated Statements of Income (Loss), (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statements of Changes in Stockholders' Equity, (v) Consolidated Statements of Cash Flows (and in the case of (ii), (iii), (iv) and (v)) for the years ended December 31, 2025, December 31, 2024, and December 31, 2023, and (vi) the Notes to the Consolidated Financial Statements.
104	Cover Page Interactive Data File - formatted in iXBRL (Inline Extensible Business Reporting Language) and contained in Exhibit 101

+ Management contract or compensatory plan or arrangement

* Filed herewith

** Furnished herewith

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to 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.

MGP INGREDIENTS, INC.

Date: February 25, 2026

By /s/ Julie Francis
Julie Francis, President and Chief Executive Officer

Date: February 25, 2026

By /s/ Brandon M. Gall
Brandon M. Gall, Chief Financial Officer

POWER OF ATTORNEY

Know all people by these presents, that each person whose signature appears below constitutes and appoints Julie Francis, Brandon M. Gall and Kathleen Molamphy, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any amendments to this annual report on Form 10-K, and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person, hereby confirming all that said attorneys-in-fact and agents or either of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 Company and in the capacities indicated on February 25, 2026.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Julie Francis</u> Julie Francis	President and Chief Executive Officer (Principal Executive Officer) and Director	February 25, 2026
<u>/s/ Brandon M. Gall</u> Brandon M. Gall	Brandon M. Gall, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 25, 2026
<u>/s/ Thomas A. Gerke</u> Thomas A. Gerke	Director	February 25, 2026
<u>/s/ Gerardo I. Lopez</u> Gerardo I. Lopez	Director	February 25, 2026
<u>/s/ Jennifer Lowry</u> Jennifer Lowry	Director	February 25, 2026
<u>/s/ Donn Lux</u> Donn Lux	Director	February 25, 2026
<u>/s/ Lori S. Mingus</u> Lori S. Mingus	Director	February 25, 2026
<u>/s/ Kevin S. Rauckman</u> Kevin S. Rauckman	Director	February 25, 2026
<u>/s/ Martin Roper</u> Martin Roper	Director	February 25, 2026
<u>/s/ Todd B. Siwak</u> Todd B. Siwak	Director	February 25, 2026

AMENDMENT NO. 1 TO AMENDED AND RESTATED CREDIT AGREEMENT

This AMENDMENT NO. 1 TO AMENDED AND RESTATED CREDIT AGREEMENT dated as of February 20, 2026 (this “Amendment”), is among MGP INGREDIENTS, INC. a Kansas corporation (the “Borrower”), EACH OF THE UNDERSIGNED SUBSIDIARIES OF THE BORROWER (each a “Guarantor” and collectively, the “Guarantors”), WELLS FARGO BANK, NATIONAL ASSOCIATION as Administrative Agent (in such capacity, the “Administrative Agent”) and the Lenders (as defined below) party hereto.

RECITALS:

A. The Borrower, the Administrative Agent and the lenders from time to time party thereto (the “Lenders”) have entered into an Amended and Restated Credit Agreement dated as of April 24, 2025 (as in effect on the date hereof, the “Existing Credit Agreement”; and the Existing Credit Agreement as amended by this Amendment, the “Credit Agreement”). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Credit Agreement.

B. The Guarantors have entered into an Amended and Restated Guaranty Agreement dated of even date with the Credit Agreement (the “Subsidiary Guaranty Agreement”) in favor of the Administrative Agent and other Secured Parties and various Security Documents.

C. The Borrower has requested that the Administrative Agent and Lenders amend certain provisions of the Existing Credit Agreement.

D. Subject to the terms and conditions set forth below, the Administrative Agent and Lenders party hereto are willing to so amend the Existing Credit Agreement.

In furtherance of the foregoing, the parties agree as follows:

Section 1. AMENDMENTS. Subject to the covenants, terms and conditions set forth herein and in reliance upon the representations and warranties set forth herein and in the documents delivered in connection herewith, on the Amendment Effective Date (as defined below), the parties hereto acknowledge and agree that:

(a) Section 1.1 of the Existing Credit Agreement is hereby amended to add the following new definition in alphabetical order therein:

“Penelope Acquisition” means that certain acquisition by Luxco, Inc. on May 31, 2023 of the Equity Interests of Penelope Bourbon LLC, a Delaware limited liability company, in accordance with the Equity Purchase Agreement, dated as of May 5, 2023, among Luxco, Inc., Penelope Bourbon LLC and the other parties party thereto.

(b) Section 8.1(a) of the Existing Credit Agreement is hereby amended to (i) delete the red or green stricken text (indicated textually in the same manner as the following examples: ~~stricken text~~ and ~~stricken text~~) and (ii) to add the blue or green double-underlined text (indicated textually in the same manner as the following examples: double-underlined text and double-underlined text) as set forth below:

