

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**

**Consolidated Financial Statements and  
Supplemental Schedule  
For the Years Ended August 31, 2025 and 2024  
With Independent Auditor's Report**



**MITCHELL TITUS**  
ACHIEVING EXCELLENCE TOGETHER

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Consolidated Financial Statements and Supplemental Schedule  
For the Years Ended August 31, 2025 and 2024

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## INDEPENDENT AUDITOR'S REPORT

The Board of Trustees and Senior Management of  
W. K. Kellogg Foundation and  
W. K. Kellogg Foundation Trust

### Report on the Audit of the Consolidated Financial Statements

#### *Opinion*

We have audited the consolidated financial statements of W. K. Kellogg Foundation (the Foundation) and W. K. Kellogg Foundation Trust (the Trust), which comprise the consolidated statements of financial position as of August 31, 2025 and 2024, the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Foundation and the Trust as of August 31, 2025 and 2024, and the changes in their consolidated net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

#### *Basis for Opinion*

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

### Responsibilities of Management for the Consolidated Financial Statements

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

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

***Auditor's Responsibilities for the Audit of the Consolidated Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and, therefore, is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation and the Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation and the Trust's ability to continue as a going concern for a reasonable period of time.

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



**MITCHELL TITUS**

### **Supplementary Information**

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying schedule of gifts and receipts from inception through August 31, 2025, is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with GAAS. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

*Mitchell Titus, LLP*

February 5, 2026

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Consolidated Statements of Financial Position  
As of August 31, 2025 and 2024

	2025			2024		
	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust
<b>ASSETS</b>						
Cash and cash equivalents	\$ 123,287,189	\$ 71,221,907	\$ 52,065,282	\$ 191,653,214	\$ 53,310,803	\$ 138,342,411
Kellanova common stock	3,585,246,321	-	3,585,246,321	4,078,659,477	-	4,078,659,477
WK Kellogg Co common stock	309,538,244	-	309,538,244	231,883,580	-	231,883,580
Diversified investments	5,436,888,754	201,918,374	5,234,970,380	4,713,811,519	197,852,285	4,515,959,234
Mission-driven investments	102,919,793	102,919,793	-	91,748,357	91,748,357	-
Program-related investments	59,225,143	59,225,143	-	63,350,583	63,350,583	-
Accrued interest and dividends	3,239,188	203,913	3,035,275	3,336,938	244,905	3,092,033
Property and equipment	40,237,821	40,237,821	-	42,165,290	42,165,290	-
Lease - right-of-use assets	2,294,077	2,294,077	-	2,974,223	2,974,223	-
Other assets*	3,159,641	1,370,638	2,041,493	3,416,551	1,187,381	2,752,758
Interest in irrevocable trust	1,594,015	1,594,015	-	1,568,387	1,568,387	-
<b>Total assets</b>	<b>\$ 9,667,630,186</b>	<b>\$ 480,985,681</b>	<b>\$ 9,186,896,995</b>	<b>\$ 9,424,568,119</b>	<b>\$ 454,402,214</b>	<b>\$ 8,970,689,493</b>
<b>LIABILITIES AND NET ASSETS</b>						
<i>Liabilities</i>						
Accounts payable	\$ 6,933,430	\$ 6,933,430	\$ -	\$ 5,357,738	\$ 5,357,738	\$ -
Accrued liabilities*	4,363,318	4,363,318	252,490	5,149,390	3,973,802	1,699,176
Lease liabilities	2,379,631	2,379,631	-	3,044,388	3,044,388	-
Grant commitments payable	252,211,999	252,211,999	-	241,015,077	241,015,077	-
Long-term debt - social bond	300,000,000	-	300,000,000	300,000,000	-	300,000,000
Social bond accrued interest expense	3,053,750	-	3,053,750	3,053,750	-	3,053,750
Deferred federal excise tax liability	76,373,426	1,420,778	74,952,648	79,518,862	1,233,701	78,285,161
Postretirement liability	61,488,134	61,488,134	-	69,054,533	69,054,533	-
<b>Total liabilities</b>	<b>706,803,688</b>	<b>328,797,290</b>	<b>378,258,888</b>	<b>706,193,738</b>	<b>323,679,239</b>	<b>383,038,087</b>
<i>Net assets</i>						
Without donor restrictions	150,594,376	150,594,376	-	129,154,588	129,154,588	-
With donor restrictions	8,810,232,122	1,594,015	8,808,638,107	8,589,219,793	1,568,387	8,587,651,406
<b>Total net assets</b>	<b>8,960,826,498</b>	<b>152,188,391</b>	<b>8,808,638,107</b>	<b>8,718,374,381</b>	<b>130,722,975</b>	<b>8,587,651,406</b>
<b>Total liabilities and net assets</b>	<b>\$ 9,667,630,186</b>	<b>\$ 480,985,681</b>	<b>\$ 9,186,896,995</b>	<b>\$ 9,424,568,119</b>	<b>\$ 454,402,214</b>	<b>\$ 8,970,689,493</b>

\* An intercompany receivable reported within other assets and payable reported within accrued liabilities of \$252,490 and \$523,588 are eliminated in the consolidated totals at August 31, 2025 and 2024, respectively.

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

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Consolidated Statements of Activities  
For the Years Ended August 31, 2025 and 2024

	2025			2024		
	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust
<b>REVENUE AND GAINS (LOSSES)</b>						
Contributions from W. K. Kellogg Foundation Trust**	\$ -	\$ 420,000,000	\$ -	\$ -	\$ 358,000,000	\$ -
Total contributions	-	420,000,000	-	-	358,000,000	-
Interest and dividends	127,656,359	6,459,932	121,196,427	148,730,007	5,877,124	142,852,883
Net realized gains on investments, net of costs of earning income	781,407,966	6,372,586	775,035,380	377,215,783	10,365,572	366,850,211
Change in unrealized (losses) gains on investments and change in value in interest in irrevocable trusts	(226,772,776)	12,976,386	(239,749,162)	1,223,299,226	6,927,434	1,216,371,792
Net investment income	682,291,549	25,808,904	656,482,645	1,749,245,016	23,170,130	1,726,074,886
Total revenue and gains	682,291,549	445,808,904	656,482,645	1,749,245,016	381,170,130	1,726,074,886
<b>EXPENSES</b>						
Distributions to the W. K. Kellogg Foundation**	-	-	420,000,000	-	-	358,000,000
Grants	314,909,604	314,909,604	-	259,392,912	259,392,912	-
Interest expense - social bond	7,329,000	-	7,329,000	7,329,000	-	7,329,000
Program expenses	81,223,345	81,223,345	-	76,825,448	76,825,448	-
Supporting expenses	32,720,931	32,720,931	-	30,183,198	30,183,198	-
Federal excise tax provision	8,768,421	601,477	8,166,944	24,149,206	560,738	23,588,468
Total expenses	444,951,301	429,455,357	435,495,944	397,879,764	366,962,296	388,917,468
Other components of net periodic benefit cost	(2,776,811)	(2,776,811)	-	(2,008,827)	(2,008,827)	-
Accumulated postretirement benefit gain (loss)	7,888,680	7,888,680	-	(8,293,300)	(8,293,300)	-
Total increase in net assets	242,452,117	21,465,416	220,986,701	1,341,063,125	3,905,707	1,337,157,418
Net assets, at beginning of year	8,718,374,381	130,722,975	8,587,651,406	7,377,311,256	126,817,268	7,250,493,988
Net assets, at end of year	\$ 8,960,826,498	\$ 152,188,391	\$ 8,808,638,107	\$ 8,718,374,381	\$ 130,722,975	\$ 8,587,651,406
<b>CHANGES IN NET ASSETS BY CATEGORY</b>						
Increase in net assets without restrictions	\$ 21,439,788	\$ 21,439,788	\$ -	\$ 3,821,269	\$ 3,821,269	\$ -
Increase in net assets with donor restrictions	221,012,329	25,628	220,986,701	1,337,241,856	84,438	1,337,157,418
Total increase in net assets	\$ 242,452,117	\$ 21,465,416	\$ 220,986,701	\$ 1,341,063,125	\$ 3,905,707	\$ 1,337,157,418

