Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 September 30, 2025

or

☐ **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: 001-39313

SHIFT4 PAYMENTS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**84-3676340**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3501 Corporate Parkway **Center Valley, Pennsylvania**	**18034**
(Address of principal executive offices)	**(Zip Code)**

(888) 276-2108

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.0001 par value per share	FOUR	The New York Stock Exchange
Series A Mandatory Convertible Preferred Stock, $0.0001 par value per share	FOUR.PRA	The 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 pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for 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.

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 Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of October 31, 2025, there were 67,564,638 shares of the registrant's Class A common stock, $0.0001 par value per share, outstanding, 19,801,028 shares of the registrant's Class B common stock, $0.0001 par value per share, outstanding and 1,253,566 shares of the registrant's Class C common stock, $0.0001 par value per share, outstanding.

SHIFT4 PAYMENTS, INC.
TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1	Financial Statements (unaudited)	4
	Condensed Consolidated Balance Sheets	4
	Condensed Consolidated Statements of Operations	5
	Condensed Consolidated Statements of Comprehensive Income	6
	Condensed Consolidated Statements of Changes in Stockholders' Equity	7
	Condensed Consolidated Statements of Cash Flows	9
	Notes to Condensed Consolidated Financial Statements	10
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	33
Item 3	Quantitative and Qualitative Disclosures About Market Risk	48
Item 4	Controls and Procedures	48

PART II. OTHER INFORMATION

Item 1	Legal Proceedings	50
Item 1A	Risk Factors	50
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	58
Item 3	Defaults Upon Senior Securities	58
Item 4	Mine Safety Disclosures	58
Item 5	Other Information	58
Item 6	Exhibits	58
	Signatures	60

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q ("Quarterly Report") contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("the Exchange Act"). All statements other than statements of historical fact contained in this Quarterly Report, including, without limitation, statements relating to our position as a leader within our industry, our future results of operations and financial position, business strategy and plans, the anticipated benefits of and costs associated with recent acquisitions, and objectives of management for future operations and activities, including, among others, statements regarding expected growth, international expansion, future capital expenditures, debt covenant compliance, financing activities, debt service obligations including the settlement of conversions of our 2025 Convertible Notes, and the timing of any of the foregoing, are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential," or "continue" or the negative of these terms or other similar expressions, though not all forward-looking statements can be identified by such terms or expressions. The forward-looking statements in this Quarterly Report are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this Quarterly Report and are subject to a number of important factors that could cause actual results to differ materially from those in the forward-looking statements, including, but not limited to, those factors described in the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Quarterly Report as well as our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed on February 19, 2025 (the "2024 Form 10-K").

Moreover, we operate in an evolving environment. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties.

You should read this Quarterly Report and the documents that we reference herein completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

PART I: FINANCIAL INFORMATION
Item 1. Financial Statements (unaudited)
SHIFT4 PAYMENTS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)(in millions, except share and per share amounts)

	September 30, 2025	December 31, 2024
Assets		
Current assets		
Cash and cash equivalents	$ 1,511.5	$ 1,211.9
Settlement assets	288.0	298.1
Accounts receivable, net	771.5	348.7
Prepaid expenses and other current assets	129.1	51.7
Total current assets	2,700.1	1,910.4
Noncurrent assets		
Equipment for lease, net	208.7	165.1
Property, plant and equipment, net	45.3	27.2
Right-of-use assets	61.9	36.9
Collateral held by the card networks	41.6	37.5
Goodwill	2,465.5	1,455.6
Residual commission buyouts, net	107.8	157.2
Capitalized customer acquisition costs, net	80.2	65.3
Other intangible assets, net	2,827.5	758.4
Deferred tax assets	411.8	396.8
Other noncurrent assets	39.4	31.0
Total assets	$ 8,989.8	$ 5,041.4
Liabilities and Stockholders' Equity		
Current liabilities		
Current portion of debt	$ 699.4	$ 686.9
Settlement liabilities	279.7	293.3
Accounts payable	670.0	248.3
Accrued expenses and other current liabilities	251.0	120.5
Current portion of TRA liability	25.9	4.3
Deferred revenue	14.0	15.5
Current lease liabilities	18.0	11.0
Total current liabilities	1,958.0	1,379.8
Noncurrent liabilities		
Long-term debt	4,019.8	2,154.1
Noncurrent portion of TRA liability	336.3	361.2
Deferred tax liabilities	348.9	60.6
Noncurrent lease liabilities	51.2	29.3
Other noncurrent liabilities	43.6	38.7
Total liabilities	6,757.8	4,023.7
Redeemable noncontrolling interests	28.0	—
Stockholders' equity		
Series A Mandatory Convertible Preferred Stock, $0.0001 par value, 10,000,000 and no shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively, out of 20,000,000 shares authorized.	973.2	—
Class A common stock, $0.0001 par value per share, 300,000,000 shares authorized, 67,451,984 and 67,737,305 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively	—	—
Class B common stock, $0.0001 par value per share, 100,000,000 shares authorized, 19,801,028 and 19,801,028 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively.	—	—
Class C common stock, $0.0001 par value per share, 100,000,000 shares authorized, 1,253,566 and 1,519,826 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively.	—	—
Additional paid-in capital	932.8	1,063.0
Accumulated other comprehensive income (loss)	47.1	(28.2)
Retained deficit	(283.4)	(228.2)
Total stockholders' equity attributable to Shift4 Payments, Inc.	1,669.7	806.6
Non-redeemable noncontrolling interests	534.3	211.1
Total stockholders' equity	2,204.0	1,017.7
Total liabilities, redeemable noncontrolling interests and stockholders' equity	$ 8,989.8	$ 5,041.4

See accompanying notes to unaudited condensed consolidated financial statements.

SHIFT4 PAYMENTS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited) (in millions, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Gross revenue	$ 1,176.9	$ 909.2	$ 2,991.4	$ 2,443.6
Cost of sales (exclusive of certain depreciation and amortization expense shown separately below)	(747.9)	(641.9)	(2,012.9)	(1,756.7)
General and administrative expenses	(188.4)	(118.2)	(472.8)	(335.4)
Revaluation of contingent liabilities	2.8	(1.5)	7.4	(3.9)
Depreciation and amortization expense (a)	(85.8)	(51.6)	(199.4)	(143.1)
Professional expenses	(35.3)	(9.4)	(69.1)	(29.0)
Advertising and marketing expenses	(7.7)	(6.2)	(21.5)	(14.5)
Income from operations	114.6	80.4	223.1	161.0
Loss on extinguishment of debt	(9.2)	—	(12.3)	—
Interest income	17.5	9.7	49.1	20.1
Other income (expense), net	(1.4)	(1.5)	(5.6)	0.3
Gain on investments in securities	—	10.8	—	21.6
Change in TRA liability	(0.2)	(289.4)	2.0	(294.2)
Interest expense	(60.8)	(18.3)	(128.7)	(34.5)
Income (loss) before income taxes	60.5	(208.3)	127.6	(125.7)
Income tax benefit (expense)	(27.1)	280.5	(33.6)	280.9
Net income	33.4	72.2	94.0	155.2
Less: Net income attributable to noncontrolling interests	(5.3)	(18.4)	(15.2)	(41.6)
Net income attributable to Shift4 Payments, Inc.	28.1	53.8	78.8	113.6
Less: Dividends on Preferred Stock and redeemable noncontrolling interests	(15.1)	—	(24.6)	—
Net income attributable to common stockholders	$ 13.0	$ 53.8	$ 54.2	$ 113.6
Basic net income per share				
Class A net income per share - basic	$ 0.19	$ 0.78	$ 0.78	$ 1.68
Class A weighted average common stock outstanding - basic	67,243,324	66,791,329	67,131,538	65,230,377
Class C net income per share - basic	$ 0.19	$ 0.78	$ 0.78	$ 1.68
Class C weighted average common stock outstanding - basic	1,318,499	1,659,314	1,371,660	1,681,264
Diluted net income per share				
Class A net income per share - diluted	$ 0.17	$ 0.74	$ 0.70	$ 1.59
Class A weighted average common stock outstanding - diluted	89,364,422	89,356,938	89,503,327	89,514,680
Class C net income per share - diluted	$ 0.17	$ 0.74	$ 0.70	$ 1.59
Class C weighted average common stock outstanding - diluted	1,318,499	1,659,314	1,371,660	1,681,264

See accompanying notes to unaudited condensed consolidated financial statements.

(a) Depreciation and amortization expense includes depreciation of equipment under lease of $19.4 million and $53.1 million for the three and nine months ended September 30, 2025, respectively, and $14.1 million and $39.0 million for the three and nine months ended September 30, 2024, respectively.

SHIFT4 PAYMENTS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited) (in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net income	$ 33.4	$ 72.2	$ 94.0	$ 155.2
Other comprehensive income (loss)				
Unrealized gain (loss) on foreign currency translation adjustment	(20.6)	35.8	97.2	7.3
Comprehensive income	12.8	108.0	191.2	162.5
Less: Comprehensive (income) loss attributable to noncontrolling interests	(0.5)	(26.5)	(37.1)	(42.4)
Comprehensive income attributable to Shift4 Payments, Inc.	$ 12.3	$ 81.5	$ 154.1	$ 120.1

See accompanying notes to unaudited condensed consolidated financial statements.

SHIFT4 PAYMENTS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited) (in millions, except share amounts)

	Shares									
	Series A Mandatory Convertible Preferred Stock	Class A Common Stock	Class B Common Stock	Class C Common Stock	Series A Mandatory Convertible Preferred Stock	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Non-Redeemable Noncontrolling Interests	Total Equity
Balances at December 31, 2024	—	67,737,305	19,801,028	1,519,826	$ —	$ 1,063.0	$ (228.2)	$ (28.2)	$ 211.1	$ 1,017.7
Net income	—	—	—	—	—	—	16.7	—	2.8	19.5
Effect of foreign currency translation on Vectron redeemable noncontrolling interest	—	—	—	—	—	—	—	—	1.0	1.0
Repurchases and retirement of Class A common stock	—	(686,177)	—	—	—	(3.2)	(48.1)	—	(12.1)	(63.4)
Exchange of shares held by Rook	—	160,043	—	(160,043)	—	—	—	—	—	—
Distributions to non-redeemable noncontrolling interests	—	—	—	—	—	—	—	—	(0.1)	(0.1)
Equity-based compensation	—	—	—	—	—	26.0	—	—	—	26.0
Vesting of restricted stock units, net of tax withholding	—	259,815	—	(12,410)	—	(18.4)	—	—	0.6	(17.8)
Other comprehensive income	—	—	—	—	—	—	—	25.6	7.5	33.1
Balances at March 31, 2025	—	67,470,986	19,801,028	1,347,373	—	1,067.4	(259.6)	(2.6)	210.8	1,016.0
Net income	—	—	—	—	—	—	34.0	—	7.1	41.1
Reclassification from stockholders' equity to mezzanine equity for Vectron noncontrolling interest	—	—	—	—	—	—	(0.9)	—	(25.2)	(26.1)
Issuance of Series A Mandatory Convertible Preferred Stock, net of issuance costs	10,000,000	—	—	—	973.6	(220.1)	—	—	220.1	973.6
Dividends on Series A Mandatory Convertible Preferred Stock	—	—	—	—	—	—	(9.5)	—	—	(9.5)
Repurchases and retirement of Class A common stock	—	(1,148,718)	—	—	—	(9.1)	(60.4)	—	(15.3)	(84.8)
Exchange of shares held by Rook	—	8,466	—	(8,466)	—	—	—	—	—	—
Distributions to non-redeemable noncontrolling interests	—	—	—	—	—	—	—	—	(18.6)	(18.6)
Equity-based compensation	—	—	—	—	—	15.2	—	—	—	15.2
Vesting of restricted stock units, net of tax withholding	—	45,494	—	—	—	(1.0)	—	—	—	(1.0)
Other comprehensive income	—	—	—	—	—	—	—	65.5	19.2	84.7
Balances at June 30, 2025	10,000,000	66,376,228	19,801,028	1,338,907	973.6	852.4	(296.4)	62.9	398.1	1,990.6
Net income	—	—	—	—	—	—	28.1	—	5.3	33.4
Noncontrolling interests recognized upon Global Blue acquisition	—	—	—	—	—	—	—	—	164.1	164.1
Global Blue shares purchased through squeeze-out merger	—	—	—	—	—	—	—	—	(47.3)	(47.3)
Issuance of Class A common stock	—	912,494	—	—	—	68.8	—	—	19.0	87.8
Adjustment to Series A Mandatory Convertible Preferred Stock issuance costs	—	—	—	—	(0.4)	—	—	—	—	(0.4)
Dividends on Series A Mandatory Convertible Preferred Stock and redeemable noncontrolling interests	—	—	—	—	—	—	(15.1)	—	—	(15.1)
Exchange of shares held by Rook	—	85,341	—	(85,341)	—	—	—	—	—	—
Distributions to non-redeemable noncontrolling interests	—	—	—	—	—	—	—	—	(0.1)	(0.1)
Equity-based compensation	—	—	—	—	—	15.6	—	—	—	15.6
Vesting of restricted stock units, net of tax withholding	—	77,921	—	—	—	(4.0)	—	—	—	(4.0)
Other comprehensive loss	—	—	—	—	—	—	—	(15.8)	(4.8)	(20.6)
Balances at September 30, 2025	10,000,000	67,451,984	19,801,028	1,253,566	$ 973.2	$ 932.8	$ (283.4)	$ 47.1	$ 534.3	$ 2,204.0

	Shares							
	Class A Common Stock	Class B Common Stock	Class C Common Stock	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Equity
Balances at December 31, 2023	60,664,171	23,831,883	1,694,915	$ 985.9	$ (346.7)	$ 14.1	$ 215.1	$ 868.4
Net income	—	—	—	—	20.6	—	7.9	28.5
Distributions to non-redeemable noncontrolling interests	—	—	—	—	—	—	(0.3)	(0.3)
Equity-based compensation	—	—	—	22.8	—	—	—	22.8
Vesting of restricted stock units, net of tax withholding	151,053	—	—	(11.6)	—	—	2.5	(9.1)
Other comprehensive loss	—	—	—	—	—	(10.6)	(3.9)	(14.5)
Balances at March 31, 2024	60,815,224	23,831,883	1,694,915	997.1	(326.1)	3.5	221.3	895.8
Net income	—	—	—	—	39.2	—	15.3	54.5
Recognition of Vectron redeemable noncontrolling interest	—	—	—	—	—	—	25.9	25.9
Repurchases and retirement of Class A common stock	(230,400)	—	—	(6.0)	(10.9)	—	1.0	(15.9)
Issuance of Class A common stock, net of tax withholding	1,230,309	—	—	1.6	—	—	0.4	2.0
Exchange of shares held by Rook	109,976	(80,915)	(29,061)	0.1	—	—	(0.1)	—
Distributions to non-redeemable noncontrolling interests	—	—	—	—	—	—	(1.7)	(1.7)
Equity-based compensation	—	—	—	14.3	—	—	—	14.3
Vesting of restricted stock units, net of tax withholding	42,139	—	—	(1.4)	—	—	(0.7)	(2.1)
Other comprehensive loss	—	—	—	—	—	(10.6)	(3.4)	(14.0)
Balances at June 30, 2024	61,967,248	23,750,968	1,665,854	1,005.7	(297.8)	(7.1)	258.0	958.8
Net income	—	—	—	—	53.8	—	18.4	72.2
Purchases of shares of Vectron common stock, net of foreign currency translation	—	—	—	—	—	—	(0.1)	(0.1)
Repurchases and retirement of Class A common stock	(298,488)	—	—	(3.0)	(13.5)	—	(3.5)	(20.0)
Issuance of Class A common stock, net of tax withholding	1,203,807	—	—	—	—	—	—	—
Exchange of shares held by Rook	3,980,024	(3,949,940)	(30,084)	38.9	—	—	(38.9)	—
Equity impact of tax receivable agreement for exchanges, net of deferred taxes arising from changes in ownership	—	—	—	(2.2)	—	—	—	(2.2)
Distributions to non-redeemable noncontrolling interests	—	—	—	—	—	—	(4.6)	(4.6)
Equity-based compensation	—	—	—	14.3	—	—	—	14.3
Vesting of restricted stock units, net of tax withholding	89,735	—	—	(5.0)	—	—	(1.4)	(6.4)
Other comprehensive income	—	—	—	—	—	27.7	8.1	35.8
Balances at September 30, 2024	66,942,326	19,801,028	1,635,770	$ 1,048.7	$ (257.5)	$ 20.6	$ 236.0	$ 1,047.8

See accompanying notes to unaudited condensed consolidated financial statements.

SHIFT4 PAYMENTS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (in millions)

	Nine Months Ended September 30,	
	2025	**2024**
Operating activities		
Net income	$ 94.0	$ 155.2
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	298.7	213.1
Equity-based compensation expense	56.8	51.4
Revaluation of contingent liabilities	(7.4)	3.9
Gain on investments in securities	—	(21.6)
Change in TRA liability	(2.0)	294.2
Amortization of capitalized financing costs, net of premium accretion	11.8	6.6
Loss on extinguishment of debt	12.3	—
Provision for bad debts	7.8	6.4
Deferred income taxes	(7.0)	(300.1)
Unrealized foreign exchange losses (gains)	4.7	(0.5)
Other noncash items	—	(1.1)
Change in operating assets and liabilities		
Accounts receivable	(6.9)	(46.0)
Prepaid expenses and other assets	0.6	(11.5)
Capitalized customer acquisition costs	(40.5)	(30.0)
Accounts payable	0.5	24.9
Accrued expenses and other liabilities	(6.5)	35.5
Payments on contingent liabilities in excess of initial fair value	(0.8)	(0.3)
Right-of-use assets and lease liabilities, net	(0.4)	(0.6)
Deferred revenue	(5.4)	(10.2)
Net cash provided by operating activities	410.3	369.3
Investing activities		
Acquisitions, net of cash acquired	(2,568.3)	(305.9)
Acquisition of equipment to be leased	(89.6)	(75.9)
Capitalized software development costs	(68.1)	(48.4)
Acquisition of property, plant and equipment	(8.8)	(5.5)
Deposits with sponsor bank, net	(26.8)	—
Residual commission buyouts	(19.1)	(3.6)
Proceeds from sale of investments in securities	3.0	4.1
Investments in securities	(3.0)	—
Net cash used in investing activities	(2,780.7)	(435.2)
Financing activities		
Proceeds from long-term debt	2,313.2	1,100.0
Proceeds from preferred stock	1,000.0	—
Repayment of debt	(450.0)	—
Deferred financing costs	(72.9)	(16.3)
Settlement line of credit	26.8	—
Settlement activity, net	(58.0)	(14.4)
Proceeds from common stock	87.8	—
Global Blue shares purchased through squeeze-out merger	(47.3)	—
Repurchases of Class A common stock	(148.2)	(35.9)
Payments for withholding tax related to vesting of restricted stock units	(22.8)	(17.6)
Payments of preferred dividends	(14.5)	—
Payments on contingent liabilities	(1.7)	(1.5)
Distributions to noncontrolling interests	(18.8)	(6.6)
Net change in bank deposits	—	(70.8)
Other financing activities	(2.4)	(0.7)
Net cash provided by financing activities	2,591.2	936.2
Effect of exchange rate changes on cash and cash equivalents and restricted cash	50.3	3.3
Change in cash and cash equivalents and restricted cash	271.1	873.6
Cash and cash equivalents and restricted cash, beginning of period	1,438.6	721.8
Cash and cash equivalents and restricted cash, end of period	$ 1,709.7	$ 1,595.4

See accompanying notes to unaudited condensed consolidated financial statements.

SHIFT4 PAYMENTS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited) (in millions, except share and per share amounts)

1. Organization, Basis of Presentation and Significant Accounting Policies

Organization

Shift4 Payments, Inc. ("Shift4 Payments" or "the Company") was incorporated in Delaware in order to carry on the business of Shift4 Payments, LLC and its consolidated subsidiaries. The Company is a leading independent provider of software and payment processing solutions in the United States ("U.S.") based on total volume of payments processed. During the third quarter of 2025, the Company completed the $2.7 billion acquisition of Global Blue Group Holding AG ("Global Blue"), a leading payments and technology platform, primarily providing tax-free shopping ("TFS"), dynamic currency conversion, and payments solutions to the world's largest retail brands. The Company's financial statements include Global Blue's results since July 3, 2025.

Basis of Presentation

The accompanying interim condensed consolidated financial statements of the Company are unaudited. These interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the U.S. ("U.S. GAAP") and the applicable rules and regulations of the U.S. Securities and Exchange Commission ("SEC") for interim financial information. These financial statements do not include all information and footnotes required by U.S. GAAP for complete financial statements. The December 31, 2024 Condensed Consolidated Balance Sheet was derived from audited financial statements as of that date, but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements.

In the opinion of management, the unaudited condensed consolidated financial statements reflect all adjustments consisting only of normal recurring adjustments necessary to state fairly the financial position, results of operations and cash flows for the periods presented in conformity with U.S. GAAP applicable to interim periods. The results of operations for the interim periods presented are not necessarily indicative of results for the full year or future periods. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto as of and for the fiscal year ended December 31, 2024, as disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (the "2024 Form 10-K").

The unaudited condensed consolidated financial statements include the accounts of Shift4 Payments, Inc. and its wholly-owned subsidiaries. Shift4 Payments, Inc. consolidates the financial results of Shift4 Payments, LLC, which is considered a variable interest entity. Shift4 Payments, Inc. is the primary beneficiary and sole managing member of Shift4 Payments, LLC and has decision making authority that significantly affects the economic performance of the entity. As a result, the Company consolidates Shift4 Payments, LLC and reports a non-redeemable noncontrolling interest representing the economic interest in Shift4 Payments, LLC held by Rook Holdings Inc. ("Rook"). All intercompany balances and transactions have been eliminated in consolidation.

