

COORS ADOLPH CO  
Form DEFA14A  
September 27, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Adolph Coors Company**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
N/A  

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  - (2) Aggregate number of securities to which transaction applies:  
N/A  

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  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
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  - (4) Proposed maximum aggregate value of transaction:  
N/A

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:  
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This filing consists of the following materials:

- (1) a press release issued by Molson Inc. on September 27, 2004
- (2) an investor presentation dated September 27, 2004 regarding the proposed combination of Adolph Coors Company and Molson Inc.

**PRESS RELEASE** For immediate release

**Molson Issues Tentative Timetable Relating to Shareholder Vote for Molson Coors Merger**

Montréal, September 27, 2004 Molson is issuing today a tentative and very broad timetable, with the objective of informing shareholders of the next steps relating to the proposed Molson Coors merger transaction.

The first step in the shareholder approval process was accomplished on September 17<sup>th</sup> with the filing by Coors of a preliminary proxy circular with the Securities and Exchange Commission (SEC) in the U.S. That event marked the beginning of a process during which there will be several milestone dates.

September 17<sup>th</sup>: Filing by Coors of the *preliminary* Proxy Circular with the Securities and Exchange Commission (SEC) in the U.S. for their review and clearance.

## Edgar Filing: COORS ADOLPH CO - Form DEFA14A

Assuming the Proxy Circular is cleared by the SEC and becomes final by mid-November, the procedure for the plan of arrangement proposal will then be submitted to the Québec Superior Court for an interim ruling. The following would thereafter be the likely timetable.

Period from November 8<sup>th</sup> to  
November 19<sup>th</sup>:

Filing of final Proxy Circular

Submission of final Proxy Circular to and hearing by Québec Superior Court for interim order (date to be confirmed)

Printing and mailing to Molson shareholders (date to be confirmed)

Week of December 13<sup>th</sup>

Special Meeting of Molson shareholders (date to be confirmed)

Week of December 20<sup>th</sup>

Québec Superior Court final order (assuming shareholder approval)

Week of December 27<sup>th</sup>

Closing of transaction (assuming shareholder approval)

It is important to view this schedule as tentative, as it is based on several assumptions, including the timing of SEC review and clearance, and scheduling of a Québec Superior Court hearing. These two events are key in the timing of the following steps including the mailing to shareholders and the scheduling of a Special Meeting at which shareholders will vote on the proposed transaction. Should the proxy approval by the SEC take longer or should the scheduling of the Québec Superior Court date be later than anticipated, the timeline as suggested above will be affected. Molson will confirm and post on its website the key dates and the timetable, as they become final.

Molson Inc. (TSX: MOL.A) is one of the world's largest brewers of quality beer with operations in Canada, Brazil and the United States. A global brewer with \$3.5 billion in gross annual sales, Molson traces its roots back to 1786 making it North America's oldest beer brand. Committed to brewing excellence, Molson combines the finest natural ingredients with the highest standards of quality to produce an award-winning portfolio of beers including Molson Canadian, Molson Export, Molson Dry, Rickard's, Marca Bavaria, Kaiser and Bavaria.

### For more Information:

#### Media

Sylvia Morin  
Senior Vice President, Corporate Affairs  
(514) 590-6345

#### Investors and analysts

Danielle Dagenais  
Vice President, Investor Relations  
(514) 599-5392

*Shareholders are urged to read the definitive joint proxy statement/management information circular regarding the proposed transaction when it becomes available, because it will contain important information. Shareholders will be able to obtain a free copy of the definitive joint proxy statement/management information circular. Copies of the definitive joint proxy statement/management information circular can be obtained, without charge, by directing a request to Molson Inc., 1555 Notre Dame Street East, Montreal, Quebec, Canada, H2L 2R5, Attention: Investor Relations, (514) 599-5392. The respective directors and executive officers of Molson and Coors and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed merger. Information regarding Molson's and Coors's directors and executive officers, and a description of their direct and indirect interests, by security holdings or otherwise, is available in the preliminary joint proxy statement/management information circular filed with SEDAR and the United States Securities and Exchange Commission.*

### Investor Presentation

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Molson Coors Brewing Company

*Reshaping the Competitive Brewing Landscape*

September 2004

**Leo Kiely**  
President and  
Chief Executive Officer  
Coors Brewing Company

**Daniel J. O Neill**  
President and  
Chief Executive Officer  
Molson Inc.

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**Daniel J. O Neill**

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## Forward Looking Statements