\*\*Intercompany contributions and distributions of \$420,000,000 and \$358,000,000 for the years ended August 31, 2025 and 2024, respectively, have been eliminated in the consolidated totals.

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

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Consolidated Statements of Cash Flows  
For the Years Ended August 31, 2025 and 2024

	2025			2024		
	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>						
Increase in net assets	\$ 242,452,117	\$ 21,465,416	\$ 220,986,701	\$ 1,341,063,125	\$ 3,905,707	\$ 1,337,157,418
<i>Adjustments to reconcile increase in net assets to net cash (used in) provided by operating activities</i>						
Depreciation	4,319,752	4,319,752	-	4,111,655	4,111,655	-
Net realized (gains) on long-term investments	(806,405,972)	(8,754,809)	(797,651,163)	(409,667,846)	(12,414,682)	(397,253,164)
Change in net unrealized losses (gains) on investments and change in value in interest in irrevocable trust	226,264,754	(13,484,408)	239,749,162	(1,223,448,795)	(7,077,003)	(1,216,371,792)
Adjustment for inherent contribution - program-related loans receivable and related amortization and unrealized loss	2,027,101	2,027,101	-	5,165,672	5,165,672	-
(Benefit) provision for deferred excise tax	(3,145,436)	187,077	(3,332,513)	17,060,240	97,197	16,963,043
<i>Change in operating assets and liabilities</i>						
Accrued interest and dividends	97,750	40,992	56,758	30,702,716	8,202	30,694,514
Leases- right-of-use assets	680,146	680,146	-	804,570	804,570	-
Other assets	528,008	(183,257)	711,265	(395,874)	536,873	(932,747)
Accounts payable	1,575,692	1,575,692	-	(2,204,518)	(2,204,518)	-
Accrued liabilities	(1,057,170)	389,516	(1,446,686)	710,029	(826,981)	1,537,010
Lease liabilities	(664,757)	(664,757)	-	(734,405)	(734,405)	-
Grant commitments payable	11,196,922	11,196,922	-	(27,645,432)	(27,645,432)	-
Postretirement liability	(7,566,399)	(7,566,399)	-	7,285,329	7,285,329	-
Net cash (used in) provided by operating activities	<u>(329,697,492)</u>	<u>11,228,984</u>	<u>(340,926,476)</u>	<u>(257,193,534)</u>	<u>(28,987,816)</u>	<u>(228,205,718)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>						
Purchase of investments	(1,639,545,187)	(56,873,628)	(1,582,671,559)	(1,172,360,419)	(64,814,981)	(1,107,545,438)
Proceeds from sale of investments	1,901,170,598	63,849,692	1,837,320,906	1,460,783,047	78,882,375	1,381,900,672
Proceeds from program-related investments	4,209,353	4,209,353	-	1,284,810	1,284,810	-
Disbursements for program-related investments	(2,111,014)	(2,111,014)	-	(10,528,900)	(10,528,900)	-
Acquisition of fixed assets	(2,407,273)	(2,407,273)	-	(3,170,699)	(3,170,699)	-
Disposal of fixed assets	14,990	14,990	-	25,194	25,194	-
Net cash (used in) provided by investing activities	<u>261,331,467</u>	<u>6,682,120</u>	<u>254,649,347</u>	<u>276,033,033</u>	<u>1,677,799</u>	<u>274,355,234</u>
(Decrease) increase in cash and cash equivalents	(68,366,025)	17,911,104	(86,277,129)	18,839,499	(27,310,017)	46,149,516
Cash and cash equivalents, beginning of year	<u>191,653,214</u>	<u>53,310,803</u>	<u>138,342,411</u>	<u>172,813,715</u>	<u>80,620,820</u>	<u>92,192,895</u>
<b>Cash and cash equivalents, end of year</b>	<u>\$ 123,287,189</u>	<u>\$ 71,221,907</u>	<u>\$ 52,065,282</u>	<u>\$ 191,653,214</u>	<u>\$ 53,310,803</u>	<u>\$ 138,342,411</u>

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

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Notes to Consolidated Financial Statements  
For the Years Ended August 31, 2025 and 2024

**NOTE 1      NATURE OF BUSINESS**

W. K. Kellogg Foundation (the Foundation) was established in 1930 as a Michigan nonprofit corporation functioning as a private grantmaking foundation. The W. K. Kellogg Foundation Trust (the Trust) was established in 1931 as a charitable trust under Michigan law and subsequently restated in 1934. Both entities were established by breakfast cereal innovator and entrepreneur Will Keith Kellogg for the purpose of improving the health, happiness and well-being of children. The Foundation is guided by the belief that all children should have an equal opportunity to thrive and has a goal to promote equitable outcomes for children of all races and ethnicities. To achieve this goal, it works with communities to create conditions for vulnerable children to realize their full potential in school, work, and life.

The Foundation is based in Battle Creek, Michigan, and works throughout the U.S. and internationally, as well as with sovereign tribes. Special emphasis is paid to priority places where there are high concentrations of poverty and where children face significant barriers to success. The Foundation's priority places are Michigan, Mississippi, New Mexico, and New Orleans in the U.S.; and internationally, in Mexico and Haiti.

**NOTE 2      SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The consolidated financial statements and accompanying notes have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the U.S. (U.S. GAAP).

