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

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# FORM 10-K

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

**For the fiscal year ended December 31, 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**

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# SHIFT4 PAYMENTS, INC.




**(Exact Name of Registrant as Specified in Its Charter)**

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

**Registrant's telephone number, including area code: (888) 276-2108**

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 |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

The aggregate market value of the registrant's Class A common stock held by non-affiliates, based on the closing sale price as reported on the New York Stock Exchange on June 30, 2025, the last business day of the registrant's most recent completed second fiscal quarter, was approximately $6.4 billion. As of February 19, 2026, there were 81,239,315 shares of the registrant's Class A common stock, $0.0001 par value per share, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Specifically identified portions of the registrant's definitive proxy statement for the 2026 annual meeting of stockholders, which will be filed with the Securities and Exchange Commission no later than 120 days after the end of the registrant's fiscal year ended December 31, 2025, are incorporated by reference into Part III of this Annual Report on Form 10-K.

**SHIFT4 PAYMENTS, INC.**
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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K ("Annual 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 ("Exchange Act"). All statements other than statements of historical fact contained in this Annual 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 the timing of pending acquisitions, 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, the Simplification Transactions, the Company Benefits, future negotiations with our Founder, 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 Annual 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 Annual 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 Annual Report and in our subsequent filings with the Securities and Exchange Commission (the "SEC").

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 Annual 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.

## SUMMARY RISK FACTORS

Our business is subject to numerous risks and uncertainties, including those described in Part I Item 1A. "Risk Factors" in this Annual Report. You should carefully consider these risks and uncertainties when investing in our common stock. The principal risks and uncertainties affecting our business include the following:

- we may be unable to integrate the Global Blue Group Holding AG business successfully or realize the synergies and related benefits of the Global Blue Merger (as defined herein);
- substantial and increasingly intense competition worldwide in the financial services, payments and payment technology industries may adversely affect our overall business and operations;
- potential changes in the competitive landscape, including disintermediation from other participants in the payments chain, could harm our business;
- global economic, political and other conditions may adversely affect trends in consumer, business and government spending, which may adversely impact the demand for our services and our revenue and profitability;
- we are exposed to fluctuations in inflation, which could negatively affect our business, financial condition and results of operations;
- our ability to anticipate and respond to changing industry trends and the needs and preferences of our merchants and consumers may adversely affect our competitiveness or the demand for our products and services;
- because we rely on third-party vendors to provide products and services, we could be adversely impacted if they fail to fulfill their obligations;
- acquisitions, dispositions, and other strategic transactions create certain risks and may adversely affect our business, financial condition or results of operations;
- our inability to protect our IT Systems and Confidential Information, as well as the IT Systems of third parties we rely on, from continually evolving cybersecurity risks, security breaches or other technological risks could affect our reputation and brand among our merchants and consumers and may expose us to material financial penalties and legal liability;
- we collect, process, store, and use data, including personal information, which subjects us to governmental regulation and other legal obligations, particularly related to privacy, data protection and information security, and marketing across different markets where we conduct our business. Our actual or perceived failure to comply with such obligations could harm our business and/or result in reputational harm, loss of customers, material financial penalties and legal liabilities;
- we are subject to financial services laws and regulations in various jurisdictions. We may also be subject to laws and regulations relating to cryptocurrencies in various jurisdictions where we conduct our business. Such laws and regulations can be complex, are subject to change, and complying with them across various jurisdictions imposes operational, time, and cost constraints on our business. Our actual or perceived failure to comply with such obligations could harm our business and/or result in reputational harm, loss of customers, material financial penalties and legal liabilities;
- we may not be able to continue to expand our share of the existing payment processing markets or expand into new markets which would inhibit our ability to grow and increase our profitability;
- as we expand into new markets, we are subject to additional risks associated with our international operations, including compliance with and changes in foreign regulations and governmental policies;
- our services and products must integrate with a variety of operating systems, software, devices, and web browsers, and our business may be materially and adversely affected if we are unable to ensure that our services interoperate with such operating systems, software, devices, and web browsers; and
- we depend, in part, on our merchant and software partner relationships and strategic partnerships with various institutions to operate and grow our business. If we are unable to maintain these relationships and partnerships, our business may be adversely affected.

## BASIS OF PRESENTATION

As used in this Annual 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, Searchlight, and certain affiliates of Searchlight, 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.
- "Founder" refers to Jared Isaacman, our founder, former Chief Executive Officer, former Executive Chairman, and the sole stockholder of Rook.
- "IPO" refers to our initial public offering of shares of Class A common stock, completed on June 9, 2020.
- "LLC Interests" refers to the common units of Shift4 Payments, LLC.
- "2020 Reorganization Transactions" refer to certain organizational transactions that we effected in connection with our IPO in June 2020.
- "Simplification Transactions" refer to certain organizational transactions that we effected in connection with the collapse of our Up-C structure and conversion of our Founder's and Rook's share of Class B and Class C common stock to Class A common stock in January 2026.
- "Rook" refers to Rook Holdings Inc., a Delaware corporation wholly-owned by our Founder and for which our Founder is the sole stockholder.
- "Searchlight" refers to Searchlight Capital Partners, L.P., a Delaware limited partnership, and certain of its affiliated funds.

**PART I**

**ITEM 1. BUSINESS**

**Our Company**

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. and we are expanding our payment processing solutions to international markets.

As a result of the acquisition of Global Blue Group Holding AG ("Global Blue") in the third quarter of 2025 ("Global Blue Merger") we are also a leader in tax-free shopping ("TFS"). Global Blue is a leading technology and travel services platform, primarily providing TFS, dynamic currency conversion, and payments solutions to many of the world's largest retail brands.

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.

Merchants are often utilizing a variety of software and hardware tools to operate their businesses and stay competitive. However, the complexity of managing commerce across multiple channels, geographies, and systems with a variety of tools presents significant challenges. For example, a small business may rely on many disparate tools to manage operations, customer interactions, and payments. A large resort might use an even broader array of tools to handle online reservations, check-ins, dining, spa services, activities, parking, and more. Coordinating numerous systems from different providers while ensuring seamless payment acceptance and a good customer experience is becoming a growing challenge for businesses of all sizes.

We aim to simplify and enhance the commerce experience for merchants, enabling them to focus on growing their business rather than navigating a patchwork of fragmented tools. By delivering an integrated solution that unites hardware, software and payment processing, we aim to reduce inefficiencies, improve operational clarity, and elevate the customer experience—empowering businesses to succeed in an increasingly competitive and complex economy.

At the heart of our business is our payments platform. Our payments platform is a full suite of integrated payment products and services that can be used across multiple channels (in-store, online, mobile and tablet-based) and industry verticals, including:

- end-to-end payment processing for a broad range of payment types;
- merchant acquiring services;
- a proprietary omni-channel gateway capable of multiple methods of mobile, contactless and QR code-based payments;
- complementary third-party software integrations;
- full eCommerce capabilities, including web-store design, hosting, shopping cart management and fulfillment integrations;
- integrated and mobile POS solutions;
- security and risk management solutions; and
- reporting and analytical tools.

We offer innovative technology solutions that go beyond payment processing. Some of our solutions are developed in-house, such as business intelligence and POS software, while others are powered by our network of complementary third-party applications. Our focus on innovation, combined with our product-driven culture, enables us to create scalable technology solutions that benefit from an extensive library of intellectual property.

We distribute our services through a network of internal sales teams, as well as through our network of partners. Our partners are comprised of (1) independent software vendors ("ISVs") and (2) value-added resellers ("VARs"). We offer a single integration to a global end-to-end payment offering, a proprietary gateway and a robust suite of technology solutions to enhance the value of their software and simplify payment acceptance. Our partners rely on us to provide a seamless commerce experience, enterprise grade security, analytics, and compatibility with a wide network of other point of sale ("POS") solutions.

Our revenue is predominantly recurring due to the nature of our business model. The majority of our revenue is derived from processing fees, which are charged either as a percentage of volume and/or as a fee per transaction. Additionally, we generate subscription revenue from licensing our POS software, business intelligence tools, payment device management, and other technology solutions. Our merchant base is diversified, with no single merchant accounting for more than 3% of our total revenue in recent years.

**Our Shift4 Model**

Our mission is to enable commerce. Solving the complexity inherent to a growing business requires a specialized approach that combines a seamless customer experience with a secure, reliable and robust suite of payments and technology offerings.

To achieve this mission, we strategically built our *Shift4 Model* on a three pillar foundation: (i) ***payments platform***; (ii) ***technology solutions***; and (iii) ***sales and distribution***.

***Payments Platform***

Our payments platform provides omni-channel card acceptance and processing solutions across multiple payment types, including credit, debit, contactless card, Europay, MasterCard and Visa ("EMV"), QR Pay, and mobile wallets as well as alternative payment methods such as Apple Pay, Google Pay, Alipay and WeChat Pay. We continue to innovate and evolve our payments offering as new technology and payment methods are adopted by consumers.

Through our proprietary gateway, our payments platform is integrated with hundreds of software suites including some of the largest and most recognized software providers in the world. In addition, we enable connectivity with the largest payment processors, alternative payment rails and many different payment devices. Our payments platform includes market-leading security features that help prevent consumer card data from entering the merchant's environment.

We have designed our payments platform to be:

- *Integrated* – fully integrated and seamlessly connected, facilitating easy data capture and compatibility across all solutions;
- *Reliable* – supports the most demanding payment environments 24 hours a day, 365 days a year; and
- *Secure* – Payment Card Industry ("PCI")-validated Point-to-Point Encryption ("P2PE") tokenization and EMV-ready (Europay, Mastercard, and Visa) solutions.

Our merchants have the flexibility to utilize our payments platform in one of two ways: as a gateway or as an end-to-end payment solution. Gateway merchants benefit from interoperability with many third-party payment processors. End-to-end payments merchants benefit from a single, unified vendor solution for payment acceptance, devices, POS software solutions and a full suite of business intelligence tools. By consolidating these functions through a single, unified vendor solution, these merchants are typically able to reduce total spend on payment acceptance solutions and access gateway and technology solutions as value-added features.

***Technology Solutions***

Our suite of technology solutions is designed to streamline our customers' business operations, drive growth through strong consumer engagement and improve their business using rich transaction-level data.

- *SkyTab POS* – We provide purpose-built POS workstations pre-loaded with powerful, mission-critical software and integrated payment functionality. We believe our *SkyTab POS* offering helps our merchants scale their business and improve operational efficiency while reducing total cost of ownership relative to other competing solutions.
- *SkyTab Mobile* – Our mobile payments offering, *SkyTab Mobile,* provides a complete feature set, including pay-at-the-table, order-at-the-table, delivery, customer feedback and email marketing, all of which are integrated with our proprietary gateway and *Lighthouse*. This unique solution is relevant for merchants ranging from small and midsize businesses ("SMB") to large enterprises and across numerous industry verticals.
- *SkyTab Venue* – Our mobile-first technology solution provides stadium, theme park and entertainment venues with a frictionless commerce experience. Our *SkyTab Venue* solutions include mobile ordering, countertop POS, self-service kiosk, and digital wallet to facilitate food and beverage, merchandise, and loyalty all within a white-labeled technology application that is fully integrated with our secure end-to-end payment processing platform.
- *Lighthouse* – Our cloud-based suite of business intelligence tools includes customer engagement, social media management, online reputation management, scheduling and product pricing, as well as extensive reporting and analytics.
- *The Giving Block* – Our cryptocurrency donation marketplace allows donors to easily gift a variety of cryptocurrencies to approximately 2,400 charities.
- *Shift4Shop* – Our turnkey eCommerce platform provides everything a merchant needs to build their business online. Merchants can create a webstore in minutes and choose from over one hundred design themes. *Shift4Shop* also provides merchants with tools to manage their product catalog, order fulfillment and inventory management, search-engine-optimization and secure hosting.

- *Marketplace* – We enable seamless integrations into complementary third-party applications, which helps reduce the number of vendors on which our merchants rely. For example, a restaurant can enable DoorDash via *Marketplace* and accept orders from their existing POS, dramatically simplifying implementation and eliminating manual reconciliation of multiple systems. That same restaurant can also enable payroll, timekeeping and other human resource services, reducing the time spent on manual workflows and enhancing employee engagement. *Marketplace* also includes a variety of functional applications including loyalty and inventory management.
- *TFS Services* – We provide a cloud-based solution that facilitates the value-added tax ("VAT") refund process for both merchants and travelers, enhancing cross-border commerce. TFS allows non-resident travelers to receive a refund of the total VAT paid, less a commission. Our flexible, scalable, and highly integrated platform allows it to facilitate payment processing through its integrations with more than 40 acquirers and PSP partners and more than 250 POS partners and transaction processing through 13 scheme integrations, as well as provides a validation engine for customs and authorities through integrations with over 20 customs validation export software platforms. We intend to continue to innovate to bring leading products and solutions to the market.

***Sales and Distribution***

Our payments platform and technology solutions are delivered to our merchants through our distribution network. Today, our network includes thousands of partners and regional internal sales and support hubs, allowing us to provide the support that many merchants demand. Our distribution approach and commitment to our internal sales team and software partners are key to our go-to-market strategy.

- *Independent software vendors* – Our solutions are connected into hundreds of integrations with market-leading software providers, including some of the largest and most recognizable technology companies in the world. By integrating our payments platform into their software suites, our ISVs are able to sell a comprehensive solution to the merchant at an attractive price point.
- *Internal sales and support network* – A significant portion of our employees are dedicated to sales and customer support, which allows for superior responsiveness and oversight of the customer experience.
- *Enterprise relationships* – In addition to SMBs, we support our large enterprise relationships across thousands of locations. Our enterprise customers consist of stadiums, arenas, resorts, and airlines, among others.
- *Value added resellers* – We partner with VARs to sell our solutions to merchants. These VARs include third-party resellers and organizations that provide distribution for ISVs. VARs act as trusted and localized service providers to our merchants by providing them with software and services. This partnership enables us to expand our reach and scalability by allowing a VAR to bundle our full payments and technology product suite with other value-added services provided by the VAR.

  We are selective in identifying and choosing our VAR partners, and we seek to align our business objectives with those that have strong networks, local expertise, high-quality merchant portfolios, and trusted relationships. Our network of VARs provide a consistent and extensive source of new merchant acquisition, with no single VAR accounting for more than 2% of our revenue for the year ended December 31, 2025.

  Our compelling value proposition enables our partners to extend attractive arrangements to our merchants. For merchants that subscribe to our end-to-end payments offering, our partners can offer gateway and technology solutions as value-added features included in the price of our payments offering. We believe that enabling our partners to provide a cost-effective and comprehensive bundle of solutions best supports their ability to sell our solutions and grow their businesses.

**Operations and Support Services**

Our operations infrastructure is designed to deliver high-quality experiences to our customers and to drive efficiencies throughout the entire payment ecosystem. We leverage our vast history in the hospitality sector, as well as our enterprise domain expertise, to ensure our obligations to our customers are maintained and fulfilled effectively. Our operations and support services include:

***Merchant Operations and Support***

- *Merchant underwriting* – Our merchant underwriting team manages applications and risk evaluation of new merchants. The majority of our merchant base operates in end markets with high card-present volume and low levels of fraud and chargeback losses. In addition, our underwriting strategy offers expedited activation to merchants with a low risk profile, which enhances their customer experience.

- *Merchant onboarding and activation* – A business owner can enroll for a merchant account within minutes via our online portal. For enterprises, our merchant onboarding and activation team works closely with our partners to facilitate a seamless transition from sales to implementation and activation. Our streamlined activation and automated approval process enables fast and frictionless merchant onboarding, providing us and our partners with enhanced speed-to-market. Our partners are typically able to board even the largest and most complex merchants within 24 hours of submitting an application.
- *Merchant training* – We provide a full curriculum of training materials to our merchants via a dedicated training department and content delivery platform.
- *Merchant risk management* – Our risk management operations are designed to monitor merchant accounts on an on-going basis. This includes dedicated security and regulatory support such as PCI compliance support, vulnerability scanning, system monitoring and breach assistance. Once a merchant is activated, our systems are configured to automatically monitor any activity that may require additional diligence, which in turn helps minimize losses associated with fraud and default.
- *Merchant support* – Our merchant support team responds to inquiries from merchants seven days a week, 24 hours a day, 365 days a year. The team provides customer support for systems integrations and other technical solutions. In addition, we have a dedicated team of merchant account specialists that guide merchants through the payment acceptance process from onboarding to settlement and reporting. With strong emphasis on first-call resolution, we seek to provide exceptional payment expertise and support for our merchants. We train our customer support team to quickly identify and resolve each matter in an empathetic and professional manner which reduces repeat calls and improves our operational efficiency.

***Software Partner Operations and Support***

- *Software integrations and compliance management* – We have a team of engineers and technical support staff dedicated to support software integrations and ensure compliance with all card brand, security and regulatory requirements, including PCI and Payment Application Data Security Standard compliance support, system integration and configuration guidance.
- *Partner support* – We have dedicated support teams who work with our software providers to address any questions or issues that may pertain to the integration of our products and solutions into their software suites. We seek to deliver end-to-end issue resolution by bringing all appropriate disciplines together in an integrated manner, in order to optimize partner support. In addition, we help resolve issues that may pertain to our partners' entire portfolio of merchants or incidents pertaining to a single merchant.
- *Partner services* – Through our partner-facing merchant relationship management system, our partners are able to track each step of the activation process of their new merchant accounts in real-time. Through this system, our partners can track their merchant portfolio, including commissions, residual payments and even support calls/recordings, in an accurate and real-time manner. We have added substantial automation to these processes, which is essential to ensure optimal experience as well as financial efficiency.

**Growth Strategy**

Our recent growth has been fueled by a combination of focused strategic initiatives:

*Expanding Volume* – We aim to accelerate growth by increasing the volume processed through our integrated platform across diverse verticals, including restaurants, hospitality, venues, specialty retail, and e-commerce. In addition to converting gateway customers to full end-to-end processing, we leverage hundreds of unique software integrations to share data with merchants' product suites and enhance the customer experience. We plan to continue expanding our proprietary software integrations, which we believe provides a competitive advantage in attracting and retaining merchants. These integrations, along with the diversification of our merchant base, are cornerstones of our long-term growth strategy.

*Merchant Acquisition and Retention* – We focus on acquiring new merchants with innovative and scalable solutions while retaining existing customers through high-value tools that enhance their operations and reduce the incentive to switch providers. Our scale enables us to offer new merchants free hardware and other financial incentives, easing their transition from current providers.

*Technology and Product Innovation* – We continuously evolve our product offerings, such as SkyTab and advanced business intelligence tools, to address the changing needs of our merchants and empower them to grow their businesses, which increases volume.

*Global Expansion* – We are actively extending our footprint into international markets. In 2023, we acquired Credorax, Inc., operating as Finaro, which specializes in integrated acquiring and payment processing services for merchants in Europe and the United Kingdom. Finaro has provided the global infrastructure and technology to support our international expansion. The acquisition of Global Blue also provided us with tens of thousands of merchant relationships throughout the world that we can potentially cross sell payment services to.

*Mergers and Acquisitions ("M&A") and Strategic Partnerships* – We leverage acquisitions and strategic partnerships to expand our presence and integrate complementary capabilities. Some of our recent acquisitions have directly supported our global expansion efforts.

We believe these initiatives combine organic growth, technological innovation, and strategic expansion to best position us for success.

**Competition**

We compete in a highly competitive industry with a range of providers. For certain services and solutions, including end-to-end payments, we compete with non-integrated payment processors (such as Chase Paymentech, Elavon, Worldpay, Fiserv and Global Payments) and integrated payment providers (such as Adyen, Lightspeed, Shopify, Square and Toast). For our hospitality gateway offering, we compete with Elavon and FreedomPay, among others. For our TFS offering we compete with other TFS providers, and with a limited number of merchants and governments that provide TFS services in-house.

While competitive factors and their relative importance can vary based on size, industry and geographic reach of software partners and merchants, we believe we compete primarily on the basis of reputation, domain expertise, scale of distribution channels, breadth of offerings, simplicity and ease-of-use of solutions, pace of innovation, price, data security and customer service. We believe we compete favorably with respect to all of these factors.

**Patents, Trademarks and Intellectual Property**

We rely on a combination of intellectual property rights, including patents, trademarks, copyrights, trade secrets and contractual rights to protect our proprietary software and our brands. We have registered or applied to register certain of our trademarks in the U.S. and several other countries. In addition, we have obtained or applied for patents in the U.S. and certain foreign countries on certain material aspects of our proprietary software applications. We also license intellectual property from third parties, including software that is incorporated in or bundled with our proprietary software applications. We generally control access to and use of our proprietary software and other confidential information through the use of internal and external controls, including entering into non-disclosure and confidentiality agreements with both our employees and third parties.

We hold dozens of patents globally related to our proprietary payments technologies. The expiration of these patents is not reasonably likely to have a material adverse effect on our business, financial condition or results of operations. In addition, we own a portfolio of trademarks globally and have registered our primary trademarks, Shift4 Payments, Shift4, and SkyTab.

**Seasonality**

Our operating results and operating metrics are subject to seasonality based on historic patterns of consumer and business traveler spending behaviors coupled with exposure to seasonality experienced by our mix of merchants. In the past, we have experienced seasonal fluctuations in our quarterly revenue with revenue typically strongest in our second and third quarters and weakest in our first quarter. As we expand into new verticals and geographies, we expect to continue to experience seasonal fluctuations. Other factors influencing our quarterly seasonality include the timing of specific holidays in a given year, the number of business days in a quarter, and the proportion of our volume derived from various merchant businesses. Historically, the TFS business experiences seasonality, with the summer months typically being a high season of travel, resulting in increased working capital needs. As a result, we expect our TFS revenues earned in the third quarter of the year will usually be greater than other quarters of the financial year.

**Government Regulation**

Various aspects of our business and service areas are subject to U.S. federal, state, and local regulation, as well as regulation outside the U.S. (in particular, European Union ("EU") and United Kingdom ("UK") regulation). As we continue to expand our business globally, we will become subject to more government regulation in new markets. Certain of our services also are subject to rules promulgated by various card networks and other authorities, as more fully described below. These descriptions are not exhaustive, and these laws, regulations and rules frequently change and are increasing in number.

***The Dodd-Frank Act***

In July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("the Dodd-Frank Act") was signed into law in the U.S. The Dodd-Frank Act has resulted in significant structural and other changes to the regulation of the financial services industry. Among other things, Title X of the Dodd-Frank Act established the Consumer Financial Protection Bureau ("CFPB") to regulate consumer financial products and services (including some offered by our partners). The CFPB may also have authority over us as a provider of services to regulated financial institutions in connection with consumer financial products.

Separately, the Dodd-Frank Act directed the Federal Reserve to regulate debit interchange transaction fees that a card issuer or payment network receives or charges for an electronic debit transaction. Pursuant to the Dodd-Frank Act, debit interchange transaction fees must be "reasonable and proportional" to the cost incurred by the card issuer in authorizing, clearing, and settling the transaction. In addition, the regulations contain non-exclusivity provisions that ban debit card networks from prohibiting an issuer from contracting with any other card network that may process an electronic debit transaction involving an issuer's debit cards and prohibit card issuers and card networks from inhibiting the ability of merchants to direct the routing of debit card transactions over any network that can process the transaction.

In addition, members of Congress have periodically introduced legislation to reduce credit card interchange, such as The Credit Card Competition Act of 2023. If any such legislation is passed, our business, financial condition or results of operations may be adversely affected.

Further, the ability of payment networks to impose certain restrictions are limited because the Dodd-Frank Act allows merchants to set minimum dollar amounts for the acceptance of a credit card (while federal governmental entities and institutions of higher education may set maximum amounts for the acceptance of credit cards). Depending on the card network rules, merchants are also allowed to provide discounts or other incentives to entice consumers to pay with an alternative payment method, such as cash, checks, or debit cards.

The Dodd-Frank Act granted each the CFPB and the Financial Stability Oversight Council authority to determine whether any non-bank financial company, such as us, should be supervised by the CFPB or Board of Governors of the Federal Reserve System, respectively. Any new rules or regulations, implemented by the CFPB or the Financial Stability Oversight Council or in connection with the Dodd-Frank Act that are applicable to us or directly or indirectly adversely impact our business, or any changes that are adverse to us resulting from litigation brought by third parties challenging such rules and regulations, could increase our cost of doing business or limit permissible activities.

***Association and network rules***

We are subject to the rules of American Express, Discover, Interlink, Maestro, Mastercard, Visa and other payment networks. In order to provide our services, we must be registered either indirectly or directly as service providers with the payment networks that we utilize. Our entities that are not a "member bank" as defined in certain of the payment networks' rules are not eligible for primary membership in certain payment networks and are therefore unable to directly access them. Instead, those payment networks require payment service providers to be sponsored by a member bank, which, for the relevant entities, we have accomplished through a Sponsorship Agreement with a sponsor bank. We are registered with Visa, Mastercard and other networks as either direct members (in relation to jurisdictions where we hold appropriate licenses) or service providers for member institutions. As such, we are subject to applicable card association and payment network rules, which impose various requirements and could subject us to a variety of fines or penalties that may be levied by such associations and/or networks for certain acts or omissions. Our failure to comply with the networks' requirements, or to pay the fees or fines they may impose, could result in the suspension or termination of our sponsorship by our sponsor bank or our registration with the relevant payment network(s), and therefore require us to limit or cease providing the relevant payment processing services, all of which could adversely affect our business, financial condition or results of operations. In addition, sponsor banks may terminate their sponsorship of us or could require us to stop providing payment processing services, which would adversely affect our ability to conduct our business. Payment network rules are regularly updated and compliance with changes may increase the cost of doing business.

Additionally, as a service provider that assists in the processing of debit and credit cards, we are subject to the Data Security Standard ("PCI DSS"), issued by the PCI Council. PCI DSS is a multifaceted security standard that contains compliance guidelines and standards with regard to our security surrounding the physical administrative and technical storage, processing and transmission of individual cardholder data. Failure to be PCI-compliant or to meet other payment card standards may result in the imposition of financial penalties or the allocation by the card brands of the costs of fraudulent charges to us.

Card associations and payment networks and their member financial institutions regularly update and generally expand security expectations and requirements related to the security of cardholder data and environments. We are also subject to network operating rules promulgated by the National Automated Clearing House Association relating to payment transactions processed by us using the Automated Clearing House Network and to various state, federal, and foreign laws regarding such operations, including laws pertaining to electronic benefits transactions. We are subject to audit by our partner financial institutions for compliance with the rules and guidelines. Our sponsor financial institutions have substantial discretion in approving certain aspects of our business practices, including the terms of our agreements with our Automated Clearing House processing.

***Privacy and information security regulations***

We, our partners and certain of our merchants provide services that may be subject to various state, federal, and foreign privacy laws and regulations, including, among others, the Financial Services Modernization Act of 1999, which we refer to as the Gramm-Leach-Bliley Act ("GLBA"), the EU General Data Protection Regulation 2016/679 ("EU GDPR"), the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act of 2020 (the "CCPA"), the United Kingdom General Data Protection Regulation and Data Protection Act 2018 (collectively, the "UK GDPR"), the Personal Information Protection and Electronic Documents Act in Canada and Israeli privacy laws, in particular in relation to our European business. These laws and their implementing regulations restrict certain collection, processing, storage, use, and disclosure of personal information, require notice to individuals of privacy practices, and provide individuals with certain rights to prevent use and disclosure of protected information. These laws also impose requirements for the safeguarding and proper destruction of personal information through the issuance of data security standards or guidelines. Certain federal, state and foreign laws and regulations impose similar privacy obligations and, in certain circumstances, obligations to notify affected individuals, state officers or other governmental authorities, the media, and consumer reporting agencies, as well as businesses and governmental agencies, of security breaches affecting personal information. In addition, there are state and foreign laws restricting the ability to collect and utilize certain types of information such as Social Security and driver's license numbers.

As a processor of personal data of EU and UK data subjects, we are also subject to regulation and oversight in the applicable EU Member States and United Kingdom with regard to data protection legislation. The EU GDPR and UK GDPR (collectively referred to as the "GDPR") contains additional obligations on data controllers and data processors that have an establishment in the EU or UK or are offering goods or services to, or monitoring the behavior of, consumers within the EU or UK. There are material sanctions under GDPR for failing to comply, and penalties for certain breaches are up to the greater of EUR 20 million/ GBP 17.5 million or 4% of our global annual turnover. In addition to fines, a breach of the GDPR may result in regulatory investigations, reputational damage, orders to cease/change our data processing activities, enforcement notices, assessment notices (for a compulsory audit) and/or civil claims (including class actions). We are also subject to evolving EU and UK privacy laws on cookies, tracking technologies and e-marketing.

***Unfair trade practice regulations***

We, our partners and certain of our merchants are subject to various federal, state, and international laws prohibiting unfair or deceptive trade practices.

In the U.S., Section 5 of the Federal Trade Commission Act and the prohibition against unfair, deceptive, or abusive acts or practices ("UDAAPs") under the Dodd-Frank Act, and prohibiting misrepresentations and other activities related to telemarketing, such as the Telemarketing Sales Act. Various regulatory agencies, including the Federal Trade Commission ("FTC") and state attorneys general, have authority to take action against parties that engage in unfair or deceptive trade practices or violate other laws, rules, and regulations, and to the extent we are processing payments for a client that may be in violation of laws, rules, and regulations, we may be subject to enforcement actions and incur losses and liabilities that may impact our business. For example, all persons offering or providing financial services or products to consumers, directly or indirectly, can be subject to the prohibition against UDAAPs. The CFPB has enforcement authority to prevent an entity that offers or provides consumer financial services or products or a service provider from committing or engaging in UDAAPs, including the ability to engage in joint investigations with other agencies, issue subpoenas and civil investigative demands, conduct hearings and adjudication proceedings, commence a civil action, grant relief (e.g., limit activities or functions; rescission of contracts), and refer matters for criminal proceedings.

Other jurisdictions in which we, our partners and our merchants operate also impose similar legal and regulatory requirements relating to unfair trade practices, in particular in the context of business-to-consumer ("B2C") relationships. For example, the EU Unfair Commercial Practices Directive prohibits B2C actions that are contrary to professional diligence and distort consumer behavior, including banning misleading actions/omissions, aggressive tactics, and a "blacklist" of specific unfair practices across all EU member states. The UK Consumer Rights Act 2015 and the UK Digital Markets, Competition and Consumers Act 2024 contain similar requirements and prohibitions designed to protect consumers from unfair trading and regulate unfair terms in consumer contracts. Sector-specific requirements may also apply in relation to B2C relationships, such as the UK Financial Conduct Authority's consumer duty, which requires relevant FCA-regulated firms to act to deliver good outcomes for retail customers by reference to three cross-cutting rules that explain how relevant firms should act in relation to the manufacture and distribution of financial products and services, price and value, consumer understanding, and consumer support.

Under EU competition laws and the competition laws of other international jurisdictions (to the extent such laws exist), regulators can investigate parties for anti-competitive practices and/or abuse of dominant position. Accordingly, there is a possibility of future litigation and/or investigations by competition authorities into our behavior in any market, including where we may be considered to hold a dominant position. Private litigants may also seek damages for certain breaches of competition law through civil courts, as provided by EU competition laws and the laws of other jurisdictions. Were any finding or rulings to be made against us, we could be required to pay damages and fines, which could be substantial, and/or we could be required to alter any behavior determined to be abusive or anti-competitive, both of which could have a material adverse effect on our business, prospects, financial condition and results of operations.

***Anti-money laundering, anti-bribery, sanctions, and counter-terrorist regulations***

We are contractually required to comply with the anti-money laundering laws and regulations in certain countries, and in others where we hold regulatory licenses, our relevant subsidiaries are directly subject to them. For example, in the U.S., we comply with certain provisions of the Bank Secrecy Act, as amended by the USA PATRIOT Act of 2001, and its implementing regulations (collectively "the BSA") which are enforced by the Financial Crimes Enforcement Network, a bureau of the U.S. Department of the Treasury and the U.S. Department of Justice. Our Maltese Financial Institution licensed entity is directly required to comply with the anti-money laundering law and regulations applicable in the EU as transposed into Maltese law by virtue of the Prevention of Money Laundering Act and the Prevention of Money Laundering and Financing of Terrorism Regulation, Chapter 373 of the laws of Malta and all subsidiary legislation emanating from it. Our UK Authorised Payment Institution is directly subject to UK anti-money laundering laws and regulations. Our Italian Payment Institution is also subject to similar requirements under Italian regulation. We are also subject to anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act ("FCPA"), which prohibits improper payments to foreign government officials and requires accurate books and records and a system of internal accounting controls, and the similar laws of other jurisdictions where we conduct business. We have policies, procedures, systems, and controls designed to promote compliance with such laws and regulations.

We are also subject to economic and trade sanctions programs that are administered by the Department of Treasury's Office of Foreign Assets Control ("OFAC"), which prohibit or restrict transactions to or from, or dealings with, specified countries, their governments, and in certain circumstances, their nationals, and with individuals and entities that are specially-designated nationals of those countries, narcotics traffickers, and terrorists or terrorist organizations. Other group entities may be subject to additional local sanctions requirements in other relevant jurisdictions. We have policies, procedures, systems, and controls designed to identify and address compliance with sanctions programs.

Similar anti-money laundering, counter-terrorist financing, and proceeds of crime laws apply to movements of currency and payments through electronic transactions. These laws also apply to dealings with persons specified in the lists of OFAC-like organizations of several other countries, and require specific data retention obligations to be observed by intermediaries in the payment process. Our businesses in those jurisdictions are subject to those data retention obligations.

