UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED March 31, 2022

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

FOR THE TRANSITION PERIOD FROM ____ TO ____

COMMISSION FILE NUMBER 000-50189

CROWN HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania	**75-3099507**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

770 Township Line Road	**Yardley**	**PA**	**19067**
(Address of principal executive offices)			**(Zip Code)**

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

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

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

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

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

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

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

Emerging growth company ☐
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes ☐ No ☒

There were 122,942,067 shares of Common Stock outstanding as of April 28, 2022.

PART I – FINANCIAL INFORMATION

CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions except per share data)
(Unaudited)

	Three Months Ended March 31, 2022	2021
Net sales	$ 3,162	$ 2,564
Cost of products sold, excluding depreciation and amortization	2,547	1,982
Depreciation and amortization	115	112
Selling and administrative expense	157	143
Restructuring and other	(1)	—
Income from operations	344	327
Other pension and postretirement	(4)	(1)
Interest expense	54	69
Interest income	(3)	(2)
Foreign exchange	(10)	(2)
Income from continuing operations before taxes and equity in net earnings of affiliates	307	263
Provision for income taxes	78	65
Equity in net earnings of affiliates	17	2
Net income from continuing operations	246	200
Net income from discontinued operations	—	45
Net income	246	245
Net income from continuing operations attributable to noncontrolling interests	30	33
Net income from discontinued operations attributable to noncontrolling interests	—	1
Net income attributable to Crown Holdings	$ 216	$ 211
Net income from continuing operations attributable to Crown Holdings	$ 216	$ 167
Net income from discontinued operations attributable to Crown Holdings	—	44
Net income attributable to Crown Holdings	$ 216	$ 211
Earnings per common share attributable to Crown Holdings:		
Basic earnings per common share from continuing operations	1.75	1.25
Basic earnings per common share from discontinued operations	—	0.33
Basic	$ 1.75	$ 1.58
Diluted earnings per common share from continuing operations	1.74	1.24
Diluted earnings per common share from discontinued operations	—	0.33
Diluted	$ 1.74	$ 1.57

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)
(Unaudited)

	Three Months Ended March 31,	
	2022	**2021**
Net income	$ 246	$ 245
Other comprehensive income / (loss), net of tax:		
Foreign currency translation adjustments	13	(35)
Pension and other postretirement benefits	7	15
Derivatives qualifying as hedges	42	15
Total other comprehensive income / (loss)	62	(5)
Total comprehensive income	308	240
Net income attributable to noncontrolling interests	30	34
Translation adjustments attributable to noncontrolling interests	—	1
Derivatives qualifying as hedges attributable to noncontrolling interests	3	(1)
Comprehensive income attributable to Crown Holdings	$ 275	$ 206

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

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

	March 31, 2022	December 31, 2021
Assets		
Current assets		
Cash and cash equivalents	$ 389	$ 531
Receivables, net	2,170	1,889
Inventories	2,063	1,735
Prepaid expenses and other current assets	341	243
Current assets held for sale	99	97
Total current assets	5,062	4,495
Goodwill	3,006	3,007
Intangible assets, net	1,477	1,525
Property, plant and equipment, net	4,083	4,036
Operating lease right-of-use assets, net	196	191
Other non-current assets	606	604
Total assets	$ 14,430	$ 13,858
Liabilities and equity		
Current liabilities		
Short-term debt	$ 96	$ 75
Current maturities of long-term debt	1,137	135
Current portion of operating lease liabilities	36	42
Accounts payable	2,889	2,901
Accrued liabilities	931	966
Current liabilities held for sale	17	14
Total current liabilities	5,106	4,133
Long-term debt, excluding current maturities	5,654	6,052
Postretirement and pension liabilities	489	497
Non-current portion of operating lease liabilities	164	150
Other non-current liabilities	757	696
Commitments and contingent liabilities *(Note I)*		
Noncontrolling interests	440	418
Crown Holdings shareholders' equity	1,820	1,912
Total equity	2,260	2,330
Total liabilities and equity	$ 14,430	$ 13,858

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

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

	Three Months Ended March 31,	
	2022	**2021**
Cash flows from operating activities		
Net income	$ 246	$ 245
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	115	127
Restructuring and other	(1)	2
Pension expense	8	12
Pension contributions	20	(5)
Stock-based compensation	10	11
Working capital changes and other	(699)	(777)
Net cash used for operating activities	(301)	(385)
Cash flows from investing activities		
Capital expenditures	(117)	(135)
Acquisition of business, net of cash acquired	(23)	—
Net investment hedge	13	13
Proceeds from sale of discontinued operations, net of cash disposed	6	—
Proceeds from sale of property, plant and equipment	12	2
Other	(8)	—
Net cash used for investing activities	(117)	(120)
Cash flows from financing activities		
Net change in revolving credit facility and short-term debt	158	(13)
Proceeds from long-term debt	601	36
Payments of long-term debt	(42)	(26)
Bond issuance costs	(7)	—
Foreign exchange derivatives related to debt	—	(4)
Payments of finance leases	(1)	(1)
Dividends paid to noncontrolling interests	(11)	(9)
Dividends paid to shareholders	(27)	(27)
Common stock issued	—	1
Common stock repurchased	(350)	(12)
Net cash provided by / (used for) financing activities	321	(55)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(36)	(11)
Net change in cash, cash equivalents and restricted cash	(133)	(571)
Cash, cash equivalents and restricted cash at January 1	593	1,238
Cash, cash equivalents and restricted cash at March 31	$ 460	$ 667

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

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

	Crown Holdings, Inc. Shareholders' Equity							
	Common Stock	Paid-in Capital	Accumulated Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Crown Equity	Noncontrolling Interests	Total Shareholders' Equity
Balance at January 1, 2022	$ 929	$ —	$ 3,180	$ (1,898)	$ (299)	$ 1,912	$ 418	$ 2,330
Net income			216			216	30	246
Other comprehensive income				59		59	3	62
Dividends paid to shareholders			(27)			(27)		(27)
Dividends paid to noncontrolling interests						—	(11)	(11)
Restricted stock awarded			(1)		1	—		—
Stock-based compensation			10			10		10
Common stock repurchased			(335)		(15)	(350)		(350)
Balance at March 31, 2022	$ 929	$ —	$ 3,043	$ (1,839)	$ (313)	$ 1,820	$ 440	$ 2,260
Balance at January 1, 2021	$ 929	$ 179	$ 4,538	$ (3,193)	$ (255)	$ 2,198	$ 406	$ 2,604
Net income			211			211	34	245
Other comprehensive loss				(5)		(5)		(5)
Dividends paid to shareholders			(27)			(27)		(27)
Dividends paid to noncontrolling interests						—	(9)	(9)
Restricted stock awarded		(1)			1	—		—
Stock-based compensation		11				11		11
Common stock issued		1				1		1
Common stock repurchased		(11)			(1)	(12)		(12)
Balance at March 31, 2021	$ 929	$ 179	$ 4,722	$ (3,198)	$ (255)	$ 2,377	$ 431	$ 2,808

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In millions, except per share and statistical data)
(Unaudited)

A. Statement of Information Furnished

The consolidated financial statements include the accounts of Crown Holdings, Inc. and its consolidated subsidiaries (the “Company”). The accompanying unaudited interim consolidated financial statements have been prepared in accordance with Form 10-Q instructions. In the opinion of management, these consolidated financial statements contain all adjustments of a normal and recurring nature necessary for a fair statement of the financial position of the Company as of March 31, 2022 and the results of its operations for the three months ended March 31, 2022 and 2021 and of its cash flows for the three months ended March 31, 2022 and 2021. The results reported in these consolidated financial statements are not necessarily indicative of the results that may be expected for the entire year. These results have been determined on the basis of accounting principles generally accepted in the United States of America (“GAAP”), the application of which requires management’s utilization of estimates, and actual results may differ materially from the estimates utilized.