The assets and liabilities of Shift4 Payments, LLC represent substantially all of the consolidated assets and liabilities of Shift4 Payments, Inc. with the exception of certain cash balances, amounts payable under the Tax Receivable Agreement ("TRA"), and the aggregate principal amount of $690.0 million of 2025 Convertible Notes and $632.5 million of 2027 Convertible Notes (together, the "Convertible Notes") and 10,000,000 shares (representing a $1,000.0 million initial liquidation preference) of Series A Mandatory Convertible Preferred Stock that are held by Shift4 Payments, Inc. directly. As of September 30, 2025 and December 31, 2024, $126.9 million and $52.0 million of cash, respectively, was directly held by Shift4 Payments, Inc. As of September 30, 2025 and December 31, 2024, the TRA liability was $362.1 million and $365.5 million, respectively. In connection with the issuance of the Convertible Notes, Shift4 Payments, Inc. entered into Intercompany Convertible Notes with Shift4 Payments, LLC, whereby Shift4 Payments, Inc. provided the proceeds from the issuance of the Convertible Notes to Shift4 Payments, LLC in the amount of $1,322.5 million. In connection with the issuance of the Series A Mandatory Convertible Preferred Stock, Shift4 Payments, Inc. received an issuance of 10,000,000 units of Series A Mandatory Convertible Preferred Mirror Units ("Mirror Units") from Shift4 Payments, LLC, in exchange for Shift4 Payments, Inc. providing the proceeds from the issuance of the Series A Mandatory Convertible Preferred Stock to Shift4 Payments, LLC in the amount of $1,000.0 million. Shift4 Payments, Inc., which was incorporated on November 5, 2019, has not had any material operations on a standalone basis since its inception, and all of the operations of the Company are carried out by Shift4 Payments, LLC and its subsidiaries.

Change in Presentation of Consolidated Statements of Cash Flows

Prior period balances have been adjusted to present "Inventory" within the line item "Prepaid expenses and other assets" within its unaudited Condensed Consolidated Statements of Cash Flows to conform to the current period presentation.

During the fourth quarter of 2024, the Company elected to change its presentation of the cash flows associated with "Settlement activity, net" from "Operating activities" to present them as "Financing activities" within its unaudited Condensed Consolidated Statements of Cash Flows. Prior period balances have been adjusted to conform to the current period presentation.

The following table presents the effects of the change in presentation within the unaudited Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2024:

	Nine Months Ended September 30, 2024		
	As Previously Reported	Adjustment	As Adjusted
Cash flows from operating activities			
Settlement activity, net	$ (14.4)	$ 14.4	$ —
All other operating activities	369.3	—	369.3
Net cash provided by operating activities	**$ 354.9**	**$ 14.4**	**$ 369.3**
Cash flows from financing activities			
Settlement activity, net	$ —	$ (14.4)	$ (14.4)
All other financing activities	950.6	—	950.6
Net cash provided by financing activities	**$ 950.6**	**$ (14.4)**	**$ 936.2**

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the Company's unaudited condensed consolidated financial statements and accompanying notes. Significant estimates inherent in the preparation of the accompanying unaudited condensed consolidated financial statements include estimates of fair value of acquired assets and liabilities through business combinations, fair value of contingent liabilities related to earnout payments, deferred income tax valuation allowances, amounts associated with the Company's tax receivable agreement with Rook and certain affiliates of Searchlight Capital Partners, L.P. (together, the "Continuing Equity Owners"), allowance for doubtful accounts, income taxes, and non-redeemable noncontrolling interests. Estimates are based on past experience and other considerations reasonable under the circumstances. Actual results may differ from these estimates.

Significant Accounting Policies

The Company's significant accounting policies are discussed in Note 1 to Shift4 Payments, Inc.'s consolidated financial statements as of and for the year ended December 31, 2024 in the 2024 Form 10-K. Other than as noted below, there have been no significant changes to these policies which have had a material impact on the Company's unaudited condensed consolidated financial statements and related notes during the nine months ended September 30, 2025.

Net Investment Hedge

The Company is exposed to foreign currency risk primarily from its net investment in foreign subsidiaries whose functional currencies are different from the U.S. dollar. During the three months ended September 30, 2025, to manage this exposure and mitigate the impact of foreign currency fluctuations on the Company's consolidated financial statements, the Company designated its €680 million (or $798.1 million in U.S. dollars) of Euro-denominated 5.500% Senior Notes due 2033 (the "2033 Euro Notes") as a net investment hedge in accordance with ASC 815, *Derivatives and Hedging*. This hedge is intended to offset changes in the carrying amount of the Company's net investment in Global Blue attributable to foreign currency exchange rate movements. The change in the fair value of the 2033 Euro Notes attributable to changes in the spot foreign exchange rate is recorded in accumulated other comprehensive income to offset the translation adjustment arising from the hedged net investment in Global Blue. During the three months ended September 30, 2025, the amount recorded to accumulated other comprehensive income was immaterial.

The Company assesses hedge effectiveness based on changes in the spot rate between the U.S. dollar and the Euro on the notional amount of the debt compared with changes in the spot rate applied to the carrying amount of the net investment. The hedging relationship has been deemed highly effective during all periods presented.

Accounts Receivable Factoring

A portion of the Company's TFS operation in Europe is party to a factoring agreement to sell certain receivables to an unrelated third-party financial institution on a non-recourse basis. These transactions are accounted for in accordance with ASC Topic 860, *Transfers and Servicing*, and result in a derecognition in accounts receivable because the factoring agreement transfers effective control over the receivables, and related risk, to the buyer. The Company's only continuing involvement with the sold receivables is providing collection services related to the transferred assets. In addition, the Company has an ongoing obligation to repurchase receivables in the event of representation or warranty violations or other disputes. Cash received from the factoring agreement is recorded as an increase to cash and a reduction to accounts receivable in the unaudited Condensed Consolidated Balance Sheets, and presented through the change in accounts receivable within operating activities in the unaudited Condensed Consolidated Statements of Cash Flows. Factoring interest and fees are included in "General and administrative expenses" in the unaudited Condensed Consolidated Statements of Operations.

The Company factored approximately $76 million of receivables between July 3, 2025 and September 30, 2025. Factoring fees were immaterial for the three months ended September 30, 2025.

Pension and Post-Retirement Benefits

The Company's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The discount rate is the yield at the balance sheet date on high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have maturity dates approximating to the terms of the Company's obligations. The calculation is performed by a qualified actuary using the projected unit credit method. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. All prior service costs are recognized immediately in the income statement.

Revenue Recognition

ASC 606: *Revenue from Contracts with Customers* ("ASC 606") provides a single model to determine when and how revenue is recognized. The core principle of ASC 606 is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company recognizes revenue using a five-step model resulting in revenue being recognized as performance obligations within a contract have been satisfied. The steps within that model include: (i) identifying the existence of a contract with a customer; (ii) identifying the performance obligations within the contract; (iii) determining the contract's transaction price; (iv) allocating the transaction price to the contract's performance obligations; and, (v) recognizing revenue as the contract's performance obligations are satisfied. Judgment is required to apply the principles-based, five-step model for revenue recognition. Management is required to make certain estimates and assumptions about the Company's contracts with its customers, including, among others, the nature and extent of its performance obligations, its transaction price amounts and any allocations thereof, the events which constitute satisfaction of its performance obligations, and when control of any promised goods or services is transferred to its customers.

The Company provides its merchants with an end-to-end payments offering that combines its payments platform, including its proprietary gateway and breadth of software integrations, and its suite of technology solutions. The Company primarily earns revenue through volume-based payment and transaction fees, as well as subscription revenue for its software and technology solutions.

Payments-Based Revenue

Payments-based revenue includes fees for payment processing and gateway services. Payment processing fees are primarily driven as a percentage of payment volume. They may also have a fixed fee, a minimum monthly usage fee and a fee based on transactions. Gateway services, data encryption and tokenization fees are primarily driven by per transaction fees as well as monthly usage fees. Included in payments-based revenue are fees earned from the Company's international payments platform, strategic enterprise merchant relationships, TFS services, and alternative payments methods, including cryptocurrency and stock donations.

The Company satisfies its performance obligations and recognizes transaction fees upon authorization of a transaction by the merchant's bank. These transaction fees represent the full amount of the fee charged to the merchant, including interchange and payment network costs paid to the card brands pursuant to the transactions the Company facilitates through the network while performing an end-to-end payment obligation.

The Company's performance obligation is to stand-ready to provide payment processing services for each day during the duration of the payment processing agreement. Providing payment processing services involves multiple promises including: 1) payment processing, 2) gateway services including tokenization and data encryption, 3) risk mitigation, and 4) settlement services. The Company considers each of these promises to be inputs to produce a combined output of providing a fully secured and integrated end-to-end payment processing service to a merchant. Further, the combination of these services is transformative in nature in that the significant integration allows for front-end and back-end risk mitigation, merchant portability, third-party software integrations, and enhanced reporting functionality. The Company applies the right to invoice practical expedient to payment processing services as each performance obligation is recognized over time and the amounts invoiced are reflective of the value transferred to the customer.

Payment processing fees are recognized on a gross basis (gross of network fees) as the Company is the principal in the delivery of the payment processing solution to its merchants because it controls the service on its payments platform. The Company also contracts directly with its merchants and has complete pricing latitude on the processing fees charged to its merchants. As such, it bears the credit risk for network fees and transactions charged back to the merchant.

For TFS services, the Company provides a solution that facilitates the VAT refund process for both merchants and travelers. Specifically, the traveler receives a refund of the total VAT paid, less a commission, which varies based on a number of factors such as the merchant, country and amount of purchase. After processing the refund, the Company invoices either the relevant merchant or the government for the full VAT amount, which is paid in full. The merchant then reclaims the VAT from the government and invoices the Company in turn for their portion of the commission. TFS revenue is recognized net, as the Company is considered an agent. TFS revenue is recognized at a point in time, upon receipt of a customs-validated tax refund transaction from the traveler or applicable local customs authority, which establishes the right to a VAT refund.

Subscription-Based Revenue

The Company also generates revenues from recurring fees which are based on the technology deployed by the merchant. This includes statement fees, fees for the Company's proprietary business intelligence software and other annual fees, and other miscellaneous services such as help desk support and warranties on equipment. Annual fees are recognized as revenue over the respective period the fee covers, which is generally one year or less.

The Company's SaaS agreements include multiple performance obligations. For such agreements, the Company allocates revenue to each performance obligation based on its relative standalone selling price. The Company estimates standalone selling prices based on the fair value of each product and service.

As part of the SaaS fees for its POS systems provided to merchants, the Company identified the following separate performance obligations under ASC 606:

(1) Software: The Company provides a "Hybrid Cloud" agreement which includes on-premise software as well as a cloud component. The on-premise solution interacts with the cloud service to provide an end-to-end integrated solution to the merchant. As the on-premise software and cloud-based service are transformative in nature, they are not distinct performance obligations. The revenue allocated to software from the monthly SaaS fee qualifies as a service and revenue is recognized ratably over time as the performance obligation represents a stand-ready obligation to provide the service.

(2) Hardware: The Company's standard business practice is to provide hardware to its merchants as a lease. The hardware is typically accounted for as an operating lease and the revenue allocated to this performance obligation is recognized ratably over the contract term. In limited instances, hardware is sold to the customer. These transactions are typically the result of customer preference.

(3) Other support services: The Company offers customers technical support services and the leased hardware. Technical support services include the promise to provide the merchant with software updates if and when available. The Company also provides customers with assurance that its equipment will function in accordance with contract specifications over the lease term. Revenue allocated to this performance obligation is recognized ratably over time as the performance obligation represents a stand-ready obligation to provide the service.

Redeemable Noncontrolling Interests

As of September 30, 2025 and December 31, 2024, the minority interest ownership percentage in Vectron Systems AG ("Vectron") was approximately 25%. Following the effectiveness of the domination and profit and loss transfer agreement (the "DPLTA") on June 23, 2025, the Vectron shares representing the equity interest held by parties other than the Company became redeemable and, therefore, are required to be classified outside of stockholders' equity until redemption occurs. As a result, the permanent equity noncontrolling interest balance was reclassified to redeemable noncontrolling interests ("RNCI") and will be remeasured using the current exchange rate at each reporting date. For the duration of the DPLTA's effectiveness, the RNCI will continue to be presented as redeemable noncontrolling interests outside of stockholders' equity in the unaudited Condensed Consolidated Balance Sheets.

Cash and Cash Equivalents

The following table provides a reconciliation between cash and cash equivalents on the unaudited Condensed Consolidated Balance Sheets and the unaudited Condensed Consolidated Statements of Cash Flows:

	September 30, 2025	December 31, 2024
Cash and cash equivalents	$ 1,511.5	$ 1,211.9
Cash and cash equivalents included in Settlement assets	198.2	226.7
Total cash and cash equivalents and restricted cash on the unaudited Condensed Consolidated Statements of Cash Flows	$ 1,709.7	$ 1,438.6

Recent Accounting Pronouncements

Accounting Pronouncements Adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes: Improvements to Income Tax Disclosures*, which provides qualitative and quantitative updates to the rate reconciliation and income taxes paid disclosures, among others, in order to enhance the transparency of income tax disclosures, including consistent categories and greater disaggregation of information in the rate reconciliation and disaggregation by jurisdiction of income taxes paid. ASU 2023-09 became effective for the Company on January 1, 2025. The Company intends to provide these additional disclosures in its Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Topic 220): Disaggregation of Income Statement Expenses,* which requires additional disclosure of certain amounts included in the expense captions presented on the Statements of Operations as well as disclosures about selling expenses. ASU 2024-03 is effective on a prospective basis, with the option for retrospective application, for annual periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, with early adoption permitted. Besides the additional disclosures noted above, the Company does not believe ASU 2024-03 will have a significant impact on its financial statement disclosures.

2. Acquisitions

The following acquisition was accounted for as a business combination using the acquisition method of accounting. The purchase price was allocated to the assets acquired and liabilities assumed based on the estimated fair values at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired was allocated to goodwill and represents the future economic benefits arising from other assets acquired, which cannot be individually identified or separately recognized.

Global Blue

On July 3, 2025, the Company completed the acquisition of Global Blue by acquiring approximately 97.4% of the Global Blue shares outstanding, at which point in time a noncontrolling interest was recognized to reflect the fair value of the 2.6% of shares not yet purchased. Subsequently, on August 18, 2025, GT Holding 1 GmbH, a Swiss limited liability company and indirect wholly owned subsidiary of the Company ("Merger Sub") and Global Blue consummated a statutory squeeze-out merger in accordance with the laws of Switzerland pursuant to which Global Blue merged with and into Merger Sub, with Merger Sub continuing as the surviving entity and wholly-owned subsidiary of the Company, with the Company indirectly acquiring the remaining 2.6% of shares not previously tendered. These transactions were accounted for as a single purchase transaction in accordance with ASC 810 since they were entered into in contemplation of one another and they were designed to achieve a singular economic effect.

Global Blue is a leading payments and technology platform, primarily providing TFS, dynamic currency conversion, and payments solutions to the world's largest retail brands, which significantly increases the Company's overall customer base and geographic footprint, while diversifying its revenue. Total purchase consideration, including the squeeze-out merger, was as follows:

Cash (a)	$	2,718.7
Total purchase consideration		2,718.7
Less: cash acquired		(106.8)
Total purchase consideration, net of cash acquired (b)		2,611.9
Noncontrolling interests		116.8
Fair value of net assets acquired	$	2,728.7

(a) Includes $47.3 million paid to acquire the remaining shares outstanding in August 2025 and eliminate the noncontrolling interest which had been recognized at fair value on July 3, 2025.

(b) $2,564.6 million is presented in "Acquisitions, net of cash acquired" within Investing activities and $47.3 million is presented in "Global Blue shares purchased through squeeze-out merger" within Financing activities on the unaudited Condensed Consolidated Statements of Cash Flows.

The following table summarizes the fair value assigned to the assets acquired and liabilities assumed at the acquisition date. These amounts reflect various preliminary fair value estimates and assumptions, and are subject to change within the measurement period as valuations are finalized. The primary area of preliminary purchase price allocation subject to change relates to the valuation of accounts receivable, goodwill, other intangible assets, deferred tax assets, accounts payable, accrued expenses and other current liabilities, and deferred tax liabilities.

Accounts receivable	$	391.1
Prepaid expenses and other current assets		55.2
Goodwill (a)		940.5
Other intangible assets		2,097.9
Property, plant and equipment		14.4
Right-of-use assets		25.7
Deferred tax assets		34.1
Other noncurrent assets		18.6
Accounts payable		(395.0)
Accrued expenses and other current liabilities		(123.0)
Current lease liabilities		(5.1)
Deferred tax liabilities		(279.8)
Other noncurrent liabilities		(26.3)
Noncurrent lease liabilities		(19.6)
Net assets acquired	$	2,728.7

(a) Goodwill is not deductible for tax purposes.

The following table provides further detail on other intangible assets acquired:

Merchant relationships	$	1,816.2
Acquired technology		265.2
Trademark and trade names		16.5
Other intangible assets	$	2,097.9

The fair values of other intangible assets were estimated using inputs classified as Level 3 under the income approach using the multi-period excess earnings method for merchant relationships and the relief-from-royalty method for acquired technology and trademark and trade names. This transaction was not taxable for income tax purposes. Management's estimates of fair value are based upon assumptions related to projected revenues, earnings before interest income, interest expense, income taxes, and depreciation and amortization ("EBITDA") margins, attrition rates, income tax rate, royalty rates, and discount rates. The estimated life of merchant relationships, acquired technology and trademark and trade names are twenty, ten and three years, respectively. The goodwill arising from the acquisition largely consisted of revenue synergies associated with a larger total addressable market.

During the nine months ended September 30, 2025, the Company incurred and expensed approximately $29 million of professional expenses related to the acquisition of Global Blue. In addition, during the nine months ended September 30, 2025, the Company capitalized approximately $33.9 million of debt issuance costs and $26.8 million of equity issuance costs which were recorded to "Long-term debt" and "Series A Mandatory Convertible Preferred Stock", respectively, on the unaudited Condensed Consolidated Balance Sheet. These financings were primarily related to the acquisition of Global Blue.

The following unaudited pro forma results of operations have been prepared to give effect to the Global Blue acquisition as though it occurred on January 1, 2024. The pro forma amounts reflect certain adjustments, such as expenses related to the amortization of acquired intangible assets. The unaudited pro forma financial information is presented for illustrative purposes only, is based on available information and assumptions that the Company believes are reasonable to reflect the impact of the acquisition on the Company's historical financial information on a supplemental pro forma basis, and is not necessarily indicative of the results of operations that would have actually been reported had the acquisition occurred on January 1, 2024, nor is it necessarily indicative of the future results of operations of the combined company. The timing of transaction costs has been updated to be reflected in the pro forma results for the nine months ended September 30, 2024.

	Unaudited			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	$ 1,180.4	$ 1,054.2	$ 3,278.6	$ 2,829.5
Net income	$ 72.7	$ 61.6	$ 122.3	$ 34.5

The amount of revenue and net income from Global Blue included in the Company's unaudited Condensed Consolidated Statements of Operations for the three months ended September 30, 2025 was $169.9 million and $40.9 million, respectively. Net income attributable to Global Blue excludes the increased interest expense related to the Company's recent financings and professional expenses incurred by the Company related to the acquisition.

3. Revenue

The Company's revenue is comprised primarily of payments-based revenue, which includes fees for payment processing, TFS, dynamic currency conversion, and gateway services. These fees are primarily driven as a percentage of dollar volume of transactions, while also varying due to factors such as the type of merchant and country.

Subscription and other revenue includes software as a service ("SaaS") fees for point of sale ("POS") systems and terminals provided to merchants. POS and terminal SaaS fees are assessed based on the type and quantity of equipment deployed to the merchant. SaaS fees also include statement fees, fees for the Company's proprietary business intelligence software, revenue derived from hardware sales, software license sales, third-party residuals, fees charged for technology support, and other recurring fees.

Under ASC 606, the Company typically has three separate performance obligations under its recurring SaaS agreements for equipment provided to merchants: (1) software, (2) lease of hardware and (3) other support services.

Disaggregated Revenue

The following table presents a disaggregation of the Company's revenue from contracts with customers based on similar operational characteristics:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Payments-based revenue	$ 1,058.0	$ 806.8	$ 2,682.2	$ 2,217.7
Subscription and other revenue	118.9	102.4	309.2	225.9
Total	$ 1,176.9	$ 909.2	$ 2,991.4	$ 2,443.6

The vast majority of the Company's revenue is recognized over time.

Contract Liabilities

The Company charges merchants for various post-contract license support and service fees. These fees typically relate to a period of one year. The Company recognizes the revenue on a straight-line basis over its respective period. As of September 30, 2025 and December 31, 2024, the Company had deferred revenue of $16.2 million and $18.9 million, respectively. The change in the contract liabilities was primarily the result of a timing difference between payment from the customer and the Company's satisfaction of each performance obligation.

The amount of gross revenue recognized that was included in the December 31, 2024 balance of deferred revenue was $2.0 million and $14.7 million for the three and nine months ended September 30, 2025, respectively.

4. Goodwill

The changes in the carrying amount of goodwill were as follows:

Balance at December 31, 2024	$	1,455.6
Global Blue acquisition		940.5
Effect of foreign currency translation, adjustments related to prior period acquisitions, and other		69.4
Balance at September 30, 2025	$	2,465.5

5. Depreciation and Amortization

Amounts charged to expense in the Company's unaudited Condensed Consolidated Statements of Operations for depreciation and amortization were as follows:

	Amortization			Depreciation		
	Residual Commission Buyouts	Other Intangible Assets	Capitalized Customer Acquisition Costs	Equipment Under Lease	Property, Plant and Equipment	Total
Three Months Ended September 30, 2025						
Depreciation and amortization expense	$ 22.6	$ 39.0	$ —	$ 19.4	$ 4.8	$ 85.8
Cost of sales	—	30.7	8.3	—	0.3	39.3
Total depreciation and amortization (a)	$ 22.6	$ 69.7	$ 8.3	$ 19.4	$ 5.1	$ 125.1
Three Months Ended September 30, 2024						
Depreciation and amortization expense	$ 21.8	$ 13.0	$ —	$ 14.1	$ 2.7	$ 51.6
Cost of sales	—	18.5	6.6	—	0.6	25.7
Total depreciation and amortization (b)	$ 21.8	$ 31.5	$ 6.6	$ 14.1	$ 3.3	$ 77.3
Nine Months Ended September 30, 2025						
Depreciation and amortization expense	$ 67.9	$ 67.4	$ —	$ 53.1	$ 11.0	$ 199.4
Cost of sales	—	75.5	23.3	—	0.5	99.3
Total depreciation and amortization (c)	$ 67.9	$ 142.9	$ 23.3	$ 53.1	$ 11.5	$ 298.7
Nine Months Ended September 30, 2024						
Depreciation and amortization expense	$ 65.3	$ 31.0	$ —	$ 39.0	$ 7.8	$ 143.1
Cost of sales	—	50.8	18.4	—	0.8	70.0
Total depreciation and amortization (d)	$ 65.3	$ 81.8	$ 18.4	$ 39.0	$ 8.6	$ 213.1

(a) Total amortization of $100.6 million consisted of amortization of acquired intangibles of $78.2 million and amortization of non-acquired intangibles of $22.4 million.