***EU and UK financial services regulation***

We conduct regulated payment services business in the EU via our Maltese Financial Institution licensed entity, which is subject to various ongoing Maltese financial services regulatory requirements, including the requirements of the second EU payment services directive (Directive (EU) 2015/2366, also known as "PSD2") as transposed into Maltese law. These requirements include regulatory capital and liquidity requirements, organizational and governance requirements, conduct of business requirements, requirements relating to safeguarding of customer funds, and regulatory reporting requirements. We have policies, procedures, systems, and controls designed to promote compliance with such requirements. Our Malta Financial Institution is subject to the ongoing supervision of the Malta Financial Services Authority, which has a broad set of regulatory powers in relation to Maltese licensed Financial Institutions, including powers to conduct routine supervisory exams and inspections, undertake investigations, and take enforcement actions.

We also conduct regulated payment services business in the UK via our UK Authorised Payment Institution, which is subject to various ongoing UK financial services regulatory requirements similar to those described above in relation to our Maltese Financial Institution. We have policies, procedures, systems, and controls designed to promote compliance with such requirements. Our UK Authorised Payment Institution is subject to the ongoing supervision of the UK Financial Conduct Authority, which had a broad set of regulatory powers in relation to UK Authorised Payment Institutions, similar to those described above in relation to Malta Financial Services Authority.

Our Italian Payment Institution is also subject to similar requirements to those described above and is subject to supervision by the Bank of Italy.

***Tax-Free Shopping regulations***

Our tax-free shopping business operates in a complex global regulatory environment, subject to various VAT refund schemes designed primarily for non-resident tourists. These regulations govern eligibility, minimum purchase thresholds, export requirements, documentation, and refund processes, and they vary significantly by jurisdiction. Non-compliance can result in denied refunds, penalties, or operational restrictions. Changes in these regulations, such as shifts to refund-based systems or eliminations of schemes, pose risks to our business model. We are subject to regulations in major regions where tax-free shopping is prevalent, based on schemes available in approximately 50-60 countries worldwide, including Europe, Asia, the Middle East, and others.
In the EU, tax-free shopping is harmonized under the VAT Directive (Council Directive 2006/112/EC), allowing non-EU residents to reclaim VAT on eligible goods exported from the EU. Eligibility requires proof of non-EU residence (e.g., passport), and goods must be unused, for personal use, and exported within three months of purchase. VAT rates range from 17% to 27% across Member States, with minimum purchase thresholds varying (e.g., €100 in France, €70 in Italy). Retailers must issue validated tax-free forms and customs validation is required at departure. Exclusions include services, consumables used in the EU, and commercial goods. Member States handle implementation, leading to variations in procedures and fees.

Post-Brexit, the UK largely discontinued its Retail Export Scheme in 2021, eliminating VAT refunds for most tourists in Great Britain (England, Scotland, Wales). However, in Northern Ireland, limited VAT refunds (standard rate 20%) remain available under EU-aligned rules for non-EU/NI residents, with goods exported within three months. Eligibility excludes EU residents, and retailers must provide VAT 407(NI) forms. In Great Britain, refunds apply only to goods delivered directly outside the UK. Ineligible items include used goods, services, vehicles, and certain precious metals. This fragmented system increases compliance complexity for cross-UK operations.

Japan's consumption tax refund scheme (10% rate) is transitioning to a refund-based model effective November 2026. Tourists will pay tax-inclusive prices and claim refunds at departure, with a minimum spend of 5,000 JPY on eligible goods, exported within 90 days. As of April 2025, shipped goods are ineligible. Previously, instant exemptions applied at purchase for short-term visitors.

Tax-free shopping is also available in countries like Switzerland (8% VAT, non-EU), Norway, Turkey, Thailand (7% VAT, minimum THB 2,000), and South Africa. Globally, regulations emphasize anti-fraud measures, such as digital tracking and customs validation, and prohibit refunds on services, consumables, or business purchases. Our operations must comply with local tax authority registrations, data privacy laws (e.g., GDPR in the EU), and partnerships with refund operators. Regulatory changes, such as Japan's 2026 overhaul or the UK's post-Brexit abolition, could reduce tourist spending and/or increase administrative costs, impacting revenue.

**Human Capital**

Our employees are a critical driver of our ability to execute our business strategy, scale globally, and deliver long-term value to stockholders. As of December 31, 2025, we employed approximately 6,300 employees. Approximately 33% of our employees are based in the United States, and 67% are based internationally across 59 countries, reflecting our expanding global footprint in specialty payments and commerce solutions.

In 2025, we added approximately 2,500 employees through acquisitions and significantly expanded our geographic presence and product offerings. Our integration framework prioritizes workforce continuity, compliance, and operational stability. Core elements include structured onboarding, leadership-driven communication plans, standardized employment policies, and phased technology implementations. In 2025, we expanded our internal M&A governance and retention planning capabilities, enabling more disciplined integration execution across acquisitions.

Our U.S. workforce is not unionized. Following the Global Blue acquisition, certain international employees are represented by works councils, trade unions, or collective bargaining agreements in accordance with local labor laws, including in Finland, Sweden, Norway, Slovakia, Germany, France, Italy, Austria, and Morocco. These arrangements are incorporated into our workforce planning and integration processes. We experienced no material labor disruptions or work stoppages during 2025.

**Leadership & Governance**

*Human Capital Oversight* – Our human capital strategy is overseen through a centralized global human resources function led by our Chief Human Resources Officer ("CHRO"). In 2025, we strengthened governance and accountability to support workforce planning, organizational design, talent management, compensation, and compliance across regions. Data-driven processes support merit-based decision-making related to performance, compensation, and workforce analytics. Shift4's Compensation Committee provides additional compensation guidance and oversight.

*Leadership Transitions* – In June 2025, Taylor Lauber was promoted from President to Chief Executive Officer, succeeding our Founder, former Executive Chairman, and former Chief Executive Officer, Jared Isaacman, as part of a planned leadership transition. In December 2025, Mr. Isaacman was appointed the 15th Administrator of the National Aeronautics and Space Administration ("NASA"), and Mr. Lauber also assumed the role of Chairman of the Board. This transition supports continuity in governance and strategic execution. Shift4 also announced the transition of Chief Financial Officer ("CFO") Nancy Disman in 2025. Ms. Disman returned to Shift4's Board of Directors and Christopher Cruz, a former member of our Board, succeeded her as CFO. See Management's Discussion and Analysis of Financial Condition and Results of Operations - "Recent Developments" for additional details.

*Ethics, Compliance, and Risk Oversight* – We maintain a global Code of Business Conduct and Ethics applicable to all employees, officers, and directors. The Code is supplemented by whistleblower and non-retaliation mechanisms that enable confidential reporting of concerns and reinforce ethical conduct, regulatory compliance, and accountability across our workforce. Enforcement of the Code is overseen by our Chief Legal Officer, who provides updates and reports any findings to our Board.

**Human Capital Systems & Operations**

*HR Technology and Process Standardization* – In October 2025, we implemented Workday as our unified global Human Resources Information System, replacing multiple legacy platforms across countries. Workday serves as the system of record for employee data, performance management, time tracking, benefits administration, and workforce reporting, supporting acquisition integration and improved data integrity.

**Talent Strategy & Development**

*Workforce Planning and Talent Acquisition* – Shift4 aligned workforce planning with business priorities across regions by standardizing talent acquisition processes in 2025. We launched our inaugural internship program to strengthen the early-career talent pipeline. Our recruiting efforts resulted in 841 organic new hires globally, with an 87% offer acceptance rate and 46-day average time-to-fill.

*Learning & Development* – In 2025, voluntary learning program participation included approximately 2,000 employees. Total course completions reached over 60,000, influenced by the conclusion of a Salesforce-focused training campaign. Our course catalog expanded to support continuous development across roles and functions. Mandatory compliance training is required of all employees to ensure regulatory compliance and ethical conduct.

*Performance Management and Leadership Development* – We maintain standardized mid-year and year-end performance reviews supported by centralized systems. In 2025, we enhanced performance management governance through manager performance calibration sessions, improving consistency and data quality across performance evaluations. This process mitigates individual bias and strengthens alignment between performance outcomes, compensation decisions, and business results. Year-end reviews also incorporated employee ratings of managers, reinforcing leadership accountability.

**Total Rewards**

*Compensation Philosophy and Structure* – Our compensation philosophy emphasizes market competitiveness, internal equity, and performance alignment. Base salaries are structured by job grade and function. Performance-based compensation includes a standardized Annual Incentive Plan, which was extended to new hires and additional acquired employees in 2025. Long-term incentives are provided through Restricted Stock Units for management-level roles and above.

*Benefits Program* – We offer a globally competitive benefits portfolio tailored to regional practices and regulatory requirements. U.S. benefits include medical, dental, and vision coverage; a 401(k) plan with a 100% company match up to 4%; paid time off; inclusive parental leave; and volunteer time off. European employees participate in local pension programs. Additional programs include tuition reimbursement, financial literacy resources, and global Employee Assistance Programs providing 24/7 counseling and crisis support.

*Program Administration and Governance* – Total rewards governance was strengthened in 2025 through enhanced documentation, training, cross-functional coordination, and the appointment of a Vice President of Total Rewards, supporting scalable administration and compliance during continued growth.

**Culture and Employee Engagement**

*Organizational Values and Culture* – Our culture is guided by the Shift4 Way, which defines our mission, vision, values, and operating philosophies. Core values—Boldness, Excellence, Ownership, and Trust—are reinforced through leadership expectations, performance management, and standardized operating practices, supporting accountability and execution discipline across a growing global workforce.

*Engagement Measurement and Feedback* – Shift4's employees annually complete a global employee engagement survey. The results guided leadership in implementing initiatives to improve change management communication, operational efficiency, recognition programs, and transparency around compensation structures and career development. Leadership actively reviews survey findings to inform strategies that foster employee engagement and workforce retention.

*Global Workforce and Workplace Environment* – Shift4's efforts focus on fostering a global workforce and ensuring equal opportunity in compliance with applicable employment laws. Approximately 40% of our employees identify as female. In 2025, membership in Employee Inclusion Networks expanded by 33% with the launch of the Asian & Pacific Islanders Collective, which is open to all employees. These networks serve a critical role in advancing inclusion and cultivating a sense of belonging throughout the organization.

*Shift4Cares* – In 2025, Shift4Cares engaged employees in diverse community service projects spanning education, healthcare, hunger relief, and support for families in need. In addition to volunteer efforts, Shift4 provided targeted financial support to charitable organizations. This program exemplifies our commitment to corporate social responsibility and strengthens ties between our workforce engagement and company values.

*Health, Safety, & Well-Being* – We maintain health and safety practices aligned with local regulations and operate a hybrid workplace model, requiring employees near major hubs to work in the office four days per week to support collaboration and execution across global teams.

**Available Information**

Our website address is *www.shift4.com*. In addition to the information about us and our subsidiaries contained in this Annual Report, information about us can be found on our website. Our website and information included in or linked to our website are not part of this Annual Report.

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge through our website at *investors.shift4.com* as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Additionally, the SEC maintains a website that contains reports, proxy and information statements, and other information. The address of the SEC's website is *www.sec.gov*.

**INFORMATION ABOUT OUR EXECUTIVE OFFICERS AND DIRECTORS**

The following table provides information regarding our executive officers and members of our board of directors (the "Board") as of the date of this Annual Report:

| Name | Age | Position(s) |
|---|---|---|
| Taylor Lauber | 42 | Chief Executive Officer and Chairman of the Board |
| Christopher Cruz | 41 | Chief Financial Officer |
| Jordan Frankel | 43 | Chief Legal Officer |
| Sam Bakhshandehpour | 50 | Director |
| Seth Dallaire | 55 | Director |
| Karen Roter Davis | 53 | Director |
| Nancy Disman | 55 | Director |
| Sarah Goldsmith-Grover | 61 | Director |
| Jonathan Halkyard | 61 | Director |

**Executive Officers and Directors**

***Taylor Lauber*** has served as Shift4 Payments, Inc.'s Chief Executive Officer since June 2025 and Chairman of the Board since December 2025. Mr. Lauber joined the Board in June 2025 and served as President from February 2022 until June 2025, and Chief Strategy Officer from its formation to 2024. He previously served as Senior Vice President, Strategic Projects of Shift4 Payments, LLC from 2018 to 2022. Prior to joining Shift4, from 2010 to 2018, he served as a Principal at The Blackstone Group, L.P. Mr. Lauber also spent from 2005 to 2010 at Merrill Lynch as a Financial Advisor, where he advised numerous Fortune 500 companies and their executives on capital markets transactions. Mr. Lauber has passed the Series 7 General Securities Representative Exam, Series 66 Uniform Combined State Law Exam and Series 27 Financial and Operations Principal Exam, all administered by the Financial Industry Regulatory Authority, Inc. He holds a Bachelor of Economics and Finance from Bentley College.

***Christopher N. Cruz*** has served as Shift4 Payments, Inc.'s Chief Financial Officer since September 2025 and previously served as a member of the Board since its formation. He previously served as a Partner at Searchlight Capital Partners, L.P., a global alternative investment management firm, from 2011 until September 2025. From 2008 to 2010, Mr. Cruz served on the investment team at Oaktree Capital Management, a global alternative investment management firm. Prior to that, Mr. Cruz was in the leveraged finance and restructuring group at UBS Investment Bank, from 2006 to 2008. Mr. Cruz also serves on the board of Neon Aggregator LP (parent of Ouro Global, Inc.) as of August 2022. Mr. Cruz previously served on the boards of Sightline Payments from December 2020 to February 2025, Flowbird Group from February 2022 to January 2025, and M&M Food Market from July 2014 to February 2022. He holds a Bachelor of Arts in Honors Business Administration from the Richard Ivey School of Business at the University of Western Ontario.

***Jordan Frankel*** has served as Shift4 Payments, Inc.'s Chief Legal Officer since August 2025 and previously served as Secretary and General Counsel since its formation, and as General Counsel and Executive Vice President, Legal, Risk and Compliance since 2014 to August 2025. From 2011 to 2019, Mr. Frankel also served as a member of the board of directors of Draken International, a provider of contract air services. He holds a Bachelor of Finance and Marketing from the Syracuse University's Martin J. Whitman School of Management and a Juris Doctor and Master's in Business Administration from the Quinnipiac University's School of Law and Quinnipiac University Lender School of Business, respectively.

***Sam Bakhshandehpour*** has served as a member of the Board since October 2022. Since February 2026, Mr. Bakhshandehpour has served as the President of Local Merchants for Bilt Technologies, Inc. In his current capacity, Mr. Bakhshandehpour leads the execution of company expansion across dining, hotels, travel, retail and neighborhood commerce. From 2020 until February 2026, Mr. Bakhshandehpour served as the Chief Executive Officer and board member of José Andrés Group (f/k/a ThinkFoodGroup). Over the past decade, Mr. Bakhshandehpour served José Andrés Group as an operating partner, advisor and investor. Since 2015, Mr. Bakhshandehpour has also been the Chief Executive Officer & Managing Partner of Silverstone, a vertically integrated hospitality and lifestyle investment firm. From 2012 to 2015, Mr. Bakhshandehpour served as President, Chief Executive Officer and Board Member of SBE Entertainment, a Colony Capital portfolio company, where he was responsible for SBE Entertainment's global operations across the hotel, restaurant and entertainment divisions. Since October 2023, Mr. Bakhshandehpour has served as a member on the advisory board of Fiserv, Inc., a financial services company. Mr. Bakhshandehpour is also a member of Boutique & Luxury Lodging Association (BLLA)'s 2025 Advisory Board and Food & Beverage Committee. From 2014 to September 2021, Mr. Bakhshandehpour served as a member of the board of directors of the New Home Company, a homebuilder focused on the design, construction and sale of homes in major metropolitan areas. Mr. Bakhshandehpour holds a Bachelor of Science degree in Business Administration from Georgetown University's McDonough School of Business. We believe Mr. Bakhshandehpour is qualified to serve on our Board due to his experience in leading companies in the finance and hospitality industries and his knowledge of the board and corporate governance practices of other organizations.

***Seth Dallaire*** has served as a member of the Board since February 2025. Mr. Dallaire is Walmart's executive vice president and chief growth officer. From October 2021 to October 2024, Mr. Dallaire served as executive vice president and chief revenue officer of Walmart U.S. Prior to joining Walmart, Mr. Dallaire served as Instacart's chief revenue officer from October 2019 to October 2021. Prior to Instacart, Mr. Dallaire held leadership roles at Amazon until October 2019, including vice president of global advertising sales and marketing from 2012 to 2019. Before Amazon, Mr. Dallaire led sales teams for Yahoo! and Microsoft. Mr. Dallaire received his Bachelor of Arts from Vassar College and Master of Business Administration from New York University. We believe Mr. Dallaire is qualified to serve on our Board of Directors due to his extensive experience in leadership positions and insight acquired from working in global corporations.

***Karen Roter Davis*** has served as a member of the Board since August 2021. Ms. Davis is a Managing Partner at Entrada Ventures, a venture capital firm investing in high growth enterprise and industrial technology companies. Ms. Davis spent over a decade in senior leadership at Alphabet from 2003 to 2008 and from 2016 to 2022, overseeing Google's internal operations for its groundbreaking IPO and driving growth of some of the company's most successful new businesses, most recently as a Director at X (formerly Google X). In addition to her Entrada-related boards, she serves on the board of 360Learning S.A., where she is a member of the audit and M&A and finance committees, and she previously served on the board of Innovyze, acquired by Autodesk, where she was chair of the audit committee and member of the compensation committee. Ms. Davis earned her MBA from Kellogg School of Management at Northwestern University, her Juris Doctor from Northwestern University School of Law, and her Bachelor of Arts from Princeton University's School of Public & International Affairs. Ms. Davis is certified in Cybersecurity Oversight by Carnegie Mellon's Software Engineering Institute and the National Association of Corporate Directors. We believe Ms. Davis is qualified to serve on our Board due to her two decades of experience in the technology industry and her various senior leadership and advisory roles spanning startups to global corporations.

***Nancy Disman*** has served as a member of the Board from June 2020 to August 2022, and since September 2025. Ms. Disman previously served as Shift4 Payments, Inc.'s Chief Financial Officer between August 2022 and September 2025. From November 2017 to August 2022, Ms. Disman was the Chief Financial Officer and Chief Administrative Officer of Intrado Corporation, a provider of cloud-based technology. From April 2016 to March 2017, Ms. Disman served as the Chief Financial Officer and Chief Administrative Officer of the Merchant Acquiring Segment of Total System Services, Inc. ("TSYS"), a global provider of payment solutions, and from June 2014 to March 2016, Ms. Disman was the Chief Financial Officer of TransFirst, a merchant account provider in the credit card processing industry, prior to its acquisition by TSYS. Ms. Disman has also served as a member of the Audit Committee of the Board of Managers of West Technology Group LLC since August 2022. She holds a Bachelor of Science in Business Administration and Accounting from the State University of New York at Albany and is a Certified Public Accountant in the State of New York. We believe Ms. Disman is qualified to serve on our board of directors due to her experience as our previous Chief Financial Officer and in leading other companies in the payments industry, in addition to her knowledge in finance and accounting.

***Sarah Goldsmith-Grover*** has served as a member of the Board since June 2020 and from April 2021 to May 2021 served as our Interim Chief Marketing Officer. Ms. Grover is Principal of Sarah Grover, Inc., a strategic advisory firm focused on growth and transformation within the global hospitality industry. She brings more than 25 years of executive experience leading brand, marketing, and operational strategy for high-growth consumer and global restaurant companies. Ms. Grover spent the majority of her career at California Pizza Kitchen, where she held a series of senior leadership roles, including Executive Vice President and Chief Brand & Concept Officer. During her tenure, she played a key role in scaling the business from a regional 10-unit concept to a $600 million global brand, and successfully navigating multiple private equity and public company transitions. Recognized as a thought leader in brand strategy and customer engagement, Ms. Grover was named to Advertising Age's Marketing 50, and was recognized in 2020 as one of the Top 25 Executives in Casual Dining. She currently serves on the boards of ChowNow, Black Rock Coffee Bar, the UCLA Annual Restaurant Conference and the non-profit, Support + Feed. She holds a Bachelor of Arts in Communications from DePauw University. We believe Ms. Grover is qualified to serve on our Board due to her experience and insight acquired from leading companies in the restaurant and consumer industries.

***Jonathan Halkyard*** has served as a member of the Board since June 2020. Mr. Halkyard has served as the Chief Financial Officer of MGM Resorts International since January 2021. From September 2013 to November 2019, Mr. Halkyard held various senior management positions at Extended Stay America, Inc., an integrated hotel owner and operator, including Chief Executive Officer, Chief Financial Officer and Chief Operating Officer. Mr. Halkyard has also served as a member of the board of directors of Dave & Buster's Entertainment, Inc., a restaurant and entertainment business, since September 2011 until June 2021, including as the chair of its nominating and governance committee and member of its finance committee since June 2016, and as a member of its audit committee since September 2013. Mr. Halkyard has also served as a member of the board of directors of MGM China holdings Limited, an investment holding company principally engaged in the development and operation of casino games of chance in Macau, since June 2021. He previously served on the boards of directors of Extended Stay America, Inc., an operator of an economy apartment hotel chain, and ESH Hospitality, Inc., a real estate investment trust and the owner of the hotels, from January 2018 to November 2019. He holds a Bachelor of Arts in Economics from Colgate University and a Master's in Business Administration from Harvard Business School. We believe Mr. Halkyard is qualified to serve on our board of directors due to his experience in leading companies in the finance and hospitality industries and his knowledge of the board and corporate governance practices of other organizations.

## ITEM 1A. RISK FACTORS

*Investing in our Class A common stock or our Preferred Stock involves a high degree of risk. You should carefully consider the risks described below, the other information in this Annual Report, including our 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. The occurrence of any of the events described below 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.*

### Business risks

***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 involved 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 combined company may not be able to retain existing third-party relationships, or such third parties may seek to modify contractual relationships with the combined company, which could have an adverse effect on the combined company's business and operations. Third parties may terminate or alter existing contracts or relationships with us or Global Blue.***

As a result of the Global Blue Merger, the combined company may experience impacts on relationships with customers, suppliers and distributors that may harm the combined company's business and results of operations. Certain suppliers or distributors may seek to terminate or modify contractual obligations following the Global Blue Merger whether or not contractual rights are triggered as a result of the Global Blue Merger. There can be no guarantee that customers, suppliers and distributors will remain with or continue to have a relationship with the combined company or do so on contractual terms amenable to us following the Global Blue Merger. If any suppliers or distributors seek to terminate or modify contractual obligations or discontinue their relationship with the combined company, then the combined company's business and results of operations may be harmed.

***Substantial and increasingly intense competition worldwide in the financial services, payments and payment technology industries may adversely affect our overall business and operations.***

The financial services, payments and payment technology industries are highly competitive, and our payment services and solutions compete against all forms of financial services and payment systems, including cash, checks, and electronic, mobile, eCommerce and integrated payment platforms. Many of the areas in which we compete are evolving rapidly with shifting user needs and changing and disruptive technologies, products, and services. We compete against a wide range of businesses with varying roles within the payments value chain. If we are unable to differentiate ourselves from our competitors and drive value for our customers, we may not be able to compete effectively. Our competitors may introduce their own value-added or other innovative services or solutions more effectively than we do, which could adversely impact our current competitive position and prospects for growth. Our competitors also may be able to offer services that we do not offer. We also compete against new entrants that have developed alternative payment systems, eCommerce payment systems, payment systems for mobile devices and customized integrated software payment solutions. Failure to compete effectively against any of these competitive threats could adversely affect our business, financial condition or results of operations. In addition, some of our competitors are larger and/or have greater financial resources than us, enabling them to maintain a wider range of product offerings, mount extensive promotional campaigns and be more aggressive in offering products and services at lower rates, which may adversely affect our business, financial condition or results of operations. Furthermore, any negative publicity or perceptions involving the Company or our employees, brands, products, vendors, spokespersons or marketing and other partners may negatively impact our reputation and adversely impact our ability to compete effectively and could adversely affect our business, financial condition or results of operations.

***TFS is a competitive industry and we may lose merchant accounts to our competitors.***

Our TFS business competes primarily with other TFS providers and also competes with a limited number of merchants that provide TFS services in-house and governments that in-source the TFS process. The number of our competitors in the TFS business and the extent of their operations have been increasing in recent years, including a number of mobile app-based providers (i.e., technology start-ups) looking to disrupt the TFS business, and we expect them to continue to try to expand their operations. Our international payments business, on the other hand, competes with a wide variety of businesses of varying sizes, including online competitors providing omnichannel payment and currency conversion services to businesses and directly to individuals, often at better rates of exchange. Similarly, our Post-Purchase Solutions businesses compete with a large number of competitors, including in respect of the retail returns, e-receipts and online post-purchase process.

Actions taken by our competitors, as well as actions taken by us to maintain competitiveness, have placed and will continue to place pressure on our pricing, margins and profitability, as well as the availability and attractiveness of key contracts. In particular, certain competitors of our TFS business may offer a higher revenue share to merchants, which may be attractive to some merchants. This may require us to adjust the percentage of revenue sharing with such counterparties or lose merchant relationships. Our agreements with merchants do not contain exclusivity clauses, which makes it easier for competitors to establish relationships with the merchants that are part of our network. Our agreements with merchants are also generally short- to medium-term contracts, generally lasting three years on average. Upon scheduled renewal of a contract or during the term of a contract, we may face pressure regarding pricing or other contractual terms, making it more difficult to retain merchants on favorable terms, or we may be unable to renew contracts with merchants on satisfactory terms. If we lose existing merchant relationships or a sufficient number of key merchant partners, or if we are unable to renew existing contracts upon expiry at attractive terms or at all, this could have a material adverse effect on our business, results of operations and financial condition.

***Potential changes in the competitive landscape, including disintermediation from other participants in the payments chain, could harm our business.***

We expect the competitive landscape will continue to change in a variety of ways, including:

- rapid and significant changes in technology, resulting in new and innovative payment methods and programs that could place us at a competitive disadvantage and reduce the use of our products and services;
- competitors, including non-integrated payment processors (such as Chase Paymentech, Elavon, Worldpay, Fiserv and Global Payments) and integrated payment providers (such as Adyen, Lightspeed, Shopify, Square and Toast), merchants, governments and/or other industry participants may develop products and services that compete with or replace our value-added products and services, including products and services that enable payment networks and banks to transact with consumers directly;
- participants in the financial services, payments and payment technology industries may merge, create joint ventures, or form other business combinations that may strengthen their existing business services or create new payment services that compete with our services; and

- new services and technologies that we develop may be impacted by industry-wide solutions and standards related to migration to EMV standards, including chip technology, tokenization and other safety and security technologies.

Certain competitors could use strong positions in one or more industries to gain a competitive advantage over us by integrating competing platforms or features into products that they control, including but not limited to search engines, web browsers, mobile device operating systems, and social networks, by making acquisitions, or by making access to our platform more difficult. Further, current and future competitors could choose to offer a different pricing model, or to undercut our prices, in an effort to increase their market share. Failure to compete effectively against any of these or other competitive threats could adversely affect our business, financial condition or results of operations.

***Global economic, political and other conditions may adversely affect trends in consumer, business and government spending, which may adversely impact the demand for our services and our revenue and profitability.***

The financial services, payments and payment technology industries in which we operate depend heavily upon the overall level of consumer, business and government spending. A sustained deterioration in general economic conditions, including distress in financial markets and turmoil in specific economies around the world, may adversely affect our financial performance by reducing the number or average purchase amount of transactions we process, including as a result of business closures. A reduction in the amount of consumer spending or credit card transactions could result in a decrease in our revenue and profits.

Adverse economic trends may accelerate the timing, or increase the impact of, risks to our financial performance. These trends could include:

- declining economies and the pace of economic recovery can change consumer spending behaviors, on which the majority of our revenue is dependent;
- low levels of consumer and business confidence typically associated with recessionary environments, and those markets experiencing relatively high unemployment, may result in decreased spending by cardholders;
- budgetary concerns in the U.S. and other countries around the world could affect the U.S. and other sovereign credit ratings, which could impact consumer confidence and spending;
- financial institutions may restrict credit lines to cardholders or limit the issuance of new cards to mitigate cardholder credit concerns;
- uncertainty and volatility in the performance of our merchants' businesses, particularly SMBs, may make estimates of our revenues and financial performance less predictable;
- cardholders or merchants may decrease spending for value-added services we market and sell;
- government intervention, including the effect of laws, tariffs, regulations and government investments in our merchants, may have potential negative effects on our business and our relationships with our merchants or otherwise alter their strategic direction away from our products and services; and
- political tensions resulting in economic instability, such as due to wars in the Middle East and Eastern Europe and the related response, including sanctions or other restrictive actions, by the U.S. and/or other countries.

In addition, the banking industry remains subject to consolidation, regardless of overall economic conditions. In times of economic distress, various financial institutions in the markets we serve have been acquired or merged with and into other financial institutions, including those with which we partner. If a current referral partner of ours is acquired by another bank, the acquiring bank may seek to terminate our agreement and impose its own merchant services program on the acquired bank. We may be unable to retain our banking relationships post-acquisition, or may have to offer financial concessions to do so, which could adversely affect our results of operations or growth.

A global deterioration in economic conditions, which may have an adverse impact on discretionary consumer spending, could also impact our business. For instance, consumer spending has been, and may continue to be, negatively impacted by general macroeconomic conditions. If governments are not successful in addressing and rectifying market and economic conditions, adverse economic conditions may cause a material impact on our ability to raise capital, if needed, on a timely basis and on acceptable terms or at all.

***A decrease in VAT rates or changes in VAT or VAT refund policies in countries in which our TFS business operates could negatively affect our TFS 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.

***Price harmonization or convergence between destination geographies and home geographies 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.

Our TFS business is also subject to varying levels of supervision and regulation in the territories in which TFS services are offered. For instance, certain of our TFS operations rely on local licenses, authorizations and government agreements and any adverse changes to such licensing or authorization requirements or government agreements may result in a loss of, or adverse changes to, such operations. We currently holds licenses or government agreements to operate TFS services in Argentina, the Bahamas, Colombia, Cyprus, Denmark, Finland, France, Iceland, Korea, Latvia, Lebanon, Morocco, Peru, Poland, Singapore, Spain, Turkey and Uruguay.

Failure to obtain or maintain a license, be awarded a government tender in a particular location or comply with industry body standards, could preclude us from offering our TFS and/or payments businesses in that location or subject us to fines and penalties under local laws.

Our costs of compliance would also increase if countries were to adopt legislation requiring us to obtain licenses or government contracts to conduct TFS services, or if more of the countries in which we operate were to treat our Dynamic Currency Conversion ("DCC") services as a regulated business and require a license to offer currency conversion. Any material increase in the costs associated with obtaining and maintaining licenses or government contracts, or penalties for failure to comply, as a result of a change in law or otherwise, could force us to leave the relevant jurisdiction or lead to the payment of fines, which could have a material adverse effect on our business, results of operations and financial condition.

***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 TFS business, as its business model is reliant upon its merchant partners.

***We are exposed to fluctuations in inflation, which could negatively affect our business, financial condition and results of operations.***

The U.S. experienced historically high levels of inflation from 2021 through 2023. According to the U.S. Department of Labor, the annual inflation rate for the U.S. was 2.7% for the twelve months ended December 31, 2025. While inflation has decreased in 2024 and 2025, if the inflation rate increases again, it will likely affect our expenses, including, but not limited to, increased employee compensation expenses and costs for supplies. In the event inflation increases, we may seek to increase the sales prices of our products and services in order to maintain satisfactory margins. Any attempts to offset cost increases with price increases may reduce sales, increase customer dissatisfaction, or otherwise harm our reputation. Moreover, to the extent inflation has other adverse effects on the market, it may adversely affect our business, financial condition and results of operations.

***Our ability to anticipate and respond to changing industry trends and the needs and preferences of our merchants and consumers may adversely affect our competitiveness or the demand for our products and services.***

The financial services, payments and payments technology industries are subject to rapid technological advancements, resulting in new products and services, including mobile payment applications and customized integrated software payment solutions, and an evolving competitive landscape, as well as changing industry trends and the needs and preferences of our merchants and consumers. We expect that new services and technologies applicable to the financial services, payments and payment technology industries will continue to emerge, and external factors may accelerate such emergence. These changes may limit the competitiveness of and demand for our services. Also, our merchants continue to adopt new technology for business. We must anticipate and respond to these changes in order to remain competitive within our relative industries. In addition, failure to develop value-added services that meet the needs and preferences of our merchants could adversely affect our ability to compete effectively in our industry. Any new solution we develop or acquire might not be introduced in a timely or cost-effective manner and might not achieve the broad market acceptance necessary to generate significant revenue. In addition, these solutions could become subject to legal or regulatory requirements, which could prohibit or slow the development and provision of such new solutions and/or our adoption thereof. Furthermore, our merchants' potential negative reaction to our products and services can spread quickly through social media and damage our reputation before we have the opportunity to respond. Improving and enhancing the functionality, performance, reliability, design, security and scalability of our platform is expensive, time-consuming and complex, and to the extent we are not able to do so in a manner that responds to our merchants' evolving needs, our business, financial condition and results of operations will be adversely affected. If we are unable to anticipate or respond to technological or industry standard changes on a timely basis, our ability to remain competitive could be adversely affected.

***Our use of artificial intelligence and machine learning tools may subject us to regulatory requirements and additional risks and may adversely impact our reputation and the performance of our products, service offerings and business.***

We use artificial intelligence, machine learning, and automated decision-making technologies, including proprietary artificial intelligence and machine learning algorithms throughout our business, and are making significant investments to continuously improve our use of such technologies. For example, we use machine learning, artificial intelligence and automated decision-making technologies in our SkyTab Website Builder, a tool powered by artificial intelligence for restaurants to quickly and easily create a website for their business.