Certain information and footnote disclosures normally included in financial statements presented in accordance with GAAP have been condensed or omitted. The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The accompanying consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

B. Divestitures

On August 31, 2021, the Company completed the sale (the “Transaction”) of its European Tinplate business (the “Business”) to Kouti B.V., an affiliate of KPS Capital Partners LP. The Business comprised the Company’s European Food segment and its European Aerosol and Promotional Packaging reporting unit which was previously reported in Other. The Company received pre-tax proceeds of approximately €1.9 billion ($2.3 billion) from the Transaction and received a 20% minority interest in the Business. For the year ended December 31, 2021, the Company recorded a pre-tax loss of $101 and tax charges of $81 related to taxable gains on the sale of the Business.

Major components of net income from discontinued operations for the three months ended March 31, 2021 were as follows:

	Three Months Ended March 31, 2021
Net sales	$ 514
Cost of products sold, excluding depreciation and amortization	418
Depreciation and amortization	16
Selling and administrative expense	21
Interest expense	2
Transaction costs	2
Income from discontinued operations before tax	55
Provision for income taxes	10
Net income from discontinued operations	45
Net income from discontinued operations attributable to noncontrolling interests	1
Net income from discontinued operations attributable to Crown Holdings	$ 44

The Company accounted for the minority interest received in the Business under the equity method. The Company's share of income of the Business was $15 for the three months ended March 31, 2022 and is reported in Equity in net earnings of affiliates in the Consolidated Statement of Operations.

In October 2021, the Company signed an agreement to sell Transit Packaging's Kiwiplan business for approximately $182. The transaction is subject to customary regulatory approvals and is expected to close in the second quarter of 2022. In 2021, the business had net sales of $39. The Company expects to record an after tax gain of approximately $100 related to the transaction. The assets and liabilities of this business were classified as held for sale as of December 31, 2021. The transaction will not represent a strategic shift that will have a major effect on the Company's operations and financial results, and therefore does not qualify for reporting as a discontinued operation.

C. Cash, Cash Equivalents, and Restricted Cash

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

	March 31, 2022	December 31, 2021
Cash and cash equivalents	$ 389	$ 531
Restricted cash included in prepaid expenses and other current assets	71	61
Restricted cash included in other non-current assets	—	1
Total restricted cash	71	62
Total cash, cash equivalents and restricted cash	$ 460	$ 593

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

D. Receivables

	March 31, 2022	December 31, 2021
Accounts receivable	$ 1,463	$ 1,289
Less: allowance for credit losses	(20)	(20)
Net trade receivables	1,443	1,269
Unbilled receivables	404	325
Miscellaneous receivables	323	295
Receivables, net	$ 2,170	$ 1,889

E. Inventories

	March 31, 2022	December 31, 2021
Raw materials and supplies	$ 1,241	$ 1,094
Work in process	147	120
Finished goods	675	521
	$ 2,063	$ 1,735

F. Intangible Assets

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

	March 31, 2022			December 31, 2021		
	Gross	Accumulated amortization	Net	Gross	Accumulated amortization	Net
Customer relationships	$ 1,359	$ (469)	$ 890	$ 1,363	$ (443)	$ 920
Trade names	537	(90)	447	544	(86)	458
Technology	156	(93)	63	158	(88)	70
Long term supply contracts	141	(67)	74	137	(63)	74
Patents	14	(11)	3	15	(12)	3
	$ 2,207	$ (730)	$ 1,477	$ 2,217	$ (692)	$ 1,525

Net income from continuing operations for the three months ended March 31, 2022 and 2021 included amortization expense of $40, and $42, respectively.

G. Restructuring and Other

The Company recorded restructuring and other items as follows:

	Three Months Ended March 31,	
	2022	2021
Other costs / (income)	$ 1	$ (8)
Asset impairments and sales	$ (5)	$ —
Restructuring	3	8
	$ (1)	$ —

For the three months ended March 31, 2022, asset impairments and sales related to various land and building sales in the Company's Asia-Pacific segment which were closed as part of prior restructuring actions.

H. Asbestos-Related Liabilities

Crown Cork & Seal Company, Inc. (“Crown Cork”) is one of many defendants in a substantial number of lawsuits filed throughout the U.S. by persons alleging bodily injury as a result of exposure to asbestos. These claims arose from the insulation operations of a U.S. company, the majority of whose stock Crown Cork purchased in 1963. Approximately ninety days after the stock purchase, this U.S. company sold its insulation assets and was later merged into Crown Cork.

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

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

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

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

The states of Alabama, Arizona, Arkansas, Florida, Georgia, Idaho, Indiana, Iowa, Kansas, Michigan, Mississippi, Nebraska, North Carolina, North Dakota, Ohio, Oklahoma, South Carolina, South Dakota, Tennessee, Utah, West Virginia, Wisconsin and Wyoming have enacted legislation that limits asbestos-related liabilities under state law of companies such as Crown Cork that allegedly incurred these liabilities because they are successors by corporate merger to companies that had been involved with asbestos. The legislation, which applies to future and, with the exception of Arkansas, Georgia, South Carolina, South Dakota, West Virginia and Wyoming, pending claims, caps asbestos-related liabilities at the fair market value of the predecessor's total gross assets adjusted for inflation. Crown Cork has paid significantly more for asbestos-related claims than the total value of its predecessor's assets adjusted for inflation. Crown Cork has integrated the legislation into its claims defense strategy.

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

During the three months ended March 31, 2022, the Company paid $3 to settle asbestos claims and pay related legal and defense costs and had claims activity as follows:

Beginning claims	57,000
New claims	300
Settlements or dismissals	(300)
Ending claims	57,000

In the fourth quarter of each year, the Company performs an analysis of outstanding claims and categorizes these claims by year of exposure and state filed. As of December 31, 2021, the Company's outstanding claims were:

Claimants alleging first exposure after 1964	17,000
Claimants alleging first exposure before or during 1964 filed in:	
Texas	13,000
Pennsylvania	1,500
Other states that have enacted asbestos legislation	6,000
Other states	19,500
Total claims outstanding	57,000

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

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

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

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

	2021	2020
Total claims	24 %	23 %
Pre-1965 claims in states without asbestos legislation	42 %	41 %

Crown Cork has entered into arrangements with plaintiffs' counsel in certain jurisdictions with respect to claims which are not yet filed, or asserted, against it. However, Crown Cork expects claims under these arrangements to be filed or asserted against Crown Cork in the future. The projected value of these claims is included in the Company's estimated liability as of March 31, 2022.

As of March 31, 2022, the Company's accrual for pending and future asbestos-related claims and related legal costs was $234, including $192 for unasserted claims. The Company determines its accrual without limitation to a specific time period.