This presentation includes forward-looking statements within the meaning of the U.S. federal securities laws. Forward-looking statements are commonly identified by such terms and phrases as would, may, will, expects or expected to and other terms with similar meaning indicating possible future events or actions or potential impact on the businesses or shareholders of Adolph Coors Company and Molson Inc. (separately and together the Companies). Such statements include, but are not limited to, statements about the anticipated benefits, savings and synergies of the merger between Adolph Coors Company and Molson, Inc., including future financial and operating results, Coors and Molson's plans, objectives, expectations and intentions, the markets for Coors and Molson's products, the future development of Coors and Molson's business, and the contingencies and uncertainties to which Coors and Molson may be subject and other statements that are not historical facts. The presentation also includes information that has not been reviewed by the Companies' independent auditors. There is no assurance the transaction contemplated in this presentation will be completed at all, or completed upon the same terms and conditions described. All forward-looking statements in this presentation are expressly qualified by information contained in each company's filings with regulatory authorities. The Companies do not undertake to publicly update forward-looking statements, whether as a result of new information, future events or otherwise.

The following factors, among others, could cause actual results to differ materially from those set forth in the forward-looking statements: the ability to obtain required approvals of the merger on the proposed terms and schedule; the failure of Coors and Molson stockholders to approve the merger; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any revenue synergies from the merger may not be fully realized or may take longer to realize than expected; and disruption from the merger making it more difficult to maintain relationships with customers, employees or suppliers. Additional factors that could cause Coors and Molson's results to differ materially from those described in the forward-looking statements can be found in the periodic reports filed by Coors with the Securities and Exchange Commission and available at the Securities and Exchange Commission's internet site (<http://www.sec.gov>). Neither Coors nor Molson undertakes and each specifically disclaims, any obligation to update or revise any forward-looking information, whether as a result of new information, future developments or otherwise.

Stockholders are urged to read the joint proxy statement/management information circular regarding the proposed transaction when it becomes available, because it will contain important information. Stockholders will be able to obtain a free copy of the joint proxy statement/management information circular, as well as other filings containing information about Coors, without charge, at the Securities and Exchange Commission's internet site (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus and the filings with the Securities and Exchange Commission that will be incorporated by reference in the joint proxy statement/management information circular can also be obtained, without charge, by directing a request to Adolph Coors Company, 311 10th Street, Golden, Colorado 80401, Attention: Investor Relations, (303) 279-6565. The respective directors and executive officers of Coors and Molson and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed merger. Information regarding Coors's directors and executive officers is available in the 2003 Annual Report on Form 10-K filed with the Securities and Exchange Commission by Coors on March 12, 2004, and information regarding Molson's directors and executive officers will be included in the joint proxy statement/management information circular. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained the joint proxy statement/prospectus and other relevant materials to be filed with the Securities and Exchange Commission when they become available.

Molson's Vision has Remained Consistent

1. To become one of the best performing brewers in the world, as measured by
2. To remain one of the best performing brewers in the world, as measured by
3. To regain the position as one of the best performing brewers in the world, as measured by

[GRAPHIC]

**Long Term Returns to Shareholders**



Molson Has Delivered Best in Class Returns to Shareholders in Last Five Years

**Last Five Fiscal Years**

[CHART]

**Fiscal 2004**

[CHART]

Source: Bloomberg

*Total returns in US\$ at March 31, 2004*

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*\* Since IPO November 2000*

Current Footprint has Experienced Challenges in Last Six Months Increasing Risks of Previous Plan

Clear Priorities Exist in Each of the Existing Businesses				Growth Beyond Core
Canada	Brazil	USA	Export Strategy	M&A Activity
Share Gain: Segments Regions Outlets	Share Gain: With price	Resolve growth strategy with Coors	Build international volume through focus on 2-3 investment markets	Address risks from continued market consolidation
Strategic Pricing	Volume	Gain import price status		Provide potential for sustained growth and shareholder value potential
Innovation	Distribution	Identify product portfolio	Seek to export to additional markets with limited investment of people or dollars	
Deliver P125				
[GRAPHIC]	[GRAPHIC]	[GRAPHIC]	[GRAPHIC]	
A-B like consistency	Achieve targets	Execute plan to become large	Growth driver	
	Three Year Focus / Immediate Priorities			Moved up in importance

Global Industry Consolidation Driving Partners to Moves that Could Impact Molson Value