There are significant risks involved in developing, maintaining and deploying these technologies and there can be no assurance that the usage of such technologies will always enhance our products or services or be beneficial to our business, including our efficiency or profitability. In particular, if these artificial intelligence or machine learning models are incorrectly designed or implemented; trained or reliant on incomplete, inadequate, inaccurate, biased or otherwise poor quality data or on data to which we do not have sufficient rights; and/or are adversely impacted by unforeseen defects, technical challenges, cyber security threats or material performance issues, the performance of our products, services, and business, as well as our reputation and the reputations of our customers, could suffer or we could incur liability through the violation of laws, contracts to which we are a party or civil claims. Any confidential information that we input into a generative artificial intelligence platform could be leaked or disclosed to others, including sensitive information that is used to train the model. Further, our ability to continue to develop or use such technologies may be dependent on access to specific third-party software and infrastructure, such as processing hardware or third-party artificial intelligence models, and we cannot control the availability or pricing of such third-party software and infrastructure, especially in a highly competitive environment. Developing, testing, and deploying these technologies may also increase the cost profile of our products due to the level of investment needed to enable such initiatives.

In addition, the regulatory framework for artificial intelligence is rapidly evolving as many federal, state and foreign government bodies and agencies have introduced or are currently considering additional laws and regulations. Existing laws and regulations may be interpreted in ways that would affect the operation of our artificial intelligence technologies or could be rescinded or amended as new administrations take differing approaches to evolving artificial intelligence. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet completely determine the impact future laws, regulations, standards, or market perception of their requirements may have on our business and may not always be able to anticipate how to respond to these laws or regulations. In Europe, the EU Artificial Intelligence Act (the "EU AI Act") establishes a comprehensive, risk-based governance framework for artificial intelligence in the EU market, with the majority of substantive requirements applying from August 2, 2026. The EU AI Act applies to companies that develop, use and/or provide AI in the EU. Requirements are dependent on the AI use case and fines of up to 3% of worldwide annual turnover or 15 million euros (whichever is higher) can apply for breaches of requirements applicable to high-risk AI use cases. Once fully applicable, the EU AI Act, together with developing guidance and/or decisions in this area, may affect our use of artificial intelligence and our ability to provide, improve or commercialize our services, require additional compliance measures and changes to our operations and processes, result in increased compliance costs and potential increases in civil claims against us, and could adversely affect our business, operations and financial condition.

***Because we rely on third-party vendors to provide products and services, we could be adversely impacted if they fail to fulfill their obligations.***

We depend on third-party vendors for certain products and services, including components of our computer systems, software, data centers and telecommunications networks, to conduct our business. Any changes in these systems that degrade the functionality of our products and services, impose additional costs or requirements on it, or give preferential treatment to competitors' services, including their own services, could materially and adversely affect usage of our products and services. For example, in the U.S., EU, and Canada we are dependent on our relationship with a single third-party processor for services such as merchant authorization, processing, risk and chargeback monitoring accounting and clearing and settlement for the transactions we service. There can be no assurance that our backup systems and alternative arrangements would successfully avoid a significant disruption of processing in the event of an unforeseen event with this third-party. In the event our agreement with our third-party processor is terminated, or if upon its expiration we are unable to renew the contract on terms favorable to us, or at all, it may be difficult for us to replace these services, which may adversely affect our operations and profitability.

We also rely on third parties for specific software and devices used in providing our products and services. Some of these organizations and service providers provide similar services and technology to our competitors, and we do not have long-term or exclusive contracts with them.

Our computer systems, hardware, software, technology infrastructure and online sites and networks for both internal and external operations that are critical to our business (collectively, "IT Systems") as well as IT Systems of our merchants, software partners, and any other third party we may rely on, could be exposed to damage or interruption from, among other things, fire, natural disasters, power loss, telecommunications failure, unauthorized entry, computer viruses, denial-of-service attacks, social engineering/phishing, company insiders, acts of terrorism, human or technological error, vandalism or sabotage, financial insolvency, bankruptcy and similar events. In addition, we may be unable to renew our existing contracts with our most significant merchants and software partners, or our merchants and software partners may stop providing or otherwise supporting the products and services we obtain from them, and we may not be able to obtain these or similar products or services on the same or similar terms as our existing agreements, if at all. The failure of our third-party vendors to perform their obligations and provide the products and services we obtain from them in a timely manner for any reason could adversely affect our operations and profitability due to, among other consequences:

- loss of revenues;

- loss of merchants and software partners;
- loss of merchant and cardholder data;
- fines imposed by payment networks;
- enforcement action by regulators;
- harm to our business or reputation and brand resulting from negative publicity and loss of trust;
- exposure to fraud losses or other liabilities;
- additional operating and development costs; or
- diversion of management, technical, and other resources.

Our costs of compliance would also increase if countries were to adopt legislation requiring us to obtain licenses or government contracts to conduct TFS services, or if more of the countries in which we operate were to treat our Dynamic Currency Conversion ("DCC") services as a regulated business and require a license to offer currency conversion.

Our international payments business also depends on the involvement of card schemes, such as Visa or MasterCard, which act as intermediaries between Acquirers. If there is an increase in the prevalence of foreign exchange cards, which aim to provide currency conversion services at better foreign exchange rates or with lower fees than traditional cards, the number of travelers using our payments business could decrease. In addition, the relationship with providers of card schemes is similarly important and any deterioration or termination of such relationships could negatively impact our international payments business. For example, if card schemes, such as Visa or MasterCard, decided to cease allowing our Dynamic Currency Conversion ("DCC") services, the results of our international payments business would be adversely affected. An increase in fees charged by card schemes in connection with currency conversion transactions may reduce our margins or compromise our international payments business model.

Our international payments business may be subject to reputational risks in the event of adverse publicity relating to certain products that we offer, such as DCC. Further, there is a risk that international shoppers no longer utilize our DCC offerings, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Acquisitions, dispositions, and other strategic transactions create certain risks and may adversely affect our business, financial condition or results of operations.***

We have acquired businesses and may continue to make acquisitions of businesses or assets, dispositions, or enter into other strategic transactions in the future. Strategic transactions, including the acquisition and integration of businesses or assets, involve a number of risks. These risks include valuation (determining a fair price for the business or assets), integration (managing the process of integrating the acquired business' people, products, technology and other assets to extract the value and synergies projected to be realized in connection with the acquisition), regulation (obtaining regulatory or other government approvals that may be necessary to complete the acquisition and becoming subject to additional or new ongoing regulatory requirements) and due diligence (including identifying risks to the prospects of the business, including undisclosed or unknown liabilities or restrictions to be assumed in the acquisition). Moreover, we may fail to successfully identify appropriate strategic transactions, including acquisition candidates, enter new markets or industries, or integrate any acquisitions consummated in a relatively short amount of time and, as a result, may fail to realize the synergies, cost savings and other benefits expected from such acquisitions. In addition, a significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill and other intangible assets. We are required to test goodwill and any other intangible assets with an indefinite life for possible impairment on an annual basis, or more frequently, when circumstances indicate that impairment may have occurred. We are also required to evaluate amortizable intangible assets and fixed assets for impairment if there are indicators of a possible impairment. In the future, if our acquisitions do not yield expected returns, we may be required to take charges to our results of operations based on this impairment assessment process, which could adversely affect our results of operations. See "—Financial risks—Our balance sheet includes significant amounts of goodwill and intangible assets. The impairment of a significant portion of these assets would negatively affect our business, financial condition or results of operations."

In addition, to the extent we pursue transactions including acquisitions outside of the U.S., these potential transactions often involve additional or increased risks including:

- managing geographically separated organizations, systems and facilities;
- integrating personnel with diverse business backgrounds and organizational cultures;
- complying with non-U.S. regulatory and other legal requirements;
- addressing financial and other impacts to our business resulting from fluctuations in currency exchange rates and unit economics across multiple jurisdictions;
- enforcing intellectual property rights outside of the U.S.;

- difficulty entering new non-U.S. markets due to, among other things, consumer acceptance and business knowledge of these markets; and
- general economic and political conditions. See "—Business risks—Global economic, political and other conditions may adversely affect trends in consumer, business and government spending, which may adversely impact the demand for our services and our revenue and profitability."

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of one or more of our combined businesses and the possible loss of key personnel. The diversion of management's attention and any delays or difficulties encountered in connection with strategic transactions and their integration could adversely affect our business, financial condition or results of operations.

***We expect to consider from time to time further strategic opportunities that may involve acquisitions, dispositions, investments in joint ventures, partnerships, and other strategic alternatives that may enhance shareholder value, any of which may result in the use of a significant amount of management resources or significant costs, and we may not be able to fully realize the potential benefit of such transactions.***

We expect to continue to consider acquisitions, dispositions, investments in joint ventures, partnerships, and other strategic alternatives that may enhance shareholder value. Our Board and management may from time to time be engaged in evaluating potential transactions and other strategic alternatives. In addition, from time to time, we may engage financial advisors, enter into non-disclosure agreements, conduct discussions, and undertake other actions that may result in one or more transactions. Although there would be uncertainty that any of these activities or discussions would result in definitive agreements or the completion of any transaction, we may devote a significant amount of management resources to analyzing and pursuing such a transaction, which could negatively impact operations. In addition, we may incur significant costs in connection with seeking such transactions or other strategic alternatives regardless of whether the transaction is completed. In the event that we consummate an acquisition, disposition, partnership, or other strategic alternative in the future, we cannot be certain that we would fully realize the anticipated benefits of such a transaction and cannot predict the impact that such strategic transaction might have on our operations or stock price.

***Our DPLTA with Vectron may subject us to certain risks that could adversely affect our business, financial condition or results of operations.***

In June 2025, we entered into a Domination and/or Profit and Loss Transfer Agreement ("DPLTA") with Vectron and its minority shareholders. According to the applicable provisions of the German Stock Corporation Act, under a DPLTA, we are obligated to compensate any annual net loss of Vectron. Furthermore, each remaining minority Vectron shareholder has the option to either:

- Remain a Vectron shareholder and receive an adequate fixed or variable annual guaranteed dividend in the case of a domination agreement, or annual recurring compensation in the case of a profit and loss transfer agreement, as stipulated by the German Stock Corporation Act.
- Receive adequate exit compensation in exchange for their Vectron shares, in accordance with the provisions of the German Stock Corporation Act.

Vectron shareholders choosing the first option may later elect the second option for as long as the offer for the exit compensation remains open. Our obligation to pay an adequate fixed or variable annual guaranteed dividend or annual recurring compensation could result in a continuous payment obligation that may be higher than the dividends otherwise distributed to Vectron's shareholders.

***Our inability to protect our IT Systems and Confidential Information, as well as the IT Systems of third parties we rely on, from continually evolving cybersecurity risks, security breaches or other technological risks could affect our reputation and brand among our merchants and consumers and may expose us to material financial penalties and legal liability.***

We are subject to a number of legal requirements, contractual obligations and industry standards regarding security, data protection and privacy, and operational resilience, and any failure to comply with these requirements, obligations or standards could have an adverse effect on our reputation, brand, business, financial condition and results of operations.

In conducting our business, we collect, process, transmit and store sensitive business information and personal information about our merchants, consumers, sales and financial institution partners, vendors, and other parties, including account access credentials, credit and debit card numbers, bank account numbers, social security numbers, driver's license numbers, names and addresses and other types of personal information and sensitive business information, such as trade secrets and other proprietary information (collectively, "Confidential Information"). Some of this Confidential Information is also processed and stored by our merchants, software and financial institution partners, third-party service providers to whom we outsource certain functions and other agents, (collectively, "Associated Third Parties"). We have certain responsibilities to payment networks and their member financial institutions for any failure, including the failure of our Associated Third Parties, to protect this Confidential Information.

We face numerous and evolving cybersecurity risks that threaten the confidentiality, integrity and availability of IT Systems and Confidential Information. In addition, as a provider of security-related solutions to merchants and other business customers, our products and services may themselves be targets of cyberattacks that attempt to sabotage or otherwise disable them. There can be no assurance that our cybersecurity risk management program and processes, detailed in Item 1C. "Cybersecurity" elsewhere in this Annual Report, including our policies (including an incident response plan), controls, or procedures, will be fully implemented, complied with, or effective in protecting our IT Systems and Confidential Information. The defensive and preventative measures we take ultimately may not be able to effectively detect, prevent, or protect against or otherwise mitigate losses from all cyberattacks, and it is virtually impossible for us to eliminate cybersecurity risk entirely. Any compromise of our IT Systems could lead to system disruptions or slowdowns and the exploitation of security vulnerabilities of our products. Additionally, the Confidential Information stored on our IT Systems could be accessed, publicly disclosed, misused, lost, or stolen, which could subject us to liability and cause us financial harm.

Our IT Systems and those of our Associated Third Parties have been, and could be in the future, subject to breaches, and our data protection measures may not prevent unauthorized access. We have previously been the target of malicious third-party attempts to identify and exploit system vulnerabilities, and/or penetrate or bypass our security measures, in order to gain unauthorized access to our networks and systems or those of third parties associated with us, and we expect to be the target of such attempts in the future. For example, we have been the target of frequent phishing and distributed denial-of-service attempts. If these attempts are successful, it could lead to the compromise of Confidential Information. While to date no incidents have had a material impact on our operations or financial results, we cannot guarantee that material incidents will not occur in the future. Furthermore, while we proactively employ multiple methods at different layers of our IT Systems to defend against intrusion and attack and to protect our Confidential Information, we cannot be certain that these measures will be sufficient to counter all current and emerging technology threats. Increased remote operations create an additional risk of attack while decreasing our ability to monitor. Remote and hybrid working arrangements at our company, and at many of our Associated Third Parties, increase cybersecurity risks due to the challenges associated with managing remote computing assets and security vulnerabilities that are present in many non-corporate and home networks.

While we believe the procedures and processes we have implemented to handle an attack are adequate, cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are becoming increasingly sophisticated in using techniques and tools, including artificial intelligence, that circumvent security controls, evade detection and remove forensic evidence. These threats can come from diverse threat actors, such as state-sponsored organizations, opportunistic hackers and hacktivists, as well as through diverse attack vectors, such as social engineering/phishing, company insiders, suppliers or providers, and as a result of human or technological error, including misconfigurations, "bugs", or other vulnerabilities in software and hardware. As such, we may be unable to detect, investigate, remediate, or recover from future attacks or incidents, or to avoid a material adverse impact to our business. Specifically, computer viruses and other malware can be distributed and could infiltrate our IT Systems or those of our Associated Third Parties. Ransomware attacks, including those from organized criminal threat actors, nation-states, and nation-state supported actors, are becoming increasingly prevalent and severe, and can lead to significant interruptions in our operations, loss of data and income, reputational loss, diversion of funds, and may result in fines, litigation and unwanted media attention. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting payments (e.g., OFAC regulations). In addition, denial of service or other attacks could be and have been launched against us for a variety of purposes, including, for example, to interfere with our services or create a diversion for other malicious activities. While we maintain cybersecurity and technology errors and omissions insurance coverage that covers certain aspects of cyber risks, it may not be sufficient in type or amount to cover us against claims related to breaches, failures or other data security-related incidents, and we cannot be certain that such insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. Further, while we select our Associated Third Parties carefully, we do not control their actions. Any problems experienced by our Associated Third Parties, including those resulting from breakdowns or other disruptions in the services provided by such parties or cyberattacks and security breaches, could adversely affect our ability to service our merchants or otherwise conduct our business.

We could also be subject to liability for claims (including class actions) relating to misuse of Confidential Information, such as unauthorized marketing purposes and violation of consumer protection or data privacy laws. We cannot provide assurance that the contractual requirements related to security and privacy that we impose on our service providers who have access to Confidential Information will be followed or will be adequate to prevent the unauthorized use or disclosure of Confidential Information. In addition, we have agreed in certain agreements to take certain protective measures to ensure the confidentiality of Confidential Information. The costs of systems and procedures associated with such protective measures may increase and could adversely affect our ability to compete effectively. Any failure to adequately enforce or provide these protective measures could result in liability, protracted and costly litigation, governmental and card network intervention and fines and, with respect to misuse of personal information of our merchants and consumers, lost revenue and reputational harm.

Moreover, as we process debit and credit cards as a part of our services, we are subject to the Payment Card Industry Data Security Standard ("PCI-DSS"), issued by the Payment Card Industry Security Standards Council. PCI-DSS imposes compliance obligations with regard to our security surrounding the physical and electronic storage, processing and transmission of cardholder data. Compliance with PCI-DSS and implementing related procedures, technology and information security measures requires significant resources and ongoing attention. Costs and potential problems and interruptions associated with the implementation of new or upgraded systems and technology, such as those necessary to achieve compliance with PCI-DSS or with maintenance or adequate support of existing systems could also disrupt or reduce the efficiency of our operations, especially since processing cardholder data is at the center of our business operations. Any material interruptions or failures in our payment related systems could have a material adverse effect on our business, including loss of customer trust, results of operations and financial condition. If there are amendments to PCI-DSS, the cost of compliance could increase and we may suffer loss of critical data and interruptions or delays in our operations as a result. If we are unable to comply with the security standards established by banks and the payment card industry, we may be subject to fines, restrictions and expulsion from card acceptance programs, which could materially and adversely affect our business.

Further, we are directly subject to the requirements of the Digital and Operational Resilience Act ("DORA") in the EU, as an in-scope financial institution. Consequently, we have an increased compliance burden in relation to managing the digital and operational resilience and security of our, and our ICT service providers', systems, which may require additional resources and incur costs, and any perceived non-compliance may result in regulatory scrutiny, and if found to be non-compliant, significant fines and corrective orders under DORA (and, where applicable, criminal penalties under Member State national law).

Any type of security breach, attack or misuse of Confidential Information, whether experienced by us or an Associated Third Party, could harm our reputation and brand and invite negative publicity, deter existing or prospective merchants from using our services, increase our operating expenses in order to contain and remediate the incident, expose us to unbudgeted or uninsured liability, disrupt our operations (including potential service interruptions), divert management focus away from other priorities, expose us to claims and costly litigation (including class action lawsuits), increase our risk of regulatory scrutiny, result in the imposition of penalties and fines under state, federal and foreign laws or by payment networks and adversely affect our continued payment network registration and financial institution sponsorship. Further, if we were to be removed from networks' lists of PCI-DSS, compliant service providers, our existing merchants, sales and financial institution partners or other third parties may cease using or referring our services. Also, prospective merchants, sales partners, financial institution partners or other third parties may choose to terminate their relationship with us, or delay or choose not to consider us for their processing needs, and the payment networks on which we rely could refuse to allow us to continue processing through their networks. We may also be required by applicable regulations to report data breaches and major security incidents to our regulators, which may result in regulatory inquiries, investigations or enforcement actions. Any of the foregoing could adversely impact market acceptance of our products and seriously affect our business, financial condition or results of operations.

***We collect, process, store, and use data, including personal information, which subjects us to governmental regulation and other legal obligations, particularly related to privacy, data protection and information security, and marketing across different markets where we conduct our business. Our actual or perceived failure to comply with such obligations could harm our business and/or result in reputational harm, loss of customers, material financial penalties and legal liabilities.***

In the U.S. and other jurisdictions in which our services are used, we are subject to various privacy, data protection and information security, and consumer protection laws (including laws on disputed transactions), related regulations, and industry standards (e.g., PCI-DSS). If we are found to have breached such laws, regulations, or standards in any such market, we may be subject to enforcement actions that require us to change our business practices in a manner which may negatively impact our revenue, as well as expose ourselves to litigation, fines, civil and/or criminal penalties and adverse publicity that could cause our customers to lose trust in us, negatively impacting our reputation, brand and business in a manner that harms our financial position.

As part of our business, we collect personal information, as well as other potentially sensitive and/or regulated data from our consumers and the merchants we work with. As a result, we are subject to certain laws and regulations in the U.S. that restrict how personal information is collected, processed, stored, transferred, used and disclosed, as well as set standards for its security, implement notice requirements regarding privacy practices, and provide individuals with certain rights regarding the use, disclosure and sale of their protected personal information. For example, the FTC and many state attorneys general are interpreting federal and state consumer protection laws to impose standards for the online collection, use, dissemination, and security of personal information. Such standards require us to publish statements that describe how we handle personal information and choices individuals may have about the way we handle their personal information. If such statements that we publish are found to be untrue or inaccurate, we may be subject to government claims of unfair or deceptive trade practices, which could lead to regulatory investigations, significant liabilities and other consequences. Moreover, according to the FTC, violating consumers' privacy rights or failing to take appropriate steps to keep consumers' personal information secure may constitute unfair acts or practices in or affecting commerce in violation of Section 5(a) of the FTC Act. State consumer protection laws provide similar causes of action for unfair or deceptive practices. Some states, such as California and Massachusetts, have passed specific laws mandating reasonable security measures for the handling of certain personal information. Further, privacy advocates and industry groups have regularly proposed and sometimes approved, and may propose and approve in the future, self-regulatory standards with which we must legally comply or that contractually apply to us.

In addition, the GLBA regulates, among other things, the use of non-public personal information of consumers that is held by financial institutions. We may be considered a service provider to "financial institutions" and therefore subject to various GLBA-related contractual obligations, including requirements relating to the physical, administrative and technological protection of non-public personal financial information. Breach of the GLBA can result in civil and/or criminal liability and sanctions by regulatory authorities and/or contractual liability.

Moreover, in the U.S., both the federal and various state governments have adopted or are considering, additional laws, guidelines or rules for the collection, distribution, use and storage of information collected from or about consumers or their devices. For example, the CCPA requires specific disclosures to California residents, imposes rules for collecting or using information about California residents, and affords California residents rights with respect to their personal information, including rights to opt out of certain disclosures of personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for certain data breaches that is expected to increase data breach litigation. The effects of the CCPA and its implementing regulations, and uncertainties about the scope and applicability of exemptions that may apply to our business (including an exemption as to data that is subject to the GLBA), are potentially significant and may require us to modify our data collection or processing practices and policies and to incur substantial costs and expenses in an effort to comply. Additionally, the enactment of the CCPA has prompted a wave of similar legislative developments in other states in the U.S., which has created a patchwork of overlapping but different state laws. For example, since the CCPA went into effect, comprehensive privacy statutes that share similarities with the CCPA are now in effect and enforceable in numerous states.

In Europe and the UK, we are subject to the EU GDPR and UK GDPR, which comprehensively regulates the use of our personal data, including cross-border transfers of personal data out of the EEA and the UK. In relation to such cross-border transfers of personal data, we expect the existing legal complexity and uncertainty regarding international personal data transfers to continue. In particular, we expect the European Commission approval of the current EU-US Data Privacy Framework for data transfers to certified entities in the U.S. and to other jurisdictions more generally to continue to be subject to enhanced scrutiny by regulators. As the regulatory guidance and enforcement landscape in relation to data transfers continue to develop, we could suffer additional costs, complaints and/or regulatory investigations or fines; we may have to stop using certain tools and vendors and make other operational changes; we may have to implement alternative data transfer mechanisms under the GDPR and/or take additional compliance and operational measures; and/or it could otherwise affect the manner in which we provide our services, and could adversely affect our business, operations and financial condition.

We are also subject to evolving laws on cookies, tracking technologies and e-marketing. In the EU and the UK under national laws derived from the ePrivacy Directive, informed consent is required for the placement of a cookie or similar technologies on a user's device and for direct electronic marketing. The GDPR also imposes conditions on obtaining valid consent for cookies, such as a prohibition on pre-checked consents and a requirement to ensure separate consents are sought for each type of cookie or similar technology. Recent European court and regulator decisions are driving increased attention to cookies and tracking technologies requiring a strict opt-in to all but essential use cases. This trend could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing activities, divert the attention of our technology personnel, adversely affect our margins, and subject us to additional liabilities, including fines and orders to change our practices as well as civil claims, including class actions, and reputational damage.

Restrictions on the collection, use, sharing or disclosure of personal information or additional requirements and liability for security and data integrity could require us to modify our solutions and features, possibly in a material manner, could limit our ability to develop new services and features and could subject us to increased compliance obligations and regulatory scrutiny. Non-compliance with data protection and privacy requirements may result in regulatory fines (which for certain breaches of the GDPR are up to the greater of €20 million/£17.5 million or 4% of total global annual turnover), regulatory investigations, reputational damage, orders to cease/change our processing of our data, enforcement notices, and/ or assessment notices (for a compulsory audit). Since we are under the supervision of relevant data protection authorities in both the EEA and the UK, we may be fined under both the EU GDPR and UK GDPR for the same breach. We may also face civil claims including representative actions and other class action type litigation (where individuals have suffered harm), potentially amounting to significant compensation or damages liabilities, as well as associated costs, diversion of internal resources, and reputational harm.

***We are subject to EU and UK financial services laws and regulations. We may also be subject to laws and regulations relating to cryptocurrencies in various jurisdictions where we conduct our business. Such laws and regulations can be complex, are subject to change, and complying with them across various jurisdictions imposes operational, time, and cost constraints on our business. Our actual or perceived failure to comply with such obligations could harm our business and/or result in reputational harm, loss of customers, material financial penalties and legal liabilities.***

We conduct regulated payment services business in the EU via our Maltese Financial Institution licensed entity, which is subject to various ongoing Maltese financial services regulatory requirements, including the requirements of PSD2 as transposed into Maltese law. These requirements include regulatory capital and liquidity requirements, organizational and governance requirements, conduct of business requirements, requirements relating to safeguarding of customer funds, and regulatory reporting requirements. Our Malta Financial Institution is subject to the ongoing supervision of the Malta Financial Services Authority, which has a broad set of regulatory powers in relation to Maltese licensed Financial Institutions, including powers to conduct routine supervisory exams and inspections, undertake investigations, and take enforcement actions.

We also conduct regulated payment services business in the UK via our UK Authorised Payment Institution, which is subject to various ongoing UK financial services regulatory requirements similar to those described above in relation to our Maltese Financial Institution. Our UK Authorised Payment Institution is subject to the ongoing supervision of the UK Financial Conduct Authority, which had a broad set of regulatory powers in relation to UK Authorised Payment Institutions, similar to those described above in relation to Malta Financial Services Authority.

We also recently acquired an Italian Payment Institution supervised by the Bank of Italy, which is subject to various ongoing Italian financial services regulatory requirements similar to those described above in relation to our Maltese Financial Institution. The Bank of Italy has a broad set of regulatory powers in relation to Italian payment institutions, similar to those described above in relation to Malta Financial Services Authority.

If we fail to comply with one or more applicable financial services requirements in Malta, Italy or the UK, we may be subject to regulatory enforcement action, including potential restriction or withdrawal of our licenses, public censure by the relevant regulator, and/or fines, any of which could harm our business and/or result in reputational harm, loss of customers, material financial penalties or legal liabilities.

Furthermore, our current and planned cryptocurrency offerings could subject us to additional regulations, licensing requirements, or other obligations. Compliance with any such regulations may be complex and costly. Cryptocurrencies are not considered legal tender or backed by most governments, and have experienced technological flaws and various law enforcement and regulatory interventions. The use of cryptocurrency, such as bitcoin, has been prohibited or effectively prohibited in some countries. In addition, in the U.S. and certain other jurisdictions, certain cryptocurrencies may be securities and subject to the securities laws of the relevant jurisdictions. If we fail to comply with any relevant laws, regulations or prohibitions that may be applicable to us, we could face regulatory or other enforcement actions and potential fines or other consequences. The rapidly evolving regulatory landscape with respect to cryptocurrency may subject us to inquiries or investigations from regulators and governmental authorities, require us to make product changes, restrict or discontinue product offerings, and implement additional and potentially costly controls. If we fail to comply with regulations, requirements, prohibitions or other obligations applicable to us, we could face regulatory or other enforcement actions and potential fines and other consequences.

Cryptocurrencies have in the past and may in the future experience periods of extreme price volatility. Fluctuations in the value of any cryptocurrencies or other digital assets that we might hold could also lead to volatility in our financial results and could have an adverse impact on our business. For example, currently there are no specific standards under IFRS regarding the accounting for cryptocurrencies, NFTs and similar instruments. In the event that the IASB issues new standards or amendments to existing standards in respect of these instruments, the accounting treatment may differ from the market practice applied by companies under existing accounting standards and guidance. In addition, governments could choose to curtail or outlaw the acquisition, use or redemption of cryptocurrency. In such a case, ownership of, holding or trading in cryptocurrency would be considered illegal and subject to sanction. These uncertainties, as well as future accounting and tax developments, or other requirements relating to cryptocurrency could expose us to litigation, regulatory action or possible liability, and have an adverse effect on our business.

In addition, financial and third-party risks related to our cryptocurrency offerings, such as inappropriate access to or theft or destruction of cryptocurrency assets held by our custodian, insufficient insurance coverage by the custodian to reimburse us for all such losses, the custodian's failure to maintain effective controls over the custody and settlement services provided to us, the custodian's inability to purchase or liquidate cryptocurrency holdings, and defaults on financial or performance obligations by counterparty financial institutions, could materially and adversely affect our financial performance and significantly harm our business.

***We may experience failures in our IT Systems due to software defects, misconfigurations, "bugs", computer viruses and development delays, which could damage customer relations, and our reputation and brand, and expose us to material financial penalties and legal liability.***

Our core business depends heavily on the reliability of our IT Systems, including our processing systems, as well as the security of the applications and systems we develop and license to our customers, in addition to the security of the processing system of our sponsor bank. Software defects or vulnerabilities, misconfigurations, "bugs", computer viruses, a system outage, or other failures could adversely affect our business, financial condition or results of operations, including by damaging our reputation and brand or exposing us to third-party liability. Payment network rules, standards, and certain governmental regulations allow for possible penalties if our products and services do not meet certain operating standards. To successfully operate our business, we must be able to protect our systems from interruption, including from events that may be beyond our control. Events that could cause system interruptions, system failures, or data loss include, but are not limited to, fire, natural disasters, unauthorized entry, power loss, telecommunications failure, cyberattacks, computer viruses, terrorist acts and war. To help protect against these events, we perform a portion of disaster recovery operations ourselves, as well as utilize select third parties for certain operations. To the extent we outsource any disaster recovery functions, we are at risk of the merchant's unresponsiveness or other failures in the event of breakdowns in our systems. In addition, our property and business interruption insurance may not be adequate to compensate us for all losses or failures that may occur.

Our products and services are based on sophisticated IT Systems that are constantly evolving. We often encounter delays and cost overruns in developing changes implemented to our systems. In addition, the underlying software may contain undetected errors, viruses, misconfigurations, "bugs", defects, or other vulnerabilities. Defects in our software products and errors or delays in our processing of electronic transactions could result in additional development costs, diversion of technical and other resources from our other development efforts, loss of credibility with current or potential merchants, harm to our reputation and brand and/or exposure to liability claims. In addition, we rely on technologies supplied to us by third parties that may also contain undetected errors, viruses or defects that could adversely affect our business, financial condition or results of operations. Although we attempt to limit our potential liability for warranty claims through disclaimers in our software documentation and limitation of liability provisions in our licenses and other agreements with our merchants and software partners, we cannot assure that these measures will be successful in limiting our liability. Additionally, we and our merchants and software partners are subject to payment network rules. If we do not comply with payment network requirements or standards, we may be subject to fines or sanctions, including suspension or termination of our registrations and licenses necessary to conduct business. We may also be required by applicable regulations to report data breaches and major security incidents to our regulators, which may result in regulatory inquiries, investigations or enforcement actions. We have experienced high growth rates in payment transaction volumes over the past years and expect growth to continue in the coming years; however, despite the implementation of architectural changes to safeguard sufficient future processing capacity on our payments platform, in the future the payments platform could potentially reach the limits of the number of transactions it is able to process, resulting in longer processing time or even downtime. Our efforts to safeguard sufficient future processing capacity are time-consuming, involve significant technical risk and may divert our resources from new features and products, and there can be no guarantee that these efforts will succeed. Furthermore, any efforts to further scale the platform or increase its complexity to handle a larger number or more complicated transactions could result in performance issues, including downtime. A failure to adequately scale our payments platform could therefore materially and adversely affect our business, financial condition or results of operations.

***We may not be able to continue to expand our share of the existing payment processing markets or expand into new industries, which would inhibit our ability to grow and increase our profitability.***

Our future growth and profitability depend upon the growth of the industries in which we currently operate and our ability to increase our penetration and service offerings within these industries, as well as the emergence of new markets for our services and our ability to successfully expand into these new industries. It is difficult to attract new merchants because of potential disadvantages associated with switching payment processing vendors, such as transition costs, business disruption and loss of accustomed functionality. There can be no assurance that our efforts to overcome these factors will be successful, and this resistance may adversely affect our growth. A merchant's payment processing activity with us may also decrease for a variety of reasons, including the merchant's level of satisfaction with our products and services, the effectiveness of our support services, pricing of our products and services, the pricing and quality of competing products or services, the effects of global economic conditions, or reductions in consumer spending levels.

Our expansion into new markets is also dependent upon our ability to adapt our existing technology and offerings, or to develop new or innovative applications, to meet the particular service needs of merchants in each new market. In order to do so, we will need to anticipate and react to market changes and devote appropriate financial and technical resources to our development efforts, and there can be no assurance that we will be successful in these efforts.

Furthermore, we may continue to expand into new geographical markets, including foreign countries, in which we do not currently have operating experience. We cannot guarantee that we will be able to successfully continue such expansion efforts due to our lack of experience in such markets and the multitude of risks associated with global operations, or that we will be able to obtain appropriate regulatory approval.