It is reasonably possible that the actual loss could be in excess of the Company's accrual. However, the Company is unable to estimate the reasonably possible loss in excess of its accrual due to uncertainty in the following assumptions that underlie the Company's accrual and the possibility of losses in excess of such accrual: the amount of damages sought by the claimant (which was not specified for approximately 82% of the claims outstanding at the end of 2021), the Company and claimant's willingness to negotiate a settlement, the terms of settlements of other defendants with asbestos-related liabilities, the bankruptcy filings of other defendants (which may result in additional claims and higher settlements for non-bankrupt defendants), the nature of pending and future claims (including the seriousness of alleged disease, whether claimants allege first exposure to asbestos before or during 1964 and the claimant's ability to demonstrate the alleged link to Crown Cork), the volatility of the litigation environment, the defense strategies available to the Company, the level of future claims, the rate of receipt of claims, the jurisdiction in which claims are filed, and the effect of state asbestos legislation (including the validity and applicability of the Pennsylvania legislation to non-Pennsylvania jurisdictions, where the substantial majority of the Company's asbestos cases are filed).

I. Commitments and Contingent Liabilities

The Company, along with others in most cases, has been identified by the EPA or a comparable state environmental agency as a Potentially Responsible Party ("PRP") at a number of sites and has recorded aggregate accruals of $12 for its share of estimated future remediation costs at these sites. The Company has been identified as having either directly or indirectly disposed of commercial or industrial waste at the sites subject to the accrual, and where appropriate and supported by available information, generally has agreed to be responsible for a percentage of future remediation costs based on an estimated volume of materials disposed in proportion to the total materials disposed at each site. The Company has not had monetary sanctions imposed nor has the Company been notified of any potential monetary sanctions at any of the sites.

The Company has also recorded aggregate accruals of $6 for remediation activities at various worldwide locations that are owned by the Company and for which the Company is not a member of a PRP group. Although the Company believes its accruals are adequate to cover its portion of future remediation costs, there can be no assurance that the ultimate payments will not exceed the amount of the Company's accruals and will not have a material effect on its results of operations, financial position and cash flow. Any possible loss or range of potential loss that may be incurred in excess of the recorded accruals cannot be estimated.

In March 2015, the Bundeskartellamt, or German Federal Cartel Office ("FCO"), conducted unannounced inspections of the premises of several metal packaging manufacturers, including a German subsidiary of the Company. The local court order authorizing the inspection cited FCO suspicions of anti-competitive agreements in the German market for the supply of metal packaging products. The Company conducted an internal investigation into the matter and discovered instances of inappropriate conduct by certain employees of German subsidiaries of the Company. The

Company cooperated with the FCO and submitted a leniency application with the FCO which disclosed the findings of its internal investigation to date. In April 2018, the FCO discontinued its national investigation and referred the matter to the European Commission (the "Commission"). Following the referral, Commission officials conducted unannounced inspections of the premises of several metal packaging manufacturers, including Company subsidiaries in Germany, France and the U.K.

The Commission's investigation is ongoing and, to date, the Commission has not officially charged the Company or any of its subsidiaries with violations of competition law. The Company is cooperating with the Commission and submitted a leniency application with the Commission with respect to the findings of the investigation in Germany referenced above. This application may lead to the reduction of possible future penalties. At this stage of the investigation, the Company believes that a loss is probable and is unable to estimate the range of any potential loss in excess of its accrual.

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

On October 7, 2021, the French Autorité de la concurrence (the French Competition Authority or "FCA") issued a statement of objections to 14 trade associations, one public entity and 101 legal entities from 28 corporate groups, including the Company, certain of its subsidiaries, other leading metal can manufacturers, certain can fillers and certain retailers in France. The FCA alleged violations of Articles 101 of the Treaty on the Functioning of the European Union and L.420-1 of the French Commercial Code. The statement of objections alleges, among other things, anti-competitive behavior in connection with the removal of bisphenol-A from metal packaging in France. The removal of bisphenol-A was mandated by French legislation that went into effect in 2015. If the FCA finds that the Company or its subsidiaries violated competition law, the FCA may levy fines. Proceedings with respect to this matter are ongoing and the Company is unable to predict the ultimate outcome including the amount of fines, if any, that may be levied by the FCA. The Company intends to vigorously defend against the allegations in the statement of objections.

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

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

At March 31, 2022, the Company was party to certain indemnification agreements covering environmental remediation, lease payments and other potential costs associated with properties sold or businesses divested. The Company accrues for costs related to these items when it is probable that a liability has been incurred and the amount can be reasonably estimated.

J. Derivative and Other Financial Instruments

Fair Value Measurements

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

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

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

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

Derivative Financial Instruments

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

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

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

Cash Flow Hedges

The Company designates certain derivative financial instruments as cash flow hedges. No components of the hedging instruments are excluded from the assessment of hedge effectiveness. Changes in fair value of outstanding derivatives accounted for as cash flow hedges are recorded in accumulated other comprehensive income until earnings are impacted by the hedged transaction. Classification of the gain or loss in the Consolidated Statements of Operations upon reclassification from accumulated comprehensive income is the same as that of the underlying exposure. Contracts outstanding at March 31, 2022 mature between one and thirty-one months.

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

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

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

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

	Amount of gain/(loss) recognized in OCI	
	Three Months Ended March 31,	
Derivatives in cash flow hedges	2022	2021
Foreign exchange	$ (5)	$ (1)
Interest Rate	—	1
Commodities	50	25
	$ 45	$ 25

	Amount of gain/(loss) reclassified from AOCI into income		
	Three Months Ended March 31,		
Derivatives in cash flow hedges	2022	2021	Affected line items in the Statement of Operations
Foreign exchange	$ (5)	$ (1)	Net sales
Commodities	(11)	$ (4)	Net sales
Foreign exchange	(1)	—	Cost of products sold
Commodities	26	19	Cost of products sold
	9	14	Income from continuing operations before taxes
	(3)	(4)	Provision for income taxes
	6	10	Net income from continuing operations
Foreign exchange	—	1	Net income from discontinued operations
Total reclassified	$ 6	$ 11	Net income

For the twelve-month period ending March 31, 2023, a net gain of $71 ($58, net of tax) is expected to be reclassified to earnings for commodity and foreign exchange contracts. No material amounts were reclassified during the three months ended March 31, 2022 and 2021 in connection with anticipated transactions that were considered probable of not occurring.

Fair Value Hedges and Contracts Not Designated as Hedges

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

For the three months ended March 31, 2022 and 2021, the Company recorded a loss of $21 and a gain of $7 from foreign exchange contracts designated as fair value hedges. These adjustments were reported within foreign exchange in the Consolidated Statements of Operations.

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

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

	Pre-tax amounts of gain/(loss) recognized in income on derivative		
	Three Months Ended March 31,		
Derivatives not designated as hedges	2022	2021	Affected line item in the Statement of Operations
Foreign exchange	$ (4)	$ (1)	Net sales
Foreign exchange	1	1	Cost of products sold
Foreign exchange	(10)	(13)	Foreign exchange
	$ (13)	$ (13)	

Net Investment Hedges

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

During the three months ended March 31, 2022, the Company recorded a gain of $17 ($10, net of tax) in other comprehensive income for certain debt instruments that are designated as hedges of its net investment in a euro-based subsidiary. During the three months ended March 31, 2021, the Company recorded a gain of $54 ($54, net of tax) in other comprehensive income for these net investment hedges. As of March 31, 2022 and December 31, 2021, cumulative gains of $86 ($102, net of tax) and gains of $69 ($92, net of tax) were recognized in accumulated other comprehensive income related to these net investment hedges and the carrying amount of the hedged net investment was €551 ($610) at March 31, 2022.