(b) Total amortization of $59.9 million consisted of amortization of acquired intangibles of $43.5 million and amortization of non-acquired intangibles of $16.4 million.

(c) Total amortization of $234.1 million consisted of amortization of acquired intangibles of $170.9 million and amortization of non-acquired intangibles of $63.2 million.

(d) Total amortization of $165.5 million consisted of amortization of acquired intangibles of $120.3 million and amortization of non-acquired intangibles of $45.2 million.

As of September 30, 2025, the estimated amortization expense for each of the five succeeding years and thereafter is as follows:

	Residual Commission Buyouts	Other Intangible Assets	Capitalized Customer Acquisition Costs	Total Amortization	Amortization of Acquired Intangible Assets
2025 (remaining three months)	$ 22.9	$ 68.1	$ 8.8	$ 99.8	$ 75.5
2026	59.1	259.6	29.7	348.4	264.9
2027	10.7	237.5	23.3	271.5	209.6
2028	9.1	203.6	14.3	227.0	196.9
2029	4.0	182.7	4.1	190.8	186.7
Thereafter	2.0	1,876.0	—	1,878.0	1,878.0
Total	$ 107.8	$ 2,827.5	$ 80.2	$ 3,015.5	$ 2,811.6

6. Residual Commission Buyouts

Residual commission buyouts represent transactions with certain third-party distribution partners, pursuant to which the Company acquires their ongoing merchant relationships that subscribe to the Company's payments platform.

Residual commission buyouts, net consisted of the following:

	Weighted Average Amortization Period *(in years)*	September 30, 2025		
		Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Residual commission buyouts from asset acquisitions	4	$ 345.5	$ (246.5)	$ 99.0
Residual commission buyouts from business combinations	8	13.9	(5.1)	8.8
Total residual commission buyouts		$ 359.4	$ (251.6)	$ 107.8

	Weighted Average Amortization Period *(in years)*	December 31, 2024		
		Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Residual commission buyouts from asset acquisitions	4	$ 337.3	$ (190.1)	$ 147.2
Residual commission buyouts from business combinations	8	13.9	(3.9)	10.0
Total residual commission buyouts		$ 351.2	$ (194.0)	$ 157.2

7. Other Intangible Assets, Net

Other intangible assets, net consisted of the following:

	Weighted Average Amortization Period *(in years)*	September 30, 2025		
		Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Merchant relationships	18	$ 2,419.6	$ (161.6)	$ 2,258.0
Acquired technology	9	564.0	(151.4)	412.6
Trademarks and trade names	9	46.0	(12.8)	33.2
Capitalized software development costs	3	190.8	(67.1)	123.7
Total other intangible assets, net		$ 3,220.4	$ (392.9)	$ 2,827.5

	Weighted Average Amortization Period (in years)	December 31, 2024		
		Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Merchant relationships	12	$ 584.0	$ (95.4)	$ 488.6
Acquired technology	8	269.0	(112.3)	156.7
Trademarks and trade names	12	29.4	(8.5)	20.9
Capitalized software development costs	3	150.7	(58.5)	92.2
Total other intangible assets, net		$ 1,033.1	$ (274.7)	$ 758.4

8. Capitalized Customer Acquisition Costs, Net

Capitalized customer acquisition costs, net consisted of the following:

	Weighted Average Amortization Period (in years)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Total costs as of September 30, 2025	4	$ 136.4	$ (56.2)	$ 80.2
Total costs as of December 31, 2024	4	$ 118.1	$ (52.8)	$ 65.3

9. Equipment for Lease, Net

Equipment for lease, net consisted of the following:

	Weighted Average Depreciation Period (in years)	September 30, 2025		
		Gross Carrying Value	Accumulated Depreciation	Net Carrying Value
Equipment under lease	4	$ 303.2	$ (117.4)	$ 185.8
Equipment held for lease (a)	N/A	22.9	—	22.9
Total equipment for lease, net		$ 326.1	$ (117.4)	$ 208.7

	Weighted Average Depreciation Period (in years)	December 31, 2024		
		Gross Carrying Value	Accumulated Depreciation	Net Carrying Value
Equipment under lease	4	$ 243.6	$ (93.0)	$ 150.6
Equipment held for lease (a)	N/A	14.5	—	14.5
Total equipment for lease, net		$ 258.1	$ (93.0)	$ 165.1

(a) Represents equipment that was not yet initially deployed to a merchant and, accordingly, is not being depreciated.

In addition to equipment for lease, the Company had $6.4 million and $8.9 million of inventory as of September 30, 2025 and December 31, 2024, respectively. Inventory represents hardware devices to be sold.

10. Property, Plant and Equipment, Net

Property, plant and equipment, net consisted of the following:

	September 30, 2025	December 31, 2024
Equipment	$ 36.9	$ 21.0
Capitalized software	9.2	4.4
Leasehold improvements	22.4	19.5
Furniture and fixtures	2.5	2.4
Vehicles	4.8	0.5
Total property, plant and equipment, gross	75.8	47.8
Less: Accumulated depreciation	(30.5)	(20.6)
Total property, plant and equipment, net	$ 45.3	$ 27.2

11. Debt

The Company's outstanding debt consisted of the following:

	Maturity	Effective Interest Rate	September 30, 2025	December 31, 2024
6.750% Senior Notes due 2032 ("2032 Senior Notes")	August 15, 2032	6.90%	$ 1,650.0	$ 1,100.0
Term Loan B due 2032 ("Term Loan")	July 3, 2032	6.72%	1,000.0	—
5.500% Senior Notes due 2033 ("2033 Euro Notes")	May 15, 2033	5.68%	798.1	—
Convertible Senior Notes due 2025 ("2025 Convertible Notes")	December 15, 2025	0.49%	690.0	690.0
Convertible Senior Notes due 2027 ("2027 Convertible Notes")	August 1, 2027	0.90%	632.5	632.5
4.625% Senior Notes due 2026 ("2026 Senior Notes")	November 1, 2026	5.13%	—	450.0
Total debt principal			4,770.6	2,872.5
Less: Unamortized capitalized financing fees			(54.0)	(31.5)
Plus: Unamortized premium			2.6	—
Total debt			$ 4,719.2	$ 2,841.0
Current portion of debt			$ 699.4	$ 686.9
Long-term debt			4,019.8	2,154.1
Total debt			$ 4,719.2	$ 2,841.0

Amortization of capitalized financing fees and accretion of debt premiums are included within "Interest expense" in the Company's unaudited Condensed Consolidated Statements of Operations. Amortization expense for capitalized financing fees, net of premium accretion, was $2.9 million and $11.8 million for the three and nine months ended September 30, 2025, respectively, and $2.5 million and $6.6 million for the three and nine months ended September 30, 2024, respectively.

Future principal payments

As of September 30, 2025, future principal payments associated with the Company's debt were as follows:

2025	$ 692.5
2026	10.0
2027	642.5
Thereafter	3,425.6
Total	$ 4,770.6

Senior Notes due 2032

In August 2024, Shift4 Payments, LLC and Shift4 Payments Finance Sub, Inc. (together, the "Issuers"), subsidiaries of the Company, issued an aggregate of $1.1 billion principal amount of 6.750% Senior Notes due 2032 (the "Existing 2032 Notes").

In May 2025, the Issuers issued an additional $550.0 million aggregate principal amount of 6.750% Senior Notes due 2032 (the "New 2032 Notes" and together with the Existing 2032 Notes, the "2032 Senior Notes"). The New 2032 Notes were issued as additional notes under the same indenture governing the Existing 2032 Notes, and both series are treated as a single class of debt having identical terms other than issue date and issue price. The $1.65 billion of 2032 Senior Notes mature on August 15, 2032 and accrue interest at a rate of 6.750% per year. Interest is payable semi-annually on February 15 and August 15 of each year, commencing February 15, 2025 for the Existing 2032 Notes and August 15, 2025 for the New 2032 Notes, and are redeemable at the Issuers' option subject to customary terms. The Company received $9.4 million of prepaid interest from purchasers of the New 2032 Notes due to issuance mid-interest period, which was recorded as an operating cash inflow upon receipt and was repaid in August 2025.

Euro Notes due 2033

In May 2025, the Issuers issued €680.0 million aggregate principal amount of 2033 Euro Notes. These notes were offered and sold in a private placement to qualified institutional buyers pursuant to Rule 144A and to non-U.S. persons pursuant to Regulation S under the Securities Act of 1933, as amended. The 2033 Euro Notes are senior unsecured obligations of the Issuers and are jointly and severally guaranteed on a senior unsecured basis by certain of the Company's existing and future domestic restricted subsidiaries. The 2033 Euro Notes mature on May 15, 2033 and accrue interest at a rate of 5.50% per year. Interest is payable semi-annually on May 15 and November 15 of each year, beginning on November 15, 2025. The 2033 Euro Notes were issued pursuant to a separate indenture and are governed by substantially similar terms as the Company's other senior notes.

Credit Facilities

In September 2024, Shift4 Payments, LLC entered into a Second Amended and Restated First Lien Credit Agreement (the "Original Credit Agreement"), among Shift4 Payments, LLC, as the borrower, Goldman Sachs Bank USA ("GS"), as administrative agent and collateral agent, and the lenders party thereto, providing for a $450.0 million senior secured revolving credit facility ("Revolving Credit Facility"), $112.5 million of which was originally available for the issuance of letters of credit.

In March 2025, Shift4 Payments, LLC entered into an amendment to the Original Credit Agreement (the "First Amendment" and, the Original Credit Agreement, as amended by the First Amendment, the "Existing Credit Agreement"), with GS and the lenders party thereto, pursuant to which, among other things, the Original Credit Agreement was amended to (i) permit the consummation of the transactions contemplated by the Transaction Agreement and (ii) permit the incurrence and/or issuance of the Bridge Facilities (as defined below) and/or certain other permanent financing issued in lieu thereof or to refinance the loans thereunder.

On June 30, 2025 (the "Second Amendment Effective Date"), Shift4 Payments, LLC entered into an Amendment No. 2 to its Second Amended and Restated First Lien Credit Agreement (the "Second Amendment" and, the Existing Credit Agreement, as amended or as amended, restated, supplemented or otherwise modified from time to time, including by the Second Amendment, the "Credit Agreement"), with GS, the lenders party thereto, and certain subsidiary guarantors party thereto, pursuant to which, among other things, the Existing Credit Agreement was amended to (i) increase commitments under the Company's senior secured revolving credit facility from $450.0 million to $550.0 million (the "Revolving Credit Facility Increase"), up to $137.5 million of which is available for the issuance of letters of credit and up to $50.0 million of which is available for swing line loans, (ii) provide for a senior secured term loan facility in an aggregate principal amount of $1,000.0 million (the "Term Loan Facility" and, together with the Revolving Credit Facility, the "Credit Facilities"), and (iii) amend the financial covenant, certain financial definitions and certain other covenants and provisions thereunder. Borrowings under the facility are available in U.S. Dollars, Euros, and certain other agreed-upon currencies.

Pursuant to the Second Amendment, the effectiveness of certain amendments to the Existing Credit Agreement, the establishment and initial funding of the Term Loan Facility, and the establishment and availability of the Revolving Facility Increase occurred on July 3, 2025 (the "Second Amendment Closing Date"), upon the satisfaction of certain customary closing conditions, including the occurrence of the Acceptance Time under the Transaction Agreement.

Borrowings under the Credit Facilities bear interest at a rate per annum equal to, at Shift4 Payments, LLC's option:

(i) a term SOFR-based rate for U.S. Dollar denominated loans under the Credit Facilities (subject to a 0.0% floor), plus an applicable margin of (x) 2.75% in the case of the Term Loan Facility, and (y) 2.00% in the case of the Revolving Credit Facility;

(ii) an alternate base rate for U.S. Dollar denominated loans under the Credit Facilities (equal to the highest of the Federal Funds Effective Rate plus 0.50%, the term SOFR rate for an interest period of one month (subject to a 0.0% floor) plus 1.00%, and the prime rate announced by the administrative agent from time to time), plus an applicable margin of (x) 1.75% in the case of the Term Loan Facility, and (y) 1.00% in the case of the Revolving Credit Facility;

(iii) a EURIBOR-based rate (for Euro borrowings under the Revolving Credit Facility) (subject to a 0.0% floor), plus an applicable margin of 2.00%; or

(iv) an €STR-based rate (for Euro swing line loans) (subject to a 0.0% floor), plus an applicable margin of 2.00%.

The applicable margins under the Term Loan Facility are subject to one 0.25% stepdown, based on the total net leverage ratio of Shift4 Payments, LLC as of the last day of the most recently ended fiscal quarter, measured on a trailing four-quarter basis.

The Term Loan Facility is repayable in quarterly installments (commencing on December 31, 2025) in an amount equal to 0.25% of the initial principal amount of the Term Loan Facility, with the balance payable on the maturity date thereof. The Revolving Credit Facility does not amortize, and the entire outstanding principal amount (if any) of the Revolving Credit Facility is due and payable on the maturity date thereof.

The Term Loan Facility is scheduled to mature on July 3, 2032, and the Revolving Credit Facility is scheduled to mature on September 5, 2029. As of September 30, 2025, there were no borrowings outstanding under the Revolving Credit Facility, and borrowing capacity on the Revolving Credit Facility was $550.0 million.

Redemption of 2026 Notes

During the second quarter of 2025, the Company repaid in full its outstanding $450.0 million of 4.625% Senior Notes due 2026 (the "2026 Notes"). As a result of this prepayment, the Company recognized a $3.1 million loss on debt extinguishment attributable to the write-off of unamortized deferred financing costs.

Settlement Line Agreement

In September 2024, Shift4 Payments, LLC entered into the Settlement Line Credit Agreement (the "Settlement Line Agreement"), by and between Shift4 Payments, LLC, as the borrower, and Citizens Bank, N.A. ("Citizens"), as the lender, providing for a settlement line of credit with an aggregate available amount of up to $100.0 million (the "Settlement Line"). The Settlement Line provides financing for certain settlement obligations of Shift4 Payments, LLC's merchants.

In September 2025, Shift4 Payments, LLC entered into Amendment No. 1 to the Settlement Line Agreement which, among other things, extended the maturity date to September 28, 2026 and increased the aggregate available amount from $100.0 million to $125.0 million. As of September 30, 2025, the Settlement Line was fully utilized. The borrowings against the Settlement Line have been deposited in an account owned and controlled by Citizens. The deposit and borrowing have been netted on the Company's unaudited Condensed Consolidated Balance Sheets because a right of offset exists and the parties intend to net settle.

Debt Commitment Letter

In February 2025, the Company entered into a transaction agreement (the "Transaction Agreement") with Global Blue and, from and after its execution and delivery of a joinder thereto on February 25, 2025, GT Holding 1 GmbH, a Swiss limited liability company and indirect wholly owned subsidiary of the Company ("Merger Sub"). The Transaction Agreement sets forth the terms and conditions under which the Company agreed to acquire Global Blue through a cash tender offer for all of its publicly held shares. In February 2025, in connection with the Transaction Agreement, Shift4 Payments, LLC entered into a commitment letter (the "Debt Commitment Letter") with GS, pursuant to which GS committed to provide Shift4 Payments, LLC with bridge loan facilities in an aggregate principal amount of $1.795 billion (the "Bridge Facilities"). Because Shift4 raised the capital required to acquire Global Blue through other means, Shift4 Payments, LLC did not utilize any amount of the Bridge Facilities, resulting in a $9.2 million writeoff of unamortized upfront fees paid to enter into the Debt Commitment Letter, which is included in "Loss on extinguishment of debt" on the Company's unaudited Condensed Consolidated Statements of Operations.

Restrictions and Covenants

The 2025 Convertible Notes, 2027 Convertible Notes, 2032 Senior Notes, 2033 Euro Notes (collectively, the "Notes") and the Credit Facilities include certain restrictions on the ability of Shift4 Payments, LLC to make loans, advances, or pay dividends to Shift4 Payments, Inc.

As of September 30, 2025 and December 31, 2024, the Company was in compliance with all financial covenants under its debt agreements.

12. Fair Value Measurement

U.S. GAAP defines a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The Company determines the fair values of its assets and liabilities that are recognized or disclosed at fair value in accordance with the hierarchy described below. The following three levels of inputs may be used to measure fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities;
- Level 2—Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include items where the determination of fair value requires significant management judgment or estimation.

The Company makes recurring fair value measurements of contingent liabilities arising from certain acquisitions using Level 3 unobservable inputs. Contingent liabilities included in the purchase price of an acquisition are based on achievement of specified performance metrics as defined in the purchase agreement.

Acquisition-Related Contingent Consideration

The Company's acquisitions often include contingent consideration, or earnout, provisions. The total fair value of contingent consideration related to the acquisitions of Vectron, Finaro, and three other acquisitions as of September 30, 2025 was $23.6 million, of which $15.3 million is included in "Accrued expenses and other current liabilities" and $8.3 million is included within "Other noncurrent liabilities" on the Company's unaudited Condensed Consolidated Balance Sheets. The balance is inclusive of the contingent consideration agreement Vectron was party to related to its purchase of acardo group AG ("acardo"), which amounted to $10.6 million as of September 30, 2025. The change in fair value of these liabilities is included in "Revaluation of contingent liabilities" on the Company's unaudited Condensed Consolidated Statements of Operations. Each of these fair value measurements utilize Level 3 inputs, such as projected merchants acquired, projected revenues, discount rates and other subjective inputs.

There were no transfers into or out of Level 3 during the nine months ended September 30, 2025. The table below provides a reconciliation of the beginning and ending balances for the Level 3 contingent liabilities, all of which related to acquisitions:

	Nine Months Ended September 30, 2025
Balance at beginning of period	$ 26.2
Contingent consideration	4.8
Fair value adjustments	(7.4)
Impact of foreign exchange	2.4
Contingent liabilities that achieved earnout	(2.4)
Balance at end of period	$ 23.6

The estimated fair value of the Company's outstanding debt using quoted prices from over-the-counter markets, considered Level 2 inputs, was as follows:

	September 30, 2025		December 31, 2024	
	Carrying Value (a)	Fair Value	Carrying Value (a)	Fair Value
2032 Senior Notes	$ 1,632.6	$ 1,702.6	$ 1,086.5	$ 1,119.4
Term Loan	985.5	1,010.0	—	—
2033 Euro Notes	787.4	834.1	—	—
2025 Convertible Notes	689.4	712.0	686.9	927.8
2027 Convertible Notes	627.9	622.3	626.0	684.0
2026 Senior Notes	—	—	445.9	443.2
Total	$ 4,722.8	$ 4,881.0	$ 2,845.3	$ 3,174.4

(a) Carrying value excludes unamortized debt issuance costs related to the Revolving Credit Facility of $3.6 million and $4.3 million as of September 30, 2025 and December 31, 2024, respectively.

The estimated fair value of the Company's investments in non-marketable equity securities was $5.5 million and $2.5 million as of September 30, 2025 and December 31, 2024, respectively. These non-marketable equity investments have no readily determinable fair values and are measured using the measurement alternative, which is defined as cost, less impairment, adjusted for observable price changes from orderly transactions for identical or similar investments of the same issuer. Adjustments for these investments, if any, are recorded in "Gain on investments in securities" on the Company's unaudited Condensed Consolidated Statements of Operations.

Other financial instruments not measured at fair value on the Company's unaudited Condensed Consolidated Balance Sheets at September 30, 2025 and December 31, 2024 include cash and cash equivalents, settlement assets, accounts receivable, prepaid expenses and other current assets, collateral held by the card networks, other noncurrent assets, settlement liabilities, accounts payable, accrued expenses and other current liabilities, and other noncurrent liabilities, as their estimated fair values reasonably approximate their carrying value as reported on the Company's unaudited Condensed Consolidated Balance Sheets.

13. Income Taxes

The Company holds an economic interest in Shift4 Payments, LLC and consolidates its financial position and results. Shift4 Payments, LLC is treated as a partnership for income tax reporting and its members, including the Company, are liable for federal, state, and local income taxes based on their share of the LLC's taxable income. In addition, Shift4 Payments, LLC wholly owns various U.S. and foreign subsidiaries which are taxed as corporations for tax reporting. Taxable income or loss from these subsidiaries is not passed through to Shift4 Payments, LLC. Instead, such taxable income or loss is taxed at the corporate level subject to the prevailing corporate tax rates.

The Company's effective tax rate was 45% and 26% for the three and nine months ended September 30, 2025, respectively. The Company's effective tax rate was (135)% and (223)% for the three and nine months ended September 30, 2024, respectively. The effective tax rate for the three and nine months ended September 30, 2025 was different than the U.S. federal statutory income tax rate of 21% primarily due to the net income allocated to non-redeemable noncontrolling interests, the impact of certain legal entity restructurings, and the mix of income and valuation allowances in various jurisdictions. The effective tax rate for the three and nine months ended September 30, 2024 was different than the U.S. federal statutory income tax rate of 21% primarily due to the $283.8 million discrete tax benefit related to the valuation allowance release and resulting additional deferred tax assets related to the TRA liability on Shift4 Payments, Inc., the net income allocated to the noncontrolling interest, and a $12.2 million tax benefit related to the valuation allowance release on certain corporate subsidiaries.

Uncertain Tax Positions

The effects of uncertain tax positions are recognized in the Company's unaudited condensed consolidated financial statements if these positions meet a "more-likely-than-not" threshold. There have been no material changes to uncertain tax positions since December 31, 2024. Uncertain tax positions are recognized within "Other noncurrent liabilities" in the Company's unaudited Condensed Consolidated Balance Sheets.

Tax Receivable Agreement

There have been no material changes to TRA liabilities since December 31, 2024. The estimation of liability under the TRA is by its nature imprecise and subject to significant assumptions regarding the amount, character, and timing of the taxable income of Shift4 Payments, Inc. in the future. Changes in tax laws or rates could also materially impact the estimated liability.

If Rook were to exchange any of its LLC Interests subsequent to September 30, 2025, such exchanges could generate additional deferred tax assets and TRA liability. As of September 30, 2025, the estimated impact of the exchange of all of Rook's LLC Interests was an additional deferred tax asset of approximately $460.9 million and a TRA liability of approximately $391.8 million.

Developments in Tax Law

In December 2021, the Organisation for Economic Co-operation and Development issued model rules for a new global minimum tax framework ("Pillar Two"), and various governments around the world have passed, or are in the process of passing, legislation on this. Certain Pillar Two rules started taking effect in 2024, depending on whether a particular jurisdiction had integrated the legislation into local law. The Company is continuing to monitor these impacts on its operating footprint and estimated an increase in income tax expense associated with jurisdictions that have implemented an Income Inclusion Rule ("IRR") or a Qualifying Domestic Minimum Top-up Tax ("QDMTT"). The Company has estimated an immaterial impact of the IRR and QDMTT for the three and nine months ended September 30, 2025. The impacts of Pillar Two to the Company are subject to change based on expansion and future acquisitions within jurisdictions that the Company does not currently operate in.

