

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
July 24, 2025

Brown-Forman Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-00123

(Commission File Number)

61-0143150

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

850 Dixie Highway, Louisville, Kentucky

(Address of Principal Executive Offices)

40210

(Zip Code)

Registrant's telephone number, including area code: **(502) 585-1100**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock (voting), \$0.15 par value	BFA	New York Stock Exchange
Class B Common Stock (nonvoting), \$0.15 par value	BFB	New York Stock Exchange
1.200% Notes due 2026	BF26	New York Stock Exchange
2.600% Notes due 2028	BF28	New York Stock Exchange

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

Emerging growth company

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

Item 5.07. Submission of Matters to a Vote of Security Holders.

On July 24, 2025, Brown-Forman Corporation (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting"). The matters submitted to a vote of the Company's Class A common stockholders at the Annual Meeting and the voting results of such matters are as follows:

Proposal 1: Election of Directors

The Company's Class A common stockholders elected each of the director nominees proposed by the Company's Board of Directors to serve until the next Annual Meeting of Stockholders or until such director's successor is duly elected and qualified, by the following voting results:

<u>Name of Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Campbell P. Brown	148,938,165	3,267,969	5,148,360	4,937,587
Elizabeth M. Brown	149,546,643	7,697,673	110,178	4,937,587
Mark A. Clouse	149,662,428	2,541,629	5,150,437	4,937,587
Marshall B. Farrer	149,550,306	7,711,892	92,296	4,937,587
W. Austin Musselman, Jr.	149,571,109	7,672,539	110,846	4,937,587
Michael J. Roney	149,486,515	2,716,419	5,151,560	4,937,587
Jan E. Singer	148,164,484	4,027,746	5,162,264	4,937,587
Tracy L. Skeans	148,647,752	3,556,310	5,150,432	4,937,587
Elizabeth A. Smith	151,683,189	520,129	5,151,176	4,937,587
Michael A. Todman	149,451,279	2,747,275	5,155,940	4,937,587
Lawson E. Whiting	150,997,149	6,247,681	109,664	4,937,587

Proposal 2: Ratification of the Selection of the Independent Registered Public Accounting Firm for Fiscal 2026

The Company's Class A common stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2026, by the following voting results:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
161,880,896	365,225	45,960	N/A

Item 7.01. Regulation FD Disclosure.

On July 24, 2025, the Company issued a press release announcing the voting results of the Annual Meeting and the approval by the Board of Directors of the Company's regular quarterly cash dividend. A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished under this Item 7.01 (and the related information in Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Brown-Forman Corporation Press Release dated July 24, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

BROWN-FORMAN CORPORATION

(Registrant)

Date: July 24, 2025

/s/ Michael E. Carr, Jr.

Michael E. Carr, Jr.

Executive Vice President, General Counsel and Corporate Secretary



NEWS RELEASE

FOR IMMEDIATE RELEASE

BROWN-FORMAN STOCKHOLDERS ELECT DIRECTORS, FARRER NAMED CHAIRMAN *Board Approves Cash Dividend*

LOUISVILLE, KY – July 24, 2025 – Brown-Forman Corporation (NYSE: BFA, BFB) stockholders convened today for their annual meeting, where they elected the Board of Directors' recommended slate of nominees and ratified the appointment of Ernst & Young LLP as the independent registered public accounting firm for fiscal year 2026.

Marshall B. Farrer, a fifth-generation descendant of the company's founder and a current Director, was reelected to the Board of Directors and assumed the role of Chairman. This follows Campbell P. Brown's announcement in November 2024 that he would be stepping down from the Chairman role while standing for reelection as a Board member.

“As the incoming Chairman, I am honored to help shape Brown-Forman’s future by upholding our rich heritage with the highest standards of corporate governance, drawing on 155 years of leadership to continue building a company that endures across generations,” said Farrer. “Our strength has always been rooted in long-term thinking, and we are steadfast in stewarding a legacy founded on integrity, quality, and care—ensuring this business thrives for generations to come.”

“We are pleased to welcome Marshall, a visionary thinker with excellent strategic acumen, to the role of Chairman,” said Lawson E. Whiting, Brown-Forman’s President and Chief Executive Officer. “The company extends its sincere gratitude to Campbell for his distinguished leadership and dedicated service.”

In a subsequent meeting, the Board of Directors approved a regular quarterly cash dividend of \$0.2265 cents per share on its Class A and Class B Common Stock. The dividend is payable on October 1, 2025, to stockholders of record on September 3, 2025. Brown-Forman has paid regular quarterly cash dividends for 81 consecutive years and has increased the regular cash dividend for 41 consecutive years.

“In an increasingly complex environment, it is more critical than ever for us to lean into the sources of our strength—our world-class portfolio of brands, our exceptional team of people, and the unwavering commitment of the Brown family,” Whiting continued. “In fiscal 2025, we made strategic, forward-looking decisions to ensure we are positioned for long-term success, including

evolving our U.S. distribution network, restructuring our global organization, and investing in key brands. As we look forward, our focus is on executing with excellence, optimizing our capital allocation, and capturing near-term opportunities to drive growth.”

Brown-Forman

Brown-Forman Corporation is a global leader in the spirits industry, responsibly building exceptional beverage alcohol brands for more than 155 years. Headquartered in Louisville, Kentucky, we are guided by our founding promise, “Nothing Better in the Market.” Our premium portfolio includes Jack Daniel’s Family of Brands, Woodford Reserve, Old Forester, New Mix, el Jimador, Herradura, The Glendronach, Glenglassaugh, Benriach, Diplomático Rum, Gin Mare, Fords Gin, Chambord, and Slane. With approximately 5,000 employees worldwide, we proudly share our passion for fine-quality spirits in more than 170 countries. Learn more at brown-forman.com and stay connected with us on LinkedIn, Instagram, and X.

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Important Information on Forward-Looking Statements:

This press release contains statements that are “forward-looking statements” as defined under U.S. federal securities laws. These forward-looking statements reflect management’s expectations or projections regarding future events and speak only as of the date we make them. Except as required by law, we do not intend to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. By their nature, forward-looking statements involve risks, uncertainties, and other factors (many beyond our control) that could cause our actual results to differ materially from our historical experience or from our current expectations or projections.

For further information on factors that could cause our actual results to differ materially from our historical experience or from our current expectations or projections, please refer to our public filings, including the “Risk Factors” section of our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission.

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