(a) Consolidated Net Leverage Ratio. Permit the Consolidated Net Leverage Ratio as of the last day of any fiscal quarter (commencing with the fiscal quarter ended March 31, 2025) to be greater than 4.00 to 1.00; provided that (i) if the aggregate

consideration (including any earn-out obligation, purchase price adjustment or other contingent consideration with respect to the Penelope Acquisition) paid in connection with any Permitted Acquisition or the Penelope Acquisition, when taken together with the aggregate consideration for any previous Permitted Acquisitions since the Closing Date (or, in the case of the second Elevated Ratio Period (as defined below) hereunder, since the end of the first Elevated Ratio Period), is in excess of \$25,000,000, then the Borrower shall have the right to elect to increase the maximum permitted Consolidated Net Leverage Ratio required to be maintained by this Section 8.1(a) to 4.50 to 1.00, which such increase shall be applicable (i) with respect to ~~any such~~ Permitted Acquisition (A) that is not a Limited Condition Transaction, for the fiscal quarter in which such acquisition is consummated and the three (3) consecutive quarterly test periods thereafter or ~~(B) with respect to a Permitted Acquisition~~ that is a Limited Condition Transaction, for purposes of determining compliance with this Section 8.1(a) on the LCT Test Date, for the fiscal quarter in which such Permitted Acquisition is consummated and for the three (3) consecutive quarterly test periods after which such Permitted Acquisition is consummated and (ii) solely with respect to the Penelope Acquisition, for the fiscal quarter in which any earn-out obligation, purchase price adjustment or other contingent consideration is paid in connection therewith and the three (3) consecutive quarterly test periods thereafter (each such period, an “Elevated Ratio Period”) so long as (A) there is at least one fiscal quarter end after the end of each Elevated Ratio Period at which the Consolidated Net Leverage Ratio is less than or equal to 4.00 to 1.00, (B) there shall be no more than one Elevated Ratio Period in effect at any given time, and (C) there shall be no more than two Elevated Ratio Periods after the Closing Date. Such election shall be made by the delivery of a written notice by the Borrower to the Administrative Agent making reference to this Section 8.1(a) and notifying the Administrative Agent of the Borrower’s exercise of this right on or prior to the date of the actual or required delivery of a Compliance Certificate for the fiscal quarter in which such acquisition is consummated (or, solely with respect to the Penelope Acquisition, the payment of any earn-out obligation, purchase price adjustment or other contingent consideration paid in connection with the Penelope Acquisition) or, with respect to a Limited Condition Transaction, at the time of election by the Borrower with respect to such Limited Condition Transaction under Section 1.12.

(c) Exhibit F (Form of Compliance Certificate) to the Existing Credit Agreement is hereby amended and restated in its entirety as set forth as Annex A hereto.

The amendments to the Existing Credit Agreement are limited to the extent specifically described herein and no other terms, covenants or provisions of the Existing Credit Agreement or any other Loan Document are intended to be affected hereby.

Section 2. CONDITIONS PRECEDENT. The parties hereto agree that the amendments set forth in Section 1 above shall not be effective until the satisfaction of each of the following conditions precedent (the date on which such conditions are satisfied, the “Amendment Effective Date”):

(a) **Documentation.** The Administrative Agent’s receipt of (i) a counterpart of this Amendment, duly executed and delivered by the Borrower, the Guarantors, and the Required Lenders and (ii) a satisfactory corresponding amendment with respect to the Senior Note Purchase Agreement; and

(b) **Fees and Expenses.** All reasonable and documented fees and expenses of counsel to the Administrative Agent estimated to date shall have been paid in full to the extent invoiced in writing and

delivered to the Borrower prior to the Amendment Effective Date (without prejudice to final settling of accounts for such fees and expenses payable pursuant to Section 11.3 of the Credit Agreement).

Without limiting the generality of the provisions of the last paragraph of Section 10.3 of the Credit Agreement, for purposes of determining compliance with the conditions specified in this Section 2, each Lender that has signed this Amendment shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter required thereunder to be consented to or approved by or acceptable or satisfactory to a Lender unless the Administrative Agent shall have received notice from such Lender prior to the proposed Amendment Effective Date specifying its objection thereto.

Section 3. REPRESENTATIONS AND WARRANTIES.

(a) In order to induce the Administrative Agent and the Lenders party hereto to enter into this Amendment, each Loan Party represents and warrants to the Administrative Agent and the Lenders as follows:

(i) The representations and warranties made by the Loan Parties in Article VI of the Credit Agreement are true and correct in all material respects (except to the extent already subject to a materiality standard in which case such representation or warranty shall be true and correct in all respects) on and as of the date hereof with the same effect as if made on and as of such date, except that (x) to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct in all material respects (except to the extent already subject to a materiality standard in which case such representation or warranty shall be true and correct in all respects) as of such earlier date and (y) the representations and warranties contained in Section 6.5 of the Credit Agreement shall be deemed to refer to the most recent statements furnished pursuant to Sections 7.3(a) and (b) of the Credit Agreement, respectively.

(ii) Since December 31, 2024, no act, event, condition or circumstance has occurred or arisen which, individually or in the aggregate, has had or could reasonably be expected to have a Material Adverse Effect.

(iii) No Default or Event of Default has occurred and is continuing or will exist after giving effect to this Amendment.

(b) In order to induce the Administrative Agent and the Lenders party hereto to enter into this Amendment, the Borrower and each Guarantor represents and warrants to the Administrative Agent and the Lenders that (i) it has the corporate or limited liability company power and authority to execute and deliver this Amendment and the Borrower has the power and authority to perform this Amendment, (ii) it has taken all necessary corporate or limited liability company action to authorize the execution, delivery and performance of this Amendment, (iii) this Amendment has been duly executed and delivered on behalf of such Loan Party, and (iv) this Amendment constitutes a legal, valid and binding obligation of such Loan Party, enforceable against it in accordance with its terms, except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and by general principles of equity.

Section 4. MISCELLANEOUS.

(a) **Ratification and Confirmation of Loan Documents.** Each of the Borrower and each Guarantor hereby consents, acknowledges and agrees to the amendments set forth herein and hereby

confirms and ratifies in all respects the Loan Documents to which such Person is a party (including without limitation, with respect to each Guarantor, the continuation of its payment and performance obligations under the Subsidiary Guaranty Agreement upon and after the effectiveness of the amendments contemplated hereby and, with respect to both the Borrower and each Guarantor, the continuation and extension of the liens granted under the Security Documents to secure the Obligations).