On July 4, 2025, the One Big Beautiful Bill ("OBBB") Act was signed into law, which includes several changes to corporate taxation in the United States. The Company has applied the impacts of the tax law change into our financial statements and noted no material changes to overall tax expense in 2025.

14. Related Party Transactions

The Company has a service agreement with Jared Isaacman, the Company's founder and Executive Chairman ("Founder"), and former Chief Executive Officer, including access to aircrafts and a property. Total expense for this service, which is included in "General and administrative expenses" in the Company's unaudited Condensed Consolidated Statements of Operations, was $0.2 million and $0.7 million for the three and nine months ended both September 30, 2025 and 2024. In addition, during the nine months ended September 30, 2025, the Company made $18.7 million of distributions related to income taxes paid on behalf of Rook, which are included in "Distributions to non-redeemable noncontrolling interests" in the Company's unaudited Condensed Consolidated Statements of Cash Flows.

In July 2025, the Company entered into a $1.3 million residual commission buyout agreement with a relative of the Founder, consisting of an initial payment of $1.1 million in cash and a contingent payment of $0.2 million in cash payable after 14 months, subject to certain conditions related to the performance of the acquired rights.

In November 2021, the Company implemented a one-time discretionary equity award program for non-management employees. The Founder agreed to fund 50% of this program through a contribution of shares of his Class C common stock. During the nine months ended September 30, 2025, 12,410 shares of the Founder's Class C common stock were contributed to fund the awards that vested. As of September 30, 2025, a total of 111,679 shares of the Founder's Class C common stock have been contributed and the expected remaining contribution from the Founder totaled 412,759 shares of his Class C common stock. Vesting of the awards is subject to the continued employment of non-management employees.

Rook has entered into margin loan agreements, pursuant to which, in addition to other collateral, it has pledged LLC Interests and shares of the Company's Class A and Class B common stock (collectively, "Rook Units") to secure a margin loan. If Rook were to default on its obligations under the margin loan and fail to cure such default, the lender would have the right to exchange and sell up to 15,000,000 Rook units to satisfy Rook's obligation.

15. Commitments and Contingencies

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these, or other matters, may arise from time to time that may harm the Company's business.

Certain legal and regulatory proceedings may be based on complex claims involving substantial uncertainties and unascertainable damages. In accordance with ASC 450, when the Company determines that a loss is both probable and reasonably estimable, the Company records a liability, and, if the liability is material, discloses the amount of the liability reserved. As of September 30, 2025, it is not probable to determine the probability of loss or estimate damages for the Company's legal proceedings, if any, and therefore, the Company has not established reserves for these proceedings, if any. Given that such proceedings are subject to uncertainty, there can be no assurance that such legal proceedings, either individually or in the aggregate, will not have a material adverse effect on our business, results of operations, financial condition or cash flows.

The Company is currently not aware of any legal proceedings or claims that the Company believes could have a material adverse effect on its business, financial condition or operating results.

16. Stockholders' Equity

Stock Repurchases

In May 2024, the Board authorized a stock repurchase program (the "May 2024 Program"), pursuant to which the Company is authorized to repurchase up to $500.0 million of shares of its Class A common stock through December 31, 2025.

In November 2025, the Board authorized a new stock repurchase program, replacing the May 2024 Program, pursuant to which the Company is authorized to repurchase up to $1.0 billion of shares of its Class A common stock through December 31, 2026 (the "November 2025 Program").

Repurchases under the November 2025 Program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases depending on market conditions and corporate needs. Open market repurchases will be structured to occur within the pricing and volume requirements of Rule 10b-18. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of its shares pursuant to the November 2025 Program.

The November 2025 Program does not obligate the Company to acquire any particular amount of common stock. The November 2025 Program may be extended, modified, suspended or discontinued at any time at the Company's discretion.

During the nine months ended September 30, 2025, the Company repurchased 1,834,895 shares of Class A common stock for $148.2 million, including commissions paid, at an average price paid of $80.72 per share under the May 2024 Program.

Stock Issuances

In July 2025, in connection with the acquisition of Global Blue, the Company received aggregate proceeds of approximately $87.8 million from Huang River Investment Limited (an affiliate of Tencent Holdings Limited) and Ant International Technologies (Singapore) Holding Pte. Ltd. (an affiliate of Ant International (Cayman) Holding Limited) from the sale of 912,494 newly issued shares of Class A common stock.

Preferred Stock

In May 2025, the Company issued 10,000,000 shares of its 6.00% Series A Mandatory Convertible Preferred Stock, par value $0.0001 per share (the "Preferred Stock"), for gross proceeds of $1.0 billion. The Preferred Stock was sold at a public offering price of $100.00 per share and carries an initial liquidation preference of $100.00 per share. Net proceeds after underwriting fees of $25.0 million were $975.0 million. As of September 30, 2025, the Company has incurred other offering costs of approximately $1.8 million in connection with the financing, which were recorded as a reduction to "Series A Mandatory Convertible Preferred Stock" in the Company's unaudited Condensed Consolidated Balance Sheets.

The Preferred Stock is listed on the New York Stock Exchange under the ticker "FOUR.PRA" and ranks senior to all classes of the Company's common stock with respect to dividend payments and distributions upon liquidation, dissolution, or winding up of the Company.

Dividends

The Preferred Stock accrues cumulative dividends at an annual rate of 6.00% of the liquidation preference. Dividends are payable, when and if declared by the Board and out of legally available funds, quarterly in arrears on February 1, May 1, August 1, and November 1 of each year, beginning on August 1, 2025 and ending on May 1, 2028. Dividends may be paid in cash, shares of Class A Common Stock (subject to a floor price and other adjustments), or a combination thereof, at the Company's election.

During the three months ended September 30, 2025, the Company paid and accrued $14.5 million and $15.0 million, respectively, of dividends on its Preferred Stock. Dividends payable are reflected within "Accrued expenses and other current liabilities" in the unaudited Condensed Consolidated Balance Sheets.

Conversion Features

Unless previously converted or redeemed, each share of Preferred Stock will automatically convert into a variable number of shares of Class A Common Stock on May 1, 2028, based on the average of the volume-weighted average prices of the Company's Class A Common Stock over the 20 consecutive trading days beginning on, and including, the 21st scheduled trading day immediately preceding the conversion date. The number of shares of Class A Common Stock issued upon conversion will not be less than 0.9780 or more than 1.2224 per preferred share, subject to customary anti-dilution adjustments.

Prior to the mandatory conversion date, holders may elect to convert their shares into Class A Common Stock at the minimum conversion rate. Upon the occurrence of a make-whole fundamental change, as defined in the Prospectus Supplement filed with the SEC on May 2, 2025 (the "Prospectus Supplement"), holders may convert their Preferred Stock at an increased conversion rate for a specified period of time and receive an amount intended to compensate for any lost future dividends, payable in cash, stock, or a combination thereof.

Redemption Features

If the Company's Class A common stock is trading below a specified threshold, the redemption price will equal the liquidation preference plus any accrued and unpaid dividends. If the stock price exceeds the threshold, the redemption price will include a premium and may be paid in cash, shares of Class A Common Stock, or a combination thereof.

Use of Proceeds

The Company used the net proceeds from the issuance of Preferred Stock, together with additional financing and available cash, to fund the consideration for the acquisition of Global Blue, pay related fees and expenses, and for general corporate purposes, including the repayment of outstanding indebtedness and potential future acquisitions.

17. Noncontrolling Interests

Non-Redeemable Noncontrolling Interests

Rook

Shift4 Payments, Inc. is the sole managing member of Shift4 Payments, LLC, and consolidates the financial results of Shift4 Payments, LLC. The economic interest in Shift4 Payments, LLC held by Rook amounted to $416.2 million and $187.4 million as of September 30, 2025 and December 31, 2024, respectively, and was recorded as a non-redeemable noncontrolling interest. During the nine months ended September 30, 2025, Shift4 Payments, Inc. received $975.0 million of net proceeds from the issuance of the Preferred Stock, and concurrently, Shift4 Payments, LLC issued Mirror Units to Shift4 Payments, Inc. in exchange for the proceeds from the Preferred Stock. A pro rata portion of the Mirror Units was attributed to the non-redeemable noncontrolling interests. The following table summarizes the ownership of LLC Interests in Shift4 Payments, LLC:

	September 30, 2025		December 31, 2024	
	LLC Interests	Ownership %	LLC Interests	Ownership %
Shift4 Payments, Inc.	68,705,550	77.6 %	69,257,131	77.8 %
Rook	19,801,028	22.4 %	19,801,028	22.2 %
Total	88,506,578	100.0 %	89,058,159	100.0 %

Rook has the right to require the Company to redeem its LLC Interests for, at the option of the Company, determined solely by the Company's independent directors, newly-issued shares of Class A common stock on a one-for-one basis or a cash payment equal to a volume weighted average market price of one share of Class A common stock for each LLC Interest redeemed. In connection with the exercise of the redemption or exchange of LLC Interests, (1) Rook will be required to surrender a number of shares of Class B common stock, which the Company will cancel for no consideration on a one-for-one basis with the number of LLC Interests so redeemed or exchanged and (2) Rook will surrender LLC Interests to Shift4 Payments, LLC for cancellation.

Global Blue

The noncontrolling interests in certain subsidiaries of Global Blue Group Holding AG, a wholly-owned subsidiary of the Company following the recent acquisition, are accounted for as a non-redeemable noncontrolling interest, representing third-party ownership in entities where Global Blue maintains control but holds less than 100% equity interest. The balances were recorded at fair value in purchase accounting. Profits, losses, and other comprehensive income are allocated to noncontrolling interests based on ownership percentages. Certain noncontrolling interest holders own put options to sell their ownership interests to Global Blue, treated as potential liabilities if exercisable. In addition, certain noncontrolling interest holders receive periodic distributions, included within "Distributions to noncontrolling interests" on the unaudited Condensed Consolidated Statements of Cash Flows. The following table summarizes the carrying values and minority ownership of each Global Blue subsidiary in which it holds less than 100% equity interest:

	September 30, 2025		
	Noncontrolling Interests Carrying Value	Noncontrolling Ownership %	
Global Blue TPS Japan Co Ltd	$ 117.0	49	%
Global Blue Lebanon SAL	0.1	45	%
Global Blue Touristik Hizmetler A.Ş.	1.4	40	%
Global Blue Pazarlama Destek ve Teknoloji Hizmetleri A.Ş.	—	40	%
Bahama's VAT Refund Ltd	0.1	20	%
Global Blue LLC	(0.5)	40	%
Total	$ 118.1		

For the three months ended September 30, 2025, net income attributable to the Global Blue non-redeemable noncontrolling interests amounted to $1.7 million, and distributions amounted to $0.1 million.

Redeemable Noncontrolling Interests

In June 2024, the Company acquired a majority stake in Vectron, a German corporation providing POS systems, POS software, and digital and cloud-based services worldwide. As of September 30, 2025, the Company owned approximately 75% of Vectron's common stock. The acquisition was accounted for as a business combination under ASC 805. The Company consolidates 100% of Vectron's assets, liabilities, revenues and expenses.

In March 2025, Arrow HoldCo GmbH ("Arrow HoldCo"), a wholly owned indirect subsidiary of the Company, and Vectron agreed on a final draft of the DPLTA between Arrow HoldCo, as the controlling company, and Vectron, as the controlled company. The DPLTA was approved and became effective in June 2025, at which time the Company reclassified the 25% economic interest in Vectron not held by the Company from "Non-redeemable noncontrolling interests" to "Redeemable noncontrolling interests" on its unaudited Condensed Consolidated Balance Sheets.

The 25% economic interest in Vectron not held by the Company amounted to $28.0 million and $23.7 million as of September 30, 2025 and December 31, 2024, respectively. Prior to the DPLTA becoming effective, the noncontrolling interest was calculated as the number of shares of Vectron's common stock not owned by the Company multiplied by the price per share of Vectron's common stock as of the acquisition date, adjusted by the portion of Vectron's net income not attributable to the Company. As of September 30, 2025, the redeemable noncontrolling interest was calculated as the redemption amount of the shares not owned by the Company, plus accrued dividends.

Under the DPLTA, each minority shareholder of Vectron was granted the right to tender their shares for a cash redemption payment of € 10.93 per share at any time. As this redemption right is outside the control of the Company, the related noncontrolling interest was reclassified to "Redeemable noncontrolling interests", which is presented in the mezzanine section of the unaudited Condensed Consolidated Balance Sheets between liabilities and equity. The redeemable noncontrolling interests is measured at the greater of the redemption value or adjusted carrying amount, and is subject to foreign currency translation adjustments and periodic accretion to its redemption amount.

In addition, the DPLTA entitles minority shareholders who do not redeem their shares to receive an annual guaranteed dividend of € 0.47 gross (€0.40 net) per share. This fixed, non-discretionary payment qualifies as a participating security preference and is treated as a reduction to net income attributable to common stockholders. Although the dividend is legally paid on an annual basis, this obligation is required to be accrued on a straight-line basis beginning on the registration date.

Furthermore, under German corporate law, the adequacy of the redemption amount and guaranteed dividend is subject to potential appraisal proceedings, in which courts may determine that higher amounts are owed to minority shareholders. If such proceedings result in increased compensation, the Company may be required to make additional payments, including statutory interest. As of September 30, 2025, the ultimate outcome and financial impact of any such proceedings is not reasonably estimable, and no liability has been recorded. The following table summarizes the Company's redeemable noncontrolling interests as of September 30, 2025:

	Nine Months Ended September 30, 2025
Balance as of January 1, 2025	$ —
Reclassification from non-redeemable noncontrolling interests	27.8
Redemption of redeemable noncontrolling interests	(0.3)
Dividends accrued	0.1
Foreign exchange impact	0.4
Balance as of September 30, 2025	$ 28.0

18. Equity-based Compensation

The Company recognized equity-based compensation expense of $15.6 million and $56.8 million for the three and nine months ended September 30, 2025, respectively, and $14.3 million and $51.4 million for the three and nine months ended September 30, 2024, respectively.

2020 Incentive Award Plan

The Company's 2020 Incentive Award Plan, as amended and restated in June 2022 (the "Restated Equity Plan"), provides for the grant of restricted stock units ("RSUs"), performance restricted stock units ("PRSUs"), stock options, dividend equivalent awards, stock payments, stock appreciation rights, and other stock or cash awards. The number of shares available for issuance is subject to an annual increase on the first day of each year beginning in 2023 and ending in and including 2032, equal to the lesser of (1) 2% of the shares outstanding (on an as-converted basis, taking into account any and all securities convertible into, or exercisable, exchangeable or redeemable for, shares of Class A common stock (including LLC Interests of Shift4 Payments, LLC)) on the last day of the immediately preceding fiscal year and (2) such smaller number of shares as determined by the Board.

As of September 30, 2025, a maximum of 2,740,006 shares of the Company's Class A common stock were available for issuance under the Restated Equity Plan.

RSUs and PRSUs

RSUs and PRSUs represent the right to receive shares of the Company's Class A common stock at a specified date in the future.

The RSU and PRSU activity for the nine months ended September 30, 2025 was as follows:

	Nine Months Ended September 30, 2025	
	Number of RSUs and PRSUs	Weighted Average Grant Date Fair Value
Unvested balance at December 31, 2024	2,169,343	$ 62.13
Granted	1,038,272	91.72
Vested	(611,353)	70.32
Forfeited or cancelled	(167,130)	65.05
Unvested balance at September 30, 2025	2,429,132	$ 72.47

The grant date fair value of RSUs and PRSUs subject to continued service or those that vest immediately was determined based on the price of the Company's Class A common stock on the grant date.

As of September 30, 2025, the Company had $117.6 million of total unrecognized equity-based compensation expense related to outstanding RSUs and PRSUs, which is expected to be recognized over a weighted-average period of 2.41 years.

19. Basic and Diluted Net Income per Share

Basic net income per share has been computed by dividing net income attributable to common stockholders by the weighted average number of shares of common stock outstanding for the same period. Shares issued during the period and shares reacquired during the period are weighted for the portion of the period in which the shares were outstanding. Diluted net income per share has been computed in a manner consistent with that of basic net income per share while giving effect to all shares of potentially dilutive common stock that were outstanding during the period. The following table presents the calculation of basic and diluted net income per share under the two-class method.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net income	$ 33.4	$ 72.2	$ 94.0	$ 155.2
Less: Net income attributable to non-redeemable noncontrolling interests	(5.3)	(18.4)	(15.2)	(41.6)
Less: Dividends on Preferred Stock and redeemable noncontrolling interests	(15.1)	—	(24.6)	—
Adjustment to net income attributable to common stockholders	—	(0.4)	(0.9)	(1.1)
Net income attributable to common stockholders - basic	13.0	53.4	53.3	112.5
Reallocation of net income from non-redeemable noncontrolling interests to common stockholders due to effect of dilutive securities	2.8	14.2	9.9	32.1
Net income attributable to common stockholders - diluted	$ 15.8	$ 67.6	$ 63.2	$ 144.6
Numerator - allocation of net income attributable to common stockholders:				
Net income allocated to Class A common stock - basic	$ 12.8	$ 52.1	$ 52.2	$ 109.7
Reallocation of net income from non-redeemable noncontrolling interests to common stockholders due to effect of dilutive securities	2.8	14.2	10.0	32.2
Net income allocated to Class A common stock - diluted	$ 15.6	$ 66.3	$ 62.2	$ 141.9
Net income allocated to Class C common stock - basic	$ 0.2	$ 1.3	$ 1.1	$ 2.8
Reallocation of net income from non-redeemable noncontrolling interests to common stockholders due to effect of dilutive securities	—	—	(0.1)	(0.1)
Net income allocated to Class C common stock - diluted	$ 0.2	$ 1.3	$ 1.0	$ 2.7
Denominator:				
Weighted average shares of Class A common stock outstanding - basic (a)	67,243,324	66,791,329	67,131,538	65,230,377
Effect of dilutive securities:				
LLC Interests	19,801,028	21,216,195	19,801,028	22,953,032
RSUs	1,168,776	1,349,414	1,314,783	1,331,271
2025 Convertible Notes	1,151,294	—	1,255,978	—
Weighted average shares of Class A common stock outstanding - diluted	89,364,422	89,356,938	89,503,327	89,514,680
Weighted average shares of Class C common stock outstanding - basic and diluted	1,318,499	1,659,314	1,371,660	1,681,264
Net income per share - basic:				
Class A common stock	$ 0.19	$ 0.78	$ 0.78	$ 1.68
Class C common stock	$ 0.19	$ 0.78	$ 0.78	$ 1.68
Net income per share - diluted:				
Class A common stock	$ 0.17	$ 0.74	$ 0.70	$ 1.59
Class C common stock	$ 0.17	$ 0.74	$ 0.70	$ 1.59

(a) For the three and nine months ended September 30, 2024, included 1,253,470 shares that had been committed but not issued as of September 30, 2024 primarily related to the acquisition of Finaro.

Diluted EPS was computed using the treasury stock method for RSUs and the if-converted method for convertible instruments.

For the three and nine months ended September 30, 2025, the Company has excluded from the calculation of diluted net income per share the effect of the following:

- the conversion of the Preferred Stock, as the effect would be anti-dilutive;
- the conversion of the 2027 Convertible Notes, as the effect would be anti-dilutive, and
- shares of the Company's Class A common stock to be issued in connection with an earnout for the period prior to the issuance of such shares.

For the three and nine months ended September 30, 2024, the Company has excluded from the calculation of diluted net income per share the effect of the following:

- the conversion of the 2025 Convertible Notes and 2027 Convertible Notes, as the effect would be anti-dilutive, and
- shares of the Company's Class A common stock to be issued in connection with certain earnouts for the period prior to the issuance of such shares.

20. Segments

In accordance with ASC 280, *Segment Reporting*, the Company evaluates its operating segments to determine how to report its financial performance. Prior to the completion of the acquisition of Global Blue, the Company operated in one operating segment and one reportable segment. As of September 30, 2025, the Company was still assessing changes to its internal management reporting structure to incorporate Global Blue and the effects it may have on the Company's reportable segments. Because this process was not complete as of September 30, 2025, the Company has reported the operating results of Global Blue from the acquisition date to September 30, 2025 as part of the Company's existing reportable segment. In future periods, once the new management and organizational structures have been established, if necessary, the Company will report financial information for its new reportable segments and recast prior periods to reflect the change.

The principal financial metric reviewed by the chief operating decision maker ("CODM"), who is the Chief Executive Officer, on a monthly basis is consolidated net income. This metric is compared to prior periods and to the Company's internal forecasts and budgets for the purposes of allocating resources and evaluating financial performance.

The following table presents a disaggregation of the Company's consolidated net income:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2025	2024	2025	2024
Payments-based revenue	$ 1,058.0	$ 806.8	$ 2,682.2	$ 2,217.7
Subscription and other revenues	118.9	102.4	309.2	225.9
Network fees*	(587.7)	(544.1)	(1,620.3)	(1,494.2)
Other costs of sales* (exclusive of depreciation of equipment under lease)	(160.2)	(97.8)	(392.6)	(262.5)
General and administrative expenses:				
Employee and other general and administrative expenses*	(158.5)	(98.0)	(385.6)	(267.5)
Equity-based compensation*	(15.9)	(14.4)	(58.4)	(52.1)
Rent, office, occupancy and equipment expenses*	(14.0)	(5.8)	(28.8)	(15.8)
Revaluation of contingent liabilities	2.8	(1.5)	7.4	(3.9)
Depreciation and amortization expense* (a)	(85.8)	(51.6)	(199.4)	(143.1)
Professional expenses*	(35.3)	(9.4)	(69.1)	(29.0)
Advertising and marketing expenses*	(7.7)	(6.2)	(21.5)	(14.5)
Loss on extinguishment of debt	(9.2)	—	(12.3)	—
Interest income	17.5	9.7	49.1	20.1
Other income (expense), net	(1.4)	(1.5)	(5.6)	0.3
Gain on investments in securities	—	10.8	—	21.6
Change in TRA liability	(0.2)	(289.4)	2.0	(294.2)
Interest expense*	(60.8)	(18.3)	(128.7)	(34.5)
Income tax benefit (expense)*	(27.1)	280.5	(33.6)	280.9
Net income	$ 33.4	$ 72.2	$ 94.0	$ 155.2

* Denotes a significant segment expense reviewed by the CODM.