***As we expand into new geographies, we are subject to additional risks associated with our international operations, including compliance with and changes in foreign regulations and governmental policies.***

We have begun offering merchant acquiring and processing services in geographies outside of the U.S., including Canada, the European Union and United Kingdom, where we are directly subject to financial regulatory requirements. We may become subject to additional Canadian, European Union and United Kingdom financial regulatory requirements and we could become subject to risks associated with the ongoing uncertainty surrounding the future relationship between the United Kingdom and the European Union (including any resulting economic downturn) following the United Kingdom's exit from the European Union ("Brexit"). We are subject to risks associated with operations in international markets, including changes in foreign governmental policies and requirements applicable to our business, including the presence of more established competitors and our lack of experience in such non-U.S. markets. In addition, any current or future partners in non-U.S. jurisdictions, may also be acquired, reorganized or otherwise disposed of in the event of further market turmoil or losses in their loan portfolio that result in such financial institutions becoming less than adequately capitalized. Our revenue derived from these and other non-U.S. operations is, and will be, subject to additional risks, including those resulting from social and geopolitical instability and unfavorable political or diplomatic developments, all of which could adversely affect our business, financial condition or results of operations.

As we continue to expand internationally, we may face challenges due to the presence of more established competitors and our lack of experience in such non-U.S. markets. If we are unable to successfully manage these risks relating to the international expansion of our business, it could adversely affect our business, financial condition or results of operations.

***Our services and products must integrate with a variety of operating systems, software, devices and web browsers, and our business may be materially and adversely affected if we are unable to ensure that our services interoperate with such operating systems, software, devices and web browsers.***

We are dependent on the ability of our products and services to integrate with a variety of operating systems, software and devices, such as the POS terminals we provide to merchants, as well as web browsers that we do not control. Any changes in these systems that degrade the functionality of our products and services, impose additional costs or requirements on us, or give preferential treatment to competitive services, could materially and adversely affect usage of our products and services. In addition, system integrators may show insufficient appetite to enable our products and services to integrate with a variety of operating systems, software and devices. In the event that it is difficult for our merchants to access and use our products and services, our business, financial condition, results of operations and prospects may be materially and adversely affected.

***We depend, in part, on our merchant and software partner relationships and strategic partnerships with various institutions to operate and grow our business. If we are unable to maintain these relationships and partnerships, our business may be adversely affected.***

We depend, in part, on our merchant and software partner relationships and partnerships with various institutions to operate and grow our business. We rely on the growth of our merchant and other strategic relationships, and our ability to maintain these relationships and other distribution channels, to support and grow our business. For example, we maintain proprietary and exclusive integrations with certain software partners. If we fail to maintain these relationships, or if our software partners or other strategic partners fail to maintain their brands or decrease the size of their branded networks, our business may be adversely affected. In addition, our contractual agreements with our merchants and other strategic partners vary in length and may also allow for early termination upon the occurrence of certain events. There can be no assurance that we will be able to renew these contractual agreements on similar terms or at all. The loss of merchant or software partner relationships could adversely affect our business, financial condition or results of operations.

We rely on our sponsor bank to provide sponsorship to card and other payment networks and treasury services in the U.S. and Canada. If our sponsor bank stops providing sponsorship and treasury services, we would need to find one or more other financial institutions to provide those services. If we are unable to find a replacement institution, we may no longer be able to provide processing services to certain merchants, which could adversely affect our business, financial condition or results of operations. In the event of a chargeback, merchant bankruptcy or other failure to fund, or other intervening failure in the payment network system, we may be unable to recoup certain payments, which could adversely affect our business, financial condition or results of operations.

***A significant number of our merchants are small- and medium-sized businesses and small affiliates of large companies, which can be more difficult and costly to retain than larger enterprises and may increase the impact of economic fluctuations on us.***

We market and sell our products and services to, among others, SMBs. To continue to grow our revenue, we must add merchants, sell additional services to existing merchants and encourage existing merchants to continue doing business with us. However, retaining SMBs can be more difficult than retaining large enterprises, as SMB merchants often have higher rates of business failure and more limited resources, may have decisions related to the choice of payment processor dictated by their affiliated parent entity, and are more able to change their payment processors than larger organizations dependent on our services.

SMBs are typically more susceptible to the adverse effects of economic fluctuations. Adverse changes in the economic environment or business failures of our SMB merchants may have a greater impact on us than on our competitors who do not focus on SMBs to the extent that we do. As a result, we may need to attract and retain new merchants at an accelerated rate or decrease our expenses to reduce negative impacts on our business, financial condition and results of operations.

***Degradation of the quality of the products and services we offer, including support services, could adversely impact our ability to attract and retain merchants and software partners.***

Our merchants and software partners expect a consistent level of quality in the provision of our products and services. The support services we provide are a key element of the value proposition to our merchants and software partners. If the reliability or functionality of our products and services is compromised or the quality of those products or services is otherwise degraded, or if we fail to continue to provide a high level of support, we could lose existing merchants and software partners and find it harder to attract new merchants and software partners. If we are unable to scale our support functions to address the growth of our merchant and partner network, or our employees in alternative work locations are unable to adequately support customers, the quality of our support may decrease, which could adversely affect our ability to attract and retain merchants and software partners. This could adversely affect our business, financial condition or results of operations.

***Our business is subject to the risk of natural disasters, adverse weather events and other catastrophic events, and to interruption by manmade problems such as terrorism.***

A significant natural disaster could have a material and adverse effect on our business. Our business is vulnerable to damage or interruption from earthquakes, fires, floods, hurricanes, power losses, telecommunications failures, terrorist attacks, acts of war, global pandemics, human errors and similar events. The third-party systems and operations on which we and our merchants rely are subject to similar risks. A significant natural disaster, such as an earthquake, fire, flood or hurricane could have an adverse effect on our business, financial condition and results of operations, and our insurance coverage may be insufficient to compensate us for losses that may occur. Global climate change is resulting in certain types of natural disasters occurring more frequently or with more intense effects. Acts of terrorism could also cause disruptions in our businesses or those of our merchants, consumer demand or the economy as a whole. We may not have sufficient protection or recovery plans in some circumstances. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems at our headquarters or data centers could result in lengthy interruptions in access to or functionality of our platform or could result in related liabilities, and our business, financial condition or results of operations could be adversely affected.

***Health concerns arising from the outbreak of an epidemic or pandemic may have an adverse effect on our business.***

Our business could be adversely affected by the outbreak of an epidemic or pandemic, including arising from COVID-19, RSV or various strains of avian flu or swine flu, such as H1N1, particularly if located in the U.S. The occurrence of such an outbreak, a combination of outbreaks at the same time, or other adverse public health developments could materially disrupt our business and operations. Such events could also significantly impact our industry and cause a temporary closure of our merchants' businesses, which could have a material adverse effect on our business, financial condition and results of operations.

Furthermore, other viruses may be transmitted through human contact, and the risk of contracting viruses could cause consumers to avoid gathering in public places or patronizing certain businesses, or otherwise impact consumer behavior, which could adversely affect payment volumes. We could also be adversely affected if government authorities impose mandatory closures, seek voluntary closures, discourage public gathering, impose restrictions on operations of our merchants' businesses, or restrict the import or export of hardware and equipment. Even if such measures are not implemented and a virus or other disease does not spread significantly, the perceived risk of infection or health risk may adversely affect our business and results of operations.

***Increased customer attrition could cause our financial results to decline.***

We experience attrition in customer credit and debit card processing volume resulting from several factors, including transfers of merchants' accounts to our competitors, unsuccessful contract renewal negotiations and account closures that we initiate for various reasons, such as heightened credit risks, unacceptable card types or businesses, or contract breaches by customers. In addition, if a software partner switches to another payment processor, terminates our services, internalizes payment processing functions that we perform, merges with or is acquired by one of our competitors, or shuts down or becomes insolvent, we may no longer receive new merchant referrals from the software partner, and we risk losing existing merchants that were originally enrolled by the software partner. We cannot predict the level of attrition in the future and it could increase. Our software partners, most of which are not exclusive, are an important source of new business. Higher than expected attrition could adversely affect our business, financial condition or results of operations. If we are unable to renew our customer contracts on favorable terms, or at all, our business, financial condition or results of operations could be adversely affected.

***Fraud by merchants or others could adversely affect our business, financial condition or results of operations.***

Under certain circumstances, we may be liable for certain fraudulent transactions and/or credits initiated by merchants or others. Examples of merchant fraud include merchants or other parties knowingly using a stolen or counterfeit credit, debit or prepaid card, card number, or other credentials to record a false sales or credit transaction, processing an invalid card or intentionally failing to deliver the merchandise or services sold in an otherwise valid transaction. Criminals are using increasingly sophisticated methods to engage in illegal activities such as counterfeiting and fraud. A single significant incident of fraud, or increases in the overall level of fraud, involving our services, could result in reputational damage to us, which could reduce the use and acceptance of our solutions and services or lead to greater regulation that would increase our compliance costs. Failure to effectively manage risk and prevent fraud could increase our chargeback liability or cause us to incur other liabilities, and our insurance coverage may be insufficient or inadequate to compensate us. It is possible that incidents of fraud could increase in the future. Increases in chargebacks or other liabilities could adversely affect our business, financial condition or results of operations.

***Our ability to recruit, retain and develop qualified personnel in compliance with applicable federal and other laws and regulations is critical to our success and growth.***

All of our businesses function at the intersection of rapidly changing technological, social, economic and regulatory environments that require a wide range of expertise and intellectual capital. For us to successfully compete and grow, we must recruit, retain and develop personnel who can provide the necessary expertise across a broad spectrum of intellectual capital needs. The market for qualified personnel is competitive and we may not succeed in recruiting additional personnel or may fail to effectively replace current personnel who depart with qualified or effective successors. Our effort to retain and develop personnel may also result in significant additional expenses, which could adversely affect our profitability, and may not have the desired effect. Labor is subject to external factors that are beyond our control, including our industry's highly competitive market for skilled workers and leaders, inflation, workforce participation rates, and other macroeconomic uncertainties.

In addition, we must develop, maintain and, as necessary, implement appropriate succession plans to assure we have the necessary human resources, including senior leadership, capable of maintaining continuity in our business. For instance, in June 2025, Taylor Lauber was promoted from President to Chief Executive Officer, succeeding our Founder, former Executive Chairman, and former Chief Executive Officer, Jared Isaacman, as part of a planned leadership transition. In December 2025, Mr. Isaacman was appointed the 15th Administrator of NASA, and Mr. Lauber also assumed the role of Chairman of the Board. This transition supports continuity in governance and strategic execution. Shift4 also announced the transition of CFO Nancy Disman in 2025. Ms. Disman returned to our Board of Directors and Christopher Cruz succeeded her as CFO. Our future performance will depend, in part, on the successful transition of these positions. We continually strive to foster the professional development of management and team members. As a result, we have developed what we believe to be a very experienced and strong group of leaders, with their performance subject to ongoing monitoring and evaluation, as potential successors to our senior management. If our succession planning efforts are not effective, it could adversely impact our business. In addition, from time to time, there may be other changes in our management team that may be disruptive to our business. If our senior leadership and management team, including any new hires that we make, fails to work together effectively and to execute our plans and strategies on a timely basis, our business could be harmed. We cannot assure that key personnel, including our members of our senior leadership, will continue to be employed or that we will be able to attract and retain qualified personnel in the future. Failure to recruit, retain or develop members of our senior leadership and other qualified personnel could adversely affect our business, financial condition or results of operations.

***We incur chargeback liability when our merchants refuse to or cannot reimburse chargebacks resolved in favor of their customers. Any increase in chargebacks not paid by our merchants may adversely affect our business, financial condition or results of operations.***

In the event a dispute between a cardholder and a merchant is not resolved in favor of the merchant, the transaction is normally charged back to the merchant and the purchase price is credited or otherwise refunded to the cardholder. If we are unable to collect such amounts from the merchant's account or reserve account, if applicable, or if the merchant refuses or is unable, due to closure, bankruptcy or other reasons, to reimburse us for a chargeback, we are responsible for the amount of the refund paid to the cardholder. The risk of chargebacks is typically greater with those merchants that promise future delivery of goods and services rather than delivering goods or rendering services at the time of payment (for example, in the hospitality and auto rental industries, both of which we support), as well as "card not present" transactions in which consumers do not physically present cards to merchants in connection with the purchase of goods and services, such as eCommerce, telephonic and mobile transactions. We may experience significant losses from chargebacks in the future. Any increase in chargebacks not paid by our merchants could have a material adverse effect on our business, financial condition or results of operations. We have policies and procedures to monitor and manage merchant-related credit risks and often mitigate such risks by requiring collateral, such as cash reserves, and monitoring transaction activity. Notwithstanding our policies and procedures for managing credit risk, it is possible that a default on such obligations by one or more of our merchants could adversely affect our business, financial condition or results of operations.

***We expend significant resources pursuing sales opportunities, and if we fail to close sales after expending significant time and resources to do so, our business, financial condition and results of operations could be adversely affected.***

The initial installation and set-up of many of our services often involve significant resource commitments by our merchants, particularly those with larger operational scale. Potential merchants generally commit significant resources to an evaluation of available services and may require us to expend substantial time, effort and money educating them as to the value of our services. We incur substantial costs in order to obtain each new customer. We may expend significant funds and management resources during a sales cycle and ultimately fail to close the sale. Our sales cycle may be extended due to our merchants' budgetary constraints or for other reasons. If we are unsuccessful in closing sales after expending significant funds and management resources or we experience delays or experience greater than anticipated costs, it could have a material adverse effect on our business, financial condition and results of operations.

***There may be a decline in the use of cards as a payment mechanism for consumers or adverse developments with respect to the card industry in general.***

If consumers do not continue to use credit or debit cards as a payment mechanism for their transactions, if there continues to be a reduction in "card present" transactions, or if there is a change in the mix of payments between cash, credit cards and debit cards and other means of payment, our business could be adversely affected. Consumer credit risk may make it more difficult or expensive for consumers to gain access to credit facilities such as credit cards. Regulatory changes may result in financial institutions seeking to charge their customers additional fees for use of credit or debit cards. Such fees may result in decreased use of credit or debit cards by cardholders. In order to consistently increase and maintain our profitability, consumers and businesses must continue to use electronic payment methods that we process, including credit and debit cards. If consumers and businesses do not continue to use credit, debit or prepaid cards as a payment mechanism for their transactions or if there is a change in the mix of payments between cash, alternative currencies and technologies, credit, debit and prepaid cards, or the corresponding methodologies used for each, which is adverse to us, it could have a material adverse effect on our business, financial condition and results of operations.

***Our failure to address the operational, compliance and regulatory risks associated with our payment methods or practices could damage our reputation and brand and may cause our business and results of operations to suffer.***

Global laws and regulations that govern payment methods and processing are complex and subject to change; and we may be required to expend considerable time and effort to determine if such laws and regulations apply to our business. There can be no assurance that we will be able to meet all compliance obligations, including obtaining any such licenses in all of the jurisdictions we operate in or offer a service in, and, even if we were able to do so, there could be substantial costs and potential product changes involved in complying with such laws, which could have a material and adverse effect on our business. Any noncompliance by us in relation to existing or new laws and regulations, or any alleged noncompliance, could result in reputational damage, penalties, litigation, fines, increased costs or liabilities, damages, or require us to stop offering payment services in certain markets. Failure to predict how a U.S. law or regulation or a law or regulation from another jurisdiction in which we operate with respect to money transmission or similar requirements apply or will be applied to us could result in licensure or registration requirements, administrative enforcement actions, and/or could materially interfere with our ability to offer certain payment methods or to conduct our business in particular jurisdictions. We cannot predict what actions the U.S. or other governments may take, or what restrictions these governments may impose, that will affect our ability to process payments or to conduct our business in particular jurisdictions. Further, we may become subject to changing payment regulations and requirements that could potentially affect the compliance of our current payment processes and increase the operational costs we incur to support payments. The factors identified here could impose substantial additional costs, involve considerable delay to the development or provision of our solutions, require significant and costly operational changes, or prevent us from providing our solutions in any given market.

In addition, as part of the payment processing process, our consumers' credit, debit, and payment card or other payment method information is transmitted to our third-party payment processors. We may also be subject to lawsuits or other proceedings for purportedly fraudulent or unauthorized transactions, including lawsuits and other proceedings arising out of the actual or alleged theft of our consumers' credit, debit or payment card information if the security of our third-party card payment processors is breached. We rely upon third-party service providers to provide payment transaction processing services. Our utilization of such payment processing services may be impacted by factors outside of our control, including disruptions in the payment processing industry generally. If these service providers do not perform adequately or experience a data security incident or fail to comply with applicable laws, rules and industry standards, if our relationships with these service providers were to change or terminate (or if they become unwilling or unable to provide services to us), it could disrupt our business and negatively affect our ability to provide services to clients. This could decrease revenue, increase costs, lead to potential legal liability, and negatively impact our brand and business. In addition, if these providers increase the fees they charge us, our operating expenses could increase.

***Increases in card network fees and other changes to fee arrangements may result in the loss of merchants or a reduction in our earnings.***

From time to time, card networks, including Visa and Mastercard, increase the fees that they charge processors. We could attempt to pass these increases along to our merchants, but this strategy might result in the loss of merchants to our competitors who do not pass along the increases. If competitive practices prevent us from passing along the higher fees to our merchants in the future, we may have to absorb all or a portion of such increases, which may increase our operating costs and reduce our earnings. In addition, regulators are subjecting interchange and other fees to increased scrutiny, and new regulations could require greater pricing transparency of the breakdown in fees or fee limitations, which could lead to increased price-based competition, lower margins and higher rates of merchant attrition and affect our business, financial condition or results of operations.

In addition, in certain of our markets, card issuers pay merchant acquirers, such as us, fees based on debit card usage in an effort to encourage debit card use. If these card issuers discontinue this practice, our revenue and margins in these jurisdictions could be adversely affected.

***Certain key components are procured from a limited number of suppliers. Thus, we are at risk of shortage, price increases, tariffs, changes, delay, or discontinuation of key components, which could disrupt and materially and adversely affect our business.***

Many of the key components used to manufacture our products, such as our POS systems, come from limited sources of supply. In addition, in some cases, we rely only on one manufacturer to fabricate, test, and assemble our products. In general, our contract manufacturers fabricate or procure components on our behalf, subject to certain approved procedures or supplier lists, and we do not have firm commitments from all of these manufacturers to provide all components, or to provide them in quantities and on timelines that we may require.

Due to our reliance on the components and products produced by suppliers such as these, we are subject to the risk of shortages and long lead times in the supply of certain components or products. In the case of off-the-shelf components, we are subject to the risk that our suppliers may discontinue or modify them, or that the components may cease to be available on commercially reasonable terms, or at all. We have experienced, and may in the future experience, component shortages or delays or other problems in product assembly, and the availability of these components or products may be difficult to predict. For example, our manufacturers may experience temporary or permanent disruptions in their manufacturing operations due to equipment breakdowns, labor strikes or shortages, natural disasters, component or material shortages, cost increases, acquisitions, insolvency, changes in legal or regulatory requirements, or other similar problems.

Additionally, various sources of supply-chain risk, including strikes or shutdowns at delivery ports or loss of or damage to our products while they are in transit or storage, intellectual property theft, losses due to tampering, issues with quality or sourcing control, failure by our suppliers to comply with applicable laws and regulation, tariffs or other trade restrictions, or other similar problems could limit or delay the supply of our products or harm our reputation.In 2025, the U.S. government imposed additional tariffs on a significant number of countries and threatened to further increase the scope and amount of tariffs in the event of retaliatory countermeasures. These new tariffs have had, and may continue to have, an impact on our business, financial condition and results of operations. In the event of a shortage or supply interruption from suppliers of these components, we may not be able to develop alternate sources quickly, cost-effectively, or at all. Any interruption or delay in manufacturing or component supply, any increases in component costs, or the inability to obtain these parts or components from alternate sources at acceptable prices and within a reasonable amount of time, would harm our ability to provide our products to sellers on a timely basis. This could harm our relationships with our sellers, prevent us from acquiring new sellers, and materially and adversely affect our business.

**Financial risks**

***Our balance sheet includes significant amounts of goodwill and intangible assets. The impairment of a significant portion of these assets would negatively affect our business, financial condition or results of operations.***

As a result of our prior acquisitions, a significant portion of our total assets consists of intangible assets (including goodwill). Goodwill and intangible assets, net of amortization, together accounted for approximately 65% and 47% of the total assets on our balance sheet as of December 31, 2025 and 2024, respectively. To the extent we engage in additional acquisitions we may recognize additional intangible assets and goodwill. We evaluate goodwill for impairment annually at October 1 and whenever events or circumstances make it more likely than not that impairment may have occurred. Under current accounting rules, any determination that impairment has occurred would require us to record an impairment charge, which would adversely affect our earnings. An impairment of a significant portion of goodwill or intangible assets could adversely affect our business, financial condition or results of operations.

***Our substantial indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our debt obligations.***

We have substantial indebtedness. As of December 31, 2025, we had $4,589 million total principal amount of debt outstanding, including $1,650 million of 6.750% Senior Notes due 2032 (“2032 Senior Notes”), $1,309 million of 5.500% Senior Notes due 2033 (“2033 Euro Notes”), $997 million under a senior secured term loan facility due 2032 ( the “Term Loan Facility”), and $633 million of 0.50% Convertible Senior Notes due 2027 (“2027 Convertible Notes” and together with the 2032 Senior Notes and 2033 Euro Notes, the “Notes”). Our substantial indebtedness could have adverse consequences, including:

- increasing our vulnerability to adverse economic, industry or competitive developments;
- requiring a substantial portion of cash flow from operations to be dedicated to the payments on our indebtedness, reducing our ability to use cash flow to fund our operations, capital expenditures and future business opportunities;
- making it more difficult for us to satisfy our obligations with respect to our indebtedness, including restrictive covenants and borrowing conditions, which could result in an event of default under the agreements governing such indebtedness;
- restricting us from making strategic acquisitions or causing us to make nonstrategic divestitures;

- making it more difficult for us to obtain network sponsorship and clearing services from financial institutions or to obtain or retain other business with financial institutions;
- limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions, and general corporate or other purposes; and
- limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged and who, therefore, may be able to take advantage of opportunities that our leverage prevents us from exploiting.

Successful execution of our business strategy is dependent in part upon our ability to manage our capital structure to reduce or maintain low interest expense and enhance free cash flow generation.

Our Term Loan Facility and $550 million senior secured revolving credit facility (the "Revolving Credit Facility" and, together with the Term Loan Facility, the "Credit Facilities") provide the ability to borrow at rates based on the Secured Overnight Financing Rate ("SOFR"). The Revolving Credit Facility had remaining capacity of $550 million as of December 31, 2025.

Of our principal debt outstanding at December 31, 2025, $3,592 million is at a fixed rate of interest and $997 million is at a variable rate of interest, none of which is subject to interest rate hedges. Developments in our business and operations could lead to a ratings downgrade for us or our subsidiaries. Any such fluctuation in the financial and credit markets, or in the rating of us or our subsidiaries, may impact our ability to access debt markets in the future or increase our cost of current or future debt, which could adversely affect our business, financial condition or results of operations.

***Restrictions imposed by the agreements governing our Notes and our Credit Facilities may materially limit our ability to operate our business and finance our future operations or capital needs.***

A breach of the covenants or restrictions under the indentures governing the Notes and the credit agreement governing our Credit Facilities could result in an event of default under the Notes and/or the Credit Facilities. Such a default may allow the holders to accelerate the debt and may result in the acceleration of any other future debt to which a cross-acceleration or cross-default provision applies. In the event our noteholders or the lenders under our Credit Facilities accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be limited in how we conduct our business, unable to raise additional debt or equity financing to operate during general economic or business downturns, or unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect our ability to grow in accordance with our strategy. In addition, our financial results, our level of indebtedness and our credit ratings could adversely affect the availability and terms of our financing. In addition, a payment default, including an acceleration following an event of default, under the indentures governing the Notes or the credit agreement governing the Credit Facilities, could trigger an event of default under another future debt instrument, which could result in the principal of and the accrued and unpaid interest on such debt becoming due and payable. See Note 11 to the accompanying consolidated financial statements for more information on the terms of the indentures governing our Notes and the credit agreement governing our Credit Facilities.

The terms of any future indebtedness we may incur could include more restrictive covenants. We cannot assure you that we will be able to maintain compliance with these covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lenders and/or amend the covenants.

***Our results of operations may be adversely affected by changes in foreign currency exchange rates.***

Revenue and profit generated by our non-U.S. operations will increase or decrease compared to prior periods as a result of changes in foreign currency exchange rates. In addition, we could become subject to exchange control regulations that restrict or prohibit the conversion of our other revenue currencies into U.S. dollars. Any of these factors could decrease the value of revenues and earnings we derive from our non-U.S. operations and adversely affect our business.

While our foreign exchange and international operating risks have historically been negligible, we have recently begun offering merchant acquiring and processing services in geographies outside of the U.S., including Canada, the European Union and United Kingdom, and we may increasingly be subject to said risks as we continue to pursue our international expansion efforts. In addition, our financial services operations in Malta, the UK and the European Union expose us to said risks. We may seek to reduce our exposure to fluctuations in foreign currency exchange rates through the use of hedging agreements. We do not currently enter into such hedging agreements, which means our business, financial condition, and operating results may be impacted by fluctuations in the exchange rates of the currencies in which we do business. In the future, as our international operations increase, or more of our revenue agreements or operating expenses are denominated in currencies other than the U.S. dollar, these impacts may become material. To the extent that we hedge our foreign currency exchange rate exposure, we forgo the benefits we would otherwise experience if foreign currency exchange rates changed in our favor. No strategy can completely insulate us from risks associated with such fluctuations and our currency exchange rate risk management activities could expose us to substantial losses if such rates move materially differently from our expectations.

***New or revised tax regulations or their interpretations, or becoming subject to additional foreign or U.S. federal, state or local taxes that cannot be passed through to our merchants or partners, could reduce our net income.***

We are subject to tax laws in each jurisdiction where we do business. Changes in tax laws or their interpretations or tax policy initiatives and reforms under consideration, such as those reflected in the OECD/G20 Inclusive Framework on Base Erosion and Profit Sharing or other projects, could decrease the amount of revenues we receive, the value of any tax loss carry-forwards and deferred tax balances recorded on our balance sheet, and the amount of our cash flow, and adversely affect our business, financial condition or results of operations.

The Organization for Economic Co-operation and Development ("OECD") announced an accord to set a minimum global corporate tax rate of 15%, which is being or may be implemented in many jurisdictions, including the U.S. The OECD is also issuing guidelines that are different, in some respects, than current international tax principles. If countries amend their tax laws to adopt all or part of the OECD guidelines, this may increase tax uncertainty and increase taxes applicable to us or our stockholders. We cannot predict whether the U.S. Congress or any other governmental body, whether in the U.S. or in other jurisdictions, will enact new tax legislation (including increases to tax rates), whether the Internal Revenue Service or any other tax authority will issue new regulations or other guidance, whether the OECD or any other intergovernmental organization will publish any guidelines on global taxation or whether member states will implement such guidelines, nor can it predict what effect such legislation, regulations or international guidelines might have.

Additionally, companies in the electronic payments industry, including us, may become subject to incremental taxation in various tax jurisdictions. Taxing jurisdictions have not yet adopted uniform positions on this topic. If we are required to pay additional taxes and are unable to pass the tax expense through to our merchants, our costs would increase and our net income would be reduced.

***If we cannot pass along increases in interchange and other fees from payment networks to our merchants, our operating margins would be reduced.***

We pay interchange, assessment, transaction and other fees set by the payment networks to such networks and, in some cases, to the card issuing financial institutions for each transaction we process. From time to time, the payment networks increase the interchange fees and other fees that they charge payment processors and the financial institution sponsors. At their sole discretion, our financial institution sponsors have the right to pass any increases in interchange and other fees on to us and they have consistently done so in the past. We are generally permitted under the contracts into which we enter, and in the past we have been able to, pass these fee increases along to our merchants through corresponding increases in our processing fees. However, if we are unable to pass through these and other fees in the future, it could have a material adverse effect on our business, financial condition and results of operations.

***The conditional conversion feature of the 2027 Convertible Notes, if triggered, may adversely affect our financial condition and results of operations.***

In the event the conditional conversion feature of the 2027 Convertible Notes is triggered, noteholders will be entitled to convert their respective notes at any time during specified periods at their option. If one or more holders elect to convert their 2027 Convertible Notes, all conversions of the 2027 Convertible Notes will be settled in cash up to at least the principal amount being converted, which could adversely affect our liquidity.

**Legal and regulatory risks**

***Failure to comply with the FCPA, anti-money laundering, economic and trade sanctions regulations, and similar laws could subject us to penalties and other adverse consequences.***

We operate our business in foreign countries where companies often engage in business practices that are prohibited by U.S. and other regulations applicable to us. We are subject to anti-corruption laws and regulations, including the FCPA and other laws that prohibit bribery for the purpose of obtaining or retaining business. We have implemented policies, procedures, systems, and controls designed to promote compliance with such laws and regulations; however, there can be no assurance that all of our employees, consultants and agents, including those that may be based in or from countries where practices that violate U.S. or other laws may be customary, will not take actions in violation of our policies, for which we may be ultimately responsible.

We are also contractually required to comply with anti-money laundering laws and regulations, including the Bank Secrecy Act, as amended by the BSA. Among other things, the BSA requires the development and implementation of risk-based anti-money laundering programs, reporting large cash transactions and suspicious activity, and maintaining transaction records. In addition, our Maltese Financial Institution is directly subject to EU anti-money laundering regulation as transposed into Maltese law, which imposes similar regulatory requirements relating to anti-money laundering as those imposed by the BSA, and confidentiality obligations emanating from the Professional Secrecy Act, Chapter 377 of the laws of Malta. Our UK Authorised Payment Institution is also directly subject to the UK Proceeds of Crime Act of 2002 and the UK Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017. Our Italian Payment Institution is also subject to similar requirements under Italian regulation.

We are also subject to certain economic and trade sanctions programs that are administered by OFAC, which prohibit or restrict transactions to or from, or dealings with, specified countries, their governments, and in certain circumstances, their nationals, and with individuals and entities that are specially-designated nationals of those countries, narcotics traffickers, and terrorists or terrorist organizations. Other group entities may be subject to additional local sanctions requirements in other relevant jurisdictions.

Similar anti-money laundering, counter-terrorist financing, and proceeds of crime laws apply to movements of currency and payments through electronic transactions. These laws also apply to dealings with persons specified in the lists of OFAC-like organizations of several other countries, and require specific data retention obligations to be observed by intermediaries in the payment process. Our businesses in those jurisdictions are subject to those data retention obligations.

Failure to comply with any of these laws and regulations or changes in this regulatory environment, including changing interpretations and the implementation of new or varying regulatory requirements by the government, may result in significant financial penalties, reputational harm or change the manner in which we currently conduct some aspects of our business, which could adversely affect our business, financial condition or results of operations.

***Failure to protect, enforce and defend our intellectual property rights may diminish our competitive advantages or interfere with our ability to market and promote our products and services.***

Our trademarks, trade names, trade secrets, patents, know-how, proprietary technology and other intellectual property are important to our future success. We believe our trademarks and trade names are widely recognized and associated with quality and reliable service. While it is our policy to protect and defend our intellectual property rights vigorously, we cannot predict whether the steps we take to protect our intellectual property will be adequate to prevent infringement, misappropriation, dilution or other potential violations of our intellectual property rights. We also cannot guarantee that others will not independently develop technology with the same or similar functions to any proprietary technology we rely on to conduct our business and differentiate ourselves from our competitors. Unauthorized parties may also attempt to copy or obtain and use our technology to develop applications with the same functionality as our solutions, and policing unauthorized use of our technology and intellectual property rights is difficult and may not be effective. Furthermore, we may face claims of infringement of third-party intellectual property rights that could interfere with our ability to market and promote our brands, products and services. Any litigation to enforce our intellectual property rights or defend ourselves against claims of infringement of third-party intellectual property rights could be costly, divert attention of management and may not ultimately be resolved in our favor. Moreover, if we are unable to successfully defend against claims that we have infringed the intellectual property rights of others, we may be prevented from using certain intellectual property or may be liable for damages, which in turn could materially adversely affect our business, financial condition or results of operations.

While software and other of our proprietary works may be protected under copyright law, we have chosen not to register any copyrights in these works, and instead, primarily rely on protecting our software as a trade secret. In order to bring a copyright infringement lawsuit in the U.S., the copyright must be registered with the U.S. Copyright Office. Accordingly, the remedies and damages available to us for unauthorized use of our software may be limited.

We attempt to protect our intellectual property and proprietary information by requiring all of our employees, consultants and certain of our contractors to execute confidentiality and invention assignment agreements. However, we may not obtain these agreements in all circumstances, and individuals with whom we have these agreements may not comply with their terms. The assignment of intellectual property rights under these agreements may not be self-executing or the assignment agreements may be breached, and we may be forced to bring claims against third parties, or defend claims that they may bring against us, to determine the ownership of what we regard as our intellectual property. In addition, we may not be able to prevent the unauthorized disclosure or use of our technical know-how or other trade secrets by the parties to these agreements despite the existence generally of confidentiality agreements and other contractual restrictions. Monitoring unauthorized uses and disclosures is difficult and we do not know whether the steps we have taken to protect our proprietary technologies will be effective.

In addition, we use open-source software in connection with our proprietary software and expect to continue to use open-source software in the future. Some open-source licenses require licensors to provide source code to licensees upon request, or prohibit licensors from charging a fee to licensees. While we try to insulate our proprietary code from the effects of such open-source license provisions, we cannot guarantee we will be successful. Accordingly, we may face claims from others claiming ownership of, or seeking to enforce the license terms applicable to such open-source software, including by demanding release of the open-source software, derivative works or our proprietary source code that was developed or distributed with such software. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our software, any of which would have a negative effect on our business and results of operations. In addition, if the license terms for the open-source code change, we may be forced to re-engineer our software or incur additional costs.