(b) **Fees and Expenses.** The Borrower hereby reconfirms its obligations pursuant to Section 11.3 of the Credit Agreement to pay and reimburse the Administrative Agent in accordance with the terms thereof.

(c) **Headings.** Section and subsection headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose or be given any substantive effect.

(d) **Governing Law; Waiver of Jury Trial.** This Amendment shall be governed by and construed in accordance with the laws of the State of New York, and shall be further subject to the provisions of Sections 11.5 and 11.6 of the Credit Agreement.

(e) **Counterparts.** This Amendment may be executed in any number of counterparts, each of which when executed and delivered shall be deemed to be an original, and all of which when taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page of this Amendment by facsimile or other electronic transmission (including .pdf file) shall be effective as delivery of a manually executed counterpart hereof. The execution and delivery of this Amendment shall be deemed to include electronic signatures on electronic platforms approved by the Administrative Agent, which shall be of the same legal effect, validity or enforceability as delivery of a manually executed signature, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act; provided that, upon the request of any party hereto, such facsimile transmission or electronic mail transmission shall be promptly followed by the original thereof.

(f) **Entire Agreement.** This Amendment, together with all the Loan Documents (collectively, the “Relevant Documents”), sets forth the entire understanding and agreement of the parties hereto in relation to the subject matter hereof and supersedes any prior negotiations and agreements among the parties relating to such subject matter. No promise, condition, representation or warranty, express or implied, not set forth in the Relevant Documents shall bind any party hereto, and no such party has relied on any such promise, condition, representation or warranty. Each of the parties hereto acknowledges that, except as otherwise expressly stated in the Relevant Documents, no representations, warranties or commitments, express or implied, have been made by any party to the other. None of the terms or conditions of this Amendment may be changed, modified, waived or canceled orally or otherwise except in a writing signed by the Administrative Agent and requisite Lenders for such purpose.

(g) **Enforceability.** Should any one or more of the provisions of this Amendment be determined to be illegal or unenforceable as to one or more of the parties hereto, all other provisions nevertheless shall remain effective and binding on the parties hereto.

(h) **Successors and Assigns.** This Amendment shall be binding upon and inure to the benefit of the Borrower, each Guarantor, the Administrative Agent, the Lenders and their respective successors and assigns (subject to Section 11.9 of the Credit Agreement).

[Remainder of page intentionally left blank; signature pages follow]

The following parties have caused this Amendment to be executed as of the date first written above.

BORROWER:

MGP INGREDIENTS, INC., a Kansas corporation

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

GUARANTORS:

MGPI PROCESSING, INC., a Kansas corporation

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

MGPI PIPELINE, INC., a Kansas corporation

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

MGPI OF INDIANA, LLC, a Delaware limited liability company

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

LMX, LLC, a Nevada limited liability company

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

LUXCO, INC., a Missouri corporation

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

MGP Ingredients, Inc.

Signature Page to Amendment No. 1 to Amended and Restated Credit Agreement

ADMINISTRATIVE AGENT, ISSUING LENDER AND LENDERS:

**WELLS FARGO BANK, NATIONAL
ASSOCIATION**, as Administrative Agent

By: /s/ Ken Washington
Name: Ken Washington
Title: Senior Vice President

MGP Ingredients, Inc.
Signature Page to Amendment No. 1 to Amended and Restated Credit Agreement

**WELLS FARGO BANK, NATIONAL
ASSOCIATION**, as Swingline Lender, Issuing Lender and a Lender

By: /s/ Ken Washington
Name: Ken Washington
Title: Senior Vice President

MGP Ingredients, Inc.
Signature Page to Amendment No. 1 to Amended and Restated Credit Agreement

BANK OF AMERICA, N.A., as a Lender

By: /s/ Lucas Bross
Name: Lucas Bross
Title: Senior Vice President

MGP Ingredients, Inc.
Signature Page to Amendment No. 1 to Amended and Restated Credit Agreement

COMPEER FINANCIAL, PCA, as a Lender

By: /s/ Jake Bender

Name: Jake Bender

Title: Director, Capital Markets

MGP Ingredients, Inc.

Signature Page to Amendment No. 1 to Amended and Restated Credit Agreement

FARM CREDIT SERVICES OF AMERICA, PCA, as a Lender

By: /s/ Lisa Caswell

Name: Lisa Caswell

Title: Managing Director Capital Markets

MGP Ingredients, Inc.

Signature Page to Amendment No. 1 to Amended and Restated Credit Agreement

AGFIRST FARM CREDIT BANK, as a Lender

By: /s/ Sarah E. Burton

Name: Sarah E. Burton

Title: SVP

MGP Ingredients, Inc.

Signature Page to Amendment No. 1 to Amended and Restated Credit Agreement

FARM CREDIT MID-AMERICA, PCA, as a Lender

By: /s/ Aaron T. Miller

Name: Aaron T. Miller

Title: Vice President Capital Markets

MGP Ingredients, Inc.

Signature Page to Amendment No. 1 to Amended and Restated Credit Agreement

GREENSTONE FARM CREDIT SERVICES, ACA, as a Lender

By: */s/ Curtis Flammini*
Name: Curtis Flammini
Title: VP Capital Markets

MGP Ingredients, Inc.
Signature Page to Amendment No. 1 to Amended and Restated Credit Agreement

Annex A

Exhibit F (Form of Compliance Certificate)

See attached.