The following tables set forth the impact on AOCI from changes in the fair value of derivative instruments designated as net investment hedges.

	Amount of gain / (loss) recognized in AOCI	
	Three Months Ended March 31,	
Derivatives designated as net investment hedges	2022	2021
Foreign exchange	$ 2	$ 22

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

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

Fair Values of Derivative Financial Instruments and Valuation Hierarchy

The following table sets forth the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2022 and December 31, 2021, respectively. The fair values of these financial instruments were reported under Level 2 of the fair value hierarchy.

	Balance Sheet classification	March 31, 2022	December 31, 2021	Balance Sheet classification	March 31, 2022	December 31, 2021
Derivatives designated as hedging instruments						
Foreign exchange contracts cash flow	Prepaid expenses and other current assets	$ 2	$ 3	Accrued liabilities	$ 3	$ 10
Foreign exchange contracts fair value	Prepaid expenses and other current assets	1	1	Accrued liabilities	6	2
Commodities contracts cash flow	Prepaid expenses and other current assets	107	53	Accrued liabilities	35	17
	Other non-current assets	20	2	Other non-current liabilities	9	1
Net investment hedge	Other non-current assets	51	49	Other non-current liabilities	—	—
		$ 181	$ 108		$ 53	$ 30
Derivatives not designated as hedging instruments						
Foreign exchange contracts	Prepaid expenses and other current assets	$ 4	$ 3	Accrued liabilities	$ 7	$ 3
		$ 4	$ 3		$ 7	$ 3
Total derivatives		$ 185	$ 111		$ 60	$ 33

Line item in the Balance Sheet in which the hedged item is included	Carrying amount of the hedged assets / liabilities March 31, 2022	December 31, 2021
Cash and cash equivalents	$ 31	$ 38
Receivables, net	16	21
Accounts payable	90	116

As of March 31, 2022 and December 31, 2021, the cumulative amount of fair value hedging adjustments included in the carrying amount of the hedged assets and liabilities were net gains of $5 and $1.

Offsetting of Derivative Assets and Liabilities

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

	Gross amounts recognized in the Balance Sheet	Gross amounts not offset in the Balance Sheet	Net amount
Balance at March 31, 2022			
Derivative assets	$185	$44	$141
Derivative liabilities	60	44	16
Balance at December 31, 2021			
Derivative assets	111	19	92
Derivative liabilities	33	19	14

Notional Values of Outstanding Derivative Instruments

The aggregate U.S. dollar-equivalent notional values of outstanding derivative instruments in the Consolidated Balance Sheets at March 31, 2022 and December 31, 2021 were:

	March 31, 2022	December 31, 2021
Derivatives designated as cash flow hedges:		
Foreign exchange	$ 231	$ 241
Commodities	249	261
Derivatives designated as fair value hedges:		
Foreign exchange	225	229
Derivatives designated as net investment hedges:		
Foreign exchange	875	875
Derivatives not designated as hedges:		
Foreign exchange	572	617

K. Debt

The Company's outstanding debt was as follows:

	March 31, 2022		December 31, 2021	
	Principal outstanding	Carrying amount	Principal outstanding	Carrying amount
Short-term debt	$ 96	$ 96	$ 75	$ 75
Long-term debt				
Senior secured borrowings:				
Revolving credit facilities	179	179	50	50
Term loan facilities				
U.S. dollar due 2024	988	985	1,002	997
Euro due 2024[1]	329	329	344	344
Senior notes and debentures:				
€335 at 2.25% due 2023	371	370	381	380
€550 at 0.75% due 2023	609	607	626	624
€600 at 2.625% due 2024	664	661	683	680
€600 at 3.375% due 2025	664	660	683	679
U.S. dollar at 4.25% due 2026	400	397	400	396
U.S. dollar at 4.75% due 2026	875	867	875	867
U.S. dollar at 7.375% due 2026	350	348	350	348
€500 at 2.875% due 2026	555	551	570	565
U.S. dollar at 5.25% due 2030	500	493	—	—
U.S. dollar at 7.50% due 2096	40	40	40	40
Other indebtedness in various currencies	304	304	217	217
Total long-term debt	6,828	6,791	6,221	6,187
Less current maturities	(1,139)	(1,137)	(136)	(135)
Total long-term debt, less current maturities	$ 5,689	$ 5,654	$ 6,085	$ 6,052

(1) €297 and €303 at March 31, 2022 and December 31, 2021

The estimated fair value of the Company's long-term borrowings, using a market approach incorporating Level 2 inputs such as quoted market prices for the same or similar issues, was $6,967 at March 31, 2022 and $6,548 at December 31, 2021.

In March 2022, the Company issued $500 principal amount of 5.250% senior unsecured notes due 2030. The notes were issued at par by Crown Americas LLC, a subsidiary of the Company, and are unconditionally guaranteed by the Company and substantially all of its U.S. subsidiaries. The Company paid $7 in issuance costs that will be amortized over the term of the notes.

L. Pension and Other Postretirement Benefits

The components of net periodic pension and other postretirement benefits costs for the three months ended March 31, 2022 and 2021 were as follows:

	Three Months Ended March 31,	
Pension benefits – U.S. plans	2022	2021
Service cost	$ 5	$ 5
Interest cost	8	6
Expected return on plan assets	(19)	(15)
Recognized net loss	12	15
Net periodic cost	$ 6	$ 11

Pension benefits – Non-U.S. plans	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Service cost	$ 2	$ 3
Interest cost	4	9
Expected return on plan assets	(5)	(20)
Recognized net loss	1	9
Net periodic cost	$ 2	$ 1

Other postretirement benefits	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Interest cost	1	1
Recognized prior service credit	(5)	(7)
Recognized net loss	1	1
Net periodic benefit	$ (3)	$ (5)

In October 2021, the trustees of the Company's U.K. defined benefit pension plan (the "Plan") entered into a transaction to fully insure all of its U.K. pension liabilities. In 2021, the Company made a cash contribution of $271 to enable the Plan to purchase a bulk annuity insurance contract for the benefit of the Plan participants. The Company recorded a settlement charge of $1,511 in the fourth quarter of 2021, upon irrevocable transfer of the Plan's obligations. The Company expects $175 of the cash contribution to be repaid as the Plan sells its remaining illiquid assets. The Company was reimbursed $55 in the fourth quarter of 2021 and $24 in the first quarter of 2022.

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

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

Details about accumulated other comprehensive income components	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021	Affected line items in the statement of operations
Actuarial losses	$ 14	$ 25	Other pension and postretirement
Prior service credit	(5)	(7)	Other pension and postretirement
	9	18	Income from continuing operations before taxes
	(2)	(3)	Provision for income taxes
Total reclassified	7	15	Net income from continuing operations

M. Capital Stock

On December 9, 2021, the Company's Board of Directors authorized the repurchase of an aggregate amount of $3,000 of Company common stock through the end of 2024. The new authorization supersedes the previous authorization announced in February 2021, which authorized the repurchase of an aggregate amount of $1,500 of Company common stock through the end of 2023. Share repurchases under the Company's program may be made in the open market or through privately negotiated transactions, and at times and in such amounts as management deems appropriate. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements and other market conditions. The Company repurchased $350 of its shares during the three months ended March 31, 2022 and $950 of its shares during the twelve months ended December 31, 2021.

For the three months ended March 31, 2022, the Company declared and paid cash dividends of $0.22 per share. Additionally, on April 28, 2022, the Company's Board of Directors declared a dividend of $0.22 per share payable on May 26, 2022 to shareholders of record as of May 12, 2022.