***Our existing patents may not be valid, and we may not be able to obtain and enforce additional patents to protect our proprietary rights from use by potential competitors. Companies with other patents could require us to stop using or pay to use required technology.***

We have applied for, and intend to continue to apply for, patents relating to our proprietary software and technology. Such applications may not result in the issuance of any patents, and any patents now held or that may be issued may not provide adequate protection from competition. Furthermore, because the issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, it is possible that patents issued or licensed to us may be challenged successfully and found to be invalid or unenforceable. In that event, any competitive advantage that such patents might provide would be lost. If we are unable to secure or to continue to maintain patent coverage, our technology could become subject to competition from the sale of similar competing products.

Competitors may also be able to design around our patents. Changes in either the patent laws or interpretation of the patent laws in the U.S. and other countries may diminish the value of our patents or narrow the scope of our patent protection. If these developments were to occur, we could face increased competition. In addition, filing, prosecuting, maintaining, defending and enforcing patents on our software and technology in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the U.S. can be less extensive than those in the U.S.

***Failure to comply with, or changes in, laws, regulations, executive orders and enforcement activities may adversely affect the products, services and markets in which we operate.***

From time to time, we have been and may continue to be subject to claims, individual and class action lawsuits, arbitration proceedings, government and regulatory investigations, inquiries, actions or requests, and other proceedings that have alleged or could in the future allege violations of laws, rules, and regulations with respect to intellectual property, privacy, data protection, information security, consumer protection, fraud, accessibility, securities and reporting requirements, tax, labor and employment, commercial disputes, services, charitable fundraising, contract disputes, escheatment of unclaimed or abandoned property, product liability and other matters. Moreover, we, our merchants and certain third-party partners are subject to laws, regulations and industry standards that affect the electronic payments industry in the many countries in which our services are used. Moreover, such laws, regulations and standards may be conflicting across jurisdictions in which we operate and it may be complex, costly, or infeasible to comply with such laws, regulations and standards. In particular, certain merchants and software partners and our sponsor bank are subject to numerous laws and regulations applicable to banks, financial institutions, and card issuers in the U.S. and abroad, and, consequently, we are at times affected by these foreign, federal, state, and local laws and regulations.

There may be changes to the laws, regulation and standards that affect our operations in substantial and unpredictable ways at the federal and state level in the U.S. and in other countries in which our services are used. New and changing laws, regulations, executive orders, and standards, including interpretation and enforcement of such laws, regulations, executive orders, and standards could increase the cost of doing business or otherwise change how or where we want to do business. In addition, changes to laws, regulations, executive orders, and standards could affect our merchants and software partners and could result in material effects on the way we operate or the cost to operate our business.

In addition, the U.S. government has increased its scrutiny of a number of credit card practices, from which some of our merchants derive significant revenue. Regulation of the payments industry, including regulations applicable to us, our merchants and software partners, has increased significantly in recent years. Failure to comply with laws and regulations applicable to our business may result in the suspension or revocation of licenses or registrations, the limitation, suspension or termination of services or the imposition of consent orders or civil and criminal penalties, including fines which could adversely affect our business, financial condition or results of operations.

We are also subject to U.S., EU and UK financial services regulations, a myriad of consumer protection laws, economic sanctions, laws and regulations, anticorruption laws, escheat regulations and privacy and information security regulations. Changes to legal rules and regulations, or interpretation or enforcement of them, could have a negative financial effect on us. Any lack of legal certainty exposes our operations to increased risks, including increased difficulty in enforcing our agreements in those jurisdictions and increased risks of adverse actions by local government authorities, such as expropriations. In addition, certain of our alliance partners are subject to regulation by federal and state authorities and, as a result, could pass through some of those compliance obligations to us, which could adversely affect our business, financial condition or results of operations.

In particular, the Dodd-Frank Act significantly changed the U.S. financial regulatory system. Among other things, Title X of the Dodd-Frank Act established the CFPB, which regulates consumer financial products and services, including some offered by certain of our merchants. Regulation, examination and enforcement actions from the CFPB may require us to adjust our activities and may increase our compliance costs.

Separately, under the Dodd-Frank Act, debit interchange fees that a card issuer receives and which are established by a payment network for an electronic debit transaction are regulated by the Board of Governors of the Federal Reserve System ("Federal Reserve"), and must be "reasonable and proportional" to the cost incurred by the card issuer in authorizing, clearing, and settling the transaction. While subject to new proposed rulemaking issued by the Federal Reserve in late 2023, the Federal Reserve has capped debit interchange rates for card issuers operating in the U.S. with assets of $10 billion or more at the sum of $0.21 per transaction and an *ad valorem* component of 5 basis points to reflect a portion of the card issuer's fraud losses plus, for qualifying card issuers, an additional $0.01 per transaction in debit interchange for fraud prevention costs. On November 14, 2023, the Federal Reserve issued a notice of proposed rulemaking, pursuant to which the Federal Reserve proposes to update certain interchange rates for card issuers operating in the U.S. with assets of $10 billion or more. Under the proposed rule, the base component would decrease from $0.21 per transaction to $0.144 per transaction, the *ad valorem* component would decrease from 5 basis points (multiplied by the value of the transaction) to 4 basis points (multiplied by the value of the transaction), and the additional fraud-prevention cost would increase from $0.01 per transaction to $0.013 per transaction. Following the release of the proposed rule, the Federal Reserve has received extensive industry and stakeholder feedback and the eventual outcome of the proposed rulemaking is unclear. Regulations such as these could result in the need for us to make capital investments to modify our services to facilitate our existing merchants' and potential merchants' compliance and reduce the fees we are able to charge our merchants. These regulations also could result in greater pricing transparency and increased price-based competition leading to lower margins and higher rates of merchant attrition. Furthermore, the requirements of the regulations could result in changes in our merchants' business practices, which could change the demand for our services and alter the type or volume of transactions that we process on behalf of our merchants.

***From time to time we are subject to various legal proceedings which could adversely affect our business, financial condition or results of operations.***

We are involved in various litigation matters from time to time. For more information regarding our material legal proceedings, please see Note 16 in the accompanying consolidated financial statements. Such matters can be time-consuming, divert management's attention and resources and cause us to incur significant expenses. Our insurance or indemnities may not cover all claims that may be asserted against us, and any claims asserted against us, regardless of merit or eventual outcome, may harm our reputation. If we are unsuccessful in our defense in these litigation matters, or any other legal proceeding, we may be forced to pay damages or fines, enter into consent decrees or change our business practices, any of which could adversely affect our business, financial condition or results of operations.

**Risks related to our organizational structure**

***Our principal asset is our interest in Shift4 Payments, LLC, and, as a result, we depend on distributions from Shift4 Payments, LLC to pay our taxes and expenses, including payments under the Tax Receivable Agreement ("TRA"). Shift4 Payments, LLC's ability to make such distributions may be subject to various limitations and restrictions.***

We are a holding company and at December 31, 2025 have no material assets other than our ownership of LLC Interests, cash of $133 million, the aggregate principal amount of $633 million of 2027 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 December 31, 2025, we owned 76.6% of the economic interest in Shift4 Payments, LLC. As such, we have no independent means of generating revenue or cash flow, and our ability to pay our taxes and operating expenses or declare and pay dividends in the future, if any, are dependent upon the financial results and cash flows of Shift4 Payments, LLC and distributions we receive from Shift4 Payments, LLC. There can be no assurance that our subsidiaries will generate sufficient cash flow to distribute funds to us or that applicable state law and contractual restrictions, including negative covenants in our debt instruments, will permit such distributions. The terms of our Credit Facilities and other outstanding indebtedness restrict the ability of Shift4 Payments, LLC and certain of its subsidiaries to pay dividends and make certain distributions to Shift4 Payments, Inc.

Shift4 Payments, LLC reports as a partnership for U.S. federal income tax purposes and, as such, generally is not subject to any entity-level U.S. federal income tax. Instead, any taxable income of Shift4 Payments, LLC is allocated to holders of LLC Interests, including us. Accordingly, we incur income taxes on our allocable share of any net taxable income of Shift4 Payments, LLC. Shift4 Payments, LLC is obligated to make tax distributions to holders of LLC Interests, including us. In addition to tax expenses, we also incur expenses related to our operations, including payments under the TRA, which we expect will be significant. We intend, as its managing member, to cause Shift4 Payments, LLC to make cash distributions to the owners of LLC Interests in an amount sufficient to (1) fund all or part of their tax obligations in respect of taxable income allocated to them and (2) cover our operating expenses, including payments under the TRA. However, Shift4 Payments, LLC's ability to make such distributions may be subject to various limitations and restrictions, such as restrictions on distributions that would either violate any contract or agreement to which Shift4 Payments, LLC is then a party, including debt agreements, or any applicable law, or that would have the effect of rendering Shift4 Payments, LLC insolvent. If we do not have sufficient funds to pay tax or other liabilities or to fund our operations (including as a result of an acceleration of our obligations under the TRA), we may have to borrow funds, which could materially adversely affect our liquidity and financial condition and subject us to various restrictions imposed by any such lenders. To the extent that we are unable to make timely payments under the TRA for any reason, such payments generally will be deferred and will accrue interest until paid; provided, however, that nonpayment for a specified period may constitute a material breach of a material obligation under the TRA and therefore accelerate payments due under the TRA. In addition, if Shift4 Payments, LLC does not have sufficient funds to make distributions, our ability to declare and pay cash dividends will also be restricted or impaired. See "—Risks related to the ownership of our Class A common stock."

We expect Shift4 Payments, LLC, from time to time, to make distributions in cash to its equityholders, in amounts sufficient to cover the taxes on their allocable share of taxable income of Shift4 Payments, LLC. As a result of (i) potential differences in the amount of net taxable income indirectly allocable to us and to Shift4 Payments, LLC's other equityholders, (ii) the lower tax rate applicable to corporations as opposed to individuals and (iii) the favorable tax benefits that we anticipate from (a) payments under the TRA and (b) the acquisition of interests in Shift4 Payments, LLC from its equityholders, we expect that these tax distributions may be in amounts that exceed our tax liabilities. Our Board will determine the appropriate uses for any excess cash so accumulated, which may include, among other uses, the payment of obligations under the TRA and the payment of other expenses. We have no obligation to distribute such cash (or other available cash) to our stockholders. No adjustments to the exchange ratio for LLC Interests and corresponding shares of Class A common stock will be made as a result of any cash distribution by us or any retention of cash by us. To the extent we do not distribute such excess cash as dividends on our Class A common stock or otherwise take ameliorative actions between LLC Interests and shares of Class A common stock and instead, for example, hold such cash balances, or lend them to Shift4 Payments, LLC, this may result in shares of our Class A common stock increasing in value relative to the value of LLC Interests. The holders of LLC Interests may benefit from any value attributable to such cash balances if they acquire shares of Class A common stock in exchange for their LLC Interests, notwithstanding that such holders may previously have participated as holders of LLC Interests in distributions that resulted in such excess cash balances.

***The TRA with Searchlight, our former sponsor, requires us to make cash payments to them in respect of certain tax benefits to which we may become entitled, and we expect that the payments we are required to make will be substantial.***

Under the TRA, we are required to make cash payments to Searchlight, our former sponsor, equal to 85% of the tax benefits, if any, that we actually realize, or in certain circumstances are deemed to realize, as a result of (1) the increases in our share of the tax basis of assets of Shift4 Payments, LLC resulting from prior redemptions of LLC Interests by Searchlight, (2) our utilization of certain tax attributes of Searchlight and (3) certain other tax benefits related to us making payments under the TRA. The payment obligations under the TRA are obligations of Shift4 Payments, Inc. and we expect that the amount of the cash payments that we are required to make under the TRA will be significant. Any payments made by us to Searchlight under the TRA will not be available for reinvestment in our business and will generally reduce the amount of overall cash flow that might have otherwise been available to us. The payments under the TRA are not conditioned upon continued ownership of us by Searchlight. Furthermore, our future obligation to make payments under the TRA could make us a less attractive target for an acquisition, particularly in the case of an acquirer that cannot use some or all of the tax benefits that are the subject of the TRA. The actual increase in tax basis, as well as the amount and timing of any payments under the TRA, will vary depending upon a number of factors, including the amount and timing of the taxable income allocated to us or otherwise generated by us in the future, the portion of our payments under the TRA constituting imputed interest and the federal and state tax rates then applicable.

***Our organizational structure, including the TRA, confers certain benefits upon Searchlight that will not benefit holders of our Class A common stock to the same extent that it will benefit Searchlight.***

Our organizational structure, including the TRA, confers certain benefits upon Searchlight that will not benefit the holders of our Class A common stock to the same extent that it will benefit Searchlight. We entered into the TRA with Shift4 Payments, LLC and the Continuing Equity Owners in connection with the completion of the IPO, which provided for certain payments by Shift4 Payments, Inc. to the Continuing Equity Owners. In connection with the Simplification Transactions, we were relieved of material future TRA payments, as Rook assigned all of its rights and benefits under the TRA to the Company. We are still obligated for payments to Searchlight under the TRA of 85% of the amount of tax benefits, if any, that Shift4 Payments, Inc. actually realizes, or in some circumstances is deemed to realize, as a result of (1) the increases in the tax basis of assets of Shift4 Payments, LLC resulting from prior redemptions of LLC Interests by Searchlight, (2) our utilization of certain tax attributes of Searchlight and (3) certain other tax benefits related to us making payments under the TRA. Although Shift4 Payments, Inc. retains 15% of the amount of such tax benefits, this and other aspects of our organizational structure may adversely impact the future trading market for the Class A common stock.

***In certain cases, payments under the TRA to Searchlight may be accelerated or significantly exceed any actual benefits we realize in respect of the tax attributes subject to the TRA.***

The TRA provides that upon certain mergers, asset sales, other forms of business combinations or other changes of control or if, at any time, we elect an early termination of the TRA, then our obligations, or our successor's obligations, under the TRA to make payments would be based on certain assumptions, including an assumption that we would have sufficient taxable income to fully utilize all potential future tax benefits that are subject to the TRA.

As a result of the foregoing, (1) we could be required to make payments under the TRA that are greater than the specified percentage of any actual benefits we ultimately realize in respect of the tax benefits that are subject to the TRA and (2) if we elect to terminate the TRA early, we would be required to make an immediate cash payment equal to the present value of the anticipated future tax benefits that are the subject of the TRA. In these situations, our obligations under the TRA could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. There can be no assurance that we will be able to fund or finance our obligations under the TRA.

***We will not be reimbursed for any payments made to Searchlight under the TRA in the event that any tax benefits are disallowed.***

Payments under the TRA will be based on the tax reporting positions that we determine, and the U.S. Internal Revenue Service, or another tax authority may challenge all or part of the tax basis increases or other tax benefits we claim, as well as other related tax positions we take, and a court could sustain such challenge. If the outcome of any such challenge would reasonably be expected to materially affect a recipient's payments under the TRA, then we will not be permitted to settle such challenge without the consent (not to be unreasonably withheld or delayed) of Searchlight. The interests of Searchlight in any such challenge may differ from or conflict with our interests and your interests, and Searchlight may exercise their consent rights relating to any such challenge in a manner adverse to our interests and your interests. We will not be reimbursed for any cash payments previously made under the TRA in the event that any tax benefits initially claimed by us and for which payment has been made are subsequently challenged by a taxing authority and are ultimately disallowed. Instead, any excess cash payments made by us will be netted against any future cash payments that we might otherwise be required to make. However, we might not determine that we have effectively made an excess cash payment for a number of years following the initial time of such payment and, if any of our tax reporting positions are challenged by a taxing authority, we will not be permitted to reduce any future cash payments under the TRA until any such challenge is finally settled or determined. Moreover, the excess cash payments we previously made under the TRA could be greater than the amount of future cash payments against which we would otherwise be permitted to net such excess. As a result, payments could be made under the TRA significantly in excess of any tax savings that we realize in respect of the tax attributes.

***Unanticipated changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could adversely affect our results of operations and financial condition.***

We are subject to taxes by the U.S. federal, state, local and foreign tax authorities. Our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including:

- allocation of expenses to and among different jurisdictions;
- changes in the valuation of our deferred tax assets and liabilities;
- expected timing and amount of the release of any tax valuation allowances;
- tax effects of equity-based compensation;
- costs related to intercompany restructurings;
- changes in tax laws, tax treaties, regulations or interpretations thereof; or
- lower than anticipated future earnings in jurisdictions where we have lower statutory tax rates and higher than anticipated future earnings in jurisdictions where we have higher statutory tax rates.

In addition, we may be subject to audits of our income, sales and other taxes by U.S. federal, state, and local and foreign taxing authorities. Outcomes from these audits could have an adverse effect on our results of operations and financial condition.

***If we redeem or repurchase shares of our stock in the future, we could be subject to excise tax.***

The Inflation Reduction Act of 2022 imposed a 1% excise tax on the fair market value of stock redeemed or repurchased by publicly traded corporations, subject to certain exceptions (including an exception that allows netting the amount of stock redemptions or repurchases against certain new issuances of stock). If we redeem or repurchase shares of our stock in the future, we could be subject to this excise tax, unless we qualify for any of the exceptions that are provided in the Inflation Reduction Act or in future laws, regulations or rules. Any such excise tax would be our liability and could increase the amount of tax that we are required to pay.

***Our ability to use our net operating losses ("NOLs") to offset future taxable income may be subject to certain limitations.***

In general, under Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"), a corporation that undergoes an "ownership change" is subject to limitations on its ability to utilize its pre-ownership change NOLs to offset future taxable income. For these purposes, an ownership change generally occurs where the aggregate stock ownership of one or more stockholders (or groups of stockholders) who own at least 5% of a corporation's stock increases by more than 50 percentage points over their lowest ownership percentage within a specified testing period. Similar rules may apply under state tax laws. Our existing NOLs may be subject to limitations arising from previous ownership changes, and if there is a future change in our stock ownership (which may be outside of our control) that results in an ownership change, our ability to utilize NOLs could be further limited by Section 382 of the Code. U.S. federal NOLs generated in taxable years beginning on or before December 31, 2017 ("pre-2017 NOLs") are subject to expiration while U.S. federal and certain state NOLs generated in taxable years beginning after December 31, 2017 ("post-2017 NOLs") are not subject to expiration. Additionally, for taxable years beginning after December 31, 2020, the deductibility of federal post-2017 NOLs is limited to 80% of our taxable income in such year, where taxable income is determined without regard to the NOL for such post-2017 NOLs. For these and other reasons, we may not be able to realize a tax benefit from the use of our NOLs.

**Risks related to the ownership of our Class A common stock**

***Our Founder has significant influence over us, including control over decisions that require the approval of stockholders, including a change in control.***

As of December 31, 2025, Jared Isaacman, our founder, former Chief Executive Officer, and former Executive Chairman, controlled, in the aggregate, approximately 77% of the voting power represented by all our outstanding classes of stock. On February 7, 2026, we entered into a Transaction Agreement with Shift Payments, LLC, our Founder, and Rook (the "Transaction Agreement") to effect, among other things, the collapse of our former "Up-C" structure (the "Up-C Collapse") via a taxable exchange, and the assignment and waiver of Rook's rights under the TRA to us (the "Simplification Transactions"). The Simplification Transactions and other matters provided for in the Transaction Agreement will provide significant benefits to us, including being relieved of material future TRA payments, no longer having a stockholder with majority voting power ("Elimination of Voting Control Benefit") and obtaining a waiver by Rook of its rights under Section 4 of the Stockholders Agreement, dated June 4, 2020, among us, Rook, and Searchlight (the "Stockholders Agreement Waiver") (these and the other benefits to us arising from the Simplification Transactions (the "Company Benefits").

Pursuant to the Transaction Agreement, the following transactions occurred: (i) Rook effected a redemption and exchange of all of its equity common units in Shift4 Payments, LLC on a one-for-one basis for shares of Class A common stock and cancelled the corresponding shares of Class B common stock, (ii) Mr. Isaacman exchanged all of his shares of Class C common stock on a one-for-one basis for shares of Class A common stock, (iii) Rook assigned all of its rights and benefits under the TRA to the Company, and each of Rook and the Company waived any rights they may have to any tax benefit payments; and (iv) Mr. Isaacman agreed to the Stockholders Agreement Waiver.

As of February 19, 2026, our Founder controlled approximately 27% of the voting power of Shift4, represented solely by our Class A common stock. As a significant stockholder, our Founder can take actions that have the effect of delaying or preventing a change of control of us or discouraging others from making tender offers for our shares, which could prevent stockholders from receiving a premium for their shares. These actions may be taken even if other stockholders oppose them. The concentration of voting power with our Founder may have an adverse effect on the price of our Class A common stock. The interests of our Founder may not be consistent with your interests as a stockholder.

***We are subject to rules and regulations established from time to time by the SEC and the NYSE regarding our internal control over financial reporting. If we fail to establish and maintain effective internal control over financial reporting and disclosure controls and procedures, we may not be able to accurately report our financial results, or report them in a timely manner.***

We are subject to the rules and regulations established from time to time by the SEC and the New York Stock Exchange (the "NYSE"). These rules and regulations require, among other things, that we establish and periodically evaluate procedures with respect to our internal control over financial reporting. For example, we are required to assess the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"). Such reporting obligations place a considerable strain on our financial and management systems, processes and controls, as well as on our personnel.

If we identify material weaknesses in our internal control over financial reporting in the future or if we are unable to comply with the requirements applicable to us as a public company, in a timely manner, including the requirements of Section 404 of the Sarbanes-Oxley Act, we may be unable to accurately report our financial results, or report them within the timeframes required by the SEC. We could also become subject to sanctions or investigations by the SEC or other regulatory authorities. In addition, if we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, when required, investors may lose confidence in the accuracy and completeness of our financial reports, we may face restricted access to the capital markets, and our stock price may be adversely affected.

***We are no longer considered a "controlled company" within the meaning of the NYSE listing requirements. However, we will continue to qualify for, and intend to rely on, exemptions from certain corporate governance requirements during a one-year transition period. As a result, our stockholders may not have the same protections afforded to stockholders of companies that are subject to such corporate governance requirements.***

We are no longer considered a "controlled company" for the purposes of the NYSE. However, we will continue to qualify for, and intend to rely on, exemptions from certain corporate governance requirements that would otherwise provide protection to stockholders of other companies during a one-year transition period.

We are entitled to phase-in the requirements for a majority independent board and independent nominating and compensation committees on the same schedule as a company listing in conjunction with an initial public offering, except the applicable compliance dates will run from the date of our status changes as a controlled company. Specifically, we will be required to satisfy the majority independent board requirement within one year and fully independent committees within one year. We intend to rely on certain of these independence exemptions throughout the one-year transition period. Accordingly, during the transition period, our stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE.

***Certain provisions of Delaware law and antitakeover provisions in our organizational documents could delay or prevent a change of control.***

Certain provisions of Delaware law and our amended and restated certificate of incorporation and amended and restated bylaws may have an antitakeover effect and may delay, defer, or prevent a merger, acquisition, tender offer, takeover attempt or other change of control transaction that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by our stockholders. These provisions provide for, among other things:

- a multi-class common stock structure;
- a classified board of directors with staggered three-year terms;
- the ability of our board of directors to issue one or more series of preferred stock;
- advance notice for nominations of directors by stockholders and for stockholders to include matters to be considered at our annual meetings;
- certain limitations on convening special stockholder meetings;
- prohibit cumulative voting in the election of directors; and
- the removal of directors only for cause and only upon the affirmative vote of the holders of at least 66 2/3% of the voting power represented by our then-outstanding common stock.

These antitakeover provisions could make it more difficult for a third party to acquire us, even if the third party's offer may be considered beneficial by many of our stockholders. As a result, our stockholders may be limited in their ability to obtain a premium for their shares.

In addition, we have opted out of Section 203 of the General Corporation Law of the State of Delaware ("DGCL"), but our amended and restated certificate of incorporation provides that engaging in any of a broad range of business combinations with any "interested" stockholder (any stockholder with 15% or more of our voting stock) for a period of three years following the date on which the stockholder became an "interested" stockholder is prohibited, subject to certain exceptions.

***Future sales, or the perception of future sales, by us or our existing stockholders in the public market could cause the market price for our Class A common stock to decline.***

The sale of shares of our Class A common stock in the public market, or the perception that such sales could occur, could harm the prevailing market price of shares of our Class A common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

In addition, upon conversion of the $633 million aggregate principal amount of 2027 Convertible Notes, we will pay in cash the principal amount of the 2027 Convertible Notes with any excess to be paid or delivered, as the case may be, in cash or shares of our Class A common stock or a combination of both at our election. These factors could also make it more difficult for us to raise additional funds through future offerings of our shares of Class A common stock or other securities.

Furthermore, Rook has entered into margin loan agreements pursuant to which it has pledged 15,000,000 shares of our Class A common stock 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 sell up to 15,000,000 shares of our Class A common stock to satisfy Rook's obligation. While the number of such pledged shares are currently valued in excess of the margin loan, such an event could cause our stock price to decline.

Any Class A common stock that we issue under the 2020 Incentive Award Plan, or other equity incentive plans that we may adopt in the future, would dilute the percentage ownership held by the investors who purchase our Class A common stock. In the future, we may also issue securities in connection with investments, acquisitions or capital raising activities. In particular, the number of shares of our Class A common stock issued in connection with an investment or acquisition, or to raise additional equity capital, could constitute a material portion of our then-outstanding shares of our Class A common stock. Any such issuance of additional securities in the future may result in additional dilution to you or may adversely impact the price of our Class A common stock.

**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 December 31, 2025, excluding intercompany indebtedness, we had approximately $4,589 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.

**General risk factors**

***Our risk management policies and procedures may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk.***

We operate in a rapidly changing industry. Accordingly, our risk management policies and procedures may not be fully effective to identify, monitor and manage all risks our business encounters. In addition, when we introduce new services, focus on new business types, or begin to operate in markets where we have a limited history of fraud loss, we may be less able to forecast and reserve accurately for those losses. If our policies and procedures are not fully effective or we are not successful in identifying and mitigating all risks to which we are or may be exposed, we may suffer uninsured liability, harm to our reputation or be subject to litigation or regulatory actions that could adversely affect our business, financial condition or results of operations. For example, if our security measures do not succeed, our business may be adversely affected. In addition, bad actors around the world use increasingly sophisticated methods to engage in illegal activities involving personal data, such as unauthorized use of another's identity or payment information, unauthorized acquisition or use of credit or debit card details and other fraudulent use of another's identity or information.

***The evolving focus on sustainability and environmental, social and governance practices ("ESG") could increase our costs, harm our reputation and adversely impact our financial results.***

There has been evolving focus by investors, customers, regulators, government officials, legislators, the media and other stakeholders on a variety of sustainability and ESG matters, including initiatives for inclusivity. We experience pressure to make commitments relating to sustainability and ESG matters that affect us, including the design and implementation of specific risk mitigation strategic initiatives relating to ESG. If we are not effective in addressing such matters affecting our business, or setting and meeting relevant sustainability goals, our reputation and financial results may suffer. Even if we are effective at addressing such matters, we may also attract negative attention from stakeholders with diverging views on sustainability and ESG. In addition, this emphasis on sustainability and ESG matters has resulted and may result in the adoption of new laws and regulations, including new reporting requirements. If we fail to comply with new laws, regulations or reporting requirements, our reputation and business could be adversely impacted, and we could be subject to significant fines and penalties, including risk of litigation and investigation. Any harm to our reputation could further negatively impact employee engagement and retention, the willingness of customers to do business with us, and investment decisions. We may experience increased costs in order to execute upon our sustainability and ESG goals and measure achievement of those goals, which could have an adverse impact on our business and financial condition.

***If securities analysts do not publish research or reports about our business or if they downgrade our stock or our sector, or if there is any fluctuation in our credit rating, our stock price and trading volume could decline.***

The trading market for our Class A common stock relies in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. Securities and industry analysts may not publish research on our Company. If securities or industry analysts do not continue coverage of our Company, the trading price of our shares would likely be negatively impacted. Furthermore, if one or more of the analysts who do cover us downgrade our stock or our industry, or the stock of any of our competitors, or publish inaccurate or unfavorable research about our business, the price of our stock could decline. If one or more of these analysts stops covering us or fails to publish reports on us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline.

Additionally, any fluctuation in the credit rating of us or our subsidiaries may impact our ability to access debt markets in the future or increase our cost of future debt which could have a material adverse effect on our operations and financial condition, which in return may adversely affect the trading price of shares of our Class A common stock.

***Short sellers of our stock may be manipulative and may drive down the market price of our common stock.***

Short selling is the practice of selling securities that the seller does not own, but rather has borrowed or intends to borrow from a third party with the intention of buying identical securities at a later date to return to the lender. A short seller hopes to profit from a decline in the value of the securities between the sale of the borrowed securities and the purchase of the replacement shares, as the short seller expects to pay less in that purchase than it received in the sale. It is therefore in the short seller's interest for the price of the stock to decline, and some short sellers publish, or arrange for the publication of, opinions or characterizations regarding the relevant issuer, often involving misrepresentations of the issuer's business prospects and similar matters calculated to create negative market momentum, which may permit them to obtain profits for themselves as a result of selling the stock short.

In April 2023, short seller Blue Orca Capital issued a short report on us, resulting in a decrease in the price of our Class A common stock on the day the short report was issued. Subsequently, numerous lawsuits were filed against us, which the court dismissed with prejudice.

As a public entity, we may be the subject of additional concerted efforts by short sellers to spread negative information in order to gain a market advantage. In addition, the publication of misinformation may also result in further lawsuits, the uncertainty and expense of which could adversely impact our business, financial condition, and reputation. There are no assurances that we will not face further short sellers' efforts or similar tactics in the future, and the market price of our common stock may decline as a result of their actions.

***The impact of war, including in Europe and the Middle East, on the global economy, energy supplies and raw materials is uncertain, but may prove to negatively impact our business and operations.***

The short and long-term implications of war, including in Europe and the Middle East, are difficult to predict at this time. We continue to monitor any adverse impact that the outbreak of the wars and the subsequent institution of sanctions may have on the global economy in general, on our business and operations and on the businesses and operations of our suppliers and other third parties with which we conduct business. For example, prolonged conflicts in Europe or the Middle East may result in increased inflation, escalating energy prices and constrained availability, and thus increasing costs, of raw materials. We will continue to monitor this fluid situation and develop contingency plans as necessary to address any disruptions to our business operations as they develop.

The Israel Defense Force (the "IDF"), the national military of Israel, is a conscripted military service, subject to certain exceptions. We conduct certain operations in Israel, where approximately 3% of our employees reside. A number of our employees are subject to military service in the IDF and have been, or may be, called to serve. It is possible that there will be further military reserve duty call-ups in the future, which may affect our business due to a shortage of skilled labor and loss of institutional knowledge, and necessary mitigation measures we may take to respond to a decrease in labor availability, such as overtime and third-party outsourcing, for example, may have unintended negative effects and adversely impact our results of operations, liquidity or cash flows.

To the extent the wars in Europe or the Middle East may adversely affect our business as discussed above, it may also have the effect of heightening many of the other risks described herein. Such risks include, but are not limited to, adverse effects on macroeconomic conditions, including inflation; disruptions to our global technology infrastructure, including through cyberattack, ransom attack, or cyber-intrusion; adverse changes in international trade policies and relations; disruptions in global supply chains; and constraints, volatility, or disruption in the capital markets, any of which could negatively affect our business and financial condition.

## ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

## ITEM 1C. CYBERSECURITY

### Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program designed to protect the confidentiality, integrity, and availability of our internal and customer facing IT Systems and Confidential Information.

We have designed our program taking into account the National Institute of Standards and Technology Cybersecurity Framework ("NIST CSF") and Center For Internet Security ("CIS") Controls. These standards, along with other industry benchmarks, such as the PCI DSS, are used as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business, but this does not imply that we meet any particular technical standards, specifications, or requirements at all times.

Our cybersecurity risk management program is integrated into our overall enterprise risk management program, and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas. As part of our enterprise risk assessment function, which is led by our Chief Legal Officer and Vice President of Internal Audit, we have implemented processes designed to assess, identify and manage the material risks facing the Company, including from cybersecurity risks. As part of this process, our IT organization assesses cybersecurity risk and evaluates our policies, procedures, skill sets and tools, with the aim to identify and address, as appropriate, areas of vulnerability. Our internal audit team performs testing to assess whether our program is appropriately designed and operating as intended.

Key elements of our cybersecurity risk management program include, but are not limited to the following:

- risk assessments designed to help identify material cybersecurity risks to our IT Systems and Confidential Information;
- a security team principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security processes;
- designing products and services with cybersecurity in mind;
- cybersecurity awareness training, including internal phishing tests of our employees, contractors, consultants, or any third-parties who will have access to our IT Systems, information, products, services, or our broader enterprise IT environment;
- a cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- a third-party risk management process for key service providers, suppliers, and vendors based on their criticality and risk profile.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. We face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us. See *"Risk Factor–Our inability to protect our IT Systems and Confidential Information, as well as the IT Systems of third parties we rely on, from continually evolving cybersecurity risks, security breaches or other technological risks could affect our reputation and brand among our merchants and consumers and may expose us to material financial penalties and legal liability."*

**Cybersecurity Governance**

Our Board considers cybersecurity risk as part of its risk oversight function and has delegated to the Audit Committee ("Committee") oversight of cybersecurity and other information technology risks. The Committee oversees management's implementation of our cybersecurity risk management program.

The Committee receives periodic reports from management on our cybersecurity risks and program. In addition, management updates the Committee, as necessary, regarding any significant cybersecurity incidents. The Committee reports to the full Board regarding its activities, including those related to cybersecurity. The full Board also receives briefings from management on our cyber risk management program.