Interbrew/ AmBev deal is a potential trigger for next wave of bigger consolidation moves

All players revisiting their M&A growth game plan

Mid-sized players realizing that they are likely sellers

Giants are awake: AB and Heineken could accelerate the consolidation

Molson's major partners (Coors, Heineken) very likely to be involved in major deals impacting their Canadian and US strategies

Consolidation Could Lead to Value Destruction Most Immediate Impact with Coors and/or Heineken

**Potential Deals with Risk to Molson**

**Conflict with Molson Portfolio of Brands**

**Coors**

**Interbrew/AmBev**

**Coors brand in Canada  
Molson brands in US**

**Heineken**

**Heineken and Coors brands in Canada  
Risk they go alone or team with other Cdn brewer**

**SAB/Miller**

**Moderate risk in Canada  
US marginalized**

**Heineken**

**Anheuser-Busch**

**Heineken brand in Canada  
Increased domestic competition or pricing pressure**

**Femsa**

**Modelo brands in Canada**

**Risk to Molson is not only immediate impact, but loss of choice and options: Molson must preempt the outcome**

Molson and Coors: The Right Combination

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&

North America's oldest brewer  
1<sup>st</sup> largest brewer in the world  
Leading position in Canada; growth opportunity  
in Brazil

Established in 1873 by Adolph Coors  
2<sup>nd</sup> largest brewer in the world  
Leading brands in US and UK beer markets

**Rich Brewing Heritage, Experienced Management, Leading Brands**

Merger Improves Likelihood of Regaining the Vision

To secure the current commercial relationship with Coors, which represents 20% of Molson's total shareholder value

To identify and obtain \$175 million in synergies, which would not be available to Molson otherwise:

Capitalizes on Molson's proven track record in delivering cost savings

To be able to drive top line sales in Canada through increased marketing investments behind Molson Canadian and Coors Light

To reduce the financial impact of Brazil, allowing Molson shareholders greater time to receive the payback from the Brazil investment

To expand brewing operations in Montreal and Toronto by adding 2M hl of beer: new jobs supported with new capital investment

## **Leo Kiely**

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Makes Perfect Sense

**Creates top-5 brewer with the operational scale to succeed in the global brewing industry**

Strong market positions in some of the world's largest beer markets

Broader geographic base provides diversified sources of revenue, profit and cash

**Experienced management team to ensure smooth integration and capitalize on growth opportunities**

126 years of consumer industry experience

Proven integration skills

**Natural strategic and cultural fit**

Complementary product lines and operational geography

Existing strong working relationships

Common values, operating philosophies and heritages

**Objective is to deliver top quartile shareholder returns**





With Broad Scope & Scale

Pro forma LTM net sales and EBITDA(1) of approximately US\$6.0 billion and US\$1.0 billion, respectively

Combined 2003 volume of 60M hl/51M US bbls

Combined product portfolio of more than forty brands

[GRAPHIC]

Distribution and/or licensing agreements with leading international brewers including Heineken, Grolsch, FEMSA, and Grupo Modelo

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(1) EBITDA represents earnings before interest, tax, depreciation and amortization.

Enhanced Platform in Developed Markets, Balanced Emerging Market Exposure

Strong positions in world's highest margin beer markets

Growth opportunities through underdeveloped regions/brands in mature markets and Brazil

**2003 Volume 60M hl**

[CHART]

**LTM Net Sales US\$6B**

[CHART]

**LTM EBITDA US\$1B**

[CHART]

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(1) Includes Coors America's segment

(2) Includes Coors Europe segment

**Strong geographically diversified company**

With Leading Positions in Key Markets

Country	Top Brand	Rank	Market Share	All Brands Rank
Canada	[GRAPHIC]	#1	43%	#1
United Kingdom	[GRAPHIC]	#1	21%	#2
United States	[GRAPHIC]	#3	11%	#3
Brazil	[GRAPHIC]	#3	11%	#3

Source: Datamonitor and Brewers of Canada (2003)

**Strong brands in some of the world's largest beer markets**

Enhanced Financial Strength

Pro Forma LTM Molson Coors

(US\$M)

Net sales	\$	6,036
Operating income		694
<i>Margin</i>		<i>11.5%</i>
EBITDA		996
<i>Margin</i>		<i>16.5%</i>
Free cash flow*		723