N. Accumulated Other Comprehensive Income

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

	Defined benefit plans	Foreign currency translation	Gains and losses on cash flow hedges	Total
Balance at January 1, 2021	$ (1,464)	$ (1,759)	$ 30	$ (3,193)
Other comprehensive (loss) / income before reclassifications	—	(34)	25	(9)
Amounts reclassified from accumulated other comprehensive income	15	—	(11)	4
Other comprehensive income / (loss)	15	(34)	14	(5)
Balance at March 31, 2021	$ (1,449)	$ (1,793)	$ 44	$ (3,198)
Balance at January 1, 2022	$ (768)	$ (1,158)	$ 28	$ (1,898)
Other comprehensive (loss) / income before reclassifications	—	13	45	58
Amounts reclassified from accumulated other comprehensive income	7	—	(6)	1
Other comprehensive income	7	13	39	59
Balance at March 31, 2022	$ (761)	$ (1,145)	$ 67	$ (1,839)

See Note J and Note L for further details of amounts related to cash flow hedges and defined benefit plans.

O. Revenue

For the three months ended March 31, 2022 and 2021, the Company recognized revenue as follows:

	Three Months Ended March 31,	
	2022	2021
Revenue recognized over time	$ 1,717	$ 1,390
Revenue recognized at a point in time	1,445	1,174
Total revenue	$ 3,162	$ 2,564

See Note Q for further disaggregation of the Company's revenue.

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

Contract assets are typically recognized for work in process related to the Company's three-piece printed products and equipment business. Contract assets and liabilities are reported in a net position on a contract-by-contract basis. The Company had net contract assets of $33 and $23 as of March 31, 2022 and December 31, 2021 included in prepaid and other current assets. During the three months ended March 31, 2022, the Company satisfied performance obligations related to contract assets at December 31, 2021 and also recorded new contract assets primarily related to work in process for the equipment business.

P. Earnings Per Share

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

	Three Months Ended March 31,	
	2022	2021
Net income from continuing operations attributable to Crown Holdings	$ 216	$ 167
Net income from discontinued operations attributable to Crown Holdings	—	44
Net income attributable to Crown Holdings	$ 216	$ 211
Weighted average shares outstanding:		
Basic	123.6	133.6
Dilutive stock options and restricted stock	0.8	1.0
Diluted	124.4	134.6
Earnings per common share attributable to Crown Holdings:		
Basic earnings per common share from continuing operations	$ 1.75	$ 1.25
Basic earnings per common share from discontinued operations	—	0.33
Basic earnings per share	$ 1.75	$ 1.58
Diluted earnings per common share from continuing operations	$ 1.74	$ 1.24
Diluted earnings per common share from discontinued operations	—	0.33
Diluted earnings per share	$ 1.74	$ 1.57

For the three months ended March 31, 2022, 0.1 million contingently issuable common shares were excluded from the computation of diluted earnings per share because the effect would be anti-dilutive.

Q. Segment Information

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

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

	External Sales	
	Three Months Ended March 31,	
	2022	2021
Americas Beverage	$ 1,226	$ 993
European Beverage	510	389
Asia Pacific	413	331
Transit Packaging	657	557
Total reportable segments	2,806	2,270
Other	356	294
Total	$ 3,162	$ 2,564

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

	Intersegment Sales	
	Three Months Ended March 31,	
	2022	2021
European Beverage	$ 30	$ 36
Transit Packaging	8	7
Total reportable segments	38	43
Other	29	30
Total	$ 67	$ 73

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

	Segment Income	
	Three Months Ended March 31,	
	2022	2021
Americas Beverage	$ 164	$ 188
European Beverage	53	62
Asia Pacific	53	52
Transit Packaging	61	70
Total reportable segments	$ 331	$ 372

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

	Three Months Ended March 31,	
	2022	2021
Segment income of reportable segments	$ 331	$ 372
Segment income of other	94	36
Corporate and unallocated items	(42)	(39)
Restructuring and other	1	—
Amortization of intangibles	(40)	(42)
Other pension and postretirement	4	1
Interest expense	(54)	(69)
Interest income	3	2
Foreign exchange	10	2
Income from continuing operations before taxes and equity in net earnings of affiliates	$ 307	$ 263

For the three months ended March 31, 2022 and 2021, intercompany profits of $4 and $2 were eliminated within segment income of other segments.

Corporate and unallocated items includes corporate and division administrative costs, technology costs, and unallocated items such as stock-based compensation.

PART I - FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

(dollars in millions)

Introduction

The following discussion presents management's analysis of the results of operations for the three months ended March 31, 2022 compared to 2021 and changes in financial condition and liquidity from December 31, 2021. This discussion should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021, along with the consolidated financial statements and related notes included in and referred to within this report.

Business Strategy and Trends

The Company's strategy is to deploy capital into its global beverage can operations to expand production capacity to support growing customer demand in alcoholic and non-alcoholic drink categories. Beverage cans are the world's most sustainable and recycled beverage packaging and continue to gain market share in new beverage product launches. The Company continues to drive brand differentiation by increasing its ability to offer multiple product sizes.

For several years, global industry demand for beverage cans has been growing. In North America, beverage can growth has accelerated in recent years mainly due to the outsized portion of new beverage products being introduced in cans versus other packaging formats. In addition, markets such as Brazil, Europe, Mexico and Southeast Asia have also experienced higher volumes and market expansion.

The Company's capital allocation strategy also focuses on reducing leverage and returning capital to shareholders in the form of dividends and the repurchase of Company shares. In December 2021, the Board of Directors authorized the repurchase of $3.0 billion in Company common stock through the end of 2024.

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

In response to the ongoing COVID-19 pandemic, the Company continues to maintain safety measures in its manufacturing facilities to protect its employees and the products they produce. The Company is working to keep its manufacturing facilities around the world operational and equipped with the resources required to meet continually evolving customer demand by delivering high quality products in a safe and timely manner. The Company is actively monitoring and managing supply chain challenges, including coordinating with its suppliers to identify and mitigate potential areas of risk and manage inventories.

To date the war between Russia and the Ukraine has not had a material impact on the Company's business, financial condition or results of operations. However, the Company may experience shortages in materials and increased costs for transportation, energy, and raw material due in part to the negative impact of the Russia-Ukraine war on the global economy.

Results of Operations

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

The foreign currency translation impacts referred to in the discussion below were primarily due to changes in the euro and pound sterling in the Company's European Beverage segment, the Chinese renminbi and the Thai baht in the Company's Asia Pacific segment and the euro in the Company's Transit Packaging segment. The Company calculates the impact of foreign currency translation by multiplying or dividing, as appropriate, current year U.S. dollar results by

Item 2. Management's Discussion and Analysis (Continued)

the current year average foreign exchange rates and then multiplying or dividing, as appropriate, those amounts by the applicable prior year average exchange rates.

Net Sales and Segment Income

	Three Months Ended March 31,	
	2022	2021
Net sales	$ 3,162	$ 2,564

Net sales increased primarily due to the pass-through of higher material costs across each of the Company's businesses and higher sales unit volumes in the Company's European and Asia Pacific beverage can businesses, partially offset by $42 from the impact of unfavorable foreign currency translation for the three months ended March 31, 2022.