Our management team, including the SVP of Enterprise Security & Chief Information Security Officer and the Director of Enterprise Security & Compliance, is responsible for assessing and managing our material risks from cybersecurity threats. The team has primary responsibility for our overall cybersecurity risk management program and supervises our internal cybersecurity personnel. Our management team's collective experience includes a diverse background in fintech and other industries, with decades of experience in various aspects of cybersecurity. Our Enterprise Security & Compliance team brings over 20 years of extensive expertise in risk assessment and management, regulatory compliance (including PCI DSS, GDPR, and the Sarbanes-Oxley Act), incident response, data protection and privacy, security monitoring and threat intelligence, and the implementation of advanced security technologies. Specifically, our SVP of Enterprise Security & Chief Information Security Officer brings experience across military, financial, and fintech environments. Our Director of Enterprise Security & Compliance brings experience with a background spanning banking, healthcare, health-wellness-nutrition and fintech industries.

Our management team stays informed about and monitors efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us; and alerts and reports produced by security tools deployed in the IT environment.

**ITEM 2. PROPERTIES**

We are headquartered in a leased office located in Center Valley, Pennsylvania. Our current lease expires on December 31, 2026.

In addition, we have various other leased premises in the U.S. and internationally. For leases that are scheduled to expire during the next 12 months, we may negotiate new lease agreements, renew existing lease agreements or use alternate facilities. We believe that our facilities are adequate for our needs and believe that we should be able to renew any of our leases or secure similar property without an adverse impact on our operations.

**ITEM 3. LEGAL PROCEEDINGS**

Our material legal proceedings are described in Part II, Item 8 of this Form 10-K in the Notes to Consolidated Financial Statements in Note 16, "Commitments and Contingencies."

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information**

Shift4 Payments, Inc. Class A common stock is quoted on the New York Stock Exchange under the ticker symbol "FOUR."

**Holders**

As of February 19, 2026, there were 190 holders of record of our Class A common stock. Because many of our shares of Class A common stock are held by brokers and institutions on behalf of stockholders, we are unable to estimate the total number of beneficial owners of our Class A common stock represented by these record holders.

**Recent Sales of Unregistered Securities**

There were no unregistered equity securities sold from January 1, 2025 to December 31, 2025.

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

*Issuer Purchases of Equity Securities*

| | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (a) | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions) |
|---|---|---|---|---|
| October 1, 2025 through October 31, 2025 | — | — | — | $ — |
| November 1, 2025 through November 30, 2025 | 4,276,292 | $ 70.15 | 4,276,292 | 700 |
| December 1, 2025 through December 31, 2025 | 73,300 | 65.09 | 73,300 | 695 |
| Total | 4,349,592 | | | |

(a) In November 2025, the Board authorized a new stock repurchase program, replacing the prior 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.

**Dividend Policy**

Since the IPO, we have not declared or paid any cash dividends on our common stock and we do not anticipate declaring or paying any cash dividends on our Class A common stock in the foreseeable future. Because we are a holding company, our ability to pay cash dividends on our Class A common stock depends on our receipt of cash distributions from Shift4 Payments, LLC and, through Shift4 Payments, LLC, cash distributions and dividends from our other direct and indirect wholly owned subsidiaries.

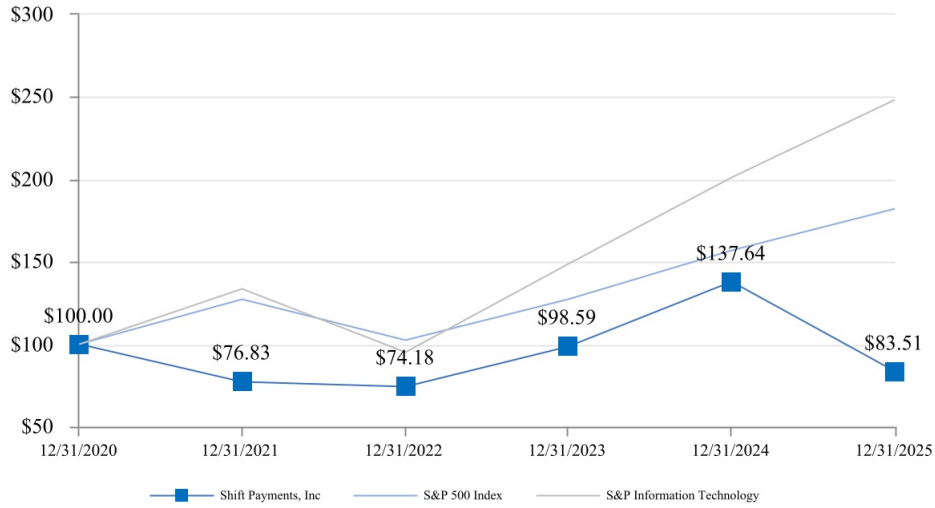
While we intend to continue to pay quarterly cash dividends on our 6.00% Series A Mandatory Convertible Preferred Stock ("Preferred Stock"), we do not intend to pay cash dividends on our Class A common stock in the foreseeable future. Shift4 Payments, Inc. is a holding company that does not conduct any 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.

Our ability to pay dividends may be restricted by the terms of any future credit agreement or any future debt or preferred equity securities of us or our subsidiaries. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of our Board, subject to compliance with contractual restrictions and covenants in the agreements governing our current and future indebtedness. Any such determination will also depend upon our business prospects, results of operations, financial condition, cash requirements and availability and other factors that our Board may deem relevant.

**Stock Performance Graph**

The following graph and table compare the total shareholder return from December 31, 2020 through December 31, 2025 of (i) our Class A common shares, (ii) the Standard and Poor's 500 Stock Index ("S&P 500 Index"), and (iii) the Standard and Poor's 500 Information Technology Index ("S&P Information Technology"). The stock performance graph and table assume an initial investment of $100 on December 31, 2020.

The performance graph and table are not intended to be indicative of future performance. The performance graph and table shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act.




| | December 31, 2020 | December 31, 2021 | December 31, 2022 | December 31, 2023 | December 31, 2024 | December 31, 2025 |
|---|---|---|---|---|---|---|
| Shift4 Payments, Inc. | $ 100.00 | $ 76.83 | $ 74.18 | $ 98.59 | $ 137.64 | $ 83.51 |
| S&P 500 Index | $ 100.00 | $ 126.89 | $ 102.22 | $ 126.99 | $ 156.59 | $ 182.25 |
| S&P Information Technology | $ 100.00 | $ 133.35 | $ 94.80 | $ 148.26 | $ 201.18 | $ 248.07 |

**ITEM 6. [RESERVED]**

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to provide a reader of our consolidated financial statements with a narrative from the perspective of our management on our financial condition, results of operations, liquidity and certain other factors that may affect our future results. You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial data included elsewhere in this Annual Report. Some of the information contained in this discussion and analysis or set forth elsewhere in this Annual Report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should review Item 1A of this Annual Report for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.*

*A discussion regarding our financial condition and results of operation for the year ended December 31, 2025 compared to the year ended December 31, 2024 is presented below. A discussion regarding our financial condition and results of operations for the year ended December 31, 2024 compared to the year ended December 31, 2023 is included under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 19, 2025.*

### 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. We are also a 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

*Executive Chairman - NASA Administrator Appointment and Up-C Collapse*

In December 2025, Jared Isaacman, our Founder and former Executive Chairman, was sworn in as the administrator of NASA. 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.

On February 7, 2026, we entered into a Transaction Agreement to effect, among other things, the Up-C Collapse via a taxable exchange, and the assignment and waiver of Rook's rights under the TRA to us. The Simplification Transactions and other matters provided for in the Transaction Agreement will provide significant benefits to us, including being relieved of material future TRA payments, no longer having a stockholder with majority voting power and obtaining a waiver by Rook of its rights under Section 4 of the Stockholders Agreement, dated June 4, 2020, among us, Rook, and Searchlight.

Pursuant to the Transaction Agreement, the following transactions occurred: (i) Rook effected a redemption and exchange of all of its equity common units in Shift4 Payments, LLC on a one-for-one basis for shares of Class A common stock and cancelled the corresponding shares of Class B common stock, (ii) Mr. Isaacman exchanged all of his shares of Class C common stock on a one-for-one basis for shares of Class A common stock, (iii) Rook assigned all of its rights and benefits under the TRA to the Company, and each of Rook and the Company waived any rights they may have to any tax benefit payments; and (iv) Mr. Isaacman agreed to the Stockholders Agreement Waiver. Also pursuant to the Transaction Agreement, Mr. Isaacman agreed to a five-year obligation not to compete with the Company, and we and Mr. Isaacman agreed to, following the time that Mr. Isaacman's service as NASA Administrator terminates, negotiate in good faith to reach an agreement upon which Mr. Isaacman shall return to service (whether as director, consultant, or otherwise) with the Company.

Pursuant to the Transaction Agreement, in consideration for the Company Benefits, including the assignment and waiver of the TRA, the Elimination of Voting Control Benefit, the Stockholder Agreement Waiver, and the Up-C Collapse, Mr. Isaacman (via Rook) received approximately $192 million in value, which consists of (i) a payment of cash held by us as a result of previously paid tax distributions from Shift4 Payments, LLC in the amount of approximately $139 million, (ii) 423,296 shares of our mandatory convertible preferred stock in a private placement, and (iii) deemed satisfaction in full of Mr. Isaacman's previously disclosed agreement to fund 50% of the Company's discretionary equity award program for non-management employees, which was implemented in November 2021.

**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. Total purchase consideration amounted to approximately NZ$325 million (or about $186 million USD) in cash. 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 for approximately $84 million of cash, subject to customary closing adjustments. The contemplated transaction is expected to close in the first quarter of 2026, subject to customary approvals. The initial accounting for the acquisition, including the valuation of assets and liabilities acquired, is unavailable to disclose at this time.

**Factors Impacting Our Business and Results of Operations**

In general, our results of operations are impacted by factors such as the adoption of software solutions that are integrated with our payment solutions, continued investment in our core capabilities, ongoing pursuit of strategic acquisitions, and macro-level economic trends.

*Increased adoption of software-integrated payments*. We primarily generate revenue through fees assessed on volume initiated through our internal sales team and our integrated software partners. These fees include volume-based payments, transaction fees and subscription fees for software and technology solutions. We expect to continue to grow through both our internal sales team and integrated software partners, both of which have proven to be an effective and efficient way of acquiring new merchants and servicing these relationships.

*Continued focus on converting our gateway-only customers to our end-to-end payments offering.* Currently, a significant percentage of our merchant base relies only on our proprietary gateway technology solution to process card-based payments. However, as more of these gateway-only merchants choose to also adopt our end-to-end payment solutions, our revenue per merchant is expected to increase given the fees we generate on end-to-end payment processing services are significantly higher than the per transaction fees we earn on gateway-only services.

*Mix of our merchant base*. We continue to experience a shift to higher average revenue and volume per merchant. The revenue and margin of each merchant within our portfolio is affected by several factors, including the amount of payment volume processed, the industry vertical in which the merchant operates, and the number of solutions implemented by the merchant.

*Ability to attract and retain internal sales team and software partners.* Our ability to attract and retain our internal sales team and software partners impacts our future growth and our ability to service our existing base of merchants. To facilitate internal talent attraction and retention, we strive to make Shift4 an inclusive and safe workplace, with opportunities for our employees to grow and develop in their careers, supported by competitive compensation, benefits and health and wellness programs. It is also critical we maintain our product leadership through continued investment in innovative technology solutions as a means to ensure we retain our current software partners while attracting new software partners.

*Investment in product, distribution and operations.* We make significant investments in both new product development and existing product enhancements, such as mobile POS, cloud enablement for our software partners' existing systems, and contactless payments, including QR code based mobile payment technologies. New product features and functionality are brought to market through varied distribution and promotional activities, including collaborative efforts with industry leading software providers, tradeshows, and customer conferences. We will continue to invest in operational support in order to maintain service levels expected by our merchant customers.

*Pursuit of strategic acquisitions.* We intend to continue to pursue strategic acquisitions as part of our growth strategy that includes adding complementary technology capabilities to service our base of customers and adding critical sales and support capabilities within a specific industry vertical or geography. While these acquisitions are intended to add long-term value, in the short term they may have an adverse impact on operating margins.

*Impact of international operations.* As our international operations continue to expand, particularly as a result of the Global Blue acquisition, we will be increasingly subject to foreign exchange risk due to fluctuations in exchange rates between the U.S. dollar and the foreign currencies of countries in which we operate. Additionally, as described elsewhere in this Annual Report on Form 10-K, international operations expose us to additional risks and subject us to international laws and regulations.

*Economic conditions and resulting consumer spending trends.* Changes in macro-level consumer spending trends, as a result of inflation or reduced consumer confidence and discretionary spending, could affect the amount of volume processed on our platform, thus resulting in fluctuations in our revenue. There is additional political uncertainty in the U.S. as a result of the need for the federal government to increase its debt limit. A significant escalation or expansion of economic disruption could continue to impact consumer spending, broaden inflationary costs, and could have a material adverse effect on our results of operations. Our revenue is also impacted by seasonal consumer spending patterns, which historically have resulted in higher volumes and revenue being reported in our second and third fiscal quarters.

**Key Financial Definitions**

The following briefly describes the components of revenue and expenses as presented in the accompanying 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 three years to twenty years.

*Professional expenses* consist 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.

**Comparison of Results for the Year Ended December 31, 2025 and 2024**

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

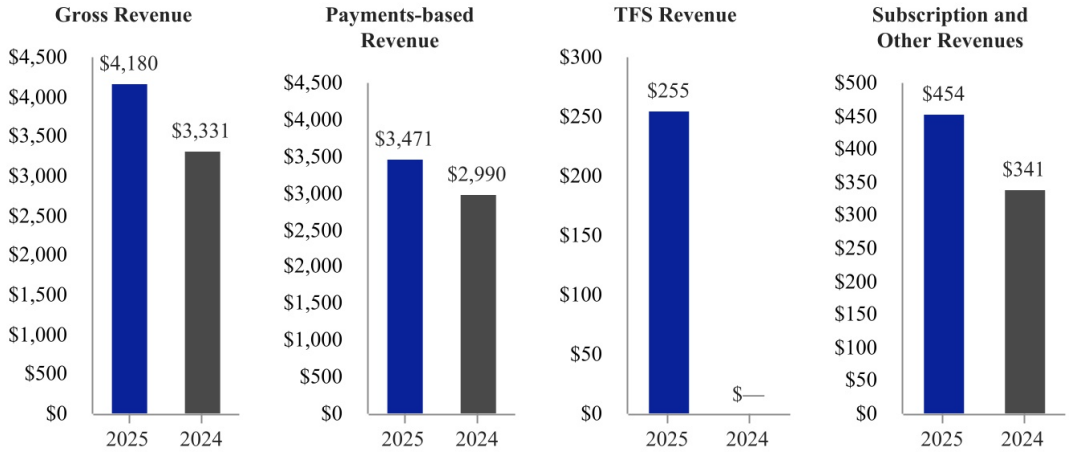
| | Year Ended December 31, | | |
|---|---|---|---|
| *(in millions)* | **2025** | **2024** | **$ change** |
| Payments-based revenue | $ 3,471 | $ 2,990 | $ 481 |
| TFS revenue | 255 | — | 255 |
| Subscription and other revenue | 454 | 341 | 113 |
| Gross revenue | 4,180 | 3,331 | 849 |
| Network fees | (2,199) | (1,976) | (223) |
| Other costs of sales (exclusive of certain depreciation and amortization expense shown separately below) | (553) | (382) | (171) |
| General and administrative expenses | (682) | (459) | (223) |
| Revaluation of contingent liabilities | 4 | (4) | 8 |
| Depreciation and amortization expense (a) | (290) | (200) | (90) |
| Professional expenses | (87) | (41) | (46) |
| Advertising and marketing expenses | (32) | (22) | (10) |
| Gain on sale of subsidiaries | 19 | — | 19 |
| Impairment of intangible assets | (9) | — | (9) |
| Income from operations | 351 | 247 | 104 |
| Loss on extinguishment of debt | (12) | — | (12) |
| Interest income | 59 | 34 | 25 |
| Other income (expense), net | (9) | 2 | (11) |
| Gain on investments in securities | — | 67 | (67) |
| Change in TRA liability | (4) | (289) | 285 |
| Interest expense | (190) | (62) | (128) |
| Income (loss) before income taxes | 195 | (1) | 196 |
| Income tax benefit (expense) | (48) | 296 | (344) |
| Net income | 147 | 295 | (148) |
| Less: Net income attributable to noncontrolling interests | (28) | (65) | 37 |
| Net income attributable to Shift4 Payments, Inc. | $ 119 | $ 230 | $ (111) |

(a) Depreciation and amortization expense includes depreciation of equipment under lease of $74 million and $54 million for the years ended December 31, 2025 and 2024, respectively.

**Results of Operations**

***Year ended December 31, 2025 compared to year ended December 31, 2024***

***Revenues (in millions)***




***Gross revenue*** increased by $849 million, or 25%. Gross revenue is comprised of payments-based revenue, TFS revenue and subscription and other revenues.

***Payments-based revenue*** increased by $481 million, or 16%, primarily due to:

- the increase in volume of $44 billion, or 27%, for the year ended December 31, 2025 compared to the year ended December 31, 2024, and;
- our recent acquisitions in 2024 and 2025.

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.

***TFS revenue*** increased by $255 million. TFS revenue is the result of the acquisition of Global Blue in the third quarter of 2025.

***Subscription and other revenues*** increased by $113 million, or 33%. 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***

| | Year Ended December 31, | | |
|---|---|---|---|
| *(in millions)* | **2025** | **2024** | **$ Change** |
| Network fees | $ (2,199) | $ (1,976) | $ (223) |

The 11% increase in network fees was primarily due to the increase in payments-based revenue.

Gross revenue less network fees increased by $626 million, or 46%, primarily due to the impact of recent acquisitions, the increase in volume, 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.

| | Year Ended December 31, | | |
|---|---|---|---|
| *(in millions)* | **2025** | **2024** | **$ Change** |
| Other costs of sales (exclusive of certain depreciation and amortization expense) | $ (553) | $ (382) | $ (171) |

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)* | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| General and administrative expenses | $ (682) | $ (459) | $ (223) |

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

| *(in millions)* | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Revaluation of contingent liabilities | $ 4 | $ (4) | $ 8 |

The income (expense) for revaluation of contingent liabilities was primarily driven by fair value adjustments to contingent liabilities arising from various acquisitions we completed in recent years.

| *(in millions)* | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Depreciation and amortization expense | $ (290) | $ (200) | $ (90) |

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)* | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Professional expenses | $ (87) | $ (41) | $ (46) |

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)* | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Advertising and marketing expenses | $ (32) | $ (22) | $ (10) |

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

| *(in millions)* | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Gain on sale of subsidiaries | $ 19 | $ — | $ 19 |

The gain on sale of subsidiaries in 2025 was primarily due to the sale of acardo group AG("acardo"), a subsidiary of Vectron that was not core to our business.

| *(in millions)* | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Impairment of intangible assets | $ (9) | $ — | $ (9) |

During 2025, the Company impaired the value of certain acquired technology that it determined was no longer of use.

| *(in millions)* | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Interest income | $ 59 | $ 34 | $ 25 |

The increase in interest income was primarily due to an increase in our average interest-earning cash balance.

| (in millions) | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Other income (expense), net | $ (9) | $ 2 | $ (11) |

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) | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Gain on investments in securities | $ — | $ 67 | $ (67) |

The realized gain on investments in securities for the year ended December 31, 2024 was due to the sale of one of our non-marketable equity investments. The unrealized gain on investments in securities for the year ended December 31, 2024 was due to fair value adjustments to our non-marketable equity investments.

| (in millions) | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Change in TRA liability | $ (4) | $ (289) | $ 285 |

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. See Note 13 to the accompanying consolidated financial statements for more information on the TRA.

| (in millions) | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Interest expense | $ (190) | $ (62) | $ (128) |

The increase in interest expense was primarily due to the issuance of our Existing 2032 Notes in 2024 and the issuance of our 2033 Euro Notes, New 2032 Notes, and $1.0 billion Term Loan Facility in 2025. After our recent financing activity, including the impact of amending our Credit Facilities effective January 5, 2026, our annualized interest expense is projected to be approximately $250 million, which is inclusive of approximately $9 million of non-cash deferred financing fee and premium amortization.

| (in millions) | Year Ended December 31, 2025 | 2024 | $ Change |
|---|---|---|---|
| Income tax benefit (expense) | $ (48) | $ 296 | $ (344) |

The effective tax rate for the year ended December 31, 2025 was approximately 25%. The effective tax rate for the year ended December 31, 2024 was not meaningful due 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:

| | Year Ended December 31, 2025 | 2024 |
|---|---|---|
| Volume (in billions) | $ 209 | $ 165 |
| | | |
| Gross revenue less network fees (in millions) | $ 1,981 | $ 1,355 |
| EBITDA (in millions) | $ 758 | $ 324 |
| Adjusted EBITDA (in millions) | $ 970 | $ 678 |

***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 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, gain on sale of subsidiaries, impairment of intangible assets, 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 Annual 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:**

| | Year Ended December 31, | |
|---|---|---|
| | **2025** | **2024** |
| *(in millions)* | | |
| Gross revenue | $ 4,180 | $ 3,331 |
| Less: Network fees | (2,199) | (1,976) |
| Less: Other costs of sales (exclusive of depreciation of equipment under lease) | (553) | (382) |
| Less: Depreciation of equipment under lease | (74) | (54) |
| Gross profit (a) | $ 1,354 | $ 919 |
| | | |
| Gross profit (a) | $ 1,354 | $ 919 |
| Add back: Other costs of sales | 553 | 382 |
| Add back: Depreciation of equipment under lease | 74 | 54 |
| Gross revenue less network fees | $ 1,981 | $ 1,355 |

(a) The determination of gross profit is inclusive of depreciation of equipment under lease that is included in Depreciation and amortization expense in the Consolidated Statements of Operations. The table reflects the determination of gross profit for all periods presented. Although gross profit is not presented on the 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:**

| | Year Ended December 31, | |
|---|---|---|
| *(in millions)* | **2025** | **2024** |
| Net income | $ 147 | $ 295 |
| Interest expense | 190 | 62 |
| Interest income | (59) | (34) |
| Income tax (benefit) expense | 48 | (296) |
| Depreciation and amortization | 432 | 297 |
| EBITDA | 758 | 324 |
| Acquisition, restructuring and integration costs (a) | 84 | 39 |
| Revaluation of contingent liabilities | (4) | 4 |
| Gain on sale of subsidiaries (b) | (19) | — |
| Impairment of intangible assets (c) | 9 | — |
| Loss on extinguishment of debt (d) | 12 | — |
| Gain on investments in securities (e) | — | (67) |
| Change in TRA liability (f) | 4 | 289 |
| Equity-based compensation (g) | 85 | 68 |
| Foreign exchange and other nonrecurring items (h) | 41 | 21 |
| Adjusted EBITDA | $ 970 | $ 678 |

(a) For the year ended December 31, 2025, consisted of $47 million of acquisition-related costs and $37 million of restructuring and other costs. For the year ended December 31, 2024, consisted of $20 million of acquisition-related costs and $19 million of restructuring and other costs.

(b) For the year ended December 31, 2025, consisted of $16 million resulting from the sale of acardo and $3 million resulting from the sale of other subsidiaries.

(c) For the year ended December 31, 2025, we recognized an $11 million impairment of intangible assets related to an immaterial acquisition we consummated in the first quarter of 2025.

(d) For the year ended December 31, 2025, consisted of a $9 million loss resulting from the writeoff of unused commitment fees in connection with bridge financing for the Global Blue acquisition and a $3 million loss resulting from the writeoff of unamortized deferred financing fees in connection with our prepayment of 2026 Senior Notes.

(e) For the year ended December 31, 2024, primarily consisted of unrealized and realized gains due to the sale of one of our non-marketable equity investments.

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

(g) Consisted of equity-based compensation expense for RSUs, including employer taxes for vested RSUs. See Note 19 to the accompanying 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.

(h) For the year ended December 31, 2025, consisted of $17 million of expenses related to non-routine matters, $14 million of expenses related to the non-routine upgrade of our IT systems, and $10 million of foreign exchange-related losses. For the year ended December 31, 2024, consisted of $17 million of expenses related to non-routine matters and $5 million expenses related to the non-routine upgrade of our IT systems, partially offset by $1 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 December 31, 2025, our cash and cash equivalents balance was $964 million, of which approximately $365 million was held outside of the U.S. by our foreign legal entities. In addition, "Settlement assets" includes $221 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.

In July 2025, in connection with the acquisition of Global Blue, we received aggregate proceeds of approximately $88 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.

In May 2025, we issued 10,000,000 shares of our 6.00% Series A Mandatory Convertible Preferred Stock ("Preferred Stock") for gross proceeds of $1 billion. Net proceeds after underwriting fees of $25 million were $975 million. While we intend to continue to pay quarterly cash dividends on our 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:

| | Year Ended December 31, | |
|---|---|---|
| *(in millions)* | **2025** | **2024** |
| Net cash provided by operating activities | $ 634 | $ 500 |
| Net cash used in investing activities | (2,998) | (691) |
| Net cash provided by financing activities | 2,055 | 929 |
| Effect of exchange rate changes on cash and cash equivalents and restricted cash | 55 | (21) |
| Change in cash and cash equivalents and restricted cash | $ (254) | $ 717 |

***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 year ended December 31, 2025, net cash provided by operating activities of $634 million was primarily a result of net income of $147 million, adjusted for non-cash depreciation and amortization of $432 million, equity-based compensation of $82 million, provision for bad debts of $16 million, amortization of capitalized financing costs, net of premium accretion, of $15 million, loss on extinguishment of debt of $12 million, deferred income taxes of $7 million and unrealized foreign exchange losses of $5 million, partially offset by gain on sale of subsidiary of $(19) million and an impact from working capital items of $(72) million.

For the year ended December 31, 2024, net cash provided by operating activities of $500 million was primarily a result of net income of $295 million, adjusted for non-cash change in TRA liability of $289 million, depreciation and amortization of $297 million and equity-based compensation of $65 million, partially offset by deferred income taxes of $(322) million, gain on investments in securities of $(67) million and an impact from working capital items of $(76) 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 $2,998 million for the year ended December 31, 2025, an increase of $2,307 million compared to net cash used in investing activities of $691 million for the year ended December 31, 2024. This increase was primarily the result of a $2,190 million increase in net cash paid for acquisitions and a $123 million decrease in proceeds from the sale of investments in securities, partially offset by a $57 million decrease in deposits made with our sponsor bank and $24 million of proceeds from the sale of subsidiaries in 2025.

***Financing activities***

Net cash provided by financing activities was $2,055 million for the year ended December 31, 2025, an increase of $1,126 million compared to net cash provided by financing activities of $929 million for the year ended December 31, 2024. This increase was primarily due to a $2.8 billion increase in gross proceeds received from debt and equity issuances and $71 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, partially offset by the $1,143 million repayment of our 2026 Senior Notes and 2025 Convertible Notes in 2025, a $307 million increase in payments for the repurchase of common stock, a $91 million change in settlement activity, $71 million paid to acquire additional Global Blue and Vectron shares post-acquisition, a $61 million increase in deferred financing costs, a $57 million decrease in borrowings on the settlement line of credit, and a $30 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.

***Debt***

As of December 31, 2025, we had $4,589 million total principal amount of debt outstanding, including $633 million of 2027 Convertible Notes, $1,650 million of 2032 Senior Notes $1,309 million of 2033 Euro Notes, and $997 million of principal outstanding on the Term Loan Facility.

As of December 31, 2024, we had $2,873 million total principal amount of debt outstanding, including $690 million of 2025 Convertible Notes, $450 million of 2026 Senior Notes, $633 million of 2027 Convertible Notes and $1,100 million of 2032 Senior Notes.

*Convertible Notes – 2025 Notes*

In December 2020, Shift4 Payments, Inc. issued $690 million principal amount of 2025 Convertible Notes. The 2025 Convertible Notes matured and were repaid on December 15, 2025 with cash on hand. As the share price of our Class A common stock at maturity was below the conversion price of $80.48 per share, no shares of common stock were issued upon maturity.

*Senior Notes – 2026 Notes*

In October 2020, Shift4 Payments, LLC and Shift4 Payments Finance Sub, Inc. (together, the "Issuers") issued $450 million principal amount of 2026 Senior Notes. The 2026 Senior Notes were repaid in full during 2025.

*Convertible Notes – 2027 Notes*

In July 2021, Shift4 Payments, Inc. issued $633 million principal amount of 2027 Convertible Notes to qualified institutional buyers in an offering exempt from registration under the Securities Act. We received net proceeds, after deducting initial purchasers' discounts and fees, of approximately $618 million from the offering of the 2027 Convertible Notes. The net proceeds of the 2027 Convertible Notes Offering, together with cash on hand, was used for general corporate purposes. The 2027 Convertible Notes will mature on August 1, 2027, unless earlier repurchased, redeemed or converted, and accrue interest at a rate of 0.50% per year. Interest on the 2027 Convertible Notes is payable semi-annually in arrears on each February 1 and August 1, commencing on February 1, 2022. We will settle conversions by paying in cash up to the principal amount of the 2027 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. The initial conversion rate is 8.1524 shares of Class A common stock per $1,000 principal amount of 2027 Convertible Notes (equivalent to an initial conversion price of approximately $122.66 per share of Class A common stock), subject to adjustment upon the occurrence of specified events. None of the specified events for the conversion of the 2027 Convertible Notes occurred as of December 31, 2025.

*Senior Notes – 2032 Notes*

In August 2024, the Issuers issued $1,100 million principal amount of 2032 Senior Notes (the "Existing 2032 Notes"). We received net proceeds, after deducting initial purchasers' discounts and fees, of approximately $1,089 million from the offering of the Existing 2032 Senior Notes.

In May 2025, the Issuers issued an additional $550 million principal amount of 2032 Senior Notes (the "New 2032 Notes" and together with the Existing 2032 Notes, the "2032 Senior Notes"). We received net proceeds, after deducting initial purchasers' discounts and fees, of approximately $547 million from the offering of the New 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 2032 Senior Notes mature on August 15, 2032 and accrue interest at a rate of 6.75% per year. Interest on the 2032 Senior Notes is payable semi-annually in arrears on each February 15 and August 15, commencing on February 15, 2025 for the Existing 2032 Notes and August 15, 2025 for the New 2032 Notes. At any time on or after August 15, 2027, the Issuers may redeem all or a portion of the 2032 Senior Notes at the redemption prices set forth in the indenture governing the 2032 Senior Notes, plus accrued and unpaid interest, if any, to but excluding, the date of redemption.

*Senior Notes – 2033 Euro Notes*

In May 2025, the Issuers issued €680 million principal amount of 2033 Euro Notes (the "Existing 2033 Euro Notes"). We received net proceeds, after deducting initial purchasers' discounts and fees, of approximately $753 million from the offering of the Existing 2033 Euro Notes.

In December 2025, the Issuers issued an additional €435 million principal amount of 2033 Euro Notes (the "New 2033 Euro Notes" and together with the Existing 2033 Euro Notes, the "2033 Euro Notes"). We received net proceeds, after deducting initial purchasers' discounts and fees, of approximately $514 million from the offering of the New 2033 Euro Notes. The New 2033 Euro Notes were issued as additional notes under the same indenture governing the Existing 2033 Euro Notes, and both series are treated as a single class of debt having identical terms other than issue date and issue price. The 2033 Euro Notes mature on May 15, 2033 and accrue interest at a rate of 5.50% per year. Interest on the 2033 Euro Notes is payable semi-annually in arrears on each May 15 and November 15, commencing on November 15, 2025 for the Existing 2033 Euro Notes and May 15, 2026 for the New 2033 Euro Notes. At any time on or after May 15, 2028, the Issuers may redeem all or a portion of the 2033 Euro Notes at the redemption prices set forth in the indenture governing the 2033 Euro Notes, plus accrued and unpaid interest, if any, to but excluding, the date of redemption.

*Credit Facilities*

In September 2024, Shift4 Payments, LLC (the "Borrower") entered into a Second Amended and Restated First Lien Credit Agreement (the "Original Credit Agreement") with Goldman Sachs Bank USA ("GS"), as administrative agent and collateral agent, and the lenders party thereto, providing for a $450 million senior secured revolving credit facility ("Revolving Credit Facility"), $113 million of which was originally available for the issuance of letters of credit.

In March 2025, the Borrower 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 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 "Global Blue 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"), the Borrower 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, 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 our Revolving Credit Facility from $450 million to $550 million (the "Revolving Credit Facility Increase"), up to $138 million of which is available for the issuance of letters of credit and up to $50 million of which is available for swing line loans, (ii) provide for a senior secured term loan facility in an aggregate principal amount of $1.0 billion (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 Credit Facilities are available in U.S. Dollars, Euros, and certain other agreed-upon currencies.

As of December 31, 2025, borrowings under the Credit Facilities bear interest at a rate per annum equal to, at the Borrower'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) 2.50% 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) 1.50% 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 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. There were no borrowings and borrowing capacity on the Revolving Credit Facility was $550 million as of December 31, 2025.

On January 5, 2026, the Borrower entered into an Amendment No. 3 to its Second Amended and Restated First Lien Credit Agreement (the "Amended Credit Agreement") with GS and the lenders party thereto. As a result of the Amendment No. 3, the applicable interest rate margin over the relevant benchmark rate on the Borrower's term loans has been, (a) in the case of term loans that bear interest with reference to the term SOFR, reduced from 2.50% per annum under the Credit Agreement to 2.00% per annum under the Amended Credit Agreement and (b) in the case of alternate base rate loans, reduced from 1.50% per annum under the Credit Agreement to 1.00% per annum under the Amended Credit Agreement. All other material provisions of the Credit Agreement remain materially unchanged.