(a) Depreciation and amortization expense includes depreciation of equipment under lease of $19.4 million and $53.1 million for the three and nine months ended September 30, 2025, respectively, and $14.1 million and $39.0 million for the three and nine months ended September 30, 2024, respectively.

21. Subsequent Events

Acardo Disposition

In October 2025, the Company disposed of acardo for approximately $35 million of total consideration. The Company agreed to pay the former owners of acardo a total of approximately $17 million to settle the outstanding earnout liability owed by the Company. Payments for both the proceeds from the disposition and the amount of the earnout owed to the former acardo owners are to be made in two tranches, the first of which occurred in October 2025 and the second which will occur in October 2026.

Exclusive Negotiations to Acquire Worldline's North American Subsidiaries

In October 2025, the Company entered into exclusive negotiations to acquire Worldline's North American subsidiaries. The contemplated transaction is expected to close in the first quarter of 2026, subject to customary approvals. As a definitive agreement has not been formally executed as of the date of this filing, the consideration and initial accounting for the acquisition, including the valuation of assets and liabilities acquired, is unavailable to disclose at this time.

Smartpay Acquisition

On November 4, 2025, the Company completed the acquisition of Smartpay Holdings Limited ("Smartpay"), a leading independent provider of payment processing and point-of-sale solutions in Australia and New Zealand, for approximately NZ$296 million (or about $168 million USD) in cash, representing NZ$1.20 per share. The acquisition deepens the Company's strategic presence in the region by combining its comprehensive payment infrastructure with Smartpay's established distribution network, enabling scaled go-to-market strategies for products such as SkyTab POS systems and end-to-end solutions for hospitality and unified commerce merchants.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the information presented in our unaudited condensed consolidated financial statements and the related notes and other financial data included elsewhere in this Quarterly Report on Form 10-Q ("Quarterly Report"), as well as our audited consolidated financial statements and related notes as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the U.S. Securities and Exchange Commission ("SEC") on February 19, 2025 (the "2024 Form 10-K"). In addition to historical information, the following discussion contains forward-looking statements, such as statements regarding our expectation for future performance, liquidity and capital resources, that involve risks, uncertainties and assumptions that could cause actual results to differ materially from our expectations. Our actual results may differ materially from those contained in or implied by any forward-looking statements. Factors that could cause such differences include those identified below and those described in "Cautionary Note Regarding Forward-Looking Statements," and "Risk Factors" in Part I, Item 1A. of our 2024 Form 10-K. We assume no obligation to update any of these forward-looking statements.

As used in this Quarterly Report, unless the context otherwise requires, references to:

- "we," "us," "our," the "Company," "Shift4" and similar references refer to Shift4 Payments, Inc. and, unless otherwise stated, all of its subsidiaries.
- "Continuing Equity Owners" refers collectively to Rook and Searchlight Capital Partners, L.P., a Delaware limited partnership, and certain of its affiliated funds, who may redeem at each of their options, in whole or in part from time to time, their LLC Interests for, at our election, cash or newly-issued shares of Shift4 Payments, Inc.'s Class A common stock.
- "LLC Interests" refers to the common units of Shift4 Payments, LLC.
- "Founder" refers to Jared Isaacman, our Executive Chairman, Founder and former Chief Executive Officer and the sole stockholder of Rook.
- "Rook" refers to Rook Holdings Inc., a Delaware corporation wholly-owned by our Founder and for which our Founder is the sole stockholder.

Overview

At Shift4, our mission is to boldly redefine commerce by simplifying complex payments ecosystems across the world.

We are a leading independent provider of software and payment processing solutions in the U.S. based on total volume of payments processed. We are also the global leader in tax-free shopping ("TFS") as a result of the acquisition of Global Blue Group Holding AG ("Global Blue") in the third quarter of 2025. We power billions of transactions annually for hundreds of thousands of businesses in virtually every industry. We achieved our leadership position through decades of solving business and operational challenges facing our customers' overall commerce needs. Our merchants range in size from small owner-operated local businesses to multinational enterprises conducting commerce globally.

Recent Developments

Stock Issuances

In July 2025, in connection with the acquisition of Global Blue, we received aggregate proceeds of approximately $87.8 million from Huang River Investment Limited (an affiliate of Tencent Holdings Limited) and Ant International Technologies (Singapore) Holding Pte. Ltd. (an affiliate of Ant International (Cayman) Holding Limited) from the sale of 912,494 newly issued shares of Class A common stock.

Executive Chairman - NASA Nomination

In November 2025, President Donald Trump renominated Jared Isaacman, our Founder and Executive Chairman, to be the next administrator of the National Aeronautics and Space Administration ("NASA"), subject to the ratification and confirmation by the U.S. Senate. Mr. Isaacman has announced his intention to retain the majority of his equity interest while reducing his voting power as noted below.

Previously, in connection with his prior nomination for NASA administrator which was subsequently withdrawn, Mr. Isaacman submitted an Ethics Agreement to the Designated Agency Ethics Official at NASA. In the Ethics Agreement, Mr. Isaacman had committed to take certain steps to avoid any actual or apparent conflict of interest in the event he is confirmed. This included without limitation surrendering his high-vote shares, which would have reduced his corresponding voting power to approximately 25% in line with his economic interest in the Company.

Additionally, in connection with the prior nomination, the Company and Mr. Isaacman had negotiated an agreement to simplify the Company's organizational and capital structure, including rationalizing the Company's current "Up-C" structure via a series of transactions to be treated as a taxable exchange for U.S. federal income tax purposes, for which Mr. Isaacman would have been responsible for his own tax liabilities, and the assignment and waiver of the TRA.

The Company and Mr. Isaacman are currently assessing the impact of the new nomination and potential next steps.

Recent Acquisitions

Global Blue

On July 3, 2025, we completed the acquisition of Global Blue by acquiring approximately 97.4% of the Global Blue shares outstanding. Subsequently, on August 18, 2025, Merger Sub and Global Blue consummated a statutory squeeze-out merger in accordance with the laws of Switzerland pursuant to which Global Blue merged with and into Merger Sub, with Merger Sub continuing as the surviving entity and wholly-owned subsidiary of the Company, with the Company indirectly acquiring the remaining 2.6% of shares not previously tendered. Total purchase consideration amounted to approximately $2.7 billion of cash. Global Blue is a leading technology and travel services platform, primarily providing TFS, dynamic currency conversion, and payments solutions to the world's largest retail brands, which significantly increases our overall customer base and geographic footprint, while diversifying our revenue.

Smartpay

On November 4, 2025, we completed the acquisition of Smartpay Holdings Limited ("Smartpay"), a leading independent provider of payment processing and point-of-sale solutions in Australia and New Zealand, for approximately NZ$296 million (or about $168 million USD) in cash, representing NZ$1.20 per share. The acquisition deepens our strategic presence in the region by combining our comprehensive payment infrastructure with Smartpay's established distribution network, enabling scaled go-to-market strategies for products such as SkyTab POS systems and end-to-end solutions for hospitality and unified commerce merchants.

Pending Acquisition

Exclusive Negotiations to Acquire Worldline's North American Subsidiaries

In October 2025, we entered into exclusive negotiations to acquire Worldline's North American subsidiaries. The contemplated transaction is expected to close in the first quarter of 2026, subject to customary approvals. As a definitive agreement has not been formally executed as of the date of this filing, the consideration and initial accounting for the acquisition, including the valuation of assets and liabilities acquired, is unavailable to disclose at this time.

Key Financial Definitions

The following briefly describes the components of revenue and expenses as presented in the accompanying unaudited Condensed Consolidated Statements of Operations.

Gross revenue consists of payments-based revenue and subscription and other revenues:

Payments-based revenue includes fees for payment processing and related services, gateway services, and commissions for TFS services. Payment processing revenues are primarily driven as a percentage of the dollar volume of the transactions processed. They may also have a fixed fee, a minimum monthly usage fee and a fee based on transactions. Gateway services, data encryption and tokenization fees are primarily driven by per transaction fees as well as monthly usage fees. TFS services commissions vary based on a number of factors such as the merchant, country and amount of purchase. Included in payments-based revenue are fees earned from our international payments platform, strategic enterprise merchant relationships, and alternative payments methods, including cryptocurrency, gift cards and stock donations.

Subscription and other revenue includes software as a service ("SaaS") fees for point of sale ("POS") systems and terminals provided to merchants. POS and terminal SaaS fees are assessed based on the type and quantity of equipment deployed to the merchant. SaaS fees also include statement fees, fees for our proprietary business intelligence software and other annual fees. Subscription and other revenues also includes revenue derived from hardware sales, software license sales, third-party residuals and fees charged for technology support.

Cost of sales consists of interchange and processing fees, residual commissions, equipment and other costs of sales:

Interchange and processing fees represent amounts owed to card issuing banks and assessments paid to card associations based on transaction processing volume. These also include fees incurred by third-parties for data transmission and settlement of funds, such as processors and our sponsor bank.

Residual commissions represent monthly payments to third-party distribution partners. These costs are typically based on a percentage of payments-based revenue.

Equipment represents our costs of devices that are sold to merchants.

Other costs of sales includes amortization of internally developed capitalized software development costs, purchased capitalized software, acquired technology and capitalized customer acquisition costs. It also includes shipping and handling costs related to the delivery of devices. Capitalized software development costs are amortized using the straight-line method on a product-by-product basis over the estimated useful life of the software. Capitalized software, acquired technology and capitalized customer acquisition costs are also amortized on a straight-line basis.

General and administrative expenses consist primarily of compensation, benefits and other expenses associated with corporate management, finance, sales, human resources, shared services, information technology and other activities.

Revaluation of contingent liabilities represents adjustments to the fair value of contingent liabilities associated with acquisitions.

Depreciation and amortization expense consists of depreciation and amortization expenses related to merchant relationships, trademarks and trade names, residual commission buyouts, equipment under lease, leasehold improvements, other intangible assets, and property, plant and equipment. We depreciate and amortize our assets on a straight-line basis. Leasehold improvements are depreciated over the lesser of the estimated life of the leasehold improvement or the remaining lease term. Maintenance and repairs, which do not extend the useful life of the respective assets, are charged to expense as incurred. Intangible assets are amortized on a straight-line basis over their estimated useful lives which range from two years to twenty years.

Professional expenses consists of costs incurred for accounting, tax, legal, and consulting services. These include professional services related to acquisitions.

Advertising and marketing expenses relate to costs incurred to participate in industry tradeshows and dealer conferences, advertising initiatives to build brand awareness (including sponsorships), and expenses to fulfill loyalty program rewards earned by software partners.

Loss on extinguishment of debt represents the writeoff of unamortized capitalized financing costs associated with debt extinguishment.

Interest income primarily consists of interest income earned on our cash and cash equivalents.

Other income (expense), net primarily consists of other non-operating items. This includes transactional gains and losses related to foreign currency.

Gain (loss) on investments in securities represents adjustments to the fair value of our investments in securities.

Change in TRA liability represents adjustments to the Tax Receivable Agreement ("TRA") liability.

Interest expense consists of interest costs incurred on our borrowings and amortization of capitalized financing costs.

Income tax benefit (expense) represents federal, state, local and foreign income taxes.

Net income attributable to non-redeemable noncontrolling interests arises from net income from the non-owned portion of businesses where we have a controlling interest but less than 100% ownership. This includes the following:

- the noncontrolling interests in Shift4 Payments, LLC and its consolidated subsidiaries, which is comprised of the income allocated to Continuing Equity Owners as a result of their proportional ownership of LLC Interests;
- the noncontrolling interests in certain subsidiaries of Global Blue Group Holding AG; and
- the income allocated to third-party shareholders of Vectron common stock prior to the execution of the DPLTA.

Factors Impacting Our Business and Results of Operations

We believe our performance depends, and will in the future depend, on many factors, including those described in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of our 2024 Form 10-K, to which there have been no material changes, except that escalating geopolitical and global trade tensions, including changing government policies and the imposition of tariffs, are reasonably likely to have an impact on economic conditions and resulting consumer spending trends, as discussed in our 2024 Form 10-K.

Comparison of Results for the Three Months Ended September 30, 2025 and 2024

The following table sets forth the consolidated statements of operations for the periods presented:

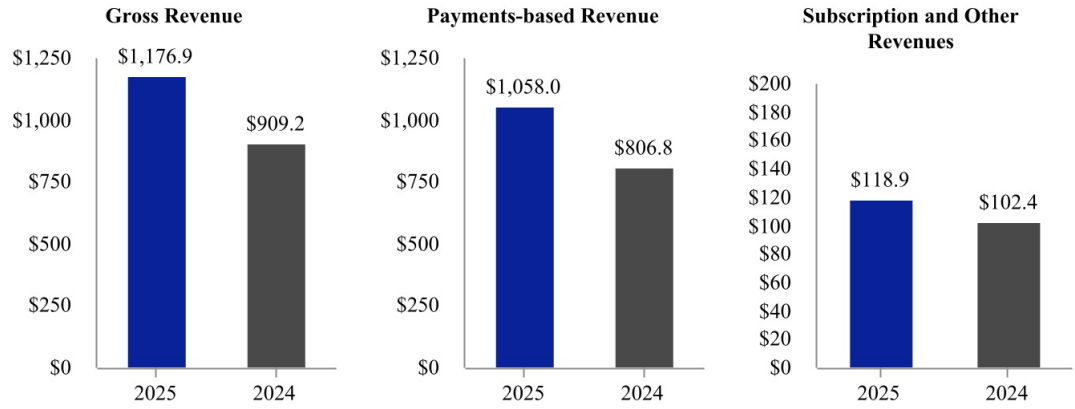
	Three Months Ended September 30,		
(in millions)	**2025**	**2024**	**$ change**
Payments-based revenue	$ 1,058.0	$ 806.8	$ 251.2
Subscription and other revenue	118.9	102.4	16.5
Gross revenue	1,176.9	909.2	267.7
Network fees	(587.7)	(544.1)	(43.6)
Other costs of sales (exclusive of certain depreciation and amortization expense shown separately below)	(160.2)	(97.8)	(62.4)
General and administrative expenses	(188.4)	(118.2)	(70.2)
Revaluation of contingent liabilities	2.8	(1.5)	4.3
Depreciation and amortization expense (a)	(85.8)	(51.6)	(34.2)
Professional expenses	(35.3)	(9.4)	(25.9)
Advertising and marketing expenses	(7.7)	(6.2)	(1.5)
Income from operations	114.6	80.4	34.2
Loss on extinguishment of debt	(9.2)	—	(9.2)
Interest income	17.5	9.7	7.8
Other expense, net	(1.4)	(1.5)	0.1
Gain on investments in securities	—	10.8	(10.8)
Change in TRA liability	(0.2)	(289.4)	289.2
Interest expense	(60.8)	(18.3)	(42.5)
Income (loss) before income taxes	60.5	(208.3)	268.8
Income tax benefit (expense)	(27.1)	280.5	(307.6)
Net income	33.4	72.2	(38.8)
Less: Net income attributable to non-redeemable noncontrolling interests	(5.3)	(18.4)	13.1
Net income attributable to Shift4 Payments, Inc.	$ 28.1	$ 53.8	$ (25.7)

(a) Depreciation and amortization expense includes depreciation of equipment under lease of $19.4 million and $14.1 million for the three months ended September 30, 2025 and 2024, respectively.

Results of Operations

Three months ended September 30, 2025 compared to three months ended September 30, 2024

Revenues (in millions)



Gross revenue increased by $267.7 million, or 29%. Gross revenue is comprised of payments-based revenue and subscription and other revenues.

Payments-based revenue increased by $251.2 million, or 31%, primarily due to:

- The increase in volume of $11.2 billion, or 26%, for the three months ended September 30, 2025 compared to the three months ended September 30, 2024.
- The acquisition of Global Blue on July 3, 2025. TFS services revenues for the three months ended September 30, 2025 were $129.7 million.

Subscription and other revenues increased by $16.5 million, or 16%. The increase in subscription and other revenues was primarily driven by the impact of recent acquisitions as well as higher SaaS revenue associated with our SkyTab solutions.

Cost of Sales

	Three Months Ended September 30,		
(in millions)	**2025**	**2024**	**$ Change**
Network fees	$ (587.7)	$ (544.1)	$ (43.6)

The 8% increase in network fees was primarily due to the increase in payments-based revenue.

Gross revenue less network fees increased by $224.1 million, or 61%, primarily due to the increase in volume, the impact of recent acquisitions, and higher Subscription and other revenues. See *Key Performance Indicators and Non-GAAP Measures* for a discussion and reconciliation of gross revenue less network fees.

	Three Months Ended September 30,		
(in millions)	**2025**	**2024**	**$ Change**
Other costs of sales (exclusive of certain depreciation and amortization expense)	$ (160.2)	$ (97.8)	$ (62.4)

The increase in other costs of sales was primarily driven by our recent acquisitions and incremental residual commissions associated with revenue growth.

Operating Expenses

	Three Months Ended September 30,		
(in millions)	**2025**	**2024**	**$ Change**
General and administrative expenses	$ (188.4)	$ (118.2)	$ (70.2)

The increase in general and administrative expenses was primarily due to expenses associated with our continued growth, which includes the impact of our recent acquisitions.

	Three Months Ended September 30,		
(in millions)	**2025**	**2024**	**$ Change**
Revaluation of contingent liabilities	$ 2.8	$ (1.5)	$ 4.3

The income (expense) for revaluation of contingent liabilities during the three months ended September 30, 2025 and 2024 was primarily driven by fair value adjustments to contingent liabilities arising from various acquisitions we completed in recent years.

	Three Months Ended September 30,		
(in millions)	**2025**	**2024**	**$ Change**
Depreciation and amortization expense	$ (85.8)	$ (51.6)	$ (34.2)

The increase in depreciation and amortization expense was primarily due to the amortization of intangible assets recognized in connection with the recent acquisition of Global Blue, and increased equipment under lease associated with the growth of our SkyTab offering.

	Three Months Ended September 30,		
(in millions)	2025	2024	$ Change
Professional expenses	$ (35.3)	$ (9.4)	$ (25.9)

Professional expenses included expenses associated with recent and planned acquisitions. The increase in professional expenses was primarily driven by higher acquisition-related costs, including costs associated with the acquisition of Global Blue.

	Three Months Ended September 30,		
(in millions)	2025	2024	$ Change
Advertising and marketing expenses	$ (7.7)	$ (6.2)	$ (1.5)

The increase in advertising and marketing expenses was primarily due to incremental brand awareness costs.

	Three Months Ended September 30,		
(in millions)	2025	2024	$ Change
Interest income	$ 17.5	$ 9.7	$ 7.8

The increase in interest income was primarily due to an increase in our average interest-earning cash balance. We expect our interest-earning cash balance to decline in connection with the maturity of our 2025 Convertible Notes in December 2025.

	Three Months Ended September 30,		
(in millions)	2025	2024	$ Change
Other expense, net	$ (1.4)	$ (1.5)	$ 0.1

Other expense, net was primarily due to transactional losses related to foreign currency.

	Three Months Ended September 30,		
(in millions)	2025	2024	$ Change
Gain on investments in securities	$ —	$ 10.8	$ (10.8)

The unrealized gain on investments in securities for the three months ended September 30, 2024 was due to fair value adjustments to our non-marketable equity investments.

	Three Months Ended September 30,		
(in millions)	2025	2024	$ Change
Change in TRA liability	$ (0.2)	$ (289.4)	$ 289.2

As of September 30, 2024, we concluded that it was probable that we will be able to realize substantially all of the tax benefits associated with the TRA to date, based on estimates of future taxable income. In the future, we expect the TRA liability to increase as additional deferred tax assets are established through exchanges of LLC Interests with Rook. See Note 13 to the accompanying unaudited condensed consolidated financial statements for more information on the TRA.

	Three Months Ended September 30,		
(in millions)	2025	2024	$ Change
Interest expense	$ (60.8)	$ (18.3)	$ (42.5)

The increase in interest expense during the three months ended September 30, 2025 as compared to the three months ended September 30, 2024 was primarily due to the issuance of 6.750% 2032 Senior Notes due 2032 (the "Existing 2032 Notes") in the third quarter of 2024, the issuance of our 2033 Euro Notes and New 2032 Notes (together with the Existing 2032 Notes, the "2032 Senior Notes") in the second quarter of 2025, and the $1.0 billion Term Loan Facility that was established in July 2025. After our recent financing activity, our annualized interest expense is projected to be approximately $240 million, which is inclusive of approximately $12 million of non-cash deferred financing fee amortization.

(in millions)	Three Months Ended September 30, 2025	2024	$ Change
Income tax benefit (expense)	$ (27.1)	$ 280.5	$ (307.6)

The effective tax rate for the three months ended September 30, 2025 was approximately 45%, compared to the effective tax rate for the three months ended September 30, 2024 of approximately (135)%. The income tax benefit for the three months ended September 30, 2024 relates primarily to the release of the previously recorded valuation allowance against certain deferred tax assets in the U.S.

Comparison of Results for the Nine Months Ended September 30, 2025 and 2024

The following table sets forth the consolidated statements of operations for the periods presented:

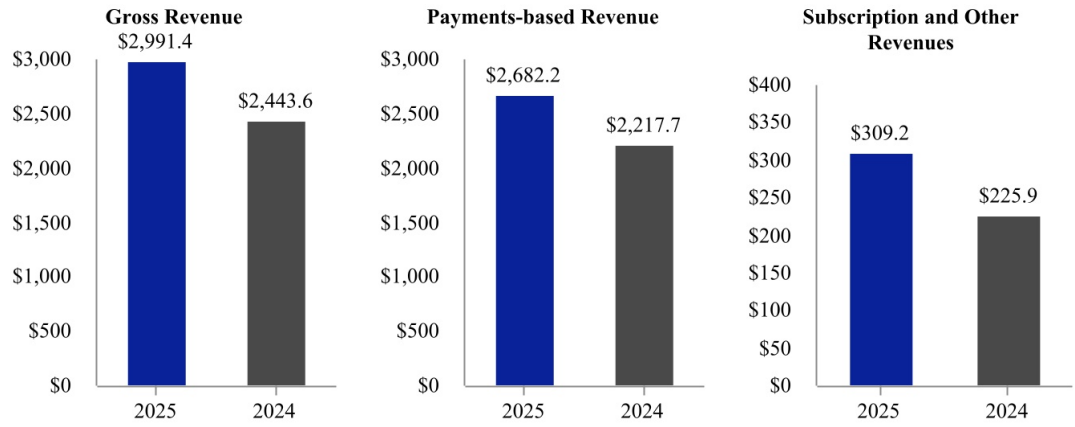
(in millions)	Nine Months Ended September 30, 2025	2024	$ change
Payments-based revenue	$ 2,682.2	$ 2,217.7	$ 464.5
Subscription and other revenue	309.2	225.9	83.3
Gross revenue	2,991.4	2,443.6	547.8
Network fees	(1,620.3)	(1,494.2)	(126.1)
Other costs of sales (exclusive of certain depreciation and amortization expense shown separately below)	(392.6)	(262.5)	(130.1)
General and administrative expenses	(472.8)	(335.4)	(137.4)
Revaluation of contingent liabilities	7.4	(3.9)	11.3
Depreciation and amortization expense (a)	(199.4)	(143.1)	(56.3)
Professional expenses	(69.1)	(29.0)	(40.1)
Advertising and marketing expenses	(21.5)	(14.5)	(7.0)
Income from operations	223.1	161.0	62.1
Loss on extinguishment of debt	(12.3)	—	(12.3)
Interest income	49.1	20.1	29.0
Other income (expense), net	(5.6)	0.3	(5.9)
Gain on investments in securities	—	21.6	(21.6)
Change in TRA liability	2.0	(294.2)	296.2
Interest expense	(128.7)	(34.5)	(94.2)
Income (loss) before income taxes	127.6	(125.7)	253.3
Income tax benefit (expense)	(33.6)	280.9	(314.5)
Net income	94.0	155.2	(61.2)
Less: Net income attributable to non-redeemable noncontrolling interests	(15.2)	(41.6)	26.4
Net income attributable to Shift4 Payments, Inc.	$ 78.8	$ 113.6	$ (34.8)

(a) Depreciation and amortization expense includes depreciation of equipment under lease of $53.1 million and $39.0 million for the nine months ended September 30, 2025 and 2024, respectively.