The Foundation and the Trust recognize contributions as revenue and expense, respectively, in the period received/made. Contributions, net assets, and changes therein are classified and reported based on the existence or absence of donor-imposed restrictions. Refer to Note 9—Net Assets With Donor Restrictions for additional information.

Principles of Consolidation

The consolidated financial statements include the accounts of the Foundation and the Trust, of which the Foundation is the sole beneficiary. The Foundation and the Trust have separate boards, with the majority of the Trust's board members in common with the Foundation and are under common management. All material intercompany transactions and account balances were eliminated in the consolidation of accounts.

Cash and Cash Equivalents

Cash and cash equivalents include cash and highly liquid securities with original maturities of 90 days or less at the date of acquisition.

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Notes to Consolidated Financial Statements  
For the Years Ended August 31, 2025 and 2024

**NOTE 2      SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

Program-Related Investments (PRIs)

The Foundation makes PRIs to other organizations in the U.S. and internationally. PRIs are strategic investments, beyond grants, made by the Foundation for the primary objective of furthering the Foundation's charitable purpose. These investments are comprised primarily of loans and equity investments. The production of income is not the primary driver of a PRI. For the fiscal years ended August 31, 2025 and 2024, the Foundation entered into no new and one new PRI, respectively.

The Foundation's loan portfolio includes loans invested in not-for-profit and private sector entities. These investments enable partner organizations to support the Foundation's mission. The partners use community-led strategies to improve the health, happiness and well-being of children and ensure equitable outcomes for children of all races and ethnicities. Interest payments are due on the outstanding loan amounts at interest rates ranging from 0%-2.5%. Repayment of the outstanding loan amounts is scheduled by the maturity dates, ranging from October 2025 to March 2033.

Loan PRIs consist of loans outstanding bearing a below-market interest rate. Loans are measured at fair value at inception to determine if a contribution element exists. Loans are recorded on a net basis, reflecting a discount on the loan receivable (if a contribution element exists) or a reasonable loss reserve. Loans receivable of \$64,625,143 and \$66,785,030 are reported net of a discount of \$12,456,738 and \$13,600,124 at August 31, 2025 and 2024, respectively. The Foundation estimates an allowance for credit losses for each loan that reflects management's judgement at the time the loan is made. In accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 326, *Measurement of Credit Losses on Financial Instruments*, the Foundation reviews its allowance for credit losses on a regular basis for adequacy based on risk assessments and economic conditions and trends, and credit quality indicators, including past write-off experience and the level of past due loans. Management has reviewed all PRIs for the years ended August 31, 2025 and 2024, and an allowance for credit losses has been recorded of \$5,400,000 and \$1,500,000, respectively. Any costs of making loans are expensed as incurred.

Equity PRIs include investments in equity funds. Equity investments are recorded at fair value. To arrive at the fair value, the Foundation obtains regular valuations from the investees, as well as the audited financial statements. The Foundation records unrealized gains or losses throughout the life of the investments and realized gains or losses upon liquidation or sale. Equity PRIs were valued at \$12,882,656 and \$11,665,677 at August 31, 2025 and 2024, respectively.

Loan Guarantee

During fiscal year 2023, the Foundation entered into a third-party loan guarantee agreement totaling \$13,500,000. The guarantee has a 10-year term and there were no losses incurred on the guarantee agreement for the years ended August 31, 2025 and 2024.

**W. K. KELLOGG FOUNDATION AND  
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Notes to Consolidated Financial Statements  
For the Years Ended August 31, 2025 and 2024

**NOTE 2      SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

Investments

The Foundation and the Trust report investments at fair value. Investment securities are exposed to various risks, such as interest rate, market, and credit.

Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in values could affect the amounts reported in the accompanying consolidated financial statements.

Since its establishment in 1931 by Mr. Kellogg, the Trust has continued to own substantial equity in the Kellogg Company. On October 2, 2023, the Kellogg Company announced the completion of a previously announced spin-off, resulting in two independent public companies, whereby holders of Kellogg Company stock received stock in Kellanova through a 1:1 stock split and WK Kellogg Co through a 4:1 stock dividend. Kellanova (the company formerly known as Kellogg Company) continued to trade on the NYSE under the ticker symbol "K." On October 2, 2023, WK Kellogg Co began trading on the NSYE under the ticker symbol "KLG." Kellanova, WK Kellogg Co, the Foundation, and the Trust continue to be separate, independent organizations. The Foundation and Trust also continue to be governed by their own independent boards of trustees and are not managed or directed by either Kellanova or WK Kellogg Co. See Note 13 – Subsequent Events.

Four major categories of investments are presented in the consolidated statements of financial position: Kellanova common stock, WK Kellogg Co common stock, diversified investments, and mission-driven investments (MDIs). Diversified investments represent investments in public equity securities, fixed-income debt securities, mutual funds, commingled funds, hedge funds, real estate funds, and private equity funds.

MDIs consist of temporary investments (see Note 3—Investments and Fair Value for description), fixed-income securities, and private equity investments. MDIs focus on providing both social and financial returns closely aligned with the Foundation's program elements, approaches, and geographic areas of focus as described in Note 1—Nature of Business.

Property and Equipment

Property and equipment are recorded at cost. Depreciation of property and equipment is generally computed on the straight-line basis over the estimated useful lives of the assets that range from three to 40 years. For the years ended August 31, 2025 and 2024, depreciation expense was \$4,319,752 and \$4,111,655, respectively.

Interest in Irrevocable Trust

The Foundation has irrevocable rights as the beneficiary to a trust and reports the fair value of its interest in irrevocable trust on the consolidated statements of financial position. The change in value in interest in the irrevocable trust is the gains or losses of the investments held in the trust reported on the consolidated statement of activities.

**W. K. KELLOGG FOUNDATION AND  
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Notes to Consolidated Financial Statements  
For the Years Ended August 31, 2025 and 2024

**NOTE 2      SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

Interest in Irrevocable Trust *(continued)*

In July 2025, the last remaining beneficiary of the trust passed away. The trust was liquidated and the portion allocated to the Foundation was paid in December 2025.

Grants

Unconditional grants are recorded as an expense in the year they are committed. Conditional grants are recorded as an expense when the conditions have been met. As of August 31, 2025 and 2024, the Foundation had conditional grants outstanding of \$18,572,098 and \$25,947,879, respectively.

Line of Credit

The Trust has entered into an unsecured, committed credit facility agreement that totaled \$200 million with a maturity date as of June 26, 2026. Interest on outstanding borrowings is charged at the 30-day SOFR rate plus an additional stated number of basis points. There were no outstanding borrowings as of August 31, 2025 and 2024.