*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 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 million to $125 million. As of December 31, 2025, borrowings against the Settlement Line amounted to $89 million which have been deposited in an account owned and controlled by Citizens. The deposit and borrowing have been netted on our 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 under our debt agreements for at least 12 months following the issuance of these consolidated financial statements.

***Stock repurchases***

In May 2024, the Board authorized a stock repurchase program (the "May 2024 Program"), pursuant to which we were authorized to repurchase up to $500 million shares of our 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 we are authorized to repurchase up to $1 billion of shares of our Class A common stock through December 31, 2026 (the "November 2025 Program").

During the year ended December 31, 2025, we repurchased 6,184,487 shares of Class A common stock for $453 million, including commissions paid, at an average price paid of $73.23 per share. As of December 31, 2025, $695 million remained available for stock repurchases under the November 2025 Program.

**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 December 31, 2025, we had $4,589 million of debt principal outstanding. After our recent financing activity, including the amendment to our Credit Facilities effective January 5, 2026, we had 1) $7 million of debt principal payable within twelve months, and 2) future interest payments associated with the outstanding debt totaling $1,687 million, with $244 million payable within twelve months.

*Preferred Stock Obligations*

As of December 31, 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 million over the next twelve months.

*Contingent Liabilities*

As of December 31, 2025, the fair value of contingent liabilities to potentially be paid out in cash was $14 million, with $10 million payable within twelve months. As of December 31, 2025, the maximum amount of contingent liabilities to potentially be paid out in cash was $22 million, with $14 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 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.

We have provided a summary of our significant accounting policies in Note 1 to the accompanying consolidated financial statements. The following critical accounting discussion pertains to accounting policies management believes are most critical to the portrayal of our historical financial condition and results of operations and that require significant, difficult, subjective or complex judgments. Other companies in similar businesses may use different estimation policies and methodologies, which may impact the comparability of our financial condition, results of operations and cash flows to those of other companies.

***Revenue recognition***

Application of the accounting principles in U.S. GAAP related to the measurement and recognition of revenue requires us to make judgments and estimates. Complex agreements with nonstandard terms and conditions may require interpretation to determine the appropriate accounting. Specifically, the determination of whether we are a principal to a transaction or an agent can also require considerable judgment. We have concluded that in nearly all cases we are the principal in our payment processing agreements as we control the service on our payments platform, which is transformative in nature and allows for front-end and back-end risk mitigation, merchant portability, third-party software integrations, and enhanced reporting functionality. We also contract directly with our merchants and have complete pricing latitude on the processing fees charged to our merchants. As such, we bear the credit risk for network fees and transactions. For our SaaS agreements, we allocate revenue to each performance obligation based on its relative standalone selling price, which is based on the estimated fair value of each product and service. Changes in judgments with respect to these assumptions and estimates could impact the amount of revenue recognized.

***Business combinations and the valuation of acquired assets and liabilities***

Upon acquisition of a company, we determine if the transaction is a business combination, which is accounted for using the acquisition method of accounting. Under the acquisition method, once control is obtained of a business, the assets acquired, and liabilities assumed, including amounts attributed to noncontrolling interests, are recorded at fair value. The determination of the fair value of these assets and liabilities is based on estimates which are subject to significant management judgment. The fair values of intangible assets are typically estimated using the relief-from-royalty method or the multi-period excess earnings method. Our estimates of fair value are based upon assumptions, including but not limited to projected revenues, earnings before interest expense and income tax margins, customer attrition rates, and discount rates. Our estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable. Measurement period adjustments are reflected at the time identified, up through the conclusion of the measurement period, which is the time at which all information for determination of the values of assets acquired and liabilities assumed is received, and is not to exceed one year from the acquisition date. We may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill.

Additionally, uncertain tax positions and tax-related valuation allowances are initially recorded in connection with a business combination as of the acquisition date. We continue to collect information and reevaluate these estimates and assumptions periodically and record any adjustments to preliminary estimates to goodwill, provided we are within the measurement period. If outside of the measurement period, any subsequent adjustments are recorded to the consolidated statement of operations.

A portion of the purchase consideration for certain of our acquisitions is often contingent on the performance of the acquired business. The contingent liability arising from the expected earnout payment included in purchase consideration is typically measured on the acquisition date using a fair value model such as a Monte Carlo simulation in a risk-neutral framework, calibrated to Management's forecasts which are subject to significant judgment. Such contingent liabilities are re-measured to fair value at each reporting period.

***Impairment assessments***

We monitor conditions related to equipment for lease, property, plant and equipment, and intangible assets and test these assets for potential impairment whenever management concludes events or changes in circumstances, such as historical operating and/or cash flow losses of an asset group, indicate that the carrying amount may not be recoverable.

We perform a goodwill impairment test annually as of October 1 and whenever events or circumstances make it more likely than not that impairment may have occurred. We have determined that our business comprises one reporting unit. We have the option to first assess qualitative factors to determine whether events or circumstances indicate it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, in which case a quantitative impairment test is not required.

***Income taxes***

We recorded a valuation allowance against a majority of the deferred tax assets as of December 31, 2023. During the year ended December 31, 2024, management assessed the realizability of deferred tax assets and concluded that it is more likely than not that its net deferred tax assets will be realized and that a full valuation allowance is no longer required. The assessment included the fact that we are no longer in a three-year cumulative loss position and is projecting sufficient income in future periods to realize its deferred tax assets. We continue to maintain a valuation allowance on the portion of deferred tax assets that require capital gains income because there are no current projections of capital gains income at this time. In the future, changes to our estimates regarding the realizability of our gross deferred tax assets could materially impact our results of operations.

We entered into a TRA with Shift4 Payments, LLC and each of the Continuing Equity Owners that provided for certain payments by Shift4 Payments, Inc. to the Continuing Equity Owners. In connection with the Simplification Transactions, we are relieved of material future TRA payments, as Rook assigned all of its rights and benefits under the TRA to the Company. We are still obligated for payments to Searchlight under the TRA of 85% of the amount of certain tax benefits, if any, that Shift4 Payments Inc. actually realizes or in some circumstances is deemed to realize in its tax reporting, as a result of (1) the increases in our share of the tax basis of assets of Shift4 Payments, LLC resulting from prior redemptions of LLC Interests by Searchlight, (2) our utilization of certain tax attributes of Searchlight and (3) certain other tax benefits related to us making payments under the TRA.

The TRA liability amounted to $369 million as of December 31, 2025, since we concluded that it continues to be probable that we will realize tax benefits associated with the TRA. On February 7, 2026, we entered into a Transaction Agreement to effect, among other things, the Up-C Collapse via a taxable exchange, and the assignment and waiver of Rook's rights under the TRA to the Company.

**ITEM 7A. 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 December 31, 2025, we had $3,592 million of fixed rate principal debt outstanding pursuant to the Notes with a fair value of $3,659 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 December 31, 2025 and 2024, we had no amounts outstanding under the Revolving Credit Facility. As of December 31, 2025, we had $997 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 approximately $2 million, respectively.

See "Liquidity and Capital Resources" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Annual Report and Note 11 to the accompanying 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 21%, 13%, and 4% our revenue was denominated in currencies other than the U.S. dollar for the years ended December 31, 2025, 2024, and 2023, 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 Consolidated Statements of Operations. We recognized net foreign currency transaction gains (losses) of approximately ($10 million), $1 million, and ($4 million) for the years ended December 31, 2025, 2024, and 2023, respectively.

**Item 8. Financial Statements and Supplementary Data**

**Index to Consolidated Financial Statements**


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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of Shift4 Payments, Inc.

***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Shift4 Payments, Inc. and its subsidiaries (the "Company") as of December 31, 2025 and 2024, and the related consolidated statements of operations, of comprehensive income, of changes in stockholders' equity and of cash flows for each of the three years in the period ended December 31, 2025, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management's Annual Report on Internal Control over Financial Reporting, management has excluded Global Blue Group Holding AG (Global Blue) and Smartpay Holdings Limited (Smartpay) from its assessment of internal control over financial reporting as of December 31, 2025, because they were acquired by the Company in purchase business combinations during 2025. We have also excluded Global Blue and Smartpay from our audit of internal control over financial reporting. Global Blue and Smartpay total assets and total revenues excluded from management's assessment and our audit of internal control over financial reporting represent approximately 8% and 1% of total assets, respectively and approximately 8% and less than 1% of total revenues, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2025.

***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

*Acquisition of Global Blue - Valuation of Merchant Relationships and a Certain Acquired Technology*

As described in Note 2 to the consolidated financial statements, on July 3, 2025, the Company completed the acquisition of Global Blue for $2,612 million of total purchase consideration, net of cash acquired. Included within the other intangible assets that were recorded is $1,816 million of merchant relationships and $265 million of acquired technology, of which a majority of the acquired technology relates to a certain acquired technology intangible asset. The fair values were estimated using the multi-period excess earnings method for merchant relationships and the relief-from-royalty method for acquired technology. Management's estimate of fair value was 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 principal considerations for our determination that performing procedures relating to the valuation of merchant relationships and a certain acquired technology acquired in the acquisition of Global Blue is a critical audit matter are (i) the significant judgment by management when developing the fair value estimate of the merchant relationships and a certain acquired technology; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to projected revenues, EBITDA margins, attrition rates, and discount rates for all merchant relationships, income tax rate for a certain merchant relationship, and projected revenues, royalty rate, and discount rate for a certain acquired technology; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the acquisition accounting, including controls over management's valuation of the merchant relationships and a certain acquired technology. These procedures also included, among others (i) reading the purchase agreement; (ii) testing management's process for developing the fair value estimate of the merchant relationships and a certain acquired technology; (iii) evaluating the appropriateness of the multi-period excess earnings and relief-from-royalty methods used by management; (iv) testing the completeness and accuracy of the underlying data used in the multi-period excess earnings and relief-from-royalty methods; and (v) evaluating the reasonableness of the significant assumptions used by management related to projected revenues, EBITDA margins, attrition rates, and discount rates for all merchant relationships, income tax rate for a certain merchant relationship, and projected revenues, royalty rate, and discount rate for a certain acquired technology. Evaluating management's assumptions related to projected revenues, EBITDA margins, and income tax rate involved considering (i) the current and past performance of the Global Blue business; (ii) the consistency with external market and industry data; and (iii) whether the assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the multi-period excess earnings and relief-from-royalty methods and (ii) the reasonableness of the attrition rate, royalty rate, and discount rate assumptions.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
February 27, 2026

We have served as the Company's auditor since 2016.

**SHIFT4 PAYMENTS, INC.**
**CONSOLIDATED BALANCE SHEETS**
*(in millions, except share and per share amounts)*

| | December 31, | |
|---|---|---|
| | **2025** | **2024** |
| **Assets** | | |
| Current assets | | |
| Cash and cash equivalents | $ 964 | $ 1,212 |
| Settlement assets | 350 | 298 |
| Accounts receivable, net | 742 | 349 |
| Prepaid expenses and other current assets | 125 | 51 |
| Total current assets | 2,181 | 1,910 |
| Noncurrent assets | | |
| Equipment for lease, net | 233 | 165 |
| Property, plant and equipment, net | 42 | 27 |
| Right-of-use assets | 67 | 37 |
| Collateral held by the card networks | 42 | 38 |
| Goodwill | 2,704 | 1,456 |
| Residual commission buyouts, net | 92 | 157 |
| Capitalized customer acquisition costs, net | 89 | 65 |
| Other intangible assets, net | 2,829 | 758 |
| Deferred tax assets | 391 | 397 |
| Other noncurrent assets | 43 | 31 |
| Total assets | $ 8,713 | $ 5,041 |
| **Liabilities and Stockholders' Equity** | | |
| Current liabilities | | |
| Current portion of debt | $ 10 | $ 687 |
| Settlement liabilities | 343 | 293 |
| Accounts payable | 679 | 248 |
| Accrued expenses and other current liabilities | 229 | 120 |
| Current portion of TRA liability | 23 | 4 |
| Deferred revenue | 13 | 16 |
| Current lease liabilities | 17 | 11 |
| Total current liabilities | 1,314 | 1,379 |
| Noncurrent liabilities | | |
| Long-term debt | 4,536 | 2,154 |
| Noncurrent portion of TRA liability | 346 | 361 |
| Deferred tax liabilities | 471 | 61 |
| Noncurrent lease liabilities | 53 | 29 |
| Other noncurrent liabilities | 36 | 39 |
| Total liabilities | 6,756 | 4,023 |
| Commitments and contingencies (Note 15) | | |
| Redeemable noncontrolling interests | 10 | — |
| Stockholders' equity | | |
| Series A Mandatory Convertible Preferred Stock, $0.0001 par value, 10,000,000 and no shares issued and outstanding at December 31, 2025 and 2024, respectively, out of 20,000,000 shares authorized. | 973 | — |
| Class A common stock, $0.0001 par value per share, 300,000,000 shares authorized, 63,666,837 and 67,737,305 shares issued and outstanding at December 31, 2025 and 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 December 31, 2025 and 2024, respectively | — | — |
| Class C common stock, $0.0001 par value per share, 100,000,000 shares authorized, 1,123,309 and 1,519,826 shares issued and outstanding at December 31, 2025 and 2024, respectively | — | — |
| Additional paid-in capital | 889 | 1,063 |
| Accumulated other comprehensive income (loss) | 47 | (28) |
| Retained deficit | (467) | (228) |
| Total stockholders' equity attributable to Shift4 Payments, Inc. | 1,442 | 807 |
| Non-redeemable noncontrolling interests | 505 | 211 |
| Total stockholders' equity | 1,947 | 1,018 |
| Total liabilities and stockholders' equity | $ 8,713 | $ 5,041 |

See accompanying notes to consolidated financial statements.

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

| | Year Ended December 31, | | |
|---|---|---|---|
| | **2025** | **2024** | **2023** |
| Gross revenue | $ 4,180 | $ 3,331 | $ 2,565 |
| Cost of sales (exclusive of certain depreciation and amortization expense shown separately below) | (2,752) | (2,358) | (1,877) |
| General and administrative expenses | (682) | (459) | (329) |
| Revaluation of contingent liabilities | 4 | (4) | (23) |
| Depreciation and amortization expense (a) | (290) | (200) | (154) |
| Professional expenses | (87) | (41) | (33) |
| Advertising and marketing expenses | (32) | (22) | (15) |
| Gain on sale of subsidiaries | 19 | — | — |
| Impairment of intangible assets | (9) | — | (19) |
| Income from operations | 351 | 247 | 115 |
| Loss on extinguishment of debt | (12) | — | — |
| Interest income | 59 | 34 | 32 |
| Other income (expense), net | (9) | 2 | (4) |
| Gain on investments in securities | — | 67 | 12 |
| Change in TRA liability | (4) | (289) | (3) |
| Interest expense | (190) | (62) | (32) |
| Income (loss) before income taxes | 195 | (1) | 120 |
| Income tax benefit (expense) | (48) | 296 | 3 |
| Net income | 147 | 295 | 123 |
| Less: Net income attributable to noncontrolling interests | (28) | (65) | (37) |
| Net income attributable to Shift4 Payments, Inc. | 119 | 230 | 86 |
| Less: Dividends on Preferred Stock and redeemable noncontrolling interests | (40) | — | — |
| Net income attributable to common stockholders | $ 79 | $ 230 | $ 86 |
| | | | |
| Basic net income per share | | | |
| Class A net income per share - basic | $ 1.15 | $ 3.36 | $ 1.45 |
| Class A weighted average common stock outstanding - basic | 66,726,911 | 66,009,448 | 57,738,871 |
| Class C net income per share - basic | $ 1.15 | $ 3.36 | $ 1.45 |
| Class C weighted average common stock outstanding - basic | 1,333,686 | 1,668,826 | 1,942,054 |
| | | | |
| Diluted net income per share | | | |
| Class A net income per share - diluted | $ 1.08 | $ 3.03 | $ 1.43 |
| Class A weighted average common stock outstanding - diluted | 87,620,658 | 89,854,352 | 59,048,350 |
| Class C net income per share - diluted | $ 1.08 | $ 3.03 | $ 1.43 |
| Class C weighted average common stock outstanding - diluted | 1,333,686 | 1,668,826 | 1,942,054 |

See accompanying notes to consolidated financial statements.

(a) Depreciation and amortization expense includes depreciation of equipment under lease of $74 million, $54 million, and $35 million for the years ended December 31, 2025, 2024, and 2023, respectively.

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

| | Year Ended December 31, | | |
|---|---|---|---|
| | **2025** | **2024** | **2023** |
| Net income | $ 147 | $ 295 | $ 123 |
| Other comprehensive income (loss) | | | |
| Unrealized gain (loss) on foreign currency translation adjustment | 99 | (56) | 8 |
| Comprehensive income | 246 | 239 | 131 |
| Less: Comprehensive income attributable to noncontrolling interests | (52) | (52) | (39) |
| Comprehensive income attributable to Shift4 Payments, Inc. | $ 194 | $ 187 | $ 92 |

See accompanying notes to consolidated financial statements.

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

| | Series A Mandatory Convertible Preferred Stock | | 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 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | | | | | |
| **Balances at December 31, 2022** | — | $ — | 54,153,218 | $ — | 25,829,016 | $ — | 2,889,811 | $ — | $ 703 | $ (364) | $ 9 | $ 133 | $ 481 |
| Net income | — | — | — | — | — | — | — | — | — | 86 | — | 37 | 123 |
| Issuance of Class A common stock | — | — | 4,292,620 | — | — | — | — | — | 254 | — | — | 80 | 334 |
| Repurchases and retirement of Class A common stock | — | — | (1,663,311) | — | — | — | — | — | (11) | (69) | — | (25) | (105) |
| Exchange of shares held by Rook | — | — | 3,192,029 | — | (1,997,133) | — | (1,194,896) | — | 7 | — | — | (7) | — |
| Distributions to noncontrolling interests | — | — | — | — | — | — | — | — | — | — | — | (3) | (3) |
| Equity-based compensation | — | — | — | — | — | — | — | — | 58 | — | — | — | 58 |
| Vesting of restricted stock units, net of tax withholding | — | — | 689,615 | — | — | — | — | — | (25) | — | — | (2) | (27) |
| Other comprehensive income | — | — | — | — | — | — | — | — | — | — | 6 | 2 | 8 |
| **Balances at December 31, 2023** | — | — | 60,664,171 | — | 23,831,883 | — | 1,694,915 | — | 986 | (347) | 15 | 215 | 869 |
| Net income | — | — | — | — | — | — | — | — | — | 230 | — | 65 | 295 |
| Recognition of Vectron noncontrolling interest, net of purchases of Vectron common stock and foreign currency translation | — | — | — | — | — | — | — | — | — | — | — | 24 | 24 |
| Issuance of Class A common stock | — | — | 3,887,680 | — | — | — | — | — | 15 | — | — | 3 | 18 |
| Repurchases and retirement of Class A common stock | — | — | (1,605,488) | — | — | — | — | — | (11) | (111) | — | (24) | (146) |
| Exchange of shares held by Rook | — | — | 4,106,675 | — | (4,030,855) | — | (75,820) | — | 39 | — | — | (39) | — |
| Deferred taxes arising from changes in ownership, net of equity impact of tax receivable agreement for exchanges | — | — | — | — | — | — | — | — | 2 | — | — | — | 2 |
| Distributions to noncontrolling interests | — | — | — | — | — | — | — | — | — | — | — | (20) | (20) |
| Equity-based compensation | — | — | — | — | — | — | — | — | 65 | — | — | — | 65 |
| Vesting of restricted stock units, net of tax withholding | — | — | 684,267 | — | — | — | (99,269) | — | (33) | — | — | — | (33) |
| Other comprehensive loss | — | — | — | — | — | — | — | — | — | — | (43) | (13) | (56) |
| **Balances at December 31, 2024** | — | — | 67,737,305 | — | 19,801,028 | — | 1,519,826 | — | 1,063 | (228) | (28) | 211 | 1,018 |
| Net income | — | — | — | — | — | — | — | — | — | 119 | — | 28 | 147 |
| Noncontrolling interests recognized upon Global Blue acquisition | — | — | — | — | — | — | — | — | — | — | — | 164 | 164 |
| Global Blue shares purchased through squeeze-out merger | — | — | — | — | — | — | — | — | — | — | — | (47) | (47) |
| Purchases of Vectron common stock, net of foreign currency translation | — | — | — | — | — | — | — | — | (6) | — | — | 1 | (5) |
| Reclassification from stockholders' equity to mezzanine equity for Vectron noncontrolling interest | — | — | — | — | — | — | — | — | — | (1) | — | (25) | (26) |
| Issuance of Series A Mandatory Convertible Preferred Stock, net of issuance costs | 10,000,000 | 973 | — | — | — | — | — | — | (220) | — | — | 220 | 973 |
| Dividends on Series A Mandatory Convertible Preferred Stock and redeemable noncontrolling interests | — | — | — | — | — | — | — | — | — | (40) | — | — | (40) |
| Issuance of Class A common stock | — | — | 912,494 | — | — | — | — | — | 69 | — | — | 19 | 88 |
| Repurchases and retirement of Class A common stock | — | — | (6,184,487) | — | — | — | — | — | (65) | (317) | — | (71) | (453) |
| Exchange of shares held by Rook | — | — | 384,107 | — | — | — | (384,107) | — | — | — | — | — | — |
| Distributions to non-redeemable noncontrolling interests | — | — | — | — | — | — | — | — | — | — | — | (19) | (19) |
| Equity-based compensation | — | — | — | — | — | — | — | — | 82 | — | — | — | 82 |
| Vesting of restricted stock units, net of tax withholding | — | — | 817,418 | — | — | — | (12,410) | — | (34) | — | — | — | (34) |
| Other comprehensive income | — | — | — | — | — | — | — | — | — | — | 75 | 24 | 99 |
| **Balances at December 31, 2025** | 10,000,000 | $ 973 | 63,666,837 | — | 19,801,028 | — | 1,123,309 | — | $ 889 | $ (467) | $ 47 | $ 505 | $ 1,947 |

See accompanying notes to consolidated financial statements.

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

| | Year Ended December 31, | | |
|---|---|---|---|
| | **2025** | **2024** | **2023** |
| **Operating activities** | | | |
| Net income | $ 147 | $ 295 | $ 123 |
| Adjustments to reconcile net income to net cash provided by operating activities | | | |
| Depreciation and amortization | 432 | 297 | 215 |
| Equity-based compensation expense | 82 | 65 | 57 |
| Revaluation of contingent liabilities | (4) | 4 | 23 |
| Impairment of intangible assets | 9 | — | 19 |
| Gain on investments in securities | — | (67) | (12) |
| Change in TRA liability | 4 | 289 | 3 |
| Amortization of capitalized financing costs, net of premium accretion | 15 | 9 | 8 |
| Loss on extinguishment of debt | 12 | — | — |
| Gain on sale of subsidiaries | (19) | — | — |
| Provision for bad debts | 16 | 7 | 9 |
| Deferred income taxes | 7 | (322) | (8) |
| Unrealized foreign exchange losses | 5 | — | 3 |
| Other noncash items | — | (1) | 2 |
| Change in operating assets and liabilities | | | |
| Accounts receivable | 5 | (75) | (53) |
| Prepaid expenses and other assets | (5) | (2) | — |
| Capitalized customer acquisition costs | (61) | (39) | (34) |
| Accounts payable | 4 | 25 | 15 |
| Accrued expenses and other liabilities | (4) | 42 | 2 |
| Payments on contingent liabilities in excess of initial fair value | (1) | (11) | (18) |
| Right-of-use assets and lease liabilities, net | (4) | (1) | — |
| Deferred revenue | (6) | (15) | (8) |
| **Net cash provided by operating activities** | 634 | 500 | 346 |
| | | | |
| **Investing activities** | | | |
| Acquisitions, net of cash acquired | (2,745) | (555) | (170) |
| Acquisition of equipment to be leased | (125) | (101) | (78) |
| Capitalized software development costs | (99) | (65) | (44) |
| Acquisition of property, plant and equipment | (10) | (7) | (14) |
| Deposits with sponsor bank, net | (16) | (73) | — |
| Residual commission buyouts | (27) | (16) | (9) |
| Proceeds from sale of subsidiaries | 24 | — | — |
| Purchase of intangible assets | — | — | (2) |
| Proceeds from sale of investments in securities | 3 | 126 | 15 |
| Investments in securities | (3) | — | — |
| **Net cash used in investing activities** | (2,998) | (691) | (302) |
| | | | |
| **Financing activities** | | | |
| Proceeds from long-term debt | 2,832 | 1,100 | — |
| Proceeds from preferred stock | 1,000 | — | — |
| Repayment of debt | (1,143) | — | — |
| Deferred financing costs | (79) | (18) | — |
| Settlement line of credit | 16 | 73 | — |
| Settlement activity, net | (36) | 55 | 42 |
| Proceeds from common stock | 88 | — | — |
| Acquisition of noncontrolling interests | (71) | — | — |
| Repurchases of Class A common stock | (453) | (146) | (105) |
| Payments for withholding tax related to vesting of restricted stock units | (34) | (33) | (28) |
| Payments of preferred dividends | (30) | — | — |
| Payments on contingent liabilities | (15) | (6) | (15) |
| Distributions to noncontrolling interests | (19) | (20) | (3) |
| Net change in bank deposits | — | (71) | (1) |
| Other financing activities | (1) | (5) | — |
| **Net cash provided by (used in) financing activities** | 2,055 | 929 | (110) |
| Effect of exchange rate changes on cash and cash equivalents and restricted cash | 55 | (21) | 11 |
| Change in cash and cash equivalents and restricted cash | (254) | 717 | (55) |
| | | | |
| Cash and cash equivalents and restricted cash - beginning of period | 1,439 | 722 | 777 |
| Cash and cash equivalents and restricted cash - end of period | $ 1,185 | $ 1,439 | $ 722 |
| | | | |
| Cash paid for interest | $ 165 | $ 24 | $ 24 |
| Cash paid for income taxes, net of refunds | $ 63 | $ 14 | $ 5 |

See accompanying notes to consolidated financial statements.

**SHIFT4 PAYMENTS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
*(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.

### Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the U.S. ("U.S. GAAP"). The 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 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"), the aggregate principal amount of $690 million of 2025 Convertible Notes and $633 million of 2027 Convertible Notes (together, the "Convertible Notes") and 10,000,000 shares (representing a $1.0 billion initial liquidation preference) of Series A Mandatory Convertible Preferred Stock that are held by Shift4 Payments, Inc. directly. As of December 31, 2025 and 2024, $133 million and $52 million of cash, respectively, was directly held by Shift4 Payments, Inc. As of December 31, 2025 and 2024, the TRA liability was $369 million and $366 million, respectively. On February 7, 2026, the Company entered into a Transaction Agreement with Shift Payments, LLC, the Founder, and Rook (the "Transaction Agreement") to effect, among other things, the collapse of its former "Up-C" structure (the "Up-C Collapse") via a taxable exchange, and the assignment and waiver of Rook's rights under the TRA to the Company (the "Simplification Transactions"). 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 $1,323 million. In December 2025, the $690 million of 2025 Convertible Notes were repaid at maturity and the respective $690 million of Intercompany Convertible Notes with Shift4 Payments, LLC were settled. 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 $1.0 billion. 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 Financial Information*

All amounts in the accompanying consolidated financial statements and notes thereto are presented in millions of dollars, rounded to the nearest whole million, except per share amounts, percentages, and where otherwise noted.

#### *Change in Presentation of Consolidated Balance Sheets*

Prior period balances have been adjusted to present "Inventory" within the line item "Prepaid expenses and other current assets" on the Company's Consolidated Balance Sheets to conform to the current period presentation.

#### *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" on the Company's Consolidated Statements of Cash Flows to conform to the current period presentation.

**Summary of Significant Accounting Policies**

**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 consolidated financial statements and accompanying notes. Significant estimates inherent in the preparation of the accompanying 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 noncontrolling interests. Estimates are based on past experience and other considerations reasonable under the circumstances. Actual results may differ from these estimates.

***Cash and Cash Equivalents and Restricted Cash***

Highly liquid investments with maturities of three months or less at the date of purchase are considered to be cash equivalents and are stated at cost, which approximates fair value. The Company's cash equivalents consist of highly liquid investments in money market funds.

In September 2024, the Company 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 original aggregate available amount of up to $100 million (the "Settlement Line"). The purpose of the Settlement Line is to provide financing for certain settlement obligations of Shift4 LLC's merchants and to eliminate the requirement for cash collateral under the sponsorship agreement with Citizens (the "Sponsorship Agreement"), which was amended in conjunction with the closing the Settlement Line Agreement. In September 2025, Shift4 Payments, LLC entered into Amendment No. 1 to the Settlement Line Agreement which, among other things, extended the maturity date thereof to September 28, 2026 and increased the aggregate available amount of the Settlement Line from $100 million to $125 million.

Draws under the Settlement Line bear interest at a rate per annum equal to either (x) a daily simple SOFR based rate (subject to a 0.0% floor), plus an applicable margin of 0.75%, or (y) to the extent required by the Settlement Line Agreement upon the occurrence of certain specified events, an alternate base rate (equal to the highest of the Federal Funds Effective Rate plus 0.50%, the daily simple SOFR rate (subject to a 0.0% floor) plus 1.00%, and the prime rate announced by Citizens from time to time). In addition to making periodic interest payments on the principal amount of outstanding draws under the Settlement Line, the Company is required to pay an unused fee under the Settlement Line in respect of the unused availability thereunder at a rate equal to 0.15% per annum. As of December 31, 2025, borrowings against the Settlement Line amounted to $89 million which have been deposited in an account owned and controlled by Citizens. The deposit and borrowing have been netted on the Company's Consolidated Balance Sheet because a right of offset exists and the parties intend to net settle.

The Company's European and U.K. business includes settlement processing assets and liabilities. These assets primarily include settlement-related cash and funds receivable from card networks. Cash and cash equivalents held on behalf of merchants and other payees are included within "Settlement assets" on the Consolidated Balance Sheet. The changes in settlement cash and cash equivalents are included within "Settlement activity, net" within Financing activities on the Company's Consolidated Statements of Cash Flows. The following table provides a reconciliation between cash and cash equivalents on the Consolidated Balance Sheets and the Consolidated Statements of Cash Flows:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Cash and cash equivalents | $ 964 | $ 1,212 |
| Cash and cash equivalents included in Settlement assets | 221 | 227 |
| Total cash and cash equivalents on the Consolidated Statements of Cash Flows | $ 1,185 | $ 1,439 |

The Company maintains its cash with what are widely considered to be high credit quality financial institutions. U.S. cash balances are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250 thousand per bank. The Company maintains cash and cash equivalent balances in excess of FDIC limits.

***Settlement Assets and Liabilities***

Settlement assets and liabilities are balances related to the settlement process which involves the transferring of funds between card issuers, merchants and other third parties. The Company currently operates under two different models (1) a sponsorship model and (2) a direct member model. In North America, the Company operates under the sponsorship model and outside North America the Company primarily operates under the direct member model.

*Sponsorship Model*

In North America, the Company operates under the sponsorship model. In order for the Company to provide payment processing services, Visa, MasterCard and other payment networks require sponsorship by a member clearing bank. The Company has an agreement with banks and financial institutions (the "Sponsoring Member"), to provide sponsorship services to the Company. The sponsorship services allow the Company to route transactions under the Sponsoring Members' membership to clear card transactions through card networks. Under this model, the standards of the payment networks restrict the Company from performing funds settlement and require that these funds be in the possession of the Sponsoring Member until the merchant is funded. Accordingly, settlement assets and obligations resulting from the submission of settlement files to the network or cash received from the network in advance of funding the network are the responsibility of the Sponsoring Member and are not recorded on the Company's Consolidated Balance Sheets.

*Direct Member Model*

The Company's European and U.K. business operates as a full acquirer and without a sponsor bank. Under the direct member model, the Company's Consolidated Balance Sheets include settlement assets and liabilities that represent balances arising from the settlement process which involves the transferring of funds between card issuers, payment networks, processors, and merchants, as well as collateral held to manage merchant credit risk. As a processor, the Company facilitates the clearing and settlement activity for the merchant and records settlement assets and liabilities on the Consolidated Balance Sheets upon processing a payment transaction. Settlement assets represent cash received or amounts receivable primarily from payment networks or bank partners. Settlement liabilities primarily represent amounts payable to merchants. Settlement assets are in excess of Settlement liabilities due to prefunding provided to certain merchants.

Amounts included on the Consolidated Balance Sheets as Collateral held by card networks relate to collateral required by the card networks to operate as a direct member.

***Bank Deposits***

The Company previously operated a licensed credit institution in Malta, and had issued deposits to corporate counterparties and to individual retail customers. In connection with the Company's change of the entity from a bank to a payment institution, all deposits were refunded in 2024.

***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 year ended December 31, 2025, to manage this exposure and mitigate the impact of foreign currency fluctuations on the Company's consolidated financial statements, the Company designated its €1.1 billion (or $1.3 billion in U.S. dollars) of Euro-denominated 5.50% Senior Notes due 2033 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 year ended December 31, 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***

Accounts receivable are primarily comprised of amounts due from the Company's customers. Most receivables are typically received within ten business days following the end of the month. In addition, accounts receivable includes amounts due from merchants for point-of-sale ("POS") software, support services, and other miscellaneous service fees, as well as receivables related to chargeback transactions, as described below.