EXHIBIT F

to

Amended and Restated Credit Agreement
dated as of April 24, 2025

by and among

MGP Ingredients, Inc.,

as Borrower,

the lenders from time to time party thereto,

as Lenders,

and

Wells Fargo Bank, National Association,

as Administrative Agent,

Swingline Lender and Issuing Lender

FORM OF COMPLIANCE CERTIFICATE

COMPLIANCE CERTIFICATE

Statement Date: _____, 20__

To: Wells Fargo Bank, National Association, as Administrative Agent

The undersigned, a Responsible Officer of MGP Ingredients, Inc., a Kansas corporation (the "Borrower"), hereby certifies to the Administrative Agent and the Lenders, each as defined in the Credit Agreement referred to below, as follows:

1. This Compliance Certificate is delivered to you pursuant to Section 7.3(c) of the Amended and Restated Credit Agreement, dated as of April 24, 2025 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among the Borrower, the lenders from time to time party thereto, as Lenders, and Wells Fargo Bank, National Association, as Administrative Agent, Swingline Lender and Issuing Lender. Capitalized terms used herein and not defined herein shall have the meanings assigned thereto in the Credit Agreement.

[Use following paragraph 2 for fiscal year-end financial statements]

2. Attached hereto as Schedule 1 are the year-end audited financial statements required by Section 7.3(a) of the Credit Agreement for the fiscal year of the Consolidated Group ended as of the above date, together with the report and opinion of an independent certified public accountant required by such section.

[Use following paragraph 2 for fiscal quarter-end financial statements]

2. Attached hereto as Schedule 1 are the unaudited financial statements required by Section 7.3(b) of the Credit Agreement for the fiscal quarter of the Consolidated Group ended as of the above date. Such consolidated financial statements fairly present in all material respects the financial condition of the Consolidated Group on a consolidated basis as of their respective dates and the results of operations of the Consolidated Group for the respective periods then ended, subject to normal year end adjustments and the absence of footnotes.

3. The undersigned has reviewed and is familiar with the terms of the Credit Agreement and has made, or has caused to be made under his/her supervision, a reasonably detailed review of the transactions and condition (financial or otherwise) of the Borrower during the accounting period covered by the attached financial statements.

4. The review described in paragraph 3 above did not disclose, and I have no knowledge of, the existence of any Event of Default or Default during or at the end of the accounting period covered by the attached financial statements or as of the date of this Compliance Certificate **[, except, if such condition or event existed or exists, the below describes the nature and period of existence thereof and what action [the Borrower] has taken, is taking and proposes to take with respect thereto].**

5. The financial covenant analyses and information set forth on Schedule 2 attached hereto are true and accurate on and as of the date of this Compliance Certificate.

6. Attached hereto as Schedule 3 is a list of all Subsidiaries that are Immaterial Subsidiaries as of the date of this certificate and calculations showing compliance with the definition of "Immaterial Subsidiary" and Section 7.9 of the Credit Agreement.

Exhibit F
Form of Compliance Certificate

[7. Set forth on Schedule 4 are descriptions of Intellectual Property (as defined in the Security Agreement) of the Loan Parties registered with or for which an application for registration has been filed with the United States Patent and Trademark Office or the United States Copyright Office, in each case, during the period covered by this certificate.]

[8. Set forth on Schedule 5 is a description of any commercial tort claim where the amount of damages reasonably expected to be realized by the applicable Loan Party (as determined by the applicable Loan Party in good faith) in excess of \$2,500,000 that has arisen during the period covered by this certificate.]

[9. Set forth on Schedule 6 is a description of any new locations at which Collateral with a fair market value in excess of \$1,000,000 (other than Collateral (i) that is in transit in the ordinary course of business, (ii) out to a third party location for improvement, service or repair, (iii) that has been purchased in a transaction by the Loan Documents but has not yet been delivered to the applicable Loan Party or (iv) in the possession of a third party processor or held in a third party control state warehouse in the ordinary course of business) is located, which locations have been established during the period covered by this certificate.]

[Signature page follows.]

Exhibit F
Form of Compliance Certificate

IN WITNESS WHEREOF, the undersigned has executed this Compliance Certificate as of the day and year first written above.

MGP INGREDIENTS, INC.

By: _____

Name:

Title:

Exhibit F
Form of Compliance Certificate

217298860_3

Schedule 1
to
Compliance Certificate

[See attached.]

Exhibit F
Form of Compliance Certificate

217298860_3

Schedule 2
to
Compliance Certificate
CONSOLIDATED NET LEVERAGE RATIO EXHIBIT

- I. Consolidated Funded Indebtedness: \$ _____
- II. Unrestricted Cash on such date in an aggregate amount not to exceed \$50,000,000: \$ _____
- III. Consolidated EBITDA¹:
- (A) Consolidated Net Income \$ _____
 - (B) + income taxes (whether federal, state, local or otherwise) \$ _____
 - (C) + Consolidated Interest Expense \$ _____
 - (D) + depreciation and amortization \$ _____
 - (E) + non-cash charges for earn-outs and other similar contingent consideration payments in connection with Acquisitions \$ _____
 - (F) + other non-cash charges (except to the extent that such non-cash charges are reserved for cash charges to be taken in the future) \$ _____
 - (G) - non-cash gains or non-cash items increasing Consolidated Net Income. \$ _____
 - (H) = Consolidated EBITDA \$ _____
- Consolidated Net Leverage Ratio = (Line I – Line II) ÷ Line III(H): _____ to 1.00

Maximum permitted Consolidated Net Leverage Ratio is: [4.00]² to 1.00

¹ Consolidated EBITDA shall be calculated giving pro forma effect to any Material Acquisition and any Material Disposition that occurs during the applicable period as if such transaction occurred on the first day of such period in accordance with Section 1.9 of the Credit Agreement.