Americas Beverage

The Americas Beverage segment manufactures aluminum beverage cans and ends, steel crowns, glass bottles and aluminum closures and supplies a variety of customers from its operations in the U.S., Brazil, Canada, Colombia and Mexico. The U.S. and Canadian beverage can markets have experienced recent growth due to the introduction of new beverage products in cans versus other packaging formats. To meet volume requirements in these markets, the Company began commercial production at a new two-line plant in Bowling Green, Kentucky in the second quarter of 2021 and on a third line at its Olympia, Washington plant in the third quarter of 2021. The Company also announced construction of a new two-line plant in Martinsville, Virginia which is expected to commence operations late in 2022 and a new two-line plant in Mesquite, Nevada which is expected to commence operations in 2023.

In December 2021, the Bowling Green plant sustained tornado damage, resulting in curtailment of operations of the plant. The Company resumed operations in March 2022. However, it will continue to incur incremental costs, including freight and warehousing expenses, to meet customer demand as the plant returns to full operational capacity and during a shut-down period expected in the back half of 2022 to complete final repairs to the plant. The Company has property and business interruption insurance policies for weather related events that include these incremental expenses. The Company recognizes insurance recoveries for incremental costs incurred as the recoveries become probable. The plant is expected to be at full operational capacity by the end of the fourth quarter 2022.

In Brazil and Mexico, the Company's sales unit volumes have increased in recent years primarily due to market growth driven by increased per capita incomes and consumption, combined with an increased preference for cans over other forms of beverage packaging. To meet volume requirements in these markets, the Company began commercial production on a second line at its Rio Verde, Brazil facility in 2021. The Company has also begun construction of a two-line facility in Uberaba, Brazil which is expected to begin production in 2022. Additionally, production on a second line at the Company's Monterrey, Mexico facility started in April 2022.

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

	Three Months Ended March 31,	
	2022	2021
Net sales	$ 1,226	$ 993
Segment income	164	188

Net sales increased primarily due to the pass-through of higher aluminum costs, partially offset by 23% lower sales unit volumes in Brazil.

Item 2. Management's Discussion and Analysis (Continued)

Segment income decreased primarily due to lower sales unit volumes in Brazil, operating costs that were not fully passed through in selling price, and approximately $20 from incremental costs and lost profits associated with the Bowling Green tornado during the three months ended March 31, 2022 and $4 of increased depreciation associated with recent capacity additions.

European Beverage

The Company's European Beverage segment manufactures aluminum beverage cans and ends and supplies a variety of customers from its operations throughout Europe, the Middle East and North Africa. In recent years, the European beverage can market has been growing. The Company has announced construction of a new plant in Peterborough, U.K. and a new can line in the Agoncillo, Spain plant which are expected to commence operations during the first quarter of 2023.

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

	Three Months Ended March 31,	
	2022	2021
Net sales	$ 510	$ 389
Segment income	53	62

Net sales increased primarily due to the pass-through of higher aluminum costs and 6% higher sales unit volumes partially offset by $16 from the impact of unfavorable foreign currency translation.

Segment income decreased primarily due to inflation on operating costs that were not fully passed through in selling price and $3 from the impact of unfavorable foreign currency translation, partially offset by higher sales unit volumes.

Asia Pacific

The Company's Asia Pacific segment consists of beverage can operations in Cambodia, China, Indonesia, Malaysia, Myanmar, Singapore, Thailand and Vietnam and non-beverage can operations, primarily food cans and specialty packaging. In recent years, the beverage can market in Southeast Asia has been growing. The Company began commercial production at a new beverage can plant in Vung Tau, Vietnam during the third quarter of 2021 and on a second line in the Hanoi, Vietnam beverage can plant in 2021. Additionally, the Company expects to commercialize production on a fifth line across two plants in Phnom Penh, Cambodia during 2022.

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

	Three Months Ended March 31,	
	2022	2021
Net sales	$ 413	$ 331
Segment income	53	52

Net sales increased due to the pass-through of higher raw material costs and 20% higher sales unit volumes in Vietnam as coronavirus pandemic restrictions ease, partially offset by $8 from the impact of unfavorable foreign currency translation.

Segment income was comparable as higher sales unit volumes were partially offset by higher operating costs that were not fully passed through in selling price.

Transit Packaging

The Transit Packaging segment includes the Company's global industrial and protective solutions and equipment and tools businesses. Industrial and protective solutions includes steel strap, plastic strap and industrial film and other

Item 2. Management's Discussion and Analysis (Continued)

related products that are used in a wide range of industries, and transit protection products used for a wide range of industrial and consumer products. Equipment and tools includes manual, semi-automatic and automatic equipment and tools used in end-of-line operations to apply industrial solutions consumables.
Net sales and segment income in the Transit Packaging segment were as follows:

	Three Months Ended March 31,	
	2022	2021
Net sales	$ 657	$ 557
Segment income	61	70

Net sales increased primarily due to the pass-through of higher raw material costs and higher sales unit volumes partially offset by $19 from the impact of unfavorable foreign currency translation.

Segment income decreased primarily due to inflation on operating costs that were not fully passed through in selling price and $3 from the unfavorable impact of foreign currency translation.

<u>Other</u>

Other includes the Company's food can, aerosol can and closures businesses in North America, and beverage tooling and equipment operations in the U.S. and U.K. In 2021, the Company commenced operations at a new food can plant in Dubuque, Iowa and on a new food can line in its Hanover, Pennsylvania plant. Additionally, the Company will add a third two-piece food can line to its Owatonna, Minnesota plant in 2022.

Net sales and segment income in Other were as follows:

	Three Months Ended March 31,	
	2022	2021
Net sales	$ 356	$ 294
Segment income	94	36

Net sales increased primarily due to the pass-through of higher tinplate costs in the Company's North America food can, aerosol can and closures businesses in North America.

Segment income increased primarily due to increased profitability in the Company's North America food can, aerosol can and closures businesses due to higher self-made two-piece food can sales unit volumes, inflationary price increases and $35 arising from lower cost inventory from prior year-end.

<u>Corporate and unallocated</u>

	Three Months Ended March 31,	
	2022	2021
Corporate and unallocated expense	$ (42)	$ (39)

Corporate and unallocated expenses were comparable for the three months ended March 31, 2022 compared to 2021.

<u>Interest expense</u>

For the three months ended March 31, 2022 compared to 2021, interest expense decreased from $69 to $54 due to lower outstanding debt balances.

Item 2. Management's Discussion and Analysis (Continued)

Equity in net earnings of affiliates

For the three months ended March 31, 2022 compared to 2021, equity in net earnings of affiliates increased from $2 to $17. In August 2021, the Company completed the sale of its European Tinplate business and received a 20% ownership interest in the business which is reported in equity in net earnings of affiliates.

Liquidity and Capital Resources

Cash from Operations

Cash used for operating activities decreased from $385 for the three months ended March 31, 2021 to $301 for the three months ended March 31, 2022. The decrease in cash used for operating activities was primarily due to changes in working capital and $24 received for partial reimbursement of the contribution made in 2021 to fully settle the U.K. pension plan obligation. See Note L for more information regarding the settlement of the U.K. pension plan obligation.

Days sales outstanding for trade receivables, excluding the impact of unbilled receivables, increased from 37 days as of March 31, 2021 to 41 days as of March 31, 2022.

Inventory turnover increased from 58 days at March 31, 2021 to 65 days at March 31, 2022.

Days outstanding for trade payables increased from 82 days at March 31, 2021 to 97 days at March 31, 2022.