Long-Term Debt – Social Bond

In October 2020, the Trust and the Foundation executed a historic transaction with the Trust's issuance of an AAA-rated, 30-year, \$300 million taxable social bond. All proceeds of the social bond were then distributed to the Foundation, increasing grantmaking 50% over two fiscal years, to respond to critical and urgent needs within our communities created by the impact of the COVID-19 pandemic (see Note 7—Long-Term Debt – Social Bond).

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income, and expenses. Actual results could differ from those estimates.

Distribution of Trust Receipts

Under the Trust agreement, the Trust is required to distribute to the Foundation, at a minimum, its net interest income and dividends at least quarterly. As funds are distributed to the Foundation from the Trust, net assets are released from restriction.

**W. K. KELLOGG FOUNDATION AND  
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**NOTE 2      SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

Tax Status

The Foundation and the Trust are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC). As private foundations described in Section 509(a) of the IRC, the Trust and Foundation are subject to federal excise tax of 1.39% on net investment income and are generally required to distribute 5% of their average investment assets for charitable purposes annually; this distribution requirement was met for the fiscal years ended August 31, 2025 and 2024. The Foundation and the Trust are invested in certain alternative investments that may generate unrelated business taxable income (UBTI) and, therefore, may be subject to unrelated business federal and state income tax at applicable corporate and trust rates.

Pension and Other Postretirement Benefits Plan

The Foundation recognizes the funded status of the pension and other postretirement benefit plans on the consolidated statements of financial position, measures the fair value of plan assets and benefit obligations as of the date of the fiscal year-end consolidated statements of financial position, and provides additional disclosures in Note 8—Postretirement Benefits.

Reclassifications

Certain prior-year amounts reported in the consolidated financial statements were reclassified to conform to the current-year presentation.

Recent Accounting Pronouncement

In June 2022, the FASB issued ASU 2022-03, *Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions* (Topic 820) to clarify the guidance in Topic 820, *Fair Value Measurement*, when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security, (2) to amend a related illustrative example, and (3) to introduce new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. The amendments in this update clarify that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. The amendments also clarify that an entity cannot, as a separate unit of account, recognize and measure a contractual sale restriction. The amendments in this update also require the following disclosures for equity securities subject to contractual sale restrictions: 1) the fair value of equity securities subject to contractual sale restrictions reflected in the balance sheet; 2) the nature and remaining duration of the restriction(s); and 3) the circumstances that could lapse in the restrictions(s). The ASU is effective for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years. The Foundation is currently evaluating the impact of adopting this new guidance on its consolidated financial statements.

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**NOTE 3 INVESTMENTS AND FAIR VALUE**

The investment goal of the Foundation and the Trust is to maintain or grow its spending power in real (inflation-adjusted) terms, with risk at a level appropriate for the Foundation's programmatic spending and objectives. The Foundation and the Trust diversify investments among various financial instruments and asset categories by using multiple investment strategies.

The financial assets of the Foundation and the Trust are managed by a select group of investment managers and held in custody by a major commercial bank, except for assets invested with private equities, hedge funds, and commingled funds that have separate arrangements appropriate to their legal structure.

Temporary investments consist of cash and cash equivalents, demand deposits, and short-term investment funds maintained at commercial banks. These investments are held as part of the Foundation's and the Trust's long-term investment strategy. Temporary investments are considered highly liquid instruments with maturities of 90 days or less at the time of purchase. The Foundation and the Trust maintain their cash and cash equivalents with high-quality financial institutions and such amounts may exceed Federal Deposit Insurance Corporation limits.

Public equity securities and fixed-income securities, which include stocks and bonds that are listed on national securities exchanges, quoted on the NASDAQ or on the over-the-counter market, are valued at the last reported sale price, or in the absence of a recorded sale, at the most recent bid price at the reporting date. These securities include U.S. and foreign government debt and corporate bonds. The Foundation and the Trust's investments in corporate and government bonds are exposed to issuer credit risk until these bonds are sold or mature. Futures, forwards, and options, which are traded on exchanges, are valued at the last reported sale price or at the most recent bid price if they are traded over-the-counter market.

The Trust is invested in Kellanova and WK Kellogg Co common stock, formerly Kellogg Company prior to the October 2023 stock spin-off. The Trust held 45,097,438 shares of Kellanova common stock and 13,505,159 shares of WK Kellogg Co common stock as of August 31, 2025. The Trust held 50,597,438 shares of Kellanova common stock and 13,505,159 shares of WK Kellogg Co common stock as of August 31, 2024. The Foundation and the Trust are potentially subject to market risk, resulting from its concentration in Kellanova common stock. See Note 13 – Subsequent Events.

Commingled, hedge, real estate, and private equity funds are valued based on the net asset value (NAV) reported by the investment manager, which are generally calculated based on the last reported sale price of the underlying assets held by such funds. These funds are typically structured as limited partnerships and limited liability companies.

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**NOTE 3 INVESTMENTS AND FAIR VALUE** *(continued)*

Since there is no readily available market for investments in limited partnerships and limited liability companies, such investments are stated at fair value as estimated in an inactive market. These investments include securities of companies that may not be immediately liquid, such as private debt and private equity securities and real estate or other assets. The valuations of these investments are based upon values provided by the investment managers, based on guidelines established with those investment managers and in consideration of other factors related to the Foundation's and the Trust's interests in these investments.

The Foundation and the Trust obtain and consider the audited financial statements of such investees when evaluating the overall reasonableness of carrying value. The financial statements of the investees are audited annually by independent auditors, although the fiscal year end for the investees does not coincide with the Foundation's and the Trust's fiscal year end. The Foundation and the Trust utilize the practical expedient methodology in compliance with U.S. GAAP and use NAVs reported in the manager statements to estimate fair value.

The Foundation and the Trust believe this method provides a reasonable estimate of fair value. However, the recorded value may differ from the fair value had a readily available market existed for such investments.

Investment transactions are recorded on the trade-date. Dividend and interest income are accrued when earned. Realized gains or losses recognized upon sales and withdrawals and unrealized appreciation (depreciation) resulting from market fluctuations are recognized when they occur and are computed using the specific-identification method. Gains on distributions from private equity funds, which may be received in cash or securities, are reflected in investment income as realized gains and losses. Investment expenses are netted against realized gains for the years ended August 31, 2025 and 2024, respectively, as outlined in the table below.

Investment Expenses

	<u>2025</u>	<u>2024</u>
Trust	\$ 22,615,783	\$ 30,402,953
Foundation	1,783,243	1,804,836
<b>Consolidated</b>	<u>\$ 24,399,026</u>	<u>\$ 32,207,789</u>

Assets and liabilities denominated in foreign currencies at year end are translated into U.S. dollars based upon exchange rates as of August 31, with any resulting adjustment included in net unrealized gains and losses on investments. Transactions in foreign currencies during the year are translated into U.S. dollars at the exchange rate prevailing on the transaction date and are recorded as realized gains or losses.

Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a fair value disclosure framework that prioritizes and ranks the level of observable inputs used in measuring investments at fair value.

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**NOTE 3 INVESTMENTS AND FAIR VALUE** *(continued)*

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1:* Inputs based on quoted prices for identical assets or liabilities in an active market that the Foundation and the Trust can access. An active market for the asset or liability is one in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis. A quoted price in an active market usually provides the most reliable evidence of fair value and is generally used without adjustment if available. This classification includes public equities and other fixed-income securities with observable market prices.
- Level 2:* Inputs that are observable either directly or indirectly but are not Level 1 inputs. Level 2 inputs include quoted prices for similar instruments, broker quotes, or observable inputs that directly impact value, such as interest rates, prepayment speeds, and credit risk. Pricing inputs, including broker quotes, are generally those other than exchange-quoted prices in active markets, and fair values are determined through the use of models or other valuation methodologies.
- Level 3:* Inputs that are unobservable. Level 3 inputs are generally used in situations where there is little, if any, market activity for the investment. These inputs into the determination of fair value require significant management judgment or estimation. Due to the inherent uncertainty of these estimates, these values may differ significantly from the values that would have been used had a ready market for these investments existed.

Investments that provide an NAV are considered to be recorded at management's best estimate at fair value. These securities are included in the fair value hierarchy table as investments measured at NAV. Investments in this category generally include private fund investment structures and limited partnership interests.

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**NOTE 3 INVESTMENTS AND FAIR VALUE** *(continued)*

The following tables present the fair value of investments carried on the consolidated statements of financial position, by level within the fair value hierarchy, as of August 31, 2025 and 2024, respectively.

	<b>2025</b>			
	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>ASSETS</b>				
Temporary investments	\$ 81,912,986	\$ 81,912,986	\$ -	\$ -
Kellanova common stock	3,585,246,321	3,585,246,321	-	-
WK Kellogg Co common stock	309,538,244	309,538,244	-	-
Equities	423,421,419	423,421,419	-	-
Fixed-income securities	9,792,003	-	9,792,003	-
Private equities	9,345,589	-	-	9,345,589
Total fair value measurements	4,419,256,562	<u>\$ 4,400,118,970</u>	<u>\$ 9,792,003</u>	<u>\$ 9,345,589</u>
Investments measured at NAV	<u>5,093,819,978</u>			
<b>Total investments</b>	<u>\$ 9,513,076,540</u>			
Interest in irrevocable trust	<u>\$ 1,594,015</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,594,015</u>
<b>2024</b>				
	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>ASSETS</b>				
Temporary investments	\$ 172,490,299	\$ 172,490,299	\$ -	\$ -
Kellanova common stock	4,078,659,477	4,078,659,477	-	-
WK Kellogg Co common stock	231,883,580	231,883,580	-	-
Equities	570,185,968	570,185,968	-	-
Fixed-income securities	72,665,684	56,956,841	15,708,843	-
Private equities	9,345,589	-	-	9,345,589
Total fair value measurements	5,135,230,597	<u>\$ 5,110,176,165</u>	<u>\$ 15,708,843</u>	<u>\$ 9,345,589</u>
Investments measured at NAV	<u>4,142,384,554</u>			
<b>Total investments</b>	<u>\$ 9,277,615,151</u>			
Interest in irrevocable trust	<u>\$ 1,568,387</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,568,387</u>

There was a net payable on unsettled trades of \$2,048,318 and \$1,967,689 as of August 31, 2025 and 2024, respectively. The net payables are reported in diversified investments in the accompanying consolidated statements of financial position.

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**NOTE 3 INVESTMENTS AND FAIR VALUE** *(continued)*

The following tables summarize foreign investment holdings as of August 31, 2025 and 2024:

	2025			
	Total	Level 1	Level 2	Level 3
<b>FOREIGN HOLDINGS</b>				
Equities	\$ 79,591,985	\$ 79,591,985	\$ -	\$ -
Fixed-income securities	140,045	-	140,045	-
Total fair value measurements	79,732,030	\$ 79,591,985	\$ 140,045	\$ -
Investments measured at net asset value	-			
<b>Total investments</b>	<b>\$ 79,732,030</b>			
	2024			
	Total	Level 1	Level 2	Level 3
<b>FOREIGN HOLDINGS</b>				
Equities	\$ 77,155,339	\$ 77,155,339	\$ -	\$ -
Fixed-income securities	256,588	-	256,588	-
Total fair value measurements	77,411,927	\$ 77,155,339	\$ 256,588	\$ -
Investments measured at net asset value	1,042,454,240			
<b>Total investments</b>	<b>\$ 1,119,866,167</b>			

The Foundation and the Trust invest in commingled funds and other alternative investments, which are typically structured as partnerships, limited liability companies, or offshore investment vehicles. The following table summarizes the investment strategy types of the funds as of August 31, 2025 and 2024:

	2025		2024	
	Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Commingled funds <sup>(a)</sup>	\$ 752,271,522	\$ -	\$ 706,094,333	\$ -
Hedge funds <sup>(b)</sup>	2,402,397,333	17,813,337	1,805,088,760	38,902,818
Fixed-income funds <sup>(c)</sup>	46,996,833	-	44,247,322	-
Private equity funds <sup>(d)</sup>	1,614,559,700	1,284,529,538	1,370,802,093	734,979,305
Real estate funds <sup>(d)</sup>	277,594,590	212,964,488	216,152,046	139,695,973
<b>Total</b>	<b>\$ 5,093,819,978</b>	<b>\$ 1,515,307,363</b>	<b>\$ 4,142,384,554</b>	<b>\$ 913,578,096</b>

(a) "Commingled funds" are highly liquid and the majority of these funds can be redeemed within short-term periods of time.

(b) The redemption frequency of "hedge funds" can be quarterly, semiannually, annually, or multi-year, with a notice of redemption ranging from 30 to 180 days. This category includes hedge funds that invest using different strategies, such as long/short equity, credit focused, multi-strategy, arbitrage, and other means.

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**NOTE 3 INVESTMENTS AND FAIR VALUE** *(continued)*

- (c) “Fixed-income funds” represent participation in fixed-income instruments through private partnerships, which are highly liquid and can be redeemed within short-term periods of time.
- (d) “Private equity funds” and “real estate funds” are liquidated through distributions generated upon the sale of the underlying investments. The private equity funds and real estate funds categories include private funds that invest globally in public and private companies across several industries.