² provided that (i) if the aggregate consideration (including any earn-out obligation, purchase price adjustment or other contingent consideration with respect to the Penelope Acquisition) paid in connection with any Permitted Acquisition or the Penelope Acquisition, when taken together with the aggregate consideration for any previous Permitted Acquisitions since the Closing Date (or, in the case of the second Elevated Ratio Period (as defined below) hereunder, since the end of the first Elevated Ratio Period), is in excess of \$25,000,000, then the Borrower shall have the right to elect to increase the maximum permitted Consolidated Net Leverage Ratio required to be maintained by Section 8.1(a) of the Credit Agreement to 4.50 to 1.00, which such increase shall be applicable (i) with respect to any such Permitted Acquisition (A) that is not a Limited Condition Transaction, for the fiscal quarter in which such acquisition is consummated and the three (3) consecutive quarterly test periods thereafter or (B) that is a Limited Condition Transaction, for purposes of determining compliance with Section 8.1(a) of the Credit Agreement on the LCT Test Date, for the fiscal quarter in which such Permitted Acquisition is consummated and for the three (3) consecutive quarterly test periods after which such Permitted Acquisition is consummated and (ii) solely with respect to the Penelope Acquisition, for the fiscal quarter in which any earn-out obligation, purchase price adjustment or other contingent consideration is paid in connection therewith and the three (3) consecutive quarterly test periods thereafter (each such period, an “Elevated Ratio Period”) so long as (A) there is at least one fiscal quarter end after the end of each Elevated Ratio Period at which the Consolidated Net Leverage Ratio is less than or equal to 4.00 to 1.00, (B) there shall be no more than one Elevated Ratio Period in effect at any given time, and (C) there shall be no more than two Elevated Ratio Periods after the Closing Date. Such election shall be made by the delivery of a written notice by the Borrower to the Administrative Agent making reference to Section 8.1(a) of the Credit Agreement and notifying the Administrative Agent of the Borrower’s exercise of this right on or prior to the date of the actual or required delivery of a Compliance Certificate for the fiscal quarter in which such acquisition is consummated (or, solely with respect to the Penelope Acquisition, the payment of any earn-out obligation, purchase price adjustment or other contingent consideration paid in connection with the Penelope Acquisition) or, with respect to a Limited Condition Transaction, at the time of election by the Borrower with respect to such Limited Condition Transaction under Section 1.12 of the Credit Agreement.

The Applicable Margin is to be calculated at Tier ____.

Tier	Consolidated Net Leverage Ratio	Applicable Margin		
		Adjusted Daily Simple SOFR/Adjusted Term SOFR Loans	Base Rate Loans	Commitment Fee
I	Less than 2.00 to 1.00	1.000%	0.000%	0.150%
II	Greater than or equal to 2.00 to 1.00, but less than 2.50 to 1.00	1.250%	0.250%	0.175%
III	Greater than or equal to 2.50 to 1.00, but less than 3.00 to 1.00	1.500%	0.500%	0.200%
IV	Greater than or equal to 3.00 to 1.00, but less than 3.50 to 1.00	1.750%	0.750%	0.225%
V	Greater than or equal to 3.50 to 1.00	2.000%	1.000%	0.250%

Exhibit F
Form of Compliance Certificate

CONSOLIDATED FIXED CHARGE COVERAGE RATIO EXHIBIT

I. Cash Flow Available to Pay Fixed Charges: \$ _____

- (A) Consolidated EBITDA (Line III(H) to Consolidated Leverage Ratio Exhibit) \$ _____
- (B) - dividends and distributions by the Borrower to its shareholders \$ _____
- (C) - income taxes (whether federal, state, local or otherwise) paid in cash \$ _____
- (D) - Maintenance Capital Expenditures \$ _____
- (E) - share repurchases or other acquisition or retirement of any of the Borrower's Equity Interests or any security convertible into or exchangeable for any of the Borrower's Equity Interests (other than Permitted Convertible Indebtedness and any early redemption of the 2021 Convertible Notes)³ \$ _____
- (F) = Cash Flow Available to Pay Fixed Charges \$ _____

II. Consolidated Fixed Charges: \$ _____

- (A) Consolidated Interest Expenses \$ _____
- (B) + scheduled principal payments of Consolidated Funded Indebtedness (other than Loans and any early redemption of the 2021 Convertible Notes) \$ _____
- (C) = Consolidated Fixed Charges \$ _____

Consolidated Fixed Charge Coverage Ratio = Line I(F) ÷ Line II(C): _____ to 1.00

Minimum permitted Consolidated Fixed Charge Coverage Ratio is: 1.25 to 1.00

³ provided that share repurchases and other acquisitions of stock of the Borrower or securities convertible therefor in an aggregate amount not to exceed \$25,000,000 in any four consecutive fiscal quarter period shall be excluded from the amounts deducted pursuant to this Line (I)(E).