Results of Operations

Nine months ended September 30, 2025 compared to nine months ended September 30, 2024

Revenues (in millions)



Gross revenue increased by $547.8 million, or 22%, compared to the prior year period. Gross revenue is comprised of payments-based revenue and subscription and other revenues.

Payments-based revenue increased by $464.5 million, or 21%, compared to the prior year period, primarily due to:

- The increase in volume of $32.9 billion, or 28%, for the nine months ended September 30, 2025 compared to the nine months ended September 30, 2024.
- The acquisition of Global Blue on July 3, 2025. TFS services revenues for the nine months ended September 30, 2025 were $129.7 million.
- Growth in volume outpaced payments-based revenue growth, primarily due to our continued onboarding of larger merchants with lower unit pricing than our existing customer base.

Subscription and other revenues increased by $83.3 million, or 37%, compared to the prior year period. The increase in subscription and other revenues was primarily driven by the impact of recent acquisitions as well as higher SaaS revenue associated with our SkyTab solutions.

Cost of Sales

	Nine Months Ended September 30,		
(in millions)	**2025**	**2024**	**$ Change**
Network fees	$ (1,620.3)	$ (1,494.2)	$ (126.1)

The 8% increase in network fees was primarily due to the increase in payments-based revenue.

Gross revenue less network fees increased by $421.7 million, or 44%, compared to the prior year period, primarily due to the increase in volume, the impact of recent acquisitions, and higher Subscription and other revenues. See *Key Performance Indicators and Non-GAAP Measures* for a discussion and reconciliation of gross revenue less network fees.

	Nine Months Ended September 30,		
(in millions)	**2025**	**2024**	**$ Change**
Other costs of sales (exclusive of certain depreciation and amortization expense)	$ (392.6)	$ (262.5)	$ (130.1)

The increase in other costs of sales was primarily driven by our recent acquisitions and incremental residual commissions associated with revenue growth.

Operating Expenses

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
General and administrative expenses	$ (472.8)	$ (335.4)	$ (137.4)

The increase in general and administrative expenses was primarily due to expenses associated with our continued growth, which includes the impact of our recent acquisitions.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Revaluation of contingent liabilities	$ 7.4	$ (3.9)	$ 11.3

The income (expense) for revaluation of contingent liabilities during the nine months ended September 30, 2025 and 2024 was primarily driven by fair value adjustments to contingent liabilities arising from various acquisitions we completed in recent years.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Depreciation and amortization expense	$ (199.4)	$ (143.1)	$ (56.3)

The increase in depreciation and amortization expense was primarily due to the amortization of intangible assets recognized in connection with recent acquisitions, and increased equipment under lease associated with the growth of our SkyTab offering.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Professional expenses	$ (69.1)	$ (29.0)	$ (40.1)

Professional expenses included expenses associated with acquisitions. The increase in professional expenses was primarily driven by higher acquisition-related costs, including costs associated with the acquisition of Global Blue.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Advertising and marketing expenses	$ (21.5)	$ (14.5)	$ (7.0)

The increase in advertising and marketing expenses was primarily due to incremental brand awareness costs.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Interest income	$ 49.1	$ 20.1	$ 29.0

The increase in interest income was primarily due to an increase in our average interest-earning cash balance. We expect our interest-earning cash balance to decline in connection with the maturity of our 2025 Convertible Notes in December 2025.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Other income (expense), net	$ (5.6)	$ 0.3	$ (5.9)

The decrease in other income (expense), net was primarily due to transactional losses related to foreign currency in 2025, as compared to gains in 2024.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Gain on investments in securities	$ —	$ 21.6	$ (21.6)

The unrealized gain on investments in securities for the nine months ended September 30, 2024 was due to fair value adjustments to our non-marketable equity investments.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Change in TRA liability	$ 2.0	$ (294.2)	$ 296.2

As of September 30, 2024, we concluded that it was probable that we will be able to realize substantially all of the tax benefits associated with the TRA to date, based on estimates of future taxable income. In the future, we expect the TRA liability to increase as additional deferred tax assets are established through exchanges of LLC Interests with Rook. See Note 13 to the accompanying unaudited condensed consolidated financial statements for more information on the TRA.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Interest expense	$ (128.7)	$ (34.5)	$ (94.2)

The increase in interest expense during the nine months ended September 30, 2025 as compared to the nine months ended September 30, 2024 was primarily due to the issuance of our Existing 2032 Notes in the third quarter of 2024, the issuance of our 2033 Euro Notes and New 2032 Notes in the second quarter of 2025, and the $1.0 billion Term Loan Facility that was established in July 2025. After our recent financing activity, our annualized interest expense is projected to be approximately $240 million, which is inclusive of approximately $12 million of non-cash deferred financing fee amortization.

(in millions)	Nine Months Ended September 30, 2025	2024	$ Change
Income tax benefit (expense)	$ (33.6)	$ 280.9	$ (314.5)

The effective tax rate for the nine months ended September 30, 2025 was approximately 26%, compared to the effective tax rate for the nine months ended September 30, 2024 of approximately (223)%. The income tax benefit for the nine months ended September 30, 2024 relates primarily to the release of the previously recorded valuation allowance against certain deferred tax assets in the U.S.

Key Performance Indicators and Non-GAAP Measures

The following table sets forth our key performance indicators and non-GAAP measures for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Volume (in billions)	$ 54.7	$ 43.5	$ 149.8	$ 116.9
Gross revenue less network fees (in millions)	$ 589.2	$ 365.1	$ 1,371.1	$ 949.4
EBITDA (in millions)	$ 228.9	$ (122.4)	$ 505.9	$ 101.8
Adjusted EBITDA (in millions)	$ 292.1	$ 187.4	$ 665.7	$ 471.5

Volume

Volume is defined as the total dollar amount of payments that we deliver for settlement on behalf of our merchants. Included in volume are dollars routed via our international payments platform, alternative payment methods, including cryptocurrency, stored value, gift cards and stock donations, plus volume we route to third party merchant acquirers on behalf of strategic enterprise merchant relationships. We do maintain transaction processing on certain legacy platforms that are not defined as volume.

Gross revenue less network fees, EBITDA and Adjusted EBITDA

We use supplemental measures of our performance which are derived from our consolidated financial information but which are not presented in our unaudited condensed consolidated financial statements prepared in accordance with GAAP. These non-GAAP financial measures include: gross revenue less network fees, which includes interchange and assessment fees; earnings before interest expense, interest income, income taxes, depreciation, and amortization ("EBITDA"); and Adjusted EBITDA.

Gross revenue less network fees represents a key performance metric that management uses to measure changes in the mix and value derived from our customer base as we continue to execute our strategy to expand our reach to serve larger, complex merchants.

Adjusted EBITDA is the primary financial performance measure used by management to evaluate its business and monitor results of operations. Adjusted EBITDA represents EBITDA further adjusted for certain non-cash and other nonrecurring items that management believes are not indicative of ongoing operations. These adjustments include acquisition, restructuring and integration costs, revaluation of contingent liabilities, loss on extinguishment of debt, unrealized gains or losses on investments in securities, changes in TRA liability, equity-based compensation expense, and foreign exchange and other nonrecurring items. The financial impact of certain elements of these activities is often significant to our overall financial performance and can adversely affect the comparability of our operating results and investors' ability to analyze the business from period to period.

We use non-GAAP financial measures to supplement financial information presented on a GAAP basis. We believe that excluding certain items from our GAAP results allows management to better understand our consolidated financial performance from period to period and better project our future consolidated financial performance as forecasts are developed at a level of detail different from that used to prepare GAAP-based financial measures. Moreover, we believe these non-GAAP financial measures provide our stakeholders with useful information to help them evaluate our operating results by facilitating an enhanced understanding of our operating performance and enabling them to make more meaningful period to period comparisons. There are limitations to the use of the non-GAAP financial measures presented in this Quarterly Report. Our non-GAAP financial measures may not be comparable to similarly titled measures of other companies. Other companies, including companies in our industry, may calculate non-GAAP financial measures differently than we do, limiting the usefulness of those measures for comparative purposes.

The non-GAAP financial measures are not meant to be considered as indicators of performance in isolation from, or as a substitute for, financial information prepared in accordance with GAAP, and should be read only in conjunction with financial information presented on a GAAP basis. Reconciliations of gross revenue less network fees, EBITDA and Adjusted EBITDA to its most directly comparable GAAP financial measure are presented below. We encourage you to review the reconciliations in conjunction with the presentation of the non-GAAP financial measures for each of the periods presented. In future periods, we may exclude such items and may incur income and expenses similar to these excluded items.

Reconciliations of gross revenue less network fees, EBITDA and Adjusted EBITDA

The tables below provide reconciliations of gross profit to gross revenue less network fees and net income on a consolidated basis for the periods presented to EBITDA and Adjusted EBITDA.

Gross revenue less network fees:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2025**	**2024**	**2025**	**2024**
Gross revenue	$ 1,176.9	$ 909.2	$ 2,991.4	$ 2,443.6
Less: Network fees	(587.7)	(544.1)	(1,620.3)	(1,494.2)
Less: Other costs of sales (exclusive of depreciation of equipment under lease)	(160.2)	(97.8)	(392.6)	(262.5)
Less: Depreciation of equipment under lease	(19.4)	(14.1)	(53.1)	(39.0)
Gross profit (a)	$ 409.6	$ 253.2	$ 925.4	$ 647.9
Gross profit (a)	$ 409.6	$ 253.2	$ 925.4	$ 647.9
Add back: Other costs of sales	160.2	97.8	392.6	262.5
Add back: Depreciation of equipment under lease	19.4	14.1	53.1	39.0
Gross revenue less network fees	$ 589.2	$ 365.1	$ 1,371.1	$ 949.4

(a) The determination of gross profit is inclusive of depreciation of equipment under lease that is included in Depreciation and amortization expense in the Condensed Consolidated Statements of Operations. The table reflects the determination of gross profit for all periods presented. Although gross profit is not presented on the Condensed Consolidated Statements of Operations, it represents the most comparable metric calculated under U.S. GAAP to non-GAAP gross revenues less network fees.

EBITDA and Adjusted EBITDA:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2025	2024	2025	2024
Net income	$ 33.4	$ 72.2	$ 94.0	$ 155.2
Interest expense	60.8	18.3	128.7	34.5
Interest income	(17.5)	(9.7)	(49.1)	(20.1)
Income tax (benefit) expense	27.1	(280.5)	33.6	(280.9)
Depreciation and amortization	125.1	77.3	298.7	213.1
EBITDA	228.9	(122.4)	505.9	101.8
Acquisition, restructuring and integration costs (a)	29.6	8.8	67.7	26.5
Revaluation of contingent liabilities (b)	(2.8)	1.5	(7.4)	3.9
Loss on extinguishment of debt	9.2	—	12.3	—
Gain on investments in securities (c)	—	(10.8)	—	(21.6)
Change in TRA liability (d)	0.2	289.4	(2.0)	294.2
Equity-based compensation (e)	15.9	14.4	58.4	52.1
Foreign exchange and other nonrecurring items (f)	11.1	6.5	30.8	14.6
Adjusted EBITDA	$ 292.1	$ 187.4	$ 665.7	$ 471.5

(a) For the three months ended September 30, 2025, consisted of $23.2 million of acquisition-related costs and $6.4 million of restructuring and other costs. For the nine months ended September 30, 2025, consisted of $43.3 million of acquisition-related costs and $24.4 million of restructuring and other costs. For the three months ended September 30, 2024, consisted of $4.9 million of restructuring and other costs and $3.7 million of acquisition-related costs. For the nine months ended September 30, 2024, consisted of $13.9 million of restructuring and other costs and $12.4 million of acquisition-related costs.

(b) Consisted of fair value adjustments to contingent liabilities arising from acquisitions.

(c) See Note 12 to the accompanying condensed consolidated financial statements for more information on the investments in non-marketable securities.

(d) See Note 13 to the accompanying condensed consolidated financial statements for more information on the TRA.

(e) Consisted of equity-based compensation expense for RSUs, including employer taxes for vested RSUs. See Note 18 to the accompanying condensed consolidated financial statements for more information on equity-based compensation. We exclude noncash equity-based compensation charges and additional Federal Insurance Contribution Act ("FICA") and related payroll tax expense incurred when employees vest in restricted stock awards. Although noncash equity-based compensation and the additional FICA and related payroll tax expenses are necessary to attract and retain employees, we place our primary emphasis on stockholder dilution as compared to the accounting charges related to such equity-based compensation plans.

(f) For the three months ended September 30, 2025, consisted of $6.7 million of expenses related to non-routine matters, $3.6 million of expenses related to the non-routine upgrade of our IT systems, and $0.8 million of unrealized foreign exchange losses. For the nine months ended September 30, 2025, consisted of $16.2 million of expenses related to non-routine matters, $9.9 million of expenses related to the non-routine upgrade of our IT systems, and $4.7 million of unrealized foreign exchange losses. For the three months ended September 30, 2024, consisted of $4.9 million of expenses related to non-routine matters and $1.6 million of unrealized foreign exchange losses. For the nine months ended September 30, 2024, consisted of $14.8 million of expenses related to non-routine matters and $(0.2) million of unrealized foreign exchange gains.

Liquidity and Capital Resources

Overview

We have historically sourced our liquidity requirements primarily with cash flow from operations and, when needed, with debt or equity financing. The principal uses for liquidity have been acquisitions, capital expenditures, share repurchases and debt service. As of September 30, 2025, our cash and cash equivalents balance was $1,511.5 million, of which approximately $278.8 million was held outside of the U.S. by our foreign legal entities. In addition, "Settlement assets" includes $198.2 million of cash that will be used to settle merchant liabilities. The cash included within Settlement assets is typically paid to merchants within a few days of receipt in order to settle related liabilities.

As of September 30, 2025 and December 31, 2024, the $690.0 million of 2025 Convertible Notes are classified as current on our balance sheet, as they will mature within 12 months. We intend to settle conversions for the Convertible Notes by paying in cash up to the principal amount of the Convertible Notes with any excess to be paid or delivered, as the case may be, in cash or shares of Class A common stock or a combination of both at our election, based on the conversion rate.

While we intend to pay quarterly cash dividends on our 6.00% Series A Mandatory Convertible Preferred Stock ("Preferred Stock"), we do not intend to pay cash dividends on our Class A common stock in the foreseeable future. Shift4 Payments, Inc. is a holding company that does not conduct any business operations of its own. As a result, Shift4 Payments, Inc.'s ability to pay cash dividends on its common stock, if any, is dependent upon cash dividends and distributions and other transfers from Shift4 Payments, LLC. The amounts available to Shift4 Payments, Inc. to pay cash dividends are subject to the covenants and distribution restrictions in its subsidiaries' agreements governing its indebtedness, including covenants in such agreements providing that the payments of dividends or other distributions are subject to annual limitations based on our market capitalization.

The following table sets forth summary cash flow information for the periods presented:

	Nine Months Ended September 30,	
(in millions)	**2025**	**2024**
Net cash provided by operating activities	$ 410.3	$ 369.3
Net cash used in investing activities	(2,780.7)	(435.2)
Net cash provided by financing activities	2,591.2	936.2
Effect of exchange rate changes on cash and cash equivalents and restricted cash	50.3	3.3
Change in cash and cash equivalents and restricted cash	$ 271.1	$ 873.6

Operating activities

Net cash provided by operating activities consists of net income adjusted for certain non-cash items and changes in other assets and liabilities.

For the nine months ended September 30, 2025, net cash provided by operating activities of $410.3 million was primarily a result of net income of $94.0 million, adjusted for non-cash depreciation and amortization of $298.7 million, equity-based compensation of $56.8 million, loss on extinguishment of $12.3 million, debt of amortization of capitalized financing costs, net of premium accretion of $11.8 million, provision for bad debts of $7.8 million, and unrealized foreign exchange losses of $4.7 million, partially offset by deferred income taxes of $(7.0) million, revaluation of contingent liabilities of $(7.4) million, change in TRA liability of $(2.0) million and an impact from working capital items of $(59.4) million.

For the nine months ended September 30, 2024, net cash provided by operating activities of $369.3 million was primarily a result of net income of $155.2 million adjusted for non-cash expenses, including change in TRA liability of $294.2 million, depreciation and amortization of $213.1 million, and equity-based compensation of $51.4 million, partially offset by deferred income taxes of $(300.1) million, unrealized gain on investments in securities of $(21.6) million and an impact from working capital items of $(38.2) million.

Investing activities

Net cash used in investing activities includes cash paid for acquisitions, deposits made with our sponsor bank under our Settlement Line Agreement, residual commission buyouts, purchases of property, plant and equipment, purchases of equipment to be leased, purchases of intangible assets, investments in securities, and capitalized software development costs.

Net cash used in investing activities was $2,780.7 million for the nine months ended September 30, 2025, an increase of $2,345.5 million compared to net cash used in investing activities of $435.2 million for the nine months ended September 30, 2024. This increase was primarily the result of a $2,262.4 million increase in net cash paid for acquisitions, a $26.8 million increase in deposits made with our sponsor bank, a $15.5 million increase in residual commission buyouts, and a $13.7 million increase in acquisition of equipment to be leased.

Financing activities

Net cash provided by financing activities was $2,591.2 million for the nine months ended September 30, 2025, an increase of $1,655.0 million compared to net cash provided by financing activities of $936.2 million for the nine months ended September 30, 2024. This increase was primarily due to a $2.3 billion increase in gross proceeds received from debt and equity issuances, $70.8 million of customer bank deposits being returned to depositors in connection with our transition of Finaro from a bank to a payment institution in 2024, and a $26.8 million increase in borrowings on the settlement line of credit, partially offset by the $450.0 million repayment of our 2026 Senior Notes, a $112.3 million increase in payments for the repurchase of common stock, a $56.6 million increase in deferred financing costs, $47.3 million paid to acquire the remaining Global Blue shares through a squeeze-out merger, a $43.6 million change in settlement activity, a $12.2 million increase in distributions to noncontrolling interests, and a $14.5 million increase in payments of preferred dividends.

Settlement assets includes both cash and receivables from card networks. From period to period, the mix of cash and receivables included in Settlement assets may change, driving increases or decreases in financing cash flow.

Convertible Notes and Senior Notes

As of September 30, 2025, we had $4,770.6 million total principal amount of debt outstanding, including $690.0 million of 2025 Convertible Notes, $632.5 million of 2027 Convertible Notes, $1,650.0 million of 2032 Senior Notes and $798.1 million of 2033 Euro Notes.

As of December 31, 2024, we had $2,872.5 million total principal amount of debt outstanding, including $690.0 million of 2025 Convertible Notes, $450.0 million of 2026 Senior Notes, $632.5 million of 2027 Convertible Notes and $1,100.0 million of 2032 Senior Notes.

Credit Facilities

In September 2024, Shift4 Payments, LLC entered into a Second Amended and Restated First Lien Credit Agreement (the "Original Credit Agreement"), among Shift4 Payments, LLC, as the borrower, Goldman Sachs Bank USA ("GS"), as administrative agent and collateral agent, and the lenders party thereto, providing for a $450.0 million senior secured revolving credit facility ("Revolving Credit Facility"), $112.5 million of which was available for the issuance of letters of credit.

In March 2025, Shift4 Payments, LLC entered into an amendment to the Original Credit Agreement (the "First Amendment" and, the Original Credit Agreement, as amended by the First Amendment, the "Existing Credit Agreement"), with GS and the lenders party thereto, pursuant to which, among other things, the Original Revolving Credit Agreement was amended to permit the acquisition of Global Blue.

On June 30, 2025 (the "Second Amendment Effective Date"), Shift4 Payments, LLC entered into an Amendment No. 2 to the Second Amended and Restated First Lien Credit Agreement (the "Second Amendment" and, the Existing Credit Agreement, as amended, restated, supplemented or otherwise modified from time to time, including by the Second Amendment, the "Credit Agreement"), with GS, the lenders party thereto, and certain subsidiary guarantors party thereto, pursuant to which, among other things, the Existing Credit Agreement was amended to (i) increase commitments under the Revolving Credit Facility by $100.0 million (the "Revolving Credit Facility Increase"), to an aggregate amount of $550.0 million, up to $137.5 million of which is available for the issuance of letters of credit and up to $50.0 million of which is available for swing line loans, (ii) provide for a senior secured term loan facility in an aggregate principal amount of $1,000.0 million (the "Term Loan Facility" and, together with the Revolving Credit Facility, the "Credit Facilities"), and (iii) amend the financial covenant, certain financial definitions and certain other covenants and provisions thereunder.

Pursuant to the Second Amendment, the effectiveness of certain amendments to the Existing Credit Agreement, the establishment and initial funding of the Term Loan Facility, and the establishment and availability of the Revolving Facility Increase occurred on July 3, 2025 (the "Second Amendment Closing Date"), upon the satisfaction of certain customary closing conditions, including the occurrence of the Acceptance Time under the Transaction Agreement.

The Term Loan Facility is repayable in quarterly installments (commencing on December 31, 2025) in an amount equal to 0.25% of the initial principal amount of the Term Loan Facility, with the balance payable on the maturity date thereof. The Revolving Credit Facility does not amortize, and the entire outstanding principal amount (if any) of the Revolving Credit Facility is due and payable on the maturity date thereof.