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\*Defined as EBITDA - CAPEX

CAD/USD exchange rate of 1.34

Excludes potential synergies

LTM (last twelve months) ended June 30, 2004

Substantially enhanced financial strength, and financial flexibility

Net Debt / LTM EBITDA ratio of 1.9x

LTM Interest coverage of 7.1x

US\$175M in identified synergies

**Financial strength and flexibility drives growth in revenue, profits and returns**



. . . And Balanced Board & Management Team

**Molson  
Independent**

**Molson  
Independent**

**Molson  
Independent**

**Molson  
Family**

**Elected  
Independent**

**Chairman  
E. Molson**  
**Office of Synergies & Integration**

**Vice Chairman  
D. J. O Neill**

**Elected  
Independent**

**CEO  
L. Kiely**

**Elected  
Independent**

**Coors  
Independent**

**Coors  
Independent**

**Coors  
Independent**

**Coors  
Family**

**Coors  
Family**

## Synergies

	Expected Savings (US\$M)	% of Pro Forma Cost Base
<b>Brewery Network Optimization</b>	\$ 60	1.1%
<b>Procurement Savings</b>	43	0.8
<b>SG&amp;A</b>	40	0.8
<b>Best In Class Savings</b>	12	0.2
<b>Organizational Design</b>	10	0.2
<b>Other</b>	10	0.2
<b>Total</b>	<b>\$ 175</b>	<b>3.3%</b>

Molson Coors has identified a clear path to substantial synergies



Profit Impact and Estimated Timing

**Impact on EBITDA of 100% Synergies**

[CHART]

**Expected Timing of Synergies**

[CHART]

**50% of synergy capture to occur in the first 18 months**

## Significant Opportunity for Margin Expansion

	EBITDA to Net Sales					Molson Coors	
	CY99	CY00	CY01	CY02	CY03	Without Synergies	With 100% Synergies
<b>Molson*</b>	<b>18.3%</b>	<b>18.9%</b>	<b>20.3%</b>	<b>22.9%</b>	<b>22.8%</b>		
<b>Coors</b>	<b>12.1%</b>	<b>12.2%</b>	<b>12.2%</b>	<b>14.1%</b>	<b>13.6%</b>	<b>16.5%</b>	<b>19.5%</b>
AmBev	21.1%	28.7%	30.5%	36.9%	35.4%		
A-B	25.9%	26.4%	27.6%	28.2%	28.8%		
Interbrew	23.3%	21.2%	21.0%	21.0%	21.3%		
Heineken	17.2%	17.1%	17.5%	17.6%	20.2%		

\* Years aligned for comparison purposes; CY99 to CY01 as reported in F 02 annual report under the comparable basis; CY02 and CY03 exclude gains on sales and charges for rationalization

**US\$175M in synergies represent 300 basis points of margin improvement with significant opportunities for further margin expansion**

Revenue Growth Opportunities

Canada

Unleash Coors Light; redirect dollars from Canadian Light to Canadian

Support value entry to regain share and drive volume savings

Utilize the ARC technology from UK to drive on-premise listings

USA

Continue to support Coors Light in developmental regions, capitalizing on improving brand attribute ratings

Expand testing of Marca Bavaria

Leverage Molson Canadian, Zima, and Molson XXX in the complete US system

UK

Opportunity for Molson Lager

Brazil

Investigate the appeal of Coors Light

**Funding from synergies provides additional support for critical brands in key markets**

Financially Compelling Combination

Synergies drive profits and value creation

Combined enterprise value of approximately US\$8.4B

US\$6.0B in pro forma last twelve months net revenue and US\$1.0B in pro forma last twelve months EBITDA pre-synergies

Pro forma free cash flow\* in excess of US\$700M

Enhanced financial strength and greater flexibility

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\*Defined as EBITDA - CAPEX

**Increased size creates the financial strength and flexibility to drive future growth**

## Last Twelve Months Pro Forma Income Statement

(US\$M)	Molson	Coors	Pre-synergies	Combined \$ 175M Synergies
<b>Net sales</b>	<b>1,890</b>	<b>4,146</b>	<b>6,036</b>	<b>6,036</b>
<b>EBIT</b>	<b>365</b>	<b>331</b>	<b>696</b>	<b>871</b>
<i>Margin</i>	<i>19.3%</i>	<i>8.0%</i>	<i>11.5%</i>	<i>14.4%</i>
<b>EBITDA</b>	<b>413</b>	<b>585</b>	<b>998</b>	<b>1,173</b>
<i>Margin</i>	<i>21.8%</i>	<i>14.1%</i>	<i>16.5%</i>	<i>19.4%</i>
<b>Net income</b>	<b>187</b>	<b>174</b>	<b>361</b>	<b>475(1)</b>
<b>Free cash flow*</b>	<b>348</b>	<b>377</b>	<b>725</b>	<b>900</b>