Exhibit F
Form of Compliance Certificate

Schedule 3
to
Compliance Certificate

List of Immaterial Subsidiaries

Subsidiary	Assets of Subsidiary	Total Assets of Borrower and its Subsidiaries	% of Total Assets	Revenue of Subsidiary	Consolidated Revenue of Borrower and its Subsidiaries	% of Consolidated Revenue

Exhibit F
Form of Compliance Certificate

[Schedule 4
to
Compliance Certificate

List of Intellectual Property]

Exhibit F
Form of Compliance Certificate

217298860_3

[Schedule 5
to
Compliance Certificate

List of Material Commercial Tort Claims]

Exhibit F
Form of Compliance Certificate

217298860_3

[Schedule 6
to
Compliance Certificate
List of New Locations]

Exhibit F
Form of Compliance Certificate

**SEVENTH AMENDMENT TO
NOTE PURCHASE AND PRIVATE SHELF AGREEMENT**

This SEVENTH AMENDMENT TO NOTE PURCHASE AND PRIVATE SHELF AGREEMENT dated as of February 20, 2026 (this "Amendment"), is made by and among MGP Ingredients, Inc., a Kansas corporation (the "Company"), PGIM, Inc. ("Prudential"), and the holders of Notes (as defined in the below described Note Agreement) (the "Noteholders") listed on the signature pages hereto.

PRELIMINARY STATEMENTS:

(1) The Company, Prudential and the Noteholders are parties to a Note Purchase and Private Shelf Agreement dated as of August 23, 2017 (as amended by the First Amendment to Note Purchase and Private Shelf Agreement dated as of February 14, 2020, the Second Amendment to Note Purchase and Private Shelf Agreement dated as of September 30, 2020, the Third Amendment to Note Purchase and Private Shelf Agreement dated as of January 25, 2021, the Fourth Amendment to Note Purchase and Private Shelf Agreement dated as of May 14, 2021, the Fifth Amendment to Note Purchase and Private Shelf Agreement dated as of August 31, 2023 and the Sixth Amendment to Note Purchase and Private Shelf Agreement dated as of April 24, 2025, the "Note Agreement"; *capitalized terms not otherwise defined in this Amendment have the same meanings as specified in the Note Agreement*); and

(2) The Company has requested, and Prudential and the Noteholders have agreed, to amend the Note Agreement as set forth in this Amendment in accordance with the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the premises and agreements, provisions and covenants herein contained, the parties hereto agree as follows:

SECTION 1. Amendments to Note Agreement. Subject to the terms and conditions set forth herein and in reliance upon the representations and warranties of the Company herein contained:

a) **Schedule A**. Schedule A of the Note Agreement is hereby amended to add the following definition in appropriate alphabetical order:

“**Penelope Acquisition**” means the acquisition by Luxco, Inc. on May 31, 2023 of the Equity Interests of Penelope Bourbon LLC, a Delaware limited liability company, in accordance with the Equity Purchase Agreement, dated as of May 5, 2023, among Luxco, Inc., Penelope Bourbon LLC and the other parties party thereto.”

b) **Section 10.1**. Section 10.1(a) of the Note Agreement is hereby amended and restated in its entirety as follows:

“(a) Consolidated Net Leverage Ratio. Permit the Consolidated Net Leverage Ratio as of the last day of any fiscal quarter to be greater than 4.00 to 1.00; *provided* that (i) if the

aggregate consideration (including any earn-out obligation, purchase price adjustment or other contingent consideration with respect to the Penelope Acquisition) paid in connection with any Permitted Acquisition or the Penelope Acquisition, when taken together with the aggregate consideration for any previous Permitted Acquisitions since the Sixth Amendment Closing Date (or, in the case of the second Elevated Ratio Period (as defined below) hereunder, since the end of the first Elevated Ratio Period), is in excess of \$25,000,000, then the Company shall have the right to elect to increase the maximum permitted Consolidated Net Leverage Ratio required to be maintained by this Section 10.1(a) to 4.50 to 1.00, which such increase shall be applicable (i) with respect to any such Permitted Acquisition (A) that is not a Limited Condition Transaction, for the fiscal quarter in which such acquisition is consummated and the three (3) consecutive quarterly test periods thereafter or (B) that is a Limited Condition Transaction, for purposes of determining compliance with this Section 10.1(a) on the LCT Test Date, for the fiscal quarter in which such Permitted Acquisition is consummated and for the three (3) consecutive quarterly test periods after which such Permitted Acquisition is consummated and (ii) solely with respect to the Penelope Acquisition, for the fiscal quarter in which any earn-out obligation, purchase price adjustment or other contingent consideration is paid in connection therewith and the three (3) consecutive quarterly test periods thereafter (each such period, an “**Elevated Ratio Period**”) so long as (A) there is at least one fiscal quarter end after the end of each Elevated Ratio Period at which the Consolidated Net Leverage Ratio is less than or equal to 4.00 to 1.00, (B) there shall be no more than one Elevated Ratio Period in effect at any given time, and (C) there shall be no more than two Elevated Ratio Periods after the Sixth Amendment Closing Date. Such election shall be made by the delivery of a written notice by the Company to the Purchasers making reference to this Section 10.1(a) and notifying the Purchasers of the Company’s exercise of this right on or prior to the date of the actual or required delivery of the certificate required by Section 7.2 for the fiscal quarter in which such acquisition is consummated (or, solely with respect to the Penelope Acquisition, the payment of any earn-out obligation, purchase price adjustment or other contingent consideration paid in connection with the Penelope Acquisition) or, with respect to a Limited Condition Transaction, at the time of election by the Company with respect to such Limited Condition Transaction under Section 10.17.”

