



Kroger Announces Agreement to Acquire Giant Eagle

CINCINNATI, Ohio & PITTSBURGH, Pa. (July 1, 2026) — The Kroger Co. (NYSE: KR) and Giant Eagle, Inc. ("Giant Eagle") today announced a definitive agreement under which Kroger will acquire Giant Eagle, a leading family-owned food and pharmacy retailer with approximately \$9 billion in annual sales and 197 supermarkets and 11 standalone pharmacies across northern Ohio, western Pennsylvania, West Virginia, Maryland and Indiana. The transaction has been unanimously approved by Kroger's Board of Directors.

With a purchase price of \$1.65 billion, comprised of \$1.25 billion in cash consideration and the assumption of approximately \$400 million in outstanding liabilities, this transaction is consistent with Kroger's disciplined approach to capital allocation and its focus on acquisitions where the company can create clear value for customers, associates and shareholders.

A strong strategic fit

"Giant Eagle is a well-run, high-quality regional grocer with a strong reputation for fresh products, pharmacy, private label and customer loyalty," said Greg Foran, Chief Executive Officer at Kroger. "We evaluated the opportunity carefully, and the strategic fit is clear. Giant Eagle expands our reach into attractive adjacent markets, allowing us to do what we do best: Run outstanding stores, deliver fresh foods and convenient meal solutions at affordable prices, and take care of our customers and associates every single day."

Giant Eagle's established store base, loyalty program, pharmacy business and private label portfolio provide a strong foundation for growth. Together with Kroger's eCommerce solutions, data and personalization capabilities and operating discipline, we see significant opportunity to accelerate growth both in-store and online, enhance the customer experience and create long-term value for shareholders.

The companies plan to build on Giant Eagle's long history of community engagement by bringing Kroger's Zero Hunger | Zero Waste impact plan to new communities.

"Today's announcement marks an exciting next chapter for our Team Members, customers, vendors and community partners," said Bill Artman, Chief Executive Officer at Giant Eagle. "Together with Kroger, we will be well-positioned to advance our strategy and deliver better quality and service, better everyday value, and a better shopping experience for our customers, while providing greater growth opportunities for our dedicated Team Members."

Financial impact

Kroger will finance the transaction with cash. Following the close of the transaction, the company expects to maintain its net total debt to adjusted EBITDA ratio target range of 2.3 – 2.5x. As part of Kroger's commitment to shareholder returns, the company expects to maintain its dividend, subject to board approval, continue its previously announced \$2 billion share repurchase program, and preserve financial flexibility to invest in its strategic priorities and core business.

Kroger expects the transaction to be accretive to adjusted EPS per diluted share in the second full year after close, excluding one-time transaction and integration costs.

Regulatory process

In connection with obtaining the requisite regulatory clearance necessary to consummate the transaction, Kroger and Giant Eagle expect to make limited Giant Eagle store divestitures.

The transaction is expected to close in 2027, subject to receipt of required regulatory clearance and other customary closing conditions.

Advisors

RBC Capital Markets is serving as exclusive financial advisor, and Jones Day is serving as legal counsel to Kroger.

Wells Fargo is serving as exclusive financial advisor to Giant Eagle. WilmerHale is serving as the primary legal advisor and Troutman Pepper Locke is serving as local counsel on Giant Eagle's behalf.

About Kroger

At The Kroger Co. (NYSE: KR), we are, across our family of companies more than 400,000 associates who serve over 11 million customers daily through an eCommerce and store experience under a variety of banner names, serving America through food inspiration and uplift, and creating #ZeroHungerZeroWaste communities. To learn more about us, visit our newsroom and investor relations site.

About Giant Eagle

Giant Eagle, Inc., ranked among Forbes magazine's largest private corporations, is one of the nation's largest food retailers and distributors. Founded in 1931, Giant Eagle, Inc. has grown to be a leading food and pharmacy retailer in the region, with more than 200 stores throughout western Pennsylvania, north central Ohio, northern West Virginia, Maryland, and Indiana.

Kroger Contacts: Media: Erin Rolfes (513) 762-1080; Investors: Rob Quast (513) 762-4969

Giant Eagle Contacts: media.relations@gianteagle.com

This press release contains certain statements that constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, about the proposed acquisition of Giant Eagle and the future performance of the company. These statements are based on management's assumptions and beliefs in light of the information currently available to it. Such statements are indicated by words or phrases such as "achieve," "committed," "continue," "drive," "expect," "focused," "future," "guidance," "may," "model," "opportunities," "strategy," "target," "trends," and variations of such words and similar phrases. Various uncertainties and other factors could cause actual results to differ materially from those contained in the forward-looking statements. These include the specific risk factors identified in "Risk Factors" in our annual report on Form 10-K for our last fiscal year and any subsequent filings, as well as our ability to successfully complete the acquisition of Giant Eagle; and our ability to successfully integrate Giant Eagle into our business and risks inherent with the Giant Eagle acquisition in the achievement of expected results, including whether the acquisition will be accretive and within the expected timeframe.

Kroger assumes no obligation to update the information contained herein unless required by applicable law. Please refer to Kroger's reports and filings with the Securities and Exchange Commission for a further discussion of these risks and uncertainties.