LTM as of June 30, 2004

CAD/USD exchange rate of 1.34

Excludes purchase accounting adjustments

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\* EBITDA Capex

(1) Synergies taxed at 35%

**Margin Expansion, Stronger Cash Flow, Increased Profits**

## Pro Forma Balance Sheet

(US\$M)	Molson		Coors		Combined
Cash	\$	10.8	\$	36.2	\$ 47.1
<b>Total current assets</b>	<b>\$</b>	<b>367.6</b>	<b>\$</b>	<b>1,128.5</b>	<b>\$ 1,496.1</b>
PP&E		742.3		1,411.0	2,153.3
<b>Total assets</b>	<b>\$</b>	<b>2,931.2</b>	<b>\$</b>	<b>4,532.0</b>	<b>\$ 7,463.1</b>
<b>Total current liabilities</b>	<b>\$</b>	<b>760.9</b>	<b>\$</b>	<b>1,175.9</b>	<b>\$ 1,936.8</b>
Total debt		840.6		1,142.1	1,982.7
Minority interests		93.5		29.8	123.2
Shareholders equity		929.7		1,425.4	2,355.1
<b>Total liabilities and shareholders equity</b>	<b>\$</b>	<b>2,931.2</b>	<b>\$</b>	<b>4,532.0</b>	<b>\$ 7,463.1</b>

As of June 30, 2004

CAD/USD exchange rate of 1.34

Excludes purchase accounting adjustments

**Low leverage provides Molson Coors the financial flexibility to grow**

Coors Performance Overview: 2003

**In the most recent fiscal year, Coors emerged a stronger company in a very tough year.**

**Improvements made in key areas of the business**

**Continued investments in future growth**

**Generated cash and exceeded debt repayment goals**

**Strengthened financial position; strengthened and grew returns on capital**

Coors Americas Segment

Coors Brewing Company

**Continued strong U.S. pricing environment**

**Share maintained in a flat, highly competitive beer market**

**Refined marketing strategy gaining traction with key demographic groups**

**Sales organization strengthened and making progress in key markets (Hispanic) and channels (national accounts, convenience stores)**

**Proven track record in improving efficiency and reducing cost of U.S. operations (Goal: US\$100mm in next 5 years)**

**Consistently able to generate cash, pay down debt**

**Canada: 7+% volume growth; 28% pretax income growth in 2003**



Coors Europe Segment

Coors Brewers Limited

**Carling #1 U.K. beer brand 30% larger than #2 brand**

**Significant improvements in balancing volume and margins**

**Achievements in productivity and cost reductions (new packaging lines in Burton, outsourcing of kegs and pub servicing)**

**Long-term market trends play to Coors strengths: growth in lagers, move toward off-premise/chains, where brand building is key**

**2003: Grew volume 7% and share 1.2 percentage points to 20.3%**

2003 UK Market Share Grew 1.2% to 20.3%...

Coors Owned Brands

	2002 %	2003 %	Growth PPs
Total Trade	19.1	<b>20.3</b>	+ 1.2
On Trade	20.2	<b>21.7</b>	+ 1.5
Off Trade	17.2	<b>18.2</b>	+ 1.0

Source: BBPA

...Which Is a Continuation of Consistent Strong Growth in Both the On-Trade

Owned Brand Market Share - On Trade

[CHART]

**On-Trade (~65% of CBL volume)**

and the Off-Trade

Owned Brand Market Share - Off-Trade

[CHART]

**Off-Trade (~35% of CBL volume)**

Molson Coors A Key Strategic Step

Value Creation	Critical Mass	Vision
Transaction unlocks shareholder value through US\$175M of merger synergies	Creates top-5 brewer with global scale and diversity	Natural strategic and cultural fit new company to combine best of both organizations
Experienced management team can deliver upon key objectives	Strong cash flow and balance sheet for further investment in business and Molson Coors future growth	Vision shared by family owners who have been growing the business for generations
Best-run global beer company		

**Enhanced position in consolidating global brewing industry**

## Q & A

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QuickLinks

[PRESS RELEASE For immediate release](#)

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