Investing Activities

Cash used for investing activities was comparable for the three months ended March 31, 2022 compared to 2021.

The Company currently expects capital expenditures in 2022 to be approximately $1 billion.

Financing Activities

Financing activities used cash of $55 for the three months ended March 31, 2021 and provided cash of $321 for the three months ended March 31, 2022.

The Company had higher net borrowings in 2022 primarily from the issuance of $500 principal amount of 5.250% senior unsecured notes due 2030. See Note L for more information. Additionally, during the three months ended March 31, 2022, the Company repurchased $350 of common stock.

Liquidity

As of March 31, 2022, the Company had cash and cash equivalents of $389. As of March 31, 2022, $335 of the Company's $389 of cash and cash equivalents was located outside the U.S. The Company funds its cash needs in the

U.S. through cash flows from operations in the U.S., distributions from certain foreign subsidiaries, borrowings under its revolving credit facility and the acceleration of cash receipts under its receivable securitization facilities. Of the cash and cash equivalents located outside the U.S., $287 was held by subsidiaries for which earnings are considered indefinitely reinvested.

As of March 31, 2022, the Company had $1,403 of borrowing capacity available under its revolving credit facility, equal to the total facility of $1,650 less outstanding standby letters of credit of $68 and $179 of credit facility borrowings. The Company could have borrowed this amount at March 31, 2022 and still have been in compliance with its leverage ratio covenants. The Company's net total leverage ratio, as defined by the credit agreement, of 3.35 to 1.0 at March 31, 2022 was in compliance with the covenant requiring a ratio of no greater than 5.0 to 1.0. The required net total leverage ratio under the agreement reduces to 4.5 to 1.0 at December 31, 2022.

Item 2. Management's Discussion and Analysis (Continued)

As of March 31, 2022, the Company's €335 ($371) 2.25% senior notes and its €550 ($609) 0.75% senior notes both due in February 2023 were classified as current maturities of long-term debt. The Company expects to have sufficient liquidity to refinance the senior notes or repay them at maturity.

In March 2022, the Company amended its securitization facility to increase the program limit from $500 to $700. This securitization facility expires in July 2023.

Capital Resources

As of March 31, 2022, the Company had approximately $126 of capital commitments primarily related to its Americas Beverage segment. The Company expects to fund these commitments primarily through cash flows from operations.

Contractual Obligations

There were no material changes to the Company's contractual obligations provided within Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Annual Report on Form 10-K for the year ended December 31, 2021, which information is incorporated herein by reference.

Supplemental Guarantor Financial Information

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

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

Crown Cork Obligor Group

		Three Months Ended March 31, 2022
Net sales	$	—
Gross Profit		—
Income from operations		(1)
Net income from continuing operations[1]		(14)
Net income attributable to Crown Holdings[1]		(14)

(1) Includes $11 of expense related to intercompany interest with non-guarantor subsidiaries

		March 31, 2022	December 31, 2021
Current assets	$	$4	7
Non-current assets		24	27
Current liabilities		57	72
Non-current liabilities[1]		5,679	5,286

(1) Includes payables of $4,916 and $4,560 due to non-guarantor subsidiaries as of March 31, 2022 and December 31, 2021

Item 2. Management's Discussion and Analysis (Continued)

Crown Americas Obligor Group

	Three Months Ended March 31, 2022
Net sales[1]	$ 1,286
Gross profit[2]	228
Income from operations[2]	101
Net income attributable to continuing operations[3]	70
Net income attributable to Crown Holdings[3]	70

(1) Includes $122 of sales to non-guarantor subsidiaries
(2) Includes $12 of gross profit related to sales to non-guarantor subsidiaries
(3) Includes $7 of income related to intercompany interest and technology royalties with non-guarantor subsidiaries

	March 31, 2022	December 31, 2021
Current assets[1]	$ 1,286	$ 1,078
Non-current assets[2]	3,528	3,495
Current liabilities[3]	1,372	1,330
Non-current liabilities[4]	5,242	4,761

(1) Includes receivables of $43 and $48 due from non-guarantor subsidiaries as of March 31, 2022 and December 31, 2021
(2) Includes receivables of $167 and $180 due from non-guarantor subsidiaries as of March 31, 2022 and December 31, 2021
(3) Includes payables of $31 and $35 due to non-guarantor subsidiaries as of March 31, 2022 and December 31, 2021
(4) Includes payables of $1,326 and $1,397 due to non-guarantor subsidiaries as of March 31, 2022 and December 31, 2021

Commitments and Contingent Liabilities

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

Critical Accounting Policies

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

Actual results could differ from these estimates and assumptions, impacting the reported results of operations and financial condition of the Company. Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note A to the consolidated financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 describe the significant accounting estimates and policies used in the preparation of the consolidated financial statements. Updates to the Company's accounting policies related to new accounting pronouncements, as applicable, are included in the notes to the consolidated financial statements included in this Quarterly Report on Form 10-Q.

Forward Looking Statements

Statements included herein, including, but not limited to, those in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in the discussions of asbestos in Note H and commitments and contingencies in Note I to the consolidated financial statements included in this Quarterly Report on Form 10-Q, and also in Part I, Item 1, "Business" and Item 3, "Legal Proceedings" and in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," within the Company's Annual Report on Form 10-K for the year ended December 31, 2021, which are not historical facts (including any statements concerning the direct or indirect impact of the COVID-19 pandemic, plans, the sale of the Company's European Tinplate business (including whether the sale will ultimately prove to be beneficial to the Company) and objectives of management for capacity additions, share repurchases, dividends, future operations or economic performance, or assumptions related thereto), are "forward-looking statements" within the meaning of the federal securities laws. In addition, the Company and its representatives may, from time to time, make oral or written statements which are also “forward-looking statements.”

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

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

A discussion of important factors that could cause the actual results of operations or financial condition of the Company to differ from expectations has been set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 within Part II, Item 7: “Management's Discussion and Analysis of Financial Condition and Results of Operations” under the caption “Forward Looking Statements” and is incorporated herein by reference. Some of the factors are also discussed elsewhere in this Form 10-Q (including under Item 1A of Part II below) and in prior Company filings with the SEC. In addition, other factors have been or may be discussed from time to time in the Company's SEC filings.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of business the Company is subject to risk from adverse fluctuations in foreign exchange and interest rates and commodity prices. The Company manages these risks through a program that includes the use of derivative financial instruments, primarily swaps and forwards. Counterparties to these contracts are major financial institutions. The Company is exposed to credit loss in the event of nonperformance by the counterparties. These instruments are not used for trading or speculative purposes. The extent to which the Company uses such instruments is dependent upon its access to these contracts in the financial markets and its success in using other methods, such as netting exposures in the same currencies to mitigate foreign exchange risk and using sales arrangements that permit the pass-through of commodity prices and foreign exchange rate risks to customers. The Company's objective in managing its exposure to market risk is to limit the impact on earnings and cash flow. For further discussion of the Company's use of derivative instruments and their fair values at March 31, 2022, see Note J to the consolidated financial statements included in this Quarterly Report on Form 10-Q.

As of March 31, 2022, the Company had $1.6 billion principal floating interest rate debt. A change of 0.25% in these floating interest rates would change annual interest expense by approximately $4 million before tax.

Item 4. Controls and Procedures

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

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

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

The information set forth in this report should be read in conjunction with the risk factors discussed in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2021. Such risks are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial may also materially adversely affect the Company's business, financial condition and/or operating results.