The Term Loan Facility is scheduled to mature on July 3, 2032, and the Revolving Credit Facility is scheduled to mature on September 5, 2029. As of September 30, 2025, there were no borrowings outstanding under the Revolving Credit Facility and borrowing capacity on the Revolving Credit Facility was $550.0 million.

Settlement Line Agreement

In September 2024, Shift4 Payments, LLC entered into the Settlement Line Credit Agreement (the "Settlement Line Agreement"), by and between Shift4 Payments, LLC, as the borrower, and Citizens Bank, N.A. ("Citizens"), as the lender, providing for a settlement line of credit with an aggregate available amount of up to $100.0 million (the "Settlement Line"). The Settlement Line provides financing for certain settlement obligations of Shift4 Payments, LLC's merchants.

In September 2025, Shift4 Payments, LLC entered into Amendment No. 1 to the Settlement Line Agreement which, among other things, extended the maturity date to September 28, 2026 and increased the aggregate available amount from $100.0 million to $125.0 million. As of September 30, 2025, the Settlement Line was fully utilized. The borrowings against the Settlement Line have been deposited in an account owned and controlled by Citizens. The deposit and borrowing have been netted on our unaudited Condensed Consolidated Balance Sheets because a right of offset exists and the parties intend to net settle.

Covenants

We expect to be in compliance with all financial covenants for at least 12 months following the issuance of these unaudited condensed consolidated financial statements.

Stock repurchases

In May 2024, the Board authorized a stock repurchase program (the "May 2024 Program"), pursuant to which we are authorized to repurchase up to $500.0 million of shares of our Class A common stock through December 31, 2025. During the nine months ended September 30, 2025, we repurchased 1,834,895 shares of Class A common stock for $148.2 million, including commissions paid, at an average price paid of $80.72 per share under the May 2024 Program.

In November 2025, the Board authorized a new stock repurchase program, replacing the May 2024 Program, pursuant to which we are authorized to repurchase up to $1.0 billion of shares of our Class A common stock through December 31, 2026.

Cash Requirements

We believe that our cash and cash equivalents and future cash flow from operations will be sufficient to fund our operating expenses and capital expenditure requirements for at least the next twelve months and into the foreseeable future based on our current operating plan. Our material cash requirements include the following contractual obligations:

Debt

As of September 30, 2025, we had $4,770.6 million of debt principal outstanding with maturities beginning in December 2025 with the $690.0 million of 2025 Convertible Notes, in addition to a Term Loan Facility principal payment of $2.5 million to be made quarterly until maturity, beginning in December 2025. As of September 30, 2025, future interest payments, at current interest rates, associated with the outstanding debt totaled $1,567.8 million, with $224.1 million payable within twelve months.

Preferred Stock Obligations

As of September 30, 2025, we had 10,000,000 shares of our Preferred Stock outstanding, with an aggregate liquidation preference of $1.0 billion. Dividends on the Preferred Stock are cumulative and accrue at an annual rate of 6.00% on the liquidation preference, payable quarterly in arrears, when and if declared by our Board. Subject to declaration, expected cash dividend payments on the preferred stock total $60.0 million over the next twelve months.

Contingent Liabilities

As of September 30, 2025, the fair value of contingent liabilities to potentially be paid out in cash was $21.6 million, with $15.3 million payable within twelve months. As of September 30, 2025, the maximum amount of contingent liabilities to potentially be paid out in cash was $40.6 million, with $21.6 million payable within twelve months.

Critical Accounting Estimates

Our discussion and analysis of our historical financial condition and results of operations for the periods described is based on our audited consolidated financial statements, and our accompanying unaudited condensed consolidated financial statements, each of which have been prepared in accordance with U.S. GAAP. The preparation of these historical financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions and judgments in certain circumstances that affect the reported amounts of assets, liabilities and contingencies as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. We evaluate our assumptions and estimates on an ongoing basis. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. In many cases, the accounting treatment of a particular transaction is specifically dictated by U.S. GAAP and does not require management's judgment in its application, while in other cases, significant judgment is required in selecting among available alternative accounting standards that allow different accounting treatment for similar transactions. We consider these policies requiring significant management judgment to be critical accounting policies, which are:

- Revenue recognition;
- Business combinations and the valuation of acquired assets and liabilities;
- Impairment assessments;
- Useful lives of equipment for lease, property, plant and equipment, residual commission buyouts, capitalized customer acquisition costs, and intangible assets; and
- Income taxes.

There have been no material changes to our critical accounting estimates from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our future income, cash flows and fair values relevant to financial instruments are subject to risks relating to interest rates and foreign currencies.

Debt and Interest Expense Risk

As of September 30, 2025, we had $3,770.6 million of fixed rate principal debt outstanding pursuant to the Notes with a fair value of $3,871.0 million. Since these notes bear interest at fixed rates, they do not result in any financial statement risk associated with changes in interest rates. However, the fair value of these notes fluctuates when interest rates change.

We also have a Revolving Credit Facility and Term Loan Facility available to us. We are obligated to pay interest on loans under the Revolving Credit Facility and Term Loan Facility, as well as other customary fees, including an unused commitment fee. Borrowings under the Credit Facilities bear interest at floating rates. As a result, we are exposed to the risk related to fluctuations in interest rates to the extent of our borrowings. As of September 30, 2025 and December 31, 2024, we had no amounts outstanding under the Revolving Credit Facility. As of September 30, 2025, we had $1,000.0 million outstanding under the Term Loan Facility. If the applicable SOFR rate were to increase or decrease 25 basis points, our annualized interest expense would increase or decrease by $2.5 million, respectively.

See “Liquidity and Capital Resources” in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part I, Item 2 of this Quarterly Report and Note 11 to the accompanying unaudited condensed consolidated financial statements for more information.

Foreign Currency Risk

Economic Exposure

As a global company, we face exposure to adverse movements in foreign currency exchange rates. Our international sales are generally denominated in foreign currencies and this revenue could be materially affected by currency fluctuations. Approximately 26% and 13% of our revenue was denominated in currencies other than the U.S. dollar for the three months ended September 30, 2025 and 2024, respectively. Our primary exposures are to fluctuations in exchange rates for the U.S. dollar versus the Euro. The income statements of our non-U.S. operations are translated into U.S. dollars at the average exchange rates for each applicable month in a period. To the extent the U.S. dollar weakens against foreign currencies, the translation of these foreign currency denominated transactions generally results in increased revenues, operating expenses and income from operations for our non-U.S. operations. Similarly, our revenues, operating expenses and income from operations will generally decrease for our non-U.S. operations if the U.S. dollar strengthens against foreign currencies.

Changes in currency exchange rates could adversely affect our reported revenues and require us to reduce our prices to remain competitive in foreign markets, which could also have a material adverse effect on our results of operations.

Transaction Exposure

Our exposure to foreign currency transaction gains and losses is primarily the result of certain cash balances and receivables due from our foreign subsidiaries and customers being denominated in currencies other than the functional currency of the subsidiary. Our foreign subsidiaries conduct their businesses in local currency and we generally do not maintain excess U.S. dollar cash balances in foreign accounts.

Foreign currency transaction gains and losses are recorded in “Other income (expense), net” in the unaudited Condensed Consolidated Statements of Operations. We recognized net foreign currency transaction losses of approximately $0.8 million for the three months ended September 30, 2025.

ITEM 4. CONTROLS AND PROCEDURES

Limitations on Effectiveness of Disclosure Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of September 30, 2025, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Our material legal proceedings, if any, are described in Part I, Item 1 of this Quarterly Report in the notes to our unaudited Condensed Consolidated Financial Statements in Note 15, "Commitments and Contingencies."

ITEM 1A. RISK FACTORS

You should carefully consider the risks described under the heading "Risk Factors" in Part I, Item 1A. of our 2024 Form 10-K, the other information in this Quarterly Report, including our unaudited condensed consolidated financial statements and the related notes, as well as our other public filings with the SEC, before deciding to invest in our Class A common stock or our Preferred Stock. Other than described below, there have been no material changes to the Company's risk factors previously disclosed in our 2024 Form 10-K. The occurrence of any of the events described therein could harm our business, financial condition, results of operations, liquidity or prospects. In such an event, the market price of our Class A common stock or our Preferred Stock could decline, and you may lose all or part of your investment.

Risks Related to the Preferred Stock

The Preferred Stock is junior to our indebtedness and structurally junior to the liabilities of our subsidiaries.

If we liquidate, dissolve or wind up, whether voluntarily or involuntarily, then our assets will be available to distribute to our equity holders, including holders of the Preferred Stock, only if all of our then-outstanding indebtedness is first paid in full. The remaining assets, if any, would then be allocated among the holders of our equity securities in accordance with their respective liquidation rights. There may be insufficient remaining assets available to pay the liquidating preference and unpaid accumulated dividends on the Preferred Stock. As of September 30, 2025, excluding intercompany indebtedness, we had approximately $4,770.6 million total principal amount of consolidated debt outstanding.

In addition, our subsidiaries will have no obligation to pay any amounts on the Preferred Stock. If any of our subsidiaries liquidates, dissolves or winds up, whether voluntarily or involuntarily, then we, as a direct or indirect common equity owner of that subsidiary, will be subject to the prior claims of that subsidiary's creditors, including trade creditors and preferred equity holders. We may never receive any amounts from that subsidiary, and, accordingly, the assets of that subsidiary may never be available to make payments on the Preferred Stock.

We are a holding company and will depend upon funds from our subsidiaries, including Shift4 Payments, LLC, to pay cash dividends on the Preferred Stock.

We are a holding company and our principal asset is a controlling equity interest in Shift4 Payments, LLC. As a holding company, we are generally dependent upon intercompany transfers of funds from Shift4 Payments, LLC to pay cash dividends on the Preferred Stock. The ability of Shift4 Payments, LLC to make payments to us may be restricted by, among other things, applicable laws as well as agreements to which those entities may be a party, including existing and future indebtedness. Therefore, our ability to make payments in respect of Preferred Stock may be limited.

Holders of our Preferred Stock will bear the risk of fluctuations in the trading price of our Class A common stock.

Unless previously converted or redeemed, each share of Preferred Stock is automatically convert, for settlement on the mandatory conversion settlement date, which is scheduled to occur on May 1, 2028, subject to postponement in certain limited circumstances, into not less than the minimum conversion rate of 0.9780 shares of our Class A common stock and not more than the maximum conversion rate of 1.2224 shares of our Class A common stock, subject to adjustment. The actual number of shares issuable upon mandatory conversion will be determined based on the average of the "daily VWAPs" (as defined in the Prospectus Supplement) over the "mandatory conversion observation period," which is the 20 consecutive "VWAP trading days" (as defined in the Prospectus Supplement) beginning on, and including, the 21st "scheduled trading day" (as defined in the Prospectus Supplement) immediately before May 1, 2028. We refer to this average as the "mandatory conversion stock price." If the mandatory conversion stock price is less than the minimum conversion price, then the value of the shares of our Class A common stock that you will receive upon mandatory conversion (excluding any shares issuable as payment for unpaid dividends) will be less than the liquidation preference of the Preferred Stock, which is $100.00 per share of Preferred Stock. Accordingly, if the trading price of our Class A common stock declines, or does not increase, before the mandatory conversion observation period, you may incur a loss in your investment in the Preferred Stock. Furthermore, if the trading price of our Class A common stock declines during the period between the last day of the mandatory conversion observation period and the date that we deliver the shares due upon mandatory conversion, then the value of the shares you receive may be worth significantly less at the time you receive them than the value of those shares as of the last day of the mandatory conversion observation period. Accordingly, you will bear the entire risk of a decline in the market price of our Class A common stock, and any such decline could be substantial.

In addition, if we elect to pay any portion of a declared dividend on the Preferred Stock in shares of our Class A common stock, then the number of shares that we will deliver as payment will depend on the average of the daily VWAPs per share of Class A common stock over the "dividend stock price observation period," which is the five consecutive VWAP trading days beginning on, and including, the sixth scheduled trading day immediately before the relevant dividend payment date. If the trading price of our Class A common stock declines during the period between the last day of the dividend stock price observation period and the date that we deliver the shares, then the value of the shares you receive as payment for the dividend may be worth significantly less than the dollar amount of the declared dividend.

If the trading price of our Class A common stock increases, then a direct investment in our Class A common stock will earn higher returns from such increase than would an investment in the Preferred Stock.

The value of the shares of our Class A common stock that you will receive upon mandatory conversion (excluding any shares issuable as payment for unpaid dividends) of your shares of Preferred Stock, unless previously redeemed, will generally exceed the liquidation preference of the Preferred Stock only if the mandatory conversion stock price exceeds the maximum conversion price. The maximum conversion price represents an increase of approximately 25.0% over the minimum conversion price. In addition, if the mandatory conversion stock price is greater than the minimum conversion price and less than the maximum conversion price, then the value the shares of our Class A common stock that you will receive upon mandatory conversion (excluding any shares issuable as payment for unpaid dividends) will generally be equal to the liquidation preference of the Preferred Stock. Accordingly, if the trading price of our Class A common stock price increases to, but does not exceed, the maximum conversion price, then the conversion value of the Preferred Stock will generally be unaffected by such increase. Conversely, the value of a direct investment in our Class A common stock will increase by the same percentage amount of such increase. For these reasons, a direct investment in our Class A common stock may earn higher returns from an increase in the trading price of our Class A common stock than an investment in the Preferred Stock.

We may not have sufficient funds to pay, or may choose not to pay, dividends on the Preferred Stock at current or planned rates or at all. In addition, regulatory and contractual restrictions may prevent us from declaring or paying dividends.

Our ability to declare and pay dividends on the Preferred Stock will depend on many factors, including the following:

- our financial condition, including the amount of cash we have on hand;
- the amount of cash, if any, generated by our operations and financing activities;
- our anticipated financing needs, including the amounts needed to service our indebtedness or other obligations;
- the degree to which we decide to reinvest any cash generated by our operations or financing activities to fund our future operations;
- the ability of Shift4 Payments, LLC to distribute funds to us;
- legal and regulatory restrictions on our ability to pay dividends, including under the Delaware General Corporation Law (as described below); and
- contractual restrictions on our ability to pay dividends, including restrictions under our existing indebtedness and potential restrictions under any other indebtedness that we may incur in the future.

In addition, our board of directors may choose not to pay accumulated dividends on the Preferred Stock for any reason. Accordingly, you may receive less than the full amount of accumulated dividends on your Preferred Stock. In addition, if we fail to declare and pay accumulated dividends on the Preferred Stock in full, then the trading price of the Preferred Stock will likely decline.

Provisions contained in certain of the instruments governing our existing indebtedness restrict or prohibit us from paying cash dividends on the Preferred Stock and similar provisions contained in the instruments governing our future indebtedness may contain similar provisions. While we may seek to refinance that indebtedness or seek a waiver that would permit the payment of dividends in cash, we may be unable or may choose not to do so for any reason, which would increase the likelihood that we choose not to pay dividends in cash on the Preferred Stock.

Under the Delaware General Corporation Law, we may declare dividends on the Preferred Stock only out of our "surplus" (which generally means our total assets less total liabilities, each measured at their fair market values, less statutory capital), or, if there is no surplus, out of our net profits for the current or the immediately preceding fiscal year. We may not have sufficient surplus or net profits to declare and pay dividends on the Preferred Stock.

If we are unable or decide not to pay accumulated dividends on the Preferred Stock in cash, then we may, but are not obligated to, elect to pay dividends in shares of our Class A common stock. However, the payment of dividends in shares of our Class A common stock will expose you to dilution and the risk of fluctuations in the price of our Class A common stock, as described further in this "Risk Factors" section.

If we fail to declare and pay full dividends on the Preferred Stock, then we will be prohibited from paying dividends on our Class A common stock, Class C common stock and any other junior stock, subject to limited exceptions. A reduction or elimination of dividends on our Class A common stock may cause the trading price of our Class A common stock to decline, which, in turn, will likely depress the trading price of the Preferred Stock.

If an "unpaid accumulated dividend amount" (as defined in the Prospectus Supplement) exists at the time any Preferred Stock is converted, then we will, in certain circumstances, increase the applicable conversion rate to compensate preferred stockholders for such unpaid accumulated dividend amount. In the case of certain conversions in connection with a make-whole fundamental change, we may, in certain circumstances, instead choose to pay the unpaid accumulated dividend amount in cash, to the extent we are legally able to do so. If the applicable conversion rate is increased on account of an unpaid accumulated dividend amount, then for purposes of calculating the increase, our Class A common stock will be valued at the greater of (i) the "dividend make-whole stock price" (as defined in the Prospectus Supplement) and (ii) the floor price in effect on the relevant conversion date, which is 35% of the minimum conversion price. If the floor price exceeds the dividend make-whole stock price, then we will, to the extent we are legally able to do so, declare and pay the related deficiency in cash to the converting preferred stockholders. However, in the case of an early conversion that is not in connection with a make-whole fundamental change, we will have no obligation to pay such deficiency in cash or any other consideration. Accordingly, you may not be fully compensated for unpaid accumulated dividends upon conversion.

Not all events that may adversely affect the trading price of the Preferred Stock and our Class A common stock will result in an adjustment to the boundary conversion rates and the boundary conversion prices.

Each of the minimum conversion rate and the maximum conversion rate (which we collectively refer to as the "boundary conversion rates"), and the minimum conversion price and the maximum conversion price (which we collectively refer to as the "boundary conversion prices"), are subject to adjustment for certain events, including:

- certain stock dividends, splits and combinations;
- the issuance of certain rights, options or warrants to holders of our Class A common stock;
- certain distributions of assets, debt securities, capital stock or other property to holders of our Class A common stock;
- certain cash dividends on our Class A common stock; and
- certain tender or exchange offers.

We are not required to adjust the boundary conversion rates or the boundary conversion prices for other events, such as third-party tender offers or an issuance of Class A common stock (or securities exercisable for, or convertible into, Class A common stock) for cash, that may adversely affect the trading price of the Preferred Stock and our Class A common stock. We have no obligation to consider the specific interests of the holders of the Preferred Stock in engaging in any such offering or transaction. An event may occur that adversely affects the preferred stockholders and the trading price of the Preferred Stock and the underlying shares of our Class A common stock but that does not result in an adjustment to the boundary conversion rates and boundary conversion prices.

The make-whole fundamental change provisions may not adequately compensate you for any loss in the value of the Preferred Stock that may result from a make-whole fundamental change.

If certain corporate events that constitute a "make-whole fundamental change" occur, then you will, in certain circumstances, be entitled to convert at the "make-whole fundamental change conversion rate" and receive an additional payment, in cash or shares of Class A common stock, for a "future dividend present value amount." The make-whole fundamental change conversion rate and the future dividend present value amount are designed to compensate preferred stockholders for the lost option value and the remaining scheduled dividend payments, respectively, of their Preferred Stock. However, these provisions are subject to various limitations. For example, the make-whole fundamental change conversion rate is only an approximation of the lost option value and will not exceed the maximum conversion rate, and the number of shares that we may be required to deliver as payment for the future dividend present value amount may be limited based on the floor price prevailing at the time of the make-whole fundamental change. Accordingly, you may not be adequately compensated for any loss in the value of your Preferred Stock that may result from a make-whole fundamental change.

Furthermore, the definition of make-whole fundamental change is limited to certain specific transactions, and these provisions will not protect preferred stockholders from other transactions that could significantly reduce the value of the Preferred Stock. For example, a spin-off or sale of a subsidiary or business division with volatile earnings, or a change in our line of business, could significantly affect the trading characteristics of our Class A common stock and reduce the value of the Preferred Stock without constituting a make-whole fundamental change.

In addition, our obligation to pay the future dividend present value amount in connection with a make-whole fundamental change could be considered a penalty, in which case its enforceability would be subject to general principles of reasonableness and equitable remedies.

The Preferred Stock has only limited voting rights.

The Preferred Stock confers no voting rights except with respect to certain dividend arrearages, certain amendments to the terms of the Preferred Stock and certain other limited circumstances, and except as required by the Delaware General Corporation Law. As a preferred stockholder, you will not be entitled to vote on an as-converted basis with holders of our Class A common stock on matters on which our Class A common stockholders are entitled to vote. For example, you will not have the right, as a preferred stockholder, to vote in the general election of our directors, although you will have a limited right, voting together with holders of any voting parity stock, to elect up to two directors if accumulated dividends on the Preferred Stock have not been declared and paid for the equivalent of six or more dividend periods (including, for the avoidance of doubt, the dividend period beginning on, and including, the initial issue date of the Preferred Stock and ending on, but excluding August 1, 2025). Accordingly, the voting provisions of the Preferred Stock may not afford you with meaningful protections for your investment.

You will have no rights with respect to our Class A common stock until the Preferred Stock is converted, but you may be adversely affected by certain changes made with respect to our Class A common stock.

You will have no rights with respect to our Class A common stock, including voting rights, rights to respond to Class A common stock tender offers, if any, and rights to receive dividends or other distributions on shares of our Class A common stock, if any (other than through an adjustment to the boundary conversion rates), prior to the conversion date with respect to a conversion of your Preferred Stock, but your investment in the Preferred Stock may be negatively affected by these events. Upon conversion, you will be entitled to exercise the rights of a holder of shares of our Class A common stock only as to matters for which the record date occurs on or after the conversion date. For example, in the event that an amendment is proposed to our amended and restated certificate of incorporation or bylaws requiring stockholder approval and the record date for determining the stockholders of record entitled to vote on the amendment occurs prior to the conversion date, you will not be entitled to vote on the amendment (subject to certain limited exceptions if it would adversely affect the special rights, preferences, privileges and voting powers of the Preferred Stock), although you will nevertheless be subject to any changes in the powers, preferences or special rights of our Class A common stock, even if your Preferred Stock has been converted into shares of our Class A common stock prior to the effective date of such change.

We may issue preferred stock in the future that ranks equally with the Preferred Stock with respect to dividends or liquidation rights, which may adversely affect the rights of preferred stockholders.

Without the consent of any preferred stockholder, we may authorize and issue preferred stock that ranks equally with the Preferred Stock with respect to the payment of dividends or the distribution of assets upon our liquidation, dissolution or winding up. If we issue any such preferred stock in the future, your rights as a holder of the Preferred Stock will be diluted and the trading price of the Preferred Stock may decline. The powers, preferences and rights of these additional series of preferred stock may be on parity with or (subject to certain consent rights of the holders of the Preferred Stock) senior to the Preferred Stock, which may reduce its value. We have no obligation to consider the specific interests of the holders of the Preferred Stock in engaging in any such offering or transaction.