**NOTE 4 GRANT COMMITMENTS PAYABLE**

The fair value of grant commitments payable is determined at the time of award. The fair values of grants payable in more than one year, which totaled \$166,569,274 and \$163,176,043 at August 31, 2025 and 2024, respectively, were evaluated based on discounted cash flows analyses, utilizing an assumed risk-free rate of interest of 4.35% and 5.4%, respectively. For the fiscal years ended August 31, 2025 and 2024, grant commitments payable is reported net of a discount of \$27,381,390 and \$34,197,243, respectively.

Scheduled payments for these grants as of August 31, 2025, for each of the next five years and in the aggregate are:

<u>Year Ending August 31,</u>	<u>Amount</u>
2026	\$ 113,024,114
2027	57,217,311
2028	22,016,922
2029	16,871,290
2030	15,670,699
Thereafter	<u>54,793,052</u>
Gross grants payable	279,593,388
Less: Discount to fair value	<u>27,381,390</u>
<b>Grants payable at fair value, net</b>	<b><u>\$ 252,211,998</u></b>

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**NOTE 5 INCOME TAXES AND SUPPLEMENTAL CASH FLOW INFORMATION**

The Foundation's and Trust's current and deferred provision for federal excise tax is based on a 1.39% rate for the fiscal years ended August 31, 2025 and 2024. The deferred provision is based on unrealized appreciation and assumes complete liquidation of all assets. Unrelated business taxable income, as defined by the IRC, may be subject to tax at applicable corporate and trust rates and is included in the current tax provision. The current and deferred tax provisions and cash flows associated with taxes are reflected in the table below.

	Foundation		Trust	
	2025	2024	2025	2024
Current tax (benefit) provision	\$ 414,400	\$ 463,541	\$ 11,499,457	\$ 6,625,424
Deferred tax (benefit) provision	187,077	97,197	(3,332,513)	16,963,044
<b>Total current and deferred tax (benefit) provision</b>	<b>\$ 601,477</b>	<b>\$ 560,738</b>	<b>\$ 8,166,944</b>	<b>\$ 23,588,468</b>
Cash payments for federal excise tax	\$ 319,951	\$ 201,470	\$ 10,000,000	\$ 7,200,000
Cash payments (refunds) for federal UBI tax	280,000	120,000	620,000	-
<b>Total cash payments for federal taxes</b>	<b>\$ 599,951</b>	<b>\$ 321,470</b>	<b>\$ 10,620,000</b>	<b>\$ 7,200,000</b>

Management evaluated all tax positions and concluded that the Foundation and the Trust have no uncertain tax positions that require recognition in the accompanying consolidated financial statements or further disclosure in the notes to the consolidated financial statements. The Foundation and the Trust file annual informational returns with the IRS and state and local tax authorities. The entities are subject to audits by taxing jurisdictions; however, no audits for any periods are currently in progress. Management believes that the entities are no longer subject to audits for years prior to 2021 under federal, state, and local tax jurisdictions.

**NOTE 6 PROPERTY AND EQUIPMENT**

Property and equipment at August 31, 2025 and 2024, are summarized as follows:

	2025	2024
Land and land improvements	\$ 19,317,246	\$ 19,243,487
Buildings and building improvements	64,833,340	63,960,922
Equipment	2,849,725	2,838,931
Furniture and fixtures	5,766,037	5,766,037
Capitalized software costs	18,879,311	18,530,853
Work in process	900,991	266,476
	112,546,650	110,606,706
Accumulated depreciation	(72,308,829)	(68,441,416)
<b>Total</b>	<b>\$ 40,237,821</b>	<b>\$ 42,165,290</b>

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**NOTE 7      LONG-TERM DEBT – SOCIAL BOND**

In October 2020, the Trust issued \$300,000,000 of Series 2020 taxable social bonds that will mature on October 1, 2050. The bonds were not registered with the U.S. Securities Act of 1933 or the securities laws of any jurisdiction, but instead were offered and sold only to qualified institutional buyers in reliance on Rule 144A under the Securities Act. Interest is due semiannually at a fixed rate of 2.443% and a balloon payment of principal is due at maturity on October 1, 2050. The outstanding balance of long-term debt related to this issuance was \$300,000,000 as of August 31, 2025 and 2024.

**NOTE 8      POSTRETIREMENT BENEFITS**

The Foundation offers a defined contribution retirement plan to full- and part-time employees. New hires may participate immediately upon hire and receive a matching contribution from the Foundation. Additional employer contributions are made after the employee works 900 hours in a plan year. The Foundation funded and charged to expense contributions of \$4,736,316 and \$4,441,564 in 2025 and 2024, respectively, related to the defined contribution plan.

The Foundation has a defined benefit retirement plan funded in amounts sufficient to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974, as amended. The Foundation contributed \$700,000 and \$1,025,000 to the defined benefit retirement plan during the years ended August 31, 2025 and 2024, respectively. The defined benefit retirement plan was closed to employees hired after June 1, 2012, and the plan formula was changed for prospective benefit accruals beginning September 1, 2012. The pension plan's assets consist of mutual funds that are considered Level 1 assets in accordance with ASC 820. The Foundation also provides postretirement medical and life insurance benefits ("Other benefits") to employees who meet eligibility requirements.

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**NOTE 8 POSTRETIREMENT BENEFITS** *(continued)*

The Foundation sponsored the Retiree Medical Plan, covering healthcare claims for retirees and eligible dependents. The plan was closed to employees hired after June 1, 2012, and was replaced by a Retiree HRA plan, a reimbursement-only plan, covering the value of premiums of other non-Foundation medical plans, beginning September 1, 2012. The total postretirement benefits liability of \$61,488,134 and \$69,054,533 at August 31, 2025 and 2024, respectively, is comprised of the following components:

	Pension Benefits		Other Benefits	
	2025	2024	2025	2024
Benefit obligation—August 31	\$ 5,282,419	\$ 7,358,143	\$ 64,989,696	\$ 69,406,974
Fair value of plan assets—August 31	8,783,981	7,710,584	-	-
<b>Funded (unfunded) status</b>	<b>\$ 3,501,562</b>	<b>\$ 352,441</b>	<b>\$ (64,989,696)</b>	<b>\$ (69,406,974)</b>
Accrued benefit cost recognized in the consolidated statements of financial position	\$ 3,501,562	\$ 352,441	\$ (64,989,696)	\$ (69,406,974)
Accumulated benefit obligation	\$ 2,952,040	\$ 3,694,609		
<b>Amounts not yet reflected in net periodic benefit costs</b>				
Accumulated gain (loss)	\$ 1,643,361	\$ (879,002)	\$ 19,760,507	\$ 14,394,190
<b>Total</b>	<b>\$ 1,643,361</b>	<b>\$ (879,002)</b>	<b>\$ 19,760,507</b>	<b>\$ 14,394,190</b>
<b>Changes in amounts not yet reflected in net periodic benefit costs</b>				
Net actuarial gain (loss)	\$ 2,507,717	\$ 158,363	\$ 5,959,748	\$ (7,146,022)
Amortization of prior service cost (credit)	-	-	-	-
Amortization of actuarial (gain) loss	14,646	(10,899)	(593,431)	(1,294,741)
<b>Total</b>	<b>\$ 2,522,363</b>	<b>\$ 147,464</b>	<b>\$ 5,366,317</b>	<b>\$ (8,440,763)</b>
<b>Amortization amounts to be reflected in net periodic benefit costs for fiscal year 2026</b>				
Net actuarial gain (loss)	\$ 111,837	\$ (14,646)	\$ 1,103,289	\$ 593,431
<b>Total</b>	<b>\$ 111,837</b>	<b>\$ (14,646)</b>	<b>\$ 1,103,289</b>	<b>\$ 593,431</b>
<b>Benefit costs, employer contribution and benefits paid</b>				
Benefit cost	\$ 73,242	\$ 267,642	\$ 3,704,356	\$ 2,748,814
Employer contribution	700,000	1,025,000	2,755,317	2,851,528
Benefits paid	404,602	32,342	2,755,317	2,851,528
<b>Assumptions to determine benefits obligations</b>				
Discount rate	5.60%	5.12%	5.60%	5.12%
Expected rate of return on plan assets	6.50%	6.50%	N/A	N/A
Rate of compensation increase	4.50%	4.00%	N/A	N/A
Measurement date	August 31	August 31	August 31	August 31
<b>Assumptions used to determine expense</b>				
Discount rate	5.12%	5.36%	5.12%	5.36%
Expected rate of return on plan assets	6.50%	6.50%	N/A	N/A
Rate of compensation increase	4.00%	4.00%	N/A	N/A
<b>Health care cost trend rate assumptions</b>				
Immediate trend rate assumption pre-/post-Medicare	N/A	N/A	7.90%	7.10%
Ultimate trend rate	N/A	N/A	4.00%	4.00%
Year trend rate is reached pre-/post-Medicare	N/A	N/A	2048	2046

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**NOTE 8 POSTRETIREMENT BENEFITS** *(continued)*

During fiscal year 2022, the Foundation changed its mortality assumption to the PRI-2012 table for non-annuitants, annuitants and contingent surviving spouses with the MP2021 projection scale. The Foundation utilized this same mortality assumption for fiscal years 2025 and 2024.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid by the defined benefit retirement plan and the postretirement medical plan based on the same assumptions used to measure the Foundation's benefit obligation at August 31, 2025:

<u>Year Ending August 31</u>	<u>Pension</u>	<u>Postretirement</u>
2026	\$ 386,263	\$ 3,073,351
2027	723,970	3,322,454
2028	605,965	3,569,902
2029	390,837	3,799,579
2030	642,410	4,026,786
Next five years	2,392,823	22,638,510

Investment Policy

The Foundation's Retirement Plan Committee oversees and monitors the pension plan investment policy with technical expertise provided by the Fund Evaluation Group. To realize the plan's expected rate of return and be within an actuarial tolerance range based on asset allocation, the pension plan assets are split (60%/40%) between the Vanguard Total World Stock Index Fund Institutional Shares (VTWIX) and the Dodge & Cox Income Fund (DODIX), respectively. The Foundation signed a new trust administration agreement with US Bank in February 2025 and transitioned plan assets from The Vanguard Group to US Bank on April 1, 2025.

The VTWIX equity fund tracks the performance of a benchmark index that measures the investment return for large-, mid-, and small-capitalization global stocks. The DODIX bond fund tracks a highly selective, diversified, and actively managed core fixed income fund portfolio, consistent with long-term preservation of capital. The asset allocation was selected to balance capital appreciation with capital preservation, while maintaining a stable funded status on the pension plan. Investment returns are supplemented with pension plan cash flow from the Foundation's operating budget, as needed.

Basis Used to Determine the Overall Expected Rate of Return on Plan Assets

To develop the expected long-term rate of return on plan assets assumption, the Foundation considered the historical returns and the future expectations for returns for each asset class in the fund, as well as its target asset allocation. This strategy resulted in the selection of the 6.50% long-term rate of return on plan assets assumption for each of 2025 and 2024.

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**NOTE 8 POSTRETIREMENT BENEFITS** *(continued)*

Risks and Uncertainties

Contributions are made to the employee benefit plans based on the present value of accumulated plan benefits, which are based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the consolidated financial statements.

**NOTE 9 NET ASSETS WITH DONOR RESTRICTIONS**

Net assets with donor restrictions of the Trust include all net assets, which are restricted until released to the Foundation. Releases from restrictions of \$420,000,000 and \$358,000,000 were recorded for the years ended August 31, 2025 and 2024, respectively. Donor restrictions are deemed satisfied at the time the Trust makes a contribution to the Foundation.

Net assets with donor restrictions of the Foundation consist of contributions receivable from an irrevocable trust, which are restricted until such assets are received. The Foundation's net assets with donor restrictions increased by \$25,628 and \$84,438 for the years ended August 31, 2025 and 2024, respectively, which represented the change in the fair value of the trust to which the Foundation has irrevocable rights as the beneficiary.

**NOTE 10 FUNCTIONAL EXPENSES**

The Foundation's grant and administrative expenses have been allocated between programs and supporting activities. Grants and charitable costs relate to activities of the Foundation, such as reviewing grant applications, awarding, monitoring and evaluating the grants, as well as the actual grant expenses. Certain costs, principally employee benefits, occupancy and technology services, are allocated among the programs and supporting services on the basis of headcount in the respective functional areas.

During fiscal year 2025, the Foundation revised its methodology to allocate certain costs previously allocated to supporting services directly to programs. For comparability, the fiscal year 2024 functional expenses were reclassified to reflect the same methodology as in fiscal year 2025.