Item 2. Unregistered Sale of Equity Securities and Use of Proceeds

The following table provides information about the Company's purchases of equity securities during the three months ended March 31, 2022. The table excludes 146,857 shares surrendered to cover taxes on the vesting of restricted stock during the three months ended March 31, 2022.

	Total number of shares purchased	Average price per share	Total number of shares purchased as part of publicly announced programs[1]	Approximate dollar value of shares that may yet be purchased under the programs as of the end of the period (millions of dollars)
January	1,102,122	$ 110.55	1,102,122	$ 2,878
February	1,271,458	$ 117.47	1,271,458	$ 2,729
March	496,125	$ 123.03	496,125	$ 2,668
	2,869,705		2,869,705	

(1) In December 2021, the Company's Board of Directors authorized the repurchase of an aggregate amount of $3.0 billion of Company common stock through the end of 2024. Share repurchases under the Company's program may be made in the open market or through privately negotiated transactions, and at times and in such amounts as management deems appropriate.

Item 3. Defaults Upon Senior Securities

There were no events required to be reported under Item 3 for the three months ended March 31, 2022.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Submission of Matters to a Vote of Security Holders

(a) Crown Holdings, Inc. (the “Company”) held its Annual Meeting of Shareholders on April 28, 2022 (the “Annual Meeting”). As of March 8, 2022, the record date for the meeting, 123,595,668 shares of Common Stock, par value $5.00 per share, of the Company (“Common Stock”) were issued and outstanding. A quorum of 109,160,212 shares of Common Stock were present or represented at the meeting.

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

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

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

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

Directors	Votes For	Votes Withheld	Broker Non-Vote
Timothy J. Donahue	97,088,969	7,105,731	4,965,512
Richard H. Fearon	100,193,408	4,001,292	4,965,512
Andrea J. Funk	103,360,308	834,392	4,965,512
Stephen J. Hagge	102,178,776	2,015,924	4,965,512
James H. Miller	97,770,910	6,423,790	4,965,512
Josef M. Müller	102,498,462	1,696,238	4,965,512
B. Craig Owens	103,437,726	756,974	4,965,512
Caesar F. Sweitzer	102,170,244	2,024,456	4,965,512
Marsha C. Williams	101,058,430	3,136,270	4,965,512
Dwayne A. Wilson	103,105,067	1,089,633	4,965,512

2) The Company's Shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditor for the fiscal year ending December 31, 2022 pursuant to the following vote:

Votes For	Votes Against	Votes Abstaining	Broker Non-Vote
104,078,734	4,942,964	138,514	—

3) The Company's Shareholders approved, by non-binding advisory vote, the resolution on executive compensation (as further described in the Company's 2022 Proxy Statement) pursuant to the following vote:

Votes For	Votes Against	Votes Abstaining	Broker Non-Vote
98,232,464	5,495,127	467,109	4,965,512

4) The Company's Shareholders approved the adoption of the 2022 Stock-Based Incentive Compensation Plan pursuant to the following vote:

Votes For	Votes Against	Votes Abstaining	Broker Non-Vote
99,657,951	4,106,473	430,275	4,965,512

5) The Company's Shareholders approved the Shareholder proposal requesting the adoption of a By-law granting Shareholders the right to call a special meeting pursuant to the following vote:

Votes For	Votes Against	Votes Abstaining	Broker Non-Vote
103,058,181	936,784	199,735	4,965,512

Item 6. Exhibits

Crown Holdings, Inc. 2022 Stock-Based Incentive Compensation Plan (incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on March 21, 2022 (File No. 000-50189)).

List of Guarantor Subsidiaries

Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Timothy J. Donahue, President and Chief Executive Officer of Crown Holdings, Inc. and Kevin C. Clothier, Senior Vice President and Chief Financial Officer of Crown Holdings, Inc.

The following financial information from the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 formatted in inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Operations for the three months ended March 31, 2022 and 2021, (ii) Consolidated Statements of Comprehensive Income for the three months ended March 31, 2022 and 2021, (iii) Consolidated Balance Sheets as of March 31, 2022 and December 31, 2021, (iv) Consolidated Statements of Cash Flows for the three months ended March 31, 2022 and 2021, (v) Consolidated Statements of Changes in Equity for the three months ended March 31, 2022 and 2021 and (vi) Notes to Consolidated Financial Statements.

Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

SIGNATURE

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

Crown Holdings, Inc.
Registrant

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

Date: April 29, 2022

Exhibit 22 - List of Guarantor Subsidiaries

The following subsidiaries of Crown Holdings, Inc. (the "Company") were, as of March 31, 2022, guarantors of the Company's $350 principal 7.375% senior notes due 2026 and $40 principal 7.5% senior notes due 2096:

NAME	**STATE OR COUNTRY OF INCORPORATION OR ORGANIZATION**
Crown Cork & Seal Company, Inc.	Pennsylvania

The following subsidiaries of the Company were, as of March 31, 2022, guarantors of the Company's $400 principal 4.25% senior notes due 2026, $875 principal 4.75% senior notes due 2026 and $500 principal 5.250% senior notes due 2030:

NAME	**STATE OR COUNTRY OF INCORPORATION OR ORGANIZATION**
Crown Cork & Seal Company, Inc.	Pennsylvania
CROWN Americas LLC	Pennsylvania
Crown Consultants, Inc.	Pennsylvania
Crown Americas Capital Corp.	Delaware
Crown Americas Capital Corp. IV	Delaware
Crown Americas Capital Corp. V	Delaware
Crown Americas Capital Corp. VI	Delaware
CROWN Beverage Packaging, LLC	Delaware
CROWN Beverage Packaging Puerto Rico, Inc.	Delaware
Crown Cork & Seal Company (DE), LLC	Delaware
CROWN Cork & Seal USA, Inc.	Delaware
Crown International Holdings, Inc.	Delaware
CROWN Packaging Technology, Inc.	Delaware
Foreign Manufacturers Finance Corporation	Delaware
Signode Industrial Group Holdings US Inc	Delaware
Signode Industrial Group LLC	Delaware
Signode Industrial Group US Inc	Delaware
Signode International IP Holdings LLC	Delaware
Signode Pickling Holding LLC	Delaware
Signode US IP Holdings LLC	Delaware
TopFrame LLC	Delaware
Package Design and Manufacturing, Inc.	Michigan
Kiwiplan Inc.	Ohio

EXHIBIT 31.1

CERTIFICATION

I, Timothy J. Donahue, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Crown Holdings, Inc. (“the registrant”);

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 officer(s) 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 reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) 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 the 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: April 29, 2022 /s/ Timothy J. Donahue

Timothy J. Donahue

Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Kevin C. Clothier, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Crown Holdings, Inc. (“the registrant”);

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 officer(s) 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 reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) 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 the 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: April 29, 2022 <u>/s/ Kevin C. Clothier</u>
Kevin C. Clothier
Chief Financial Officer

EXHIBIT 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Crown Holdings, Inc. (the “Company”) on Form 10-Q for the period ending March 31, 2022 (the “Report”), each of the undersigned officers certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: April 29, 2022 /s/ Timothy J. Donahue
Timothy J. Donahue
President and Chief Executive Officer

Date: April 29, 2022 /s/ Kevin C. Clothier
Kevin C. Clothier
Senior Vice President
and Chief Financial Officer

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

The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to this Quarterly Report on Form 10-Q and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 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 or the Securities Exchange Act of 1934.