Conditions to Effectiveness. This Amendment shall become effective on and as of the date (the “Amendment Effective Date”) on which Prudential and the Noteholders (or their counsel) shall have received the following, in each case which shall be in form and substance reasonably satisfactory to Prudential and the Noteholders:

- (a) counterparts of this Amendment duly executed by the Company, Prudential and the Noteholders constituting the Required Holders;
- (b) a written ratification in the form attached hereto, duly executed by each Guarantor, whereby each Guarantor ratifies, confirms and agrees that, following the effectiveness of this Amendment and the transactions contemplated hereunder, the Guaranty Agreement and each Guarantor’s obligations thereunder shall remain in full force and effect;

(c) an executed copy of an amendment to the Credit Agreement, covering substantially the same matters as contained in this Amendment, duly executed and delivered by the parties thereto;

(d) such other documents and certificates as any Noteholder or its counsel may reasonably request relating to the organization, existence and good standing of the Company and the Guarantors, the authorization of this Amendment and any other legal matters relating to the Company or any Guarantor or the transactions contemplated hereby; and

(e) evidence that all fees and expenses of counsel to the Noteholders required to be paid by the Company in accordance with the terms of Section 15.1 of the Note Agreement and for which invoices have been presented to the Company at least two (2) Business Days prior to the anticipated closing date shall have been paid in full.

Representations and Warranties. To induce Prudential and the Noteholders to enter into this Amendment, the Company hereby represents and warrants as follows:

(a) (i) this Amendment has been duly executed and delivered on behalf of the Company, (ii) the execution and delivery by the Company of, and the performance of its obligations under, this Amendment (A) have been duly authorized by all necessary corporate action on the part of the Company and (B) will not (I) contravene, result in any breach of, or constitute a default under, or result in the creation of any Lien in respect of any property of the Company or any Subsidiary under, any indenture, mortgage, deed of trust, loan, purchase or credit agreement, lease, corporate charter or by-laws, shareholders agreement or any other agreement or instrument to which the Company or any Subsidiary is bound or by which the Company or any Subsidiary or any of their respective properties may be bound or affected (but excluding any Lien created pursuant to a Security Document), (II) conflict with or result in a breach of any of the terms, conditions or provisions of any order, judgment, decree or ruling of any court, arbitrator or Governmental Authority applicable to the Company or any Subsidiary or (III) violate any provision of any statute or other rule or regulation of any Governmental Authority applicable to the Company or any Subsidiary, and (iii) this Amendment constitutes the legal valid and binding obligation of the Company in accordance with its terms, except as such enforceability may be limited by (A) applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditors' rights generally and (B) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law);

(b) no consent, approval or authorization of, or registration, filing or declaration with, any Governmental Authority is required in connection with the execution, delivery or performance by the Company of this Amendment;

(c) since December 31, 2024, there has been no event or circumstance that has had or would be reasonably expected to have, either individually or in the aggregate, a Material Adverse Effect;

(d) the representations and warranties made by the Company contained in the Note Agreement, and the representations and warranties made by each Note Party in each other Note Document, are true and correct on and as of the date hereof as though made as of the date hereof, except for such representations and warranties (i) as are by their express terms limited to a specific date, in which case such representations and warranties

were true and correct as of such specific date, and (ii) as are no longer true and correct on the date hereof solely as a result of a transaction occurring after the Series A Closing Day and that was made in compliance with the provisions of the Note Agreement; and

(e) as of the date hereof, both before and immediately after giving effect to the terms of this Amendment, no Default or Event of Default has occurred and is continuing.

SECTION 4. Effect on the Note Agreement.

(a) Each Note Document, after giving effect to this Amendment, is and shall continue to be in full force and effect and is hereby in all respects ratified and confirmed, except that, on and after the effectiveness of this Amendment, each reference in each of the Note Documents to the Note Agreement or words of like import referring to the Note Agreement shall mean and be a reference to the Note Agreement after giving effect to this Amendment.

(b) The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as an amendment, consent, modification or waiver of any term or condition of, or right, power or remedy of any Noteholder under, any of the Note Documents.

(c) Each party hereto hereby agrees that this Amendment shall be a “Note Document”.

Costs, Expenses. The Company agrees to pay all costs and expenses of the Noteholders in connection with the preparation, execution and delivery of this Amendment and the other instruments and documents to be delivered hereunder (including, without limitation, the fees and expenses of counsel for the Noteholders) in accordance with the terms of Section 15.1 of the Note Agreement.

Execution in Counterparts. This Amendment may be executed (including by electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system) in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement. Delivery of an executed counterpart of a signature page to this Amendment by facsimile or in electronic (i.e., “pdf” or “tif”) format shall be effective as delivery of a manually executed counterpart of this Amendment. The execution and delivery of this Amendment shall be deemed to include electronic signatures on electronic platforms approved by the Noteholders, which shall be of the same legal effect, validity or enforceability as delivery of a manually executed signature, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act; provided that, upon the request of any party hereto, such facsimile transmission or electronic mail transmission shall be promptly followed by the original thereof.

Governing Law. THIS AMENDMENT SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, AND THE RIGHTS OF THE PARTIES SHALL BE GOVERNED BY, THE LAW OF THE STATE OF NEW YORK EXCLUDING CHOICE-OF-

LAW PRINCIPLES OF THE LAW OF SUCH STATE THAT WOULD PERMIT THE APPLICATION OF THE LAWS OF A JURISDICTION OTHER THAN SUCH STATE.

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered by their respective officers thereunto duly authorized, to be effective as of the Amendment Effective Date.

COMPANY:

MGP INGREDIENTS, INC.

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

PRUDENTIAL:

PGIM, Inc.

By: _____

Vice President

Signature Page to

Seventh Amendment to
Note Purchase and Private Shelf Agreement

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered by their respective officers thereunto duly authorized, to be effective as of the Amendment Effective Date.

COMPANY:

MGP INGREDIENTS, INC.

By: _____

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

PRUDENTIAL:

PGIM, Inc.