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W. K. KELLOGG FOUNDATION TRUST**  
Notes to Consolidated Financial Statements  
For the Years Ended August 31, 2025 and 2024

**NOTE 10      FUNCTIONAL EXPENSES** *(continued)*

The expenses are summarized on a functional basis in the tables below for 2025 and 2024:

	<b>2025</b>	
	<u>Program</u>	<u>Support</u>
Salaries and benefits	\$ 34,395,803	\$ 14,048,990
Professional services	36,533,347	13,146,857
Depreciation	3,239,814	1,079,938
Occupancy	1,676,316	1,427,973
Travel, conferences and meetings	2,168,089	964,892
Technology and equipment	1,646,040	1,052,387
Other expenses	1,563,936	999,894
	<u>81,223,345</u>	<u>32,720,931</u>
Grants	314,909,604	-
	<u>\$ 396,132,949</u>	<u>\$ 32,720,931</u>
	<b>2024</b>	
	<u>Program</u>	<u>Support</u>
Salaries and benefits	\$ 32,671,931	\$ 13,344,873
Professional services	33,348,177	11,039,889
Depreciation	3,083,741	1,027,914
Occupancy	1,029,840	877,272
Travel, conferences and meetings	2,012,487	901,585
Technology and equipment	2,737,389	1,750,134
Other expenses	1,941,883	1,241,531
	<u>76,825,448</u>	<u>30,183,198</u>
Grants	259,392,912	-
	<u>\$ 336,218,360</u>	<u>\$ 30,183,198</u>

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Notes to Consolidated Financial Statements  
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**NOTE 11 LIQUIDITY AND AVAILABILITY OF RESOURCES**

The Foundation's and the Trust's financial assets available to meet cash needs for general expenditures within one year of the consolidated statement of financial position are as follows at August 31, 2025 and 2024:

	<b>2025</b>		
	<b>Consolidated</b>	<b>Foundation</b>	<b>Trust</b>
Cash, including cash held in investments	\$ 126,213,053	\$ 72,696,660	\$ 53,516,393
Actively traded investments	4,327,997,987	105,019,704	4,222,978,283
Investments measured at NAV	2,486,355,421	75,104,117	2,411,251,304
<b>Available financial assets</b>	<b>\$ 6,940,566,461</b>	<b>\$ 252,820,481</b>	<b>\$ 6,687,745,980</b>

  

	<b>2024</b>		
	<b>Consolidated</b>	<b>Foundation</b>	<b>Trust</b>
Cash, including cash held in investments	\$ 201,917,458	\$ 53,480,979	\$ 148,436,479
Actively traded investments	4,953,394,709	96,000,205	4,857,394,504
Investments measured at NAV	1,972,138,945	75,271,789	1,896,867,156
<b>Available financial assets</b>	<b>\$ 7,127,451,112</b>	<b>\$ 224,752,973</b>	<b>\$ 6,902,698,139</b>

The Foundation and the Trust structure their financial assets to be available for general expenditures, grant disbursements and other operational obligations as they arise. The Trust's assets are subject to an annual minimum spending policy of 5% and are appropriated annually by the Board of Directors for distribution to the Foundation as its sole beneficiary. The Foundation's assets are also subject to an annual minimum spending policy of 5% and are appropriated annually by the Board of Directors for grantmaking. While the amounts depicted in the table above are available to meet cash needs within one year of the date of the consolidated statements of financial position, they are further subject to the annual appropriations by the Board of Directors. Although the Foundation and Trust do not intend to liquidate assets other than for amounts needed for general expenditures appropriated during the year, these assets could be made available to increase the spending policy, if necessary.

**NOTE 12 LEASES**

The Foundation has operating leases (collectively, leases) for office space with terms ranging from five to six years. Total lease expense for all operating leases was \$804,661 for the years ended August 31, 2025 and 2024, and is included in program and supporting expenses in the accompanying consolidated statements of activities.

Based on the adoption of ASU 2016-02, the Foundation recognized lease liabilities and their corresponding right-of-use assets at the adoption date of August 31, 2023. These amounts were initially measured using the present value of the lease payments over the defined lease term and discounted using the risk-free rate of 4.09%.

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**NOTE 12 LEASES** *(continued)*

Future minimum payments, for each of the next five years and in the aggregate are as follows:

<u>Year Ending August 31,</u>	<u>Amount</u>
2026	\$ 802,855
2027	816,580
2028	418,198
2029	283,170
2030	247,582
Thereafter	<u>50,833</u>
	2,619,268
Less: Present value discount	<u>(239,637)</u>
<b>Total</b>	<b><u>\$ 2,379,631</u></b>

Other information related to leases after the adoption date was as follows:

Cash paid for rent was \$789,273 and \$734,495 for the years ended August 31, 2025 and 2024, respectively.

The weighted-average remaining lease term for operating leases is 72 months.

No sublease income or expense is recorded as of August 31, 2025.

**NOTE 13 SUBSEQUENT EVENTS**

On August 14, 2024, Kellanova announced that it had entered into a definitive agreement to be acquired by Mars, Incorporated for cash consideration of \$83.50 per share of Kellanova common stock. The Trust held a 12.97% ownership of Kellanova common stock as of August 31, 2025. The acquisition of Kellanova closed on December 11, 2025 and the Trust received \$3,765,636,073 in cash proceeds.

On July 10, 2025, WK Kellogg Co announced that it had entered into a definitive agreement to be acquired by the Ferrero Group for cash consideration of \$23.00 per share of the WK Kellogg Co common stock. The Trust held 15.7% ownership of WK Kellogg Co common stock as of August 31, 2025. The acquisition of WK Kellogg Co closed on September 26, 2025 and the Trust received \$310,618,657 in cash proceeds.

The Foundation and the Trust evaluated events and transactions occurring between September 1, 2025, and February 5, 2026, which is the date that the consolidated financial statements were available to be issued, for disclosure and recognition purposes.

**SUPPLEMENTAL SCHEDULE**

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Supplemental Schedule of Gifts and Receipts  
From Inception through August 31, 2025

This schedule represents an analysis of the Foundation's gifts and the Trust's receipts at historical value from inception through August 31, 2025. The Foundation and the Trust were established in 1930 and 1934, respectively.

**Assets stated at estimated values at dates received**

Gifts from founder and his estate \$ 8,449,738

*Distribution from W. K. Kellogg Foundation Trust*

Kellogg Company preferred stock	\$ 7,541,625	
Securities received under terms of founder's will and W. K. Kellogg Distribution Trust	4,109,252	11,650,877

*Gifts from others*

Pomona Ranch and Gull Lake Estate contributed by U.S. Government	1,077,562	
Assets contributed by Fellowship Corporation	203,207	
Gift from Morris estate	3,231,208	
Gift from Tuttle estate	677,568	
Miscellaneous gifts	208,108	5,397,653

*Assets acquired through dissolution of trusts*

W. K. Kellogg Foundation Trust at Old Merchants National Bank and Trust Company	514,861	
Boys' Club Trust	171,076	
Gull Lake Estate Trust	358,538	
Palm Springs Trust	60,910	
Karl H. Kellogg Trust	108,654	
Chapin-Rhodes-Beldon Trust	229,020	
Belden-Chapin Trust	143,138	
Bernhard Peterson Trust	33,029	
Clara Way Trusts	380,370	
Williamson Trusts	1,389,816	
W. K. Kellogg Northwestern Mutual Insurance Trust	523,413	
J.H. Williamson Trust	258,401	
Glenn A. Cross Trust	4,353,834	
Carrie Staines Trust	52,463,328	
W.K. Kellogg Annuity Trust	26,086,834	87,075,222
		\$ 112,573,490