If an active trading market for the Preferred Stock does not develop, then preferred stockholders may be unable to sell their Preferred Stock at desired times or prices, or at all.

A liquid trading market for the Preferred Stock may not develop, and the listing may be subsequently withdrawn. Accordingly, you may not be able to sell your Preferred Stock at the times you wish to or at favorable prices, if at all.

The liquidity of the trading market, if any, and future trading prices of the Preferred Stock will depend on many factors, including, among other things, the trading price and volatility of our Class A common stock, prevailing interest rates, our dividend yield, financial condition, results of operations, business, prospects and credit quality relative to our competitors, the market for similar securities and the overall securities market. Many of these factors are beyond our control. Historically, the market for convertible securities has been volatile. Market volatility could significantly harm the market for the Preferred Stock, regardless of our financial condition, results of operations, business, prospects or credit quality.

The trading price of our Class A common stock, the condition of the financial markets, prevailing interest rates and other factors could significantly affect the trading price of the Preferred Stock.

The trading price of our Class A common stock will significantly affect the trading price of the Preferred Stock, which could result in greater volatility in the trading price of the Preferred Stock than would be expected for non-convertible securities. The trading price of our Class A common stock will likely continue to fluctuate in response to the factors described or referred to elsewhere in this section, among others, many of which are beyond our control.

In addition, the condition of the financial markets and changes in prevailing interest rates can have an adverse effect on the trading price of the Preferred Stock. For example, prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future, and we would expect an increase in prevailing interest rates to depress the trading price of the Preferred Stock.

The issuance or sale of shares of our Class A common stock, or rights to acquire shares of our Class A common stock, could depress the trading price of our Class A common stock and the Preferred Stock.

We may conduct future offerings of shares of our Class A common stock, preferred stock or other securities that are convertible into or exercisable for our Class A common stock to fund acquisitions, finance our operations or for other purposes. In addition, we may also issue shares of our Class A common stock under our equity incentive plans. The market price of shares of our Class A common stock and, accordingly, the Preferred Stock could decrease significantly as a result of (i) future issuances or sales of a large number of shares of our Class A common stock, including pursuant to other issuances under the shelf registration statement on Form S-3ASR, including as payment for dividends on the Preferred Stock, (ii) future issuances or sales of rights to acquire shares of our Class A common stock, (iii) any of our existing stockholders selling a substantial amount of our Class A common stock, (iv) the conversion of a large number of instruments convertible into shares of our Class A common stock, including the conversion of Preferred Stock or the Convertible Notes into shares of our Class A common stock, or (v) the perception that such issuances, sales or conversions could occur, among other factors. These sales or conversions, or the possibility that these sales or conversions may occur, may also make it more difficult for us to sell equity securities in the future at a time and price that we deem appropriate. The terms of the Preferred Stock will not restrict our ability to issue additional common stock or other junior stock in the future. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, which may adversely affect the amount, timing or nature of our future offerings.

Holders of our Preferred Stock may be diluted by future issuances of our Class A common stock or instruments convertible into shares of Class A common stock.

If we raise additional capital through future offerings of our Class A common stock or other securities convertible into shares of our Class A common stock (including additional securities that may be issued pursuant to the shelf registration statement on Form S-3ASR), our existing stockholders, including preferred stockholders who have received shares of our Class A common stock upon conversion of, or for the payment of dividends on, their Preferred Stock, could experience significant dilution in their percentage ownership of the Company. Moreover, any new equity securities we issue could have rights, preferences and privileges senior to those of holders of our Class A common stock.

The Preferred Stock may not be rated and, if rated, its ratings could be lowered.

We expect that the Preferred Stock will be rated by one or more nationally recognized rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigative studies and assumptions, as they deem appropriate. A rating is not a recommendation to buy, sell or hold the Preferred Stock, and there is no assurance that any rating will apply for any given period of time or that a rating may not be adjusted or withdrawn. A downgrade or potential downgrade in these ratings, the assignment of a new rating that is lower than existing ratings, or a downgrade or potential downgrade in ratings assigned to us, our subsidiaries, the Preferred Stock or any of our other securities could adversely affect the trading price and liquidity of the Preferred Stock. If we issue subordinated notes or other "hybrid" securities, we anticipate that the ratings on our preferred stock, including the Preferred Stock, are likely to be lowered by one or more rating agencies as a result of "notching." We cannot be sure that rating agencies will rate the Preferred Stock or maintain their ratings once issued. We do not undertake any obligation to obtain a rating, maintain the ratings once issued or to advise holders of Preferred Stock of any change in ratings. A failure to obtain a rating or a negative change in our ratings once issued could have an adverse effect on the market price or liquidity of the Preferred Stock.

Rating agencies may change rating methodologies.

The rating agencies that currently or may in the future publish a rating for us or our preferred stock, including the Preferred Stock, may from time to time in the future change the methodologies that they use for analyzing securities with features similar to the Preferred Stock. This may include, for example, changes to the relationship between ratings assigned to securities with features similar to the Preferred Stock and ratings assigned to securities that are junior or senior in ranking, which is sometimes called "notching." As a result of notching, rating agencies may lower the rating of a rated security in connection with the issuance of a new series of securities that creates a new ranking of such issuer's securities and is senior in ranking relative to the rated security. If the rating agencies change their practices for rating lower-ranking securities in the future, and the ratings of our preferred stock, including the Preferred Stock, are subsequently lowered or "notched" further, the trading price and liquidity of the Preferred Stock could be adversely affected.

Regulatory actions, changes in market conditions and other events may adversely affect the trading price and liquidity of the Preferred Stock and the ability of investors to implement a convertible arbitrage trading strategy.

Investors may seek to employ a convertible arbitrage strategy. Under this strategy, investors typically short sell a certain number of shares of our Class A common stock and adjust their short position over time while they continue to hold the Preferred Stock. Investors may also implement this type of strategy by entering into swaps on our Class A common stock in lieu of, or in addition to, short selling shares of our Class A common stock. We cannot assure you that market conditions will permit investors to implement this type of strategy, whether on favorable pricing and other terms or at all. If market conditions do not permit investors to implement

this type of strategy, whether on favorable pricing and other terms or at all, at any time while the Preferred Stock is outstanding, the trading price and liquidity of the Preferred Stock may be adversely affected.

The SEC and other regulatory and self-regulatory authorities have implemented various rules and taken certain actions, and may in the future adopt additional rules and take other actions, that may impact those engaging in short selling activity involving equity securities (including our Class A common stock). These rules and actions include Rule 201 of SEC Regulation SHO, the adoption by the Financial Industry Regulatory Authority, Inc., and the national securities exchanges of a "limit up-limit down" program, the imposition of market-wide circuit breakers that halt trading of securities for certain periods following specific market declines, and the implementation of certain regulatory reforms required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. These circuit breakers have been tripped on several occasions during recent periods of increased market volatility and are likely to be tripped in the future. Any governmental or regulatory action that restricts investors' ability to effect short sales of our Class A common stock or enter into equity swaps on our Class A common stock could depress the trading price of, and the liquidity of the market for, the Preferred Stock.

In addition, the liquidity of the market for our Class A common stock and other market conditions could deteriorate, which could reduce, or eliminate entirely, the number of shares available for lending in connection with short sale transactions and the number of counterparties willing to enter into an equity swap on our Class A common stock with an investor of the Preferred Stock. These and other market events could make implementing a convertible arbitrage strategy prohibitively expensive or infeasible. If investors in the Preferred Stock that seek to employ a convertible arbitrage strategy are unable to do so on commercially reasonable terms, or at all, then the trading price of, and the liquidity of the market for, the Preferred Stock may significantly decline.

Holders of the Preferred Stock may be subject to tax with respect to the Preferred Stock, even though such holders will not receive a corresponding cash distribution.

We will adjust the boundary conversion rates of the Preferred Stock for certain events, including the payment of cash dividends on Class A common stock. If we adjust the boundary conversion rates, then you may be deemed, for U.S. federal income tax purposes, to have received a taxable dividend to the extent of our earnings and profits, without the receipt of any cash. In addition, if we do not adjust (or adjust adequately) the boundary conversion rates after an event that increases your proportionate interest in us (including pursuant to a deferral exception), then you could be treated as having received a deemed taxable dividend. Moreover, we may make distributions to holders of the Preferred Stock that are paid in Class A common stock. Any such distribution may be taxable to the same extent as a cash distribution of the same amount.

If a holder receives a non-cash distribution or is treated as receiving a deemed distribution in respect of its Preferred Stock, then such holder may be subject to tax even though it has received no cash with which to pay that tax, thus giving rise to an out-of-pocket expense. If a holder is a non-U.S. holder (as defined under "Material U.S. Federal Income Tax Considerations"), any deemed distribution generally will be subject to U.S. federal withholding tax (currently at a 30% rate, or such lower rate as may be specified by an applicable treaty). If we (or an applicable withholding agent) pay withholding (including backup withholding) on behalf of a holder, we (or an applicable withholding agent) may set off any such payment against, or withhold such taxes from, payments of cash or delivery of shares of Class A common stock to such holder (or, in some circumstances, any payments on our Class A common stock) or sales proceeds received by, or other funds or assets of, such holder.

Holders of the Preferred Stock may not be entitled to the dividends-received deduction or preferential tax rates applicable to qualified dividend income.

Distributions paid to corporate U.S. holders may be eligible for the dividends-received deduction and distributions paid to non-corporate U.S. holders may be subject to tax at the preferential tax rates applicable to "qualified dividend income" if we have current or accumulated earnings and profits, as determined for U.S. federal income tax purposes and certain holding period and other requirements are met. We may not have sufficient current or accumulated earnings and profits during any fiscal year for the distributions on the Preferred Stock to qualify as dividends for U.S. federal income tax purposes. If any distributions on the Preferred Stock with respect to any fiscal year are not eligible for the dividends-received deduction or for the preferential tax rates applicable to "qualified dividend income" because of insufficient current or accumulated earnings and profits, the market value of the Preferred Stock may decline.

Provisions of the Preferred Stock could delay or prevent an otherwise beneficial takeover of us.

Certain provisions in the Preferred Stock could make a third-party attempt to acquire us more difficult or expensive. For example, if a takeover constitutes a "make-whole fundamental change" under the certificate of designations establishing the terms of the Preferred Stock, then preferred stockholders will have the right to convert their Preferred Stock at a potentially increased conversion rate and receive an additional payment, in cash or shares of Class A common stock, to compensate them for future scheduled dividends on their Preferred Stock. These make-whole fundamental change provisions could increase the cost of acquiring us or otherwise discourage a third party from acquiring us, including in a transaction that preferred stockholders or holders of our Class A common stock may view as favorable.

The accounting method for the Preferred Stock may result in lower reported net earnings attributable to our Class A common stockholders and lower reported diluted earnings per share.

The accounting method for reflecting dividends on, and the conversion provisions of, the Preferred Stock in our financial statements may adversely affect our reported earnings under GAAP. For example, because dividends on the Preferred Stock are cumulative, we expect that dividends that accumulate on the Preferred Stock during the applicable reporting period, regardless of whether they are declared or paid, will be deducted from reported net earnings (or added to reported net loss) for that reporting period to arrive at reported earnings (or loss) attributable to our Class A common stockholders. Accordingly, we expect this accounting treatment to reduce the amount of reported earnings (or increase the amount of reported loss) attributable to our Class A common stockholders. Similarly, we expect that accumulated dividends on the Preferred Stock will also reduce our reported basic earnings per share (or increase our reported basic loss per share) of Class A common stock.

In addition, we expect that the "if-converted" method will apply to reflect the Preferred Stock in the calculation of our diluted earnings per share. Under this method, we expect that diluted earnings per share will be calculated by adding back accumulated dividends on the Preferred Stock to earnings attributable to Class A common stockholders and assuming that the Preferred Stock is converted at the beginning of the reporting period (or, if later, the time the Preferred Stock is issued). However, these calculations will not be made if reflecting the Preferred Stock in diluted earnings per share in this manner is anti-dilutive. Accordingly, the application of the if-converted method to the Preferred Stock may result in lower reported diluted earnings per share.

We present our net income per share of Class A common stock on an "if-converted" basis assuming all shares of Preferred Stock have been converted to Class A shares of common stock at the beginning of the reporting period. We believe that using the "if-converted" method provides additional insight to investors on the potential impact of the Preferred Stock once it is converted into Class A common stock no later than May 1, 2028.

Risks Related to the Acquisition of Global Blue

We may be unable to integrate the Global Blue business successfully or realize the anticipated synergies and related benefits of the Global Blue Merger.

The Global Blue Merger involves the combination of two companies that previously operated as independent companies. We may be unable to successfully operate Global Blue's business or integrate it into its own operations as a combined company or achieve the desired benefits and synergies from the transaction.

We are required to devote significant management attention and resources to integrating the portfolio and operations of Global Blue. Potential difficulties that we may encounter in the integration process include without limitation:

- the inability to combine our business with Global Blue in a manner that permits us to achieve any cost savings or other synergies anticipated as a result of the Global Blue Merger or to achieve such cost savings or other anticipated synergies in a timely manner, which could result in us not realizing some anticipated benefits of the Global Blue Merger in the time frame currently anticipated, or at all;
- the inability to realize the anticipated value from various Global Blue assets;
- the inability to integrate and manage personnel from the companies and minimizing the loss of key employees;
- the inability to consolidate the companies' administrative and information technology infrastructure and financial systems and identify and eliminate redundant and underperforming functions and assets;
- the inability to harmonize the companies' operating practices, employee development and compensation programs, internal controls and other policies, procedures and processes;
- the inability to coordinate distribution and marketing efforts;
- potential unknown liabilities and unforeseen increased expenses, delays or unfavorable conditions in connection with the integration of Global Blue; and
- performance shortfalls at one or both of the companies as a result of the diversion of management's attention from ongoing business activities as a result of the integration of the companies' operations.

It is possible that the integration process could result in the distraction of our management, the loss of key employees, the disruption of our ongoing business or inconsistencies in our operations, services, standards, controls, procedures and policies, any of which could adversely affect our ability to maintain relationships with third parties and employees or to achieve the anticipated benefits of the Global Blue Merger, or could otherwise adversely affect our business and financial results.

The market price of our common stock may decline as a result of the completion of the Global Blue Merger.

The market price of our common stock may decline as a result of the Global Blue Merger for a number of reasons, including if we do not achieve the perceived benefits of the Global Blue Merger as rapidly or to the degree anticipated by financial and industry analysts, or if the effect of the Global Blue Merger on our financial results is not consistent with the expectations of financial and industry analysts. In addition, our stockholders now own interests in a company operating an expanded business with a different mix of assets, risks and liabilities. Current stockholders may not wish to continue to invest in us, or for other reasons may wish to dispose of some or all of their shares of our common stock. If there is selling pressure on our common stock that exceeds demand at the market price, the price of our common stock could decline.

Risks Related to TFS Services

A decrease in VAT rates or changes in VAT or VAT refund policies in countries in which Global Blue operates could negatively affect Global Blue's business.

Any reduction in VAT rates or adverse changes to VAT policies in our current or potential new markets could have a negative impact on our business and results of operations. For example, the British government abolished the VAT Retail Export Scheme on January 1, 2021, and now overseas visitors to the United Kingdom are no longer able to obtain a VAT refund on items they buy in the United Kingdom and take home with them in their luggage. Legal and regulatory changes may also restrict our activities, including through nationalization of the TFS scheme or by eliminating the availability of TFS schemes altogether, limiting the number of TFS providers within those jurisdictions or restricting our ability to process TFS claims on behalf of international shoppers. Changes in laws and regulations may also place restrictions on our business model, for example by limiting transaction fees that we charge to international shoppers. Such changes, which are unpredictable and outside of our control, may cause us to incur higher compliance costs. While VAT rates have historically been increased and many countries have adopted VAT policies in recent years, any such changes to VAT rates or VAT policies could have a material adverse effect on our business, results of operations and financial condition.

Certain countries impose restrictions on the transactions and goods that are eligible for VAT refunds, such as minimum purchase amount or a list of items that are eligible for VAT refunds. An increase in the minimum purchase amount or a reduction in the list of eligible items would lead to a reduction in the number of transactions that are eligible for VAT refunds. In the event there is such a shift in any of the countries in which we operate, it would have a negative impact on our results of operations.

Our business may be adversely affected by disintermediation of TFS processes.

Disintermediation may happen if certain governments or merchants in-source the TFS process partially or entirely. Alternatively, disintermediation of the TFS process could occur if governments amend their VAT regulations to no longer require the merchant to issue tax-free forms and/or determine the eligibility of international shoppers for VAT refunds. For example, some jurisdictions (such as Belgium and France) have regulations that could provide the opportunity for "business to consumer" players to establish business models that increase the risk of disintermediation. This and other types of disintermediation may have a negative impact on our business, as our business model is reliant upon our merchant partners.

Conversely, certain countries have outsourced the export validation process. Since export validation is typically a free service provided by customs and tax authorities, this type of outsourcing could create additional costs, which could have a material adverse effect on our business, results of operations and financial condition.

Price harmonization or convergence between destination markets and home markets may adversely affect our business.

The level of spend while shopping abroad, and the willingness of international shoppers to spend abroad, are impacted by the price differential. In particular, the price differential of luxury goods is a significant factor influencing an international shopper's purchasing decision. If the price differential between various markets is reduced, resulting in price harmonization across destination markets (such as Europe) and home markets (such as the Asia Pacific ("APAC") region) due to changes in retail pricing policies, additional online purchasing options and access, macroeconomic factors (such as relative foreign exchange rates) or government policies (such as a reduction in import duties or consumption taxes), this could lead to a decrease in the number or size of TFS transactions, which could have a material adverse effect on our business, results of operations and financial condition.

Our TFS business is dependent on our airport concessions and agreements with agents.

More than 35% of our TFS refund locations are in airports, and we have entered into concession agreements with airport authorities for space in on-airport locations. Such agreements typically have terms of three years, may vary in pricing and do not contain exclusivity provisions. Unlike off-airport locations, where rental space is more freely available, our on-airport refund points cannot move to a nearby location should an airport impose less favorable terms on us during the renewal process or during the duration of a concession agreement. Any decision by airport authorities to increase rental costs or otherwise modify the economic terms of our concession agreements could have a material adverse effect on our business, results of operations and financial condition.

In certain cases, we are required to use an agent to offer TFS services. Our agents may attempt to modify the economic terms of our arrangements with them, which would have the effect of lowering our margins. Additional airport authorities in the future may also require us to use agents, thereby lowering our profitability.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

(a) Disclosure in lieu of reporting on a Current Report on Form 8-K.

None.

(b) Material changes to the procedures by which security holders may recommend nominees to the board of directors.

None.

(c) Insider trading arrangements and policies.

On August 25, 2025, Taylor Lauber, our Chief Executive Officer, entered into a new trading plan pursuant to Rule 10b5-1 of the Exchange Act. Mr. Lauber's Rule 10b5-1 trading plan provides for the sale from time to time of an aggregate of 22,000 shares of our Class A common stock. Mr. Lauber's Rule 10b5-1 trading plan becomes effective on January 2, 2026 and expires on December 31, 2026, or earlier if all transactions under the trading arrangement are completed. The trading arrangement is intended to satisfy the affirmative defense of Rule 10b5-1(c).

ITEM 6. EXHIBITS

The following is a list of exhibits filed as part of this Quarterly Report.

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Shift4 Payments, Inc.	S-8	333-239042	4.1	06/09/2020	
3.2	Amended and Restated By-Laws of Shift4 Payments, Inc.	S-8	333-239042	4.2	06/09/2020	
3.3	Certificate of Designations of 6.00% Series A Mandatory Convertible Preferred Stock	8-K	001-39313	3.1	05/05/2025	
4.1	Specimen Stock Certificate evidencing the shares of Class A common stock.	S-1/A	333-238307	4.1	06/01/2020	
4.2	Indenture, dated as of December 7, 2020, between Shift4 Payments, Inc. and U.S. Bank National Association, as trustee (and Form of Global Note).	8-K	001-39313	4.1	12/07/2020	
4.3	Indenture, dated as of July 26, 2021, between Shift4 Payments, Inc. and U.S. Bank National Association, as trustee (and Form of Global Note).	8-K	001-39313	4.1	07/26/2021	
4.4	Indenture, by and among Shift4 Payments, LLC, Shift4 Payments Finance Sub, Inc., the subsidiary guarantors named on the signature pages thereto and U.S. Bank Trust Company, National Association, as trustee, dated August 15, 2024 (and Form of Note).	8-K	001-39313	4.1	08/15/2024	
4.5	Indenture, dated as of May 16, 2025, among the Issuers, the subsidiary guarantors named on the signature pages thereto and U.S. Bank Trust Company, National Association, as trustee, and U.S. Bank Europe DAC, UK Branch, as registrar, transfer agent and paying agent.	8-K	001-39313	4.3	05/16/2025	
10.1	Employment Agreement by and between Shift4 Payments, Inc. and Christopher Cruz, dated August 5, 2025					*
10.2	Employment Transition and Release Agreement by and between Shift4 Payments, Inc. and Nancy Disman, dated August 5, 2025					*
10.3	Employment Agreement by and between Shift4 Payments, Inc. and Jordan Frankel, dated August 5, 2025					*
10.4#	Amendment No. 1 to Settlement Line Credit Agreement, dated as of September 26, 2025, by and between Shift4 Payments, LLC, as the borrower, and Citizens Bank N.A., as the lender	8-K	001-39313	10.1	09/30/2025	
31.1	Certification of Registrant's Chief Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.					*
31.2	Certification of Registrant's Chief Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.					*
32.1	Certification of Registrant's Chief Executive Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.					**
32.2	Certification of Registrant's Chief Financial Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.					**
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					*
101.SCH	Inline XBRL Taxonomy Extension Schema Document.					*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.					*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.					*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.					*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.					*
104	Cover Page Interactive Data File (formatting as Inline XBRL and contained in Exhibit 101).					*

* Filed herewith.

** Furnished herewith.

Schedules (and/or similar attachments) to this exhibit have been omitted pursuant to Regulation S-K, Item 601(a)(5). The Company undertakes to furnish supplemental copies of any of the omitted schedules or similar attachments upon request by the Securities and Exchange Commission.

SIGNATURES

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

Shift4 Payments, Inc.

By: */s/ Taylor Lauber*
Taylor Lauber
Date: November 6, 2025
Chief Executive Officer (principal executive officer)

By: */s/ Christopher N. Cruz*
Christopher N. Cruz
Date: November 6, 2025
Chief Financial Officer (principal financial officer)

By: */s/ James Whalen*
James Whalen
Date: November 6, 2025
Chief Accounting Officer (principal accounting officer)