By: /s/ Jason Hartman

Vice President

Signature Page to

Seventh Amendment to
Note Purchase and Private Shelf Agreement

NOTEHOLDERS:

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

By: PGIM, Inc., as investment manager

By: /s/ Jason Hartman
Vice President

THE PRUDENTIAL LIFE INSURANCE COMPANY, LTD.

By: PGIM Japan Co., Ltd., as Investment Manager

By: PGIM, Inc., as Sub-Adviser

By: /s/ Jason Hartman
Vice President

PRUDENTIAL LEGACY INSURANCE COMPANY OF NEW JERSEY

By: PGIM, Inc., as investment manager

By: /s/ Jason Hartman
Vice President

THE LINCOLN NATIONAL LIFE INSURANCE COMPANY

By: PGIM Private Placement Investors, L.P. (as Investment Advisor)

By: PGIM Private Placement Investors, Inc. (as its General Partner)

By: /s/ Jason Hartman
Vice President

Signature Page to

Seventh Amendment to
Note Purchase and Private Shelf Agreement

Guarantor Ratification

Each of the undersigned hereby ratifies and affirms its obligations, and confirms its continued liability, under the Guaranty Agreement and each other Note Document to which it is a party, and agrees that the Guaranty Agreement and each other such Note Document is and shall remain in full force and effect in all respects after giving effect to the Seventh Amendment to Note Purchase and Private Shelf Agreement dated as of February 20, 2026 (the "Amendment"), by and among MGP Ingredients, Inc., a Kansas corporation, and the purchasers listed on the signature pages thereto (collectively, the "Noteholders"), and shall continue to exist and apply to all of the Guaranteed Obligations (as defined in the Guaranty Agreement), including as such Guaranteed Obligations may be increased as a result of the Amendment. The foregoing ratification and affirmation is in addition to and shall not limit, derogate from or otherwise affect any provisions of the Guaranty Agreement. From and after the effectiveness of the Amendment, each reference in the Guaranty Agreement and the other documents delivered in connection therewith, to the Note Agreement or words of like import referring to the Note Agreement shall mean and be a reference to the Note Agreement after giving effect to the Amendment. Capitalized terms not otherwise defined herein shall have the same meanings as used in the Amendment. Each party hereto hereby agrees that this Guarantor Ratification shall be a "Note Document".

This Guarantor Ratification may be executed (including by electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system) in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement. Delivery of an executed counterpart of a signature page to this Guarantor Ratification by facsimile or in electronic (i.e., "pdf" or "tif") format shall be effective as delivery of a manually executed counterpart of this Guarantor Ratification. The execution and delivery of this Guarantor Ratification shall be deemed to include electronic signatures on electronic platforms approved by the Noteholders, which shall be of the same legal effect, validity or enforceability as delivery of a manually executed signature, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act; *provided* that, upon the request of any party hereto or any Noteholder, such facsimile transmission or electronic mail transmission shall be promptly followed by the original thereof.

THIS GUARANTOR RATIFICATION SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, AND THE RIGHTS OF THE PARTIES SHALL BE GOVERNED BY, THE LAW OF THE STATE OF NEW YORK EXCLUDING CHOICE-OF-LAW PRINCIPLES OF THE LAW OF SUCH STATE THAT WOULD PERMIT THE APPLICATION OF THE LAWS OF A JURISDICTION OTHER THAN SUCH STATE.

[Signature Page Follows]

GUARANTORS:

MGPI PROCESSING, INC., a Kansas corporation

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

MGPI PIPELINE, INC., a Kansas corporation

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

MGPI OF INDIANA, LLC, a Delaware limited liability company

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

LMX, LLC, a Nevada limited liability company

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

LUXCO, INC., a Missouri corporation

By: /s/ Brandon Gall

Name: Brandon Gall

Title: Chief Financial Officer and Treasurer

LIST OF SUBSIDIARIES OF REGISTRANT

	Percentage of voting securities directly or indirectly owned by Registrant:	State or Country of incorporation or organization:
MGPI Processing, Inc.	100	Kansas
MGPI of Indiana, LLC	100	Delaware
Luxco, Inc.	100	Missouri

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (No. 333-285245) on Form S-3 and (Nos. 333-196383, 333-196384, 333-196385, and 333-279679) on Form S-8 of our report dated February 25, 2026, with respect to the consolidated financial statements of MGP Ingredients, Inc. and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Kansas City, Missouri
February 25, 2026

CERTIFICATION

I, Julie Francis, certify that:

1. I have reviewed this annual report on Form 10-K of MGP Ingredients, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2026

/s/ Julie Francis

Julie Francis, President and Chief Executive Officer

CERTIFICATION

I, Brandon M. Gall, certify that:

1. I have reviewed this annual report on Form 10-K of MGP Ingredients, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2026

/s/ Brandon M. Gall

Brandon M. Gall, Chief Financial Officer

CERTIFICATION
OF
PERIODIC REPORT

I, Julie Francis, President and Chief Executive Officer of MGP Ingredients, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(1) the annual report on Form 10-K of the Company for the year ended December 31, 2023 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 25, 2026

/s/ Julie Francis

Julie Francis

President and Chief Executive Officer

[A signed original of this written statement required by Section 906 has been provided to MGP Ingredients, Inc. and will be retained by MGP Ingredients, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.]

CERTIFICATION
OF
PERIODIC REPORT

I, Brandon M. Gall, Chief Financial Officer of MGP Ingredients, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(1) the annual report on Form 10-K of the Company for the year ended December 31, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 25, 2026

/s/ Brandon M. Gall

Brandon M. Gall
Chief Financial Officer

[A signed original of this written statement required by Section 906 has been provided to MGP Ingredients, Inc. and will be retained by MGP Ingredients, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.]