Disputes between a cardholder and a merchant periodically arise as a result of, among other things, cardholder dissatisfaction with merchandise quality, unsatisfactory merchant services, nondelivery of goods or nonperformance of services. Such disputes may not be resolved in the merchant's favor. In these cases, the transaction is "charged back" to the merchant, which means the disputed amount is refunded to the cardholder through the acquiring bank and charged to the merchant. If the merchant has inadequate funds, the Company bears credit risk. In North America, the Company's sponsor bank holds merchant funds that are available to meet merchant chargeback liabilities if the merchant has inadequate funds to the meet the obligation. Total merchant funds held at the Company's sponsor bank totaled $5 million and $7 million as of December 31, 2025 and 2024, respectively. These amounts are not recorded on the Company's Consolidated Balance Sheets.

Accounts receivable related to the Company's TFS business are amounts mainly due from merchants and tax authorities for services rendered or merchandise sold. The majority of such accounts receivable are related to invoices and accruals for processed TFS transactions as well as early refunds to tourists and refund agents.

The carrying amount of accounts receivable is reduced by an allowance for doubtful accounts that reflects management's best estimate of accounts that will not be collected. The allowance for doubtful accounts is primarily comprised of (1) credit risk associated with processing receivables where the credit card or automatic clearing house ("ACH") transaction to settle the customer accounts was rejected and the Company estimates an amount to be uncollectible (2) transactions disputed by a cardholder in which the Company bears the credit risk (chargeback receivables) and (3) a portion of gateway and other merchant billing receivables for which the Company estimates amounts to be uncollectible.

The allowance is based on historical loss experience, any current or forecasted risks identified through collection matters, and current economic trends. Any change in the assumptions used may result in an additional allowance for doubtful accounts being recognized in the period in which the change occurs. Changes in the allowance related to chargeback receivables are recognized within "Cost of sales" in the Consolidated Statements of Operations. Changes in the allowance for all other receivables are recognized within "General and administrative expenses" in the Consolidated Statements of Operations.

The change in the Company's allowance for doubtful accounts was as follows:

| | Year Ended December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Beginning balance | $ 21 | $ 23 |
| Additions to expense | 16 | 7 |
| Write-offs, net of recoveries and other adjustments | (15) | (9) |
| Ending balance | $ 22 | $ 21 |

***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 Consolidated Balance Sheets, and presented through the change in accounts receivable within operating activities in the Consolidated Statements of Cash Flows. Factoring interest and fees are included in "General and administrative expenses" in the Consolidated Statements of Operations.

The Company factored approximately $124 million of receivables between July 3, 2025 and December 31, 2025.

***Accounts Payable***

Accounts payable are primarily comprised of amounts due to the Company's sponsor bank, payment networks, financial institutions and other third parties for interchange and processing fees, as well as other third party suppliers and vendors.

***Inventory***

Inventory represents credit and debit card terminals, POS systems and electronic cash registers on hand and not in service.

Inventory is recorded using the weighted average cost method. Inventory deemed to have costs greater than their respective values are reduced to net realizable value as a loss in the period recognized.

***Property, Plant and Equipment, Net***

Property, plant and equipment are stated at cost. Depreciation is computed using the straight-line method over the asset's estimated useful life. 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. The estimated useful life of each asset category is as follows:

| | Useful life |
|---|---|
| Equipment | 3-5 years |
| Capitalized software | 3-5 years |
| Leasehold improvements | 5-10 years* |
| Furniture and fixtures | 5 years |
| Vehicles | 5 years |

*Not to exceed remaining lease term.

***Goodwill***

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in a business combination. The Company evaluates goodwill for impairment annually at October 1 and whenever events or circumstances make it more likely than not that impairment may have occurred. The Company has determined that its business comprises one reporting unit. The Company has the option to first assess qualitative factors to determine whether events or circumstances indicate it is more likely than not that the fair value of a reporting unit is greater than its carrying amount. The Company considers factors in performing a qualitative assessment including, but not limited to, general macroeconomic conditions, industry and market conditions, company financial performance, changes in strategy, and other relevant entity-specific events. If the Company elects to bypass the qualitative assessment or does not pass the qualitative assessment, a quantitative assessment is performed.

***Residual Commission Buyouts, Net***

Residual commission buyouts primarily represent amounts paid to a third-party distribution partner to buy out future residual commission streams that will be owed to them. The typical buyout payment to the partner is comprised of a lump sum payment due immediately and a future contingent payment dependent on attrition rates and/or other financial metrics within the respective merchant portfolios. Contingent consideration for residual commission buyouts associated with asset acquisitions is included in the initial cost of the assets acquired. Subsequent changes in contingent consideration are recognized as an adjustment to the cost basis of the acquired assets. Amortization is computed using the straight-line method. Residual commission buyouts associated with asset acquisitions are amortized over an estimated useful life of four years, and residual commission buyouts associated with business combinations are amortized over a weighted average estimated useful life of eight years.

***Other Intangible Assets, Net***

Other intangible assets, net consists of items such as merchant relationships, acquired technology, trademarks and trade names, and capitalized software development costs. The Company capitalizes software development costs in developing internal use software when capitalization requirements have been met. Costs prior to meeting the capitalization requirements are expensed as incurred. Amortization of other intangible assets is computed using the straight-line method over the estimated useful life of each type of asset, which ranges from three to twenty years.

***Impairment of long-lived assets***

The Company evaluates long-lived assets (including intangible assets) for impairment whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable. An asset is considered impaired when the carrying amount of the asset exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If impaired, the asset's carrying value is written down to its fair value. During 2025, the Company impaired the value of certain acquired technology that it determined was no longer of use. During 2023, in conjunction with the acquisition of Finaro, the Company ceased development on several in-process software development projects. It was determined that the intellectual property obtained in the Finaro transaction was better suited for the objectives of these projects. The total impairment charge associated with these projects was $19 million.

***Equipment for Lease***

Equipment for lease represents terminals and POS systems that are provided under the Company's software as a service ("SaaS") agreements. Equipment for lease is stated at cost, less accumulated depreciation. Certain costs incurred in connection with the assembly and delivery of leased assets to the merchant are capitalized as part of the cost of such assets. Depreciation commences when new equipment is first deployed to a merchant and is computed using the straight-line method. Equipment is depreciated over an estimated useful life of four years.

***Leases***

The Company periodically enters into agreements in which it is the lessee, including office leases and warehouse space. These agreements meet the criteria for recognition as leases under Accounting Standards Codification ("ASC") 842: *Leases* ("ASC 842"). Leases are classified as either operating or finance, based on the substance of the transaction at inception of the lease. Classification is reassessed if the terms of the lease are changed. Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. For these agreements, the Company recognizes an operating lease right-of-use asset and an operating lease liability based on the present value of the minimum lease payments over the non-cancelable lease term. Operating lease expense is recognized within "General and administrative expenses" in the Consolidated Statements of Operations on a straight-line basis over the period of the lease.

***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.

*TFS Revenue*

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.

*Other Revenue*

Other revenue includes revenue derived from hardware sales, software license sales, third-party residuals, and fees charged for technology support to merchants.

*Capitalized Customer Acquisition Costs*

The Company incurs costs to obtain payment processing contracts with customers, primarily in the form of upfront processing bonuses provided to the Company's internal sales team and to the Company's software partners, which consist of independent software vendors and value-added resellers. The Company recognizes as an asset the incremental costs of obtaining a contract with a customer if it expects to recover the costs. Capitalized customer acquisition costs are amortized ratably over the estimated life of the customer, which is generally four years.

***Treasury Stock***

The Company periodically purchases its own common stock that is traded on public markets as part of an announced stock repurchase program. The Company records repurchases of common stock at cost in treasury stock on the Company's Consolidated Balance Sheets. Upon retirement, the Company allocates the value of treasury stock between Additional paid-in capital and Retained earnings. The Company typically retires all repurchased shares.

***Noncontrolling Interests***

Noncontrolling interests primarily represents the economic interests of LLC Interests held by Rook. Income or loss is attributed to the noncontrolling interests based on the weighted average LLC Interests outstanding during the period. The noncontrolling interests' ownership percentage will fluctuate over time as Rook elects to exchange LLC Interests for shares of Class A common stock, and as the number of shares of Class A common stock outstanding otherwise changes.

On December 18, 2025 Jared Isaacman was sworn in as the 15th Administrator of the National Aeronautics and Space Administration ("NASA"). In accordance with Mr. Isaacman's agreement with the U.S. Office of Government Ethics (the "OGE"), and in conjunction with the Up-C Collapse, Mr. Isaacman agreed to convert Rook's equity units in Shift4 Payments, LLC to shares of Class A common stock, cancel the corresponding shares of Class B common stock, and exchange all of his shares of Class C common stock on a one-for-one basis for shares of Class A common stock, at which time the Company will derecognize the noncontrolling interests balance representing the economic interest in Shift4 Payments, LLC held by Rook. On February 7, 2026, the Company entered into a Transaction Agreement to effect, among other things, the Up-C Collapse via a taxable exchange, and the assignment and waiver of Rook's rights under the TRA to the Company. The Simplification Transactions and other matters provided for in the Transaction Agreement will provide significant benefits to the Company, including being relieved of future TRA payments, no longer having a stockholder with majority voting power ("Elimination of Voting Control Benefit") and obtaining a waiver by Rook of its rights under Section 4 of the Stockholders Agreement, dated June 4, 2020, among the Company, Rook, and Searchlight (the "Stockholders Agreement Waiver") (these and the other benefits to the Company arising from the Simplification Transactions (the "Company Benefits").

Pursuant to the Transaction Agreement, the following transactions occurred: (i) Rook effected a redemption and exchange of all of its equity common units in Shift4 Payments, LLC on a one-for-one basis for shares of Class A common stock and cancelled the corresponding shares of Class B common stock, (ii) Mr. Isaacman exchanged all of his shares of Class C common stock on a one-for-one basis for shares of Class A common stock, (iii) Rook assigned all of its rights and benefits under the TRA to the Company, and each of Rook and the Company waived any rights they may have to any tax benefit payments; and (iv) Mr. Isaacman agreed to the Stockholders Agreement Waiver.

Additionally, as of December 31, 2025 and 2024, the Company had a 91% and 75% controlling interest, respectively, in Vectron Systems AG ("Vectron"). The Company consolidates 100% of Vectron's assets, liabilities, revenues and expenses. The noncontrolling interest representing the economic interest in Vectron not held by the Company amounted to $10 million and $24 million as of December 31, 2025 and 2024, respectively. Prior to the domination and profit and loss transfer agreement (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 ($10.50), adjusted by the portion of Vectron's net income not attributable to the Company. Following the effectiveness of the DPLTA in June 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 Consolidated Balance Sheets. As of December 31, 2025, the redeemable noncontrolling interest was calculated as the redemption amount per share (€10.93) multiplied by the number of shares not owned by the Company, plus dividends which accrue at approximately 4% annually.

***Equity-based Compensation***

The Company's equity-based compensation consists of restricted stock units ("RSUs") and performance RSUs ("PRSUs") issued to certain employees and non-employee directors. Equity-based compensation expense is recorded within "General and administrative expenses" in the Consolidated Statements of Operations. The Company accounts for forfeitures when they occur.

*RSUs*

Compensation expense for RSUs is recognized on a straight-line basis over the requisite service period based on the fair value of the award on the date of grant.

*PRSUs*

Vesting for PRSUs is typically subject to satisfying objective operating performance conditions. Compensation expense for PRSUs is based on the fair value of the award on the date of grant. Compensation expense is recognized during the vesting period only when it is probable that the operating performance conditions will be achieved. The Company records a cumulative adjustment to compensation expense for PRSUs if there is a change in the determination of the probability that the operating performance conditions will be achieved.

***Income Taxes***

Shift4 Payments, Inc. is the sole managing member of Shift4 Payments, LLC, a partnership that is not subject to tax. Any taxable income or loss from Shift4 Payments, LLC is passed through and included in the taxable income or loss of its members, including Shift4 Payments, Inc. Shift4 Payments, Inc. is subject to U.S. federal income taxes, in addition to state and local income taxes with respect to Shift4 Payments, Inc.'s allocable share of any taxable income or loss of Shift4 Payments, LLC. 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 accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets ("DTAs") and deferred tax liabilities ("DTLs") for the expected future tax consequences of events that have been included in the financial statements. Under this method, the Company determines DTAs and DTLs on the basis of the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on DTAs and DTLs is recognized in income in the period that includes the enactment date.

The Company recognizes DTAs to the extent it believes that these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If it is determined that the Company is able to realize DTAs in the future in excess of their net recorded amount, an adjustment to the DTA valuation allowance would be recorded, which would reduce the provision for income taxes.

The Company records uncertain tax positions in accordance with ASC 740, *Income Taxes,* on the basis of a two-step process in which (1) the Company determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

The Company records interest and penalties related to uncertain tax positions in the provision for income taxes in the Consolidated Statements of Operations.

***Basic and Diluted Net Income Per Share***

Basic net income per share is computed by dividing net income attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the reporting period. Net income attributable to common stockholders represents net income attributable to Shift4 Payments, Inc., reduced by dividends accrued on preferred stock.

Diluted net income per share is computed by dividing net income attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, adjusted for the dilutive effect of potential common shares using the treasury stock method or the if-converted method, as applicable. Potential common shares are excluded from the computation of diluted EPS if their effect would be anti-dilutive.

The Company has outstanding Series A Mandatory Convertible Preferred Stock. Dividends accrued on preferred stock reduce net income attributable to common stockholders and are deducted from the numerator in the calculation of both basic and diluted net income per share. The potential common shares issuable upon conversion of the preferred stock are not included in the denominator for diluted net income per share because their inclusion would be anti-dilutive for the periods presented. As a result, there is no impact from these convertible shares on the weighted-average number of common shares outstanding used in the diluted net income per share computation.

The Company applies the two-class method for calculating and presenting net income per share, and separately presents net income per share for Class A common stock and Class C common stock. In applying the two-class method, the Company determined that undistributed earnings should be allocated equally on a per share basis between Class A and Class C common stock. Under the Company's Certificate of Incorporation, the holders of the Class A and Class C common stock are entitled to participate in earnings ratably, on a share-for-share basis, as if all shares of common stock were of a single class, and in such dividends as may be declared by the Company's Board of Directors (the "Board"). Holders of the Class A and Class C common stock also have equal priority in liquidation. Shares of Class B common stock do not participate in earnings of Shift4 Payments, Inc. As a result, the shares of Class B common stock are not considered participating securities and are not included in the weighted-average shares outstanding for purposes of basic net income per share.

***Investments in securities***

The Company's investments in equity securities are non-marketable investments which have no readily determinable fair values and are generally 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. Investments in non-marketable equity securities totaled $5 million and $3 million as of December 31, 2025 and 2024, respectively, and are included in "Other noncurrent assets" in the Consolidated Balance Sheets. Adjustments for these investments, if any, are recorded in "Gain on investments in securities" on the Consolidated Statements of Operations. During the year ended December 31, 2024, the Company sold $121 million of non-marketable equity securities and remeasured certain of its investments in securities based on secondary offerings of identical securities by the respective companies in 2024.

***Research and Development Costs***

The Company expenses research and development costs as incurred. Research and development expenses, which consists primarily of third-party costs, were $6 million, $4 million and $1 million for the years ended December 31, 2025, 2024, and 2023, respectively, and are included in "General and administrative expenses" in the Consolidated Statements of Operations.

***Business Combinations***

Upon acquisition of a company, the Company determines if the transaction is a business combination, which is accounted for using the acquisition method of accounting. Under the acquisition method, once control is obtained of a business, the assets acquired and liabilities assumed are recorded at fair value. The Company uses estimates and assumptions to assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. The Company's estimates of fair value are based upon assumptions it believes to be reasonable, but which are inherently uncertain and unpredictable. Measurement period adjustments are reflected at the time identified, up through the conclusion of the measurement period, which is the time at which all information for determination of the values of assets acquired and liabilities assumed is received, and is not to exceed one year from the acquisition date. The Company may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill.

Additionally, uncertain tax positions and tax-related valuation allowances are initially recorded in connection with a business combination as of the acquisition date. The Company continues to collect information and reevaluates these estimates and assumptions periodically and records any adjustments to preliminary estimates to goodwill, provided the Company is within the measurement period. If outside of the measurement period, any subsequent adjustments are recorded to the Company's Consolidated Statements of Operations.

***Business Dispositions***

The Company derecognizes a subsidiary when it no longer has a controlling financial interest in the subsidiary, which typically occurs upon the sale or other disposition of a controlling ownership interest.

Upon sale, the Company recognizes any resulting difference between (a) the aggregate of the fair value of consideration received and any amounts reclassified from accumulated other comprehensive income (loss), and (b) the carrying amount of the subsidiary's assets and liabilities as a gain or loss in the consolidated Statements of Operations within "Gain on sale of subsidiaries." The gain or loss is attributed to the parent company.

If the sold subsidiary or group of assets meets the definition of a discontinued operation, the results of operations and cash flows of the disposed entity are reported as discontinued operations for all periods presented, provided the disposal represents a strategic shift that has (or will have) a major effect on the Company's operations and financial results. The Company evaluates whether the disposition qualifies as a sale of a business and applies the relevant measurement and disclosure requirements accordingly.

During the year ended December 31, 2025, the Company disposed of acardo and one other subsidiary for an aggregate gain of $19 million.

***Concentration Risk***

The Company's merchant processing activity in North America is facilitated by one vendor. The Company believes that this vendor maintains appropriate backup systems and alternative arrangements to avoid a significant disruption of the processing in the event of an unforeseen event.

A majority of the Company's revenue is derived from the processing of card transactions. Because the Company is not a "member bank" in North America, in order to process these bank card transactions, the Company entered into a Sponsorship Agreement with a member bank. The agreement with the bank sponsor requires, among other things, that the Company abide by the by-laws and regulations of the credit card companies. If the Company breaches the Sponsorship Agreement, the bank sponsor may terminate the agreement and, under the terms of the agreement, the Company would have 180 days to identify an alternative bank sponsor.

**Recent Accounting Pronouncements**

*Accounting Pronouncements Adopted*

In January 2025, the SEC issued Staff Accounting Bulletin No. 122 ("SAB 122"), which rescinds the interpretive guidance included in SAB 121 regarding the accounting for obligations to safeguard crypto-assets an entity holds for users of its crypto platform. The guidance in SAB 121 required entities that hold crypto-assets on behalf of platform users to recognize a liability accompanied by an asset of the same value on its balance sheet to reflect the entity's obligation to safeguard the crypto-assets held for its platform users. Therefore, beginning in 2025, the Company no longer recognizes crypto settlement assets and liabilities on its Consolidated Balance Sheets. The adoption of SAB 122 had no impact on the Company's Consolidated Statements of Operations or Consolidated Statements of Cash Flows. The Company does not hold material balances of crypto currency.

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. The amendments in ASU 2023-09 became effective for the Company in 2025 on a prospective basis. While these additional disclosures are provided in the notes to the consolidated financial statements, ASU 2023-09 had no other impact on financial statement disclosures.

*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

Each of the following acquisitions was accounted for as a business combination using the acquisition method of accounting. The respective purchase prices were 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. Supplemental pro forma financial information has not been provided for Smartpay as the acquisition was not considered material.

***Smartpay***

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$325 million ($186 million USD) in cash. 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.

Total purchase consideration was as follows:

| | | |
|---|---|---|
| Cash | $ | 186 |
| Total purchase consideration | | 186 |
| Less: cash acquired | | (9) |
| Total purchase consideration, net of cash acquired | $ | 177 |

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.

| | | |
|---|---|---|
| Settlement assets, excluding cash (a) | $ | 8 |
| Accounts receivable | | 3 |
| Prepaid expenses and other current assets | | 1 |
| Goodwill (b) | | 116 |
| Other intangible assets | | 79 |
| Right-of-use assets | | 2 |
| Equipment for lease | | 13 |
| Accounts payable | | (5) |
| Settlement liabilities | | (13) |
| Accrued expenses and other current liabilities | | (5) |
| Current lease liabilities | | (1) |
| Deferred tax liabilities | | (20) |
| Noncurrent lease liabilities | | (1) |
| Net assets acquired | $ | 177 |

(a) Does not include settlement-related cash of $7 million.
(b) Goodwill is not deductible for tax purposes.

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

| | | |
|---|---|---|
| Merchant relationships | $ | 75 |
| Acquired technology | | 3 |
| Trademark and trade names | | 1 |
| Other intangible assets | $ | 79 |

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 and earnings before interest income, interest expense, income taxes, and depreciation and amortization ("EBITDA") margins. The estimated life of merchant relationships, acquired technology, and trademark and trade names are ten, three, and three years, respectively. The goodwill arising from the acquisition largely consisted of synergies associated with increased market penetration and the value of the assembled workforce.

***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) | $ | 2,719 |
| Total purchase consideration | | 2,719 |
| Less: cash acquired | | (107) |
| Total purchase consideration, net of cash acquired (b) | | 2,612 |
| Noncontrolling interests | | 117 |
| Fair value of net assets acquired | $ | 2,729 |

(a) Includes $47 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) $2,565 million is presented in "Acquisitions, net of cash acquired" within Investing activities and $47 million is presented in "Acquisition of noncontrolling interests" within Financing activities on the 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 |
| Prepaid expenses and other current assets | | 55 |
| Goodwill (a) | | 1,083 |
| Other intangible assets | | 2,098 |
| Property, plant and equipment | | 14 |
| Right-of-use assets | | 26 |
| Deferred tax assets | | 38 |
| Other noncurrent assets | | 19 |
| Accounts payable | | (395) |
| Accrued expenses and other current liabilities | | (123) |
| Current lease liabilities | | (5) |
| Deferred tax liabilities | | (437) |
| Other noncurrent liabilities | | (15) |
| Noncurrent lease liabilities | | (20) |
| Net assets acquired | $ | 2,729 |

(a) Goodwill is not deductible for tax purposes.

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

| | | |
|---|---|---|
| Merchant relationships | $ | 1,816 |
| Acquired technology | | 265 |
| Trademark and trade names | | 17 |
| Other intangible assets | $ | 2,098 |

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, 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 year ended December 31, 2025, the Company incurred and expensed approximately $30 million of professional expenses related to the acquisition of Global Blue. In addition, during the year ended December 31, 2025, the Company capitalized approximately $34 million of debt issuance costs and $27 million of equity issuance costs incurred in connection with certain financings that were primarily related to the acquisition of Global Blue. These issuance costs were recorded to "Long-term debt" and "Series A Mandatory Convertible Preferred Stock", respectively, on the Consolidated Balance Sheets.

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 year ended December 31, 2025.

| | Unaudited | |
|---|---|---|
| | Year Ended December 31, | |
| | 2025 | 2024 |
| Revenue | $ 4,468 | $ 3,857 |
| Net income | $ 178 | $ 157 |

The amount of revenue and net income from Global Blue included in the Company's Consolidated Statements of Operations from July 3, 2025 through December 31, 2025 was $338 million and $45 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, 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.

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. 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 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:

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Payments-based revenue | $ 3,471 | $ 2,990 | $ 2,386 |
| TFS revenue | 255 | — | — |
| Subscription and other revenues | 454 | 341 | 179 |
| Total | $ 4,180 | $ 3,331 | $ 2,565 |

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 December 31, 2025 and 2024, the Company had deferred revenue of $15 million and $19 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 $18 million for the year ended December 31, 2025.

## 4. Goodwill

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

| | | |
|---|---|---|
| Balance at December 31, 2024 | $ | 1,456 |
| Global Blue acquisition | | 1,083 |
| Smartpay acquisition | | 116 |
| Effect of foreign currency translation, adjustments related to prior period acquisitions, and other | | 49 |
| Balance at December 31, 2025 | $ | 2,704 |

## 5. Depreciation and Amortization

Amounts charged to expense in the Company's 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 |
| **Year Ended December 31, 2025** | | | | | | |
| Depreciation and amortization expense | $ 91 | $ 108 | $ — | $ 74 | $ 17 | $ 290 |
| Cost of sales | — | 109 | 32 | — | 1 | 142 |
| Total depreciation and amortization (a) | $ 91 | $ 217 | $ 32 | $ 74 | $ 18 | $ 432 |
| | | | | | | |
| **Year Ended December 31, 2024** | | | | | | |
| Depreciation and amortization expense | $ 88 | $ 47 | $ — | $ 54 | $ 11 | $ 200 |
| Cost of sales | — | 71 | 25 | — | 1 | 97 |
| Total depreciation and amortization (b) | $ 88 | $ 118 | $ 25 | $ 54 | $ 12 | $ 297 |
| | | | | | | |
| **Year Ended December 31, 2023** | | | | | | |
| Depreciation and amortization expense | $ 87 | $ 25 | $ — | $ 35 | $ 7 | $ 154 |
| Cost of sales | — | 41 | 19 | — | 1 | 61 |
| Total depreciation and amortization (c) | $ 87 | $ 66 | $ 19 | $ 35 | $ 8 | $ 215 |

(a) Total amortization of $340 million consists of amortization of acquired intangibles of $253 million and amortization of non-acquired intangibles of $87 million.

(b) Total amortization of $231 million consists of amortization of acquired intangibles of $167 million and amortization of non-acquired intangibles of $64 million.

(c) Total amortization of $171 million consists of amortization of acquired intangibles of $128 million and amortization of non-acquired intangibles of $43 million.

As of December 31, 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 |
|---|---|---|---|---|---|
| 2026 | $ 61 | $ 284 | $ 32 | $ 377 | $ 281 |
| 2027 | 13 | 259 | 28 | 300 | 224 |
| 2028 | 11 | 225 | 19 | 255 | 207 |
| 2029 | 5 | 193 | 9 | 207 | 198 |
| 2030 | 1 | 192 | 1 | 194 | 193 |
| Thereafter | 1 | 1,676 | — | 1,677 | 1,677 |
| Total | $ 92 | $ 2,829 | $ 89 | $ 3,010 | $ 2,780 |

## 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 end-to-end payments platform.

Residual commission buyouts, net consisted of the following:

| | Weighted Average Amortization Period *(in years)* | December 31, 2025 | | |
|---|---|---|---|---|
| | | Carrying Value | Accumulated Amortization | Net Carrying Value |
| Residual commission buyouts from asset acquisitions | 4 | $ 350 | $ (266) | $ 84 |
| Residual commission buyouts from business combinations | 8 | 14 | (6) | 8 |
| Total residual commission buyouts | | $ 364 | $ (272) | $ 92 |

| | Weighted Average Amortization Period *(in years)* | December 31, 2024 | | |
|---|---|---|---|---|
| | | Carrying Value | Accumulated Amortization | Net Carrying Value |
| Residual commission buyouts from asset acquisitions | 4 | $ 337 | $ (190) | $ 147 |
| Residual commission buyouts from business combinations | 8 | 14 | (4) | 10 |
| Total residual commission buyouts | | $ 351 | $ (194) | $ 157 |

## 7. Other Intangible Assets, Net

Other intangible assets, net consisted of the following:

| | Weighted Average Amortization Period *(in years)* | December 31, 2025 | | |
|---|---|---|---|---|
| | | Carrying Value | Accumulated Amortization | Net Carrying Value |
| Merchant relationships | 18 | $ 2,466 | $ (196) | $ 2,270 |
| Acquired technology | 9 | 547 | (160) | 387 |
| Trademarks and trade names | 8 | 46 | (15) | 31 |
| Capitalized software development costs | 3 | 213 | (72) | 141 |
| Total other intangible assets, net | | $ 3,272 | $ (443) | $ 2,829 |

| | Weighted Average Amortization Period *(in years)* | December 31, 2024 | | |
|---|---|---|---|---|
| | | Carrying Value | Accumulated Amortization | Net Carrying Value |
| Merchant relationships | 12 | $ 584 | $ (96) | $ 488 |
| Acquired technology | 8 | 269 | (112) | 157 |
| Trademarks and trade names | 12 | 29 | (8) | 21 |
| Capitalized software development costs | 3 | 151 | (59) | 92 |
| Total other intangible assets, net | | $ 1,033 | $ (275) | $ 758 |

## 8. Capitalized Customer Acquisition Costs, Net

Capitalized customer acquisition costs, net consisted of the following:

| | Weighted Average Amortization Period *(in years)* | Carrying Value | Accumulated Amortization | Net Carrying Value |
|---|---|---|---|---|
| Total costs as of December 31, 2025 | 4 | $ 149 | $ (60) | $ 89 |
| Total costs as of December 31, 2024 | 4 | $ 118 | $ (53) | $ 65 |

## 9. Equipment for Lease, Net

Equipment for lease, net consisted of the following:

| | Weighted Average Depreciation Period *(in years)* | December 31, 2025 | | |
|---|---|---|---|---|
| | | Carrying Value | Accumulated Depreciation | Net Carrying Value |
| Equipment under lease | 4 | $ 334 | $ (129) | $ 205 |
| Equipment held for lease (a) | N/A | 28 | — | 28 |
| Total equipment for lease, net | | $ 362 | $ (129) | $ 233 |

| | Weighted Average Depreciation Period *(in years)* | December 31, 2024 | | |
|---|---|---|---|---|
| | | Carrying Value | Accumulated Depreciation | Net Carrying Value |
| Equipment under lease | 4 | $ 244 | $ (93) | $ 151 |
| Equipment held for lease (a) | N/A | 14 | — | 14 |
| Total equipment for lease, net | | $ 258 | $ (93) | $ 165 |

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

## 10. Property, Plant and Equipment, Net

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

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Equipment | $ 38 | $ 21 |
| Capitalized software | 7 | 4 |
| Leasehold improvements | 23 | 20 |
| Furniture and fixtures | 3 | 2 |
| Vehicles | 5 | 1 |
| Total property, plant and equipment, gross | 76 | 48 |
| Less: Accumulated depreciation | (34) | (21) |
| Total property, plant and equipment, net | $ 42 | $ 27 |

## 11. Debt

The Company's outstanding debt consisted of the following:

| | Maturity | Effective Interest Rate | December 31, 2025 | December 31, 2024 |
|---|---|---|---|---|
| Convertible Senior Notes due 2025 ("2025 Convertible Notes") | December 15, 2025 | 0.49% | $ — | $ 690 |
| 4.625% Senior Notes due 2026 ("2026 Senior Notes") | November 1, 2026 | 5.13% | — | 450 |
| Convertible Senior Notes due 2027 ("2027 Convertible Notes") | August 1, 2027 | 0.90% | 633 | 633 |
| Term Loan B due 2032 ("Term Loan") | July 3, 2032 | 6.39% | 997 | — |
| 6.750% Senior Notes due 2032 ("New 2032 Notes") | August 15, 2032 | 6.90% | 1,650 | 1,100 |
| 5.500% Senior Notes due 2033 ("Euro Notes") | May 15, 2033 | 5.55% | 1,309 | — |
| Total debt principal | | | 4,589 | 2,873 |
| Less: Unamortized capitalized financing fees | | | (58) | (32) |
| Plus: Unamortized premium | | | 15 | — |
| Total debt | | | $ 4,546 | $ 2,841 |
| | | | | |
| Current portion of debt | | | $ 10 | $ 687 |
| Long-term debt | | | 4,536 | 2,154 |
| Total debt | | | $ 4,546 | $ 2,841 |

Amortization of capitalized financing fees is included within "Interest expense" in the Company's Consolidated Statements of Operations. Amortization expense for capitalized financing fees, net of premium accretion, was $15 million, $9 million, and $8 million for the years ended December 31, 2025, 2024, and 2023, respectively.

*Future principal payments*

As of December 31, 2025, future principal payments associated with the Company's long-term debt were as follows:

| | |
|---|---|
| 2026 | $ 10 |
| 2027 | 643 |
| 2028 | 10 |
| 2029 | 10 |
| 2030 | 10 |
| Thereafter | 3,906 |
| Total | $ 4,589 |

**Convertible Notes due 2025**

In December 2020, Shift4 Payments, Inc. issued $690 million of convertible senior notes due 2025 ("2025 Convertible Notes") to qualified institutional buyers in an offering exempt from registration under the Securities Act. The Company received net proceeds, after deducting initial purchasers' discounts and fees, of approximately $674 million from the 2025 Convertible Notes offering.

The 2025 Convertible Notes matured and were repaid on December 15, 2025 with cash on hand. As the share price of the Company's Class A common stock at maturity was below the conversion price of $80.48 per share, no shares of common stock were issued upon maturity.

**Convertible Notes due 2027**

In July 2021, Shift4 Payments, Inc. issued $633 million of 0.50% convertible senior notes due 2027 ("2027 Convertible Notes", and together with the 2025 Convertible Notes, "Convertible Notes") to qualified institutional buyers in an offering exempt from registration under the Securities Act. The Company received net proceeds, after deducting initial purchasers' discounts and fees, of approximately $618 million from the 2027 Convertible Notes offering. The 2027 Convertible Notes bear regular interest of 0.50% per year, payable semi-annually in arrears on February 1 and August 1 of each year, beginning on February 1, 2022. The 2027 Convertible Notes will mature on August 1, 2027, unless earlier repurchased, redeemed or converted. Before May 1, 2027, noteholders will have the right to convert their 2027 Convertible Notes only upon the occurrence of certain events.

The 2027 Convertible Notes are the Company's senior, unsecured obligations and are equal in right of payment with the Company's existing and future senior, unsecured indebtedness, senior in right of payment to the Company's future indebtedness that is expressly subordinated to the 2027 Convertible Notes and effectively subordinated to the Company's existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness. The 2027 Convertible Notes are structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, and (to the extent the Company is not a holder thereof) preferred equity, if any, of the Company's subsidiaries.

The Company will settle conversions for the 2027 Convertible Notes by paying in cash up to the principal amount of the 2027 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 its election, based on the conversion rate. The initial conversion rate for the 2027 Convertible Notes is 8.1524 shares of Class A common stock per $1,000 principal amount of 2027 Convertible Notes (equivalent to an initial conversion price of approximately $122.66 per share of Class A common stock), subject to customary adjustments upon the occurrence of specified events.

Before May 1, 2027, holders will have the right to convert their respective 2027 Convertible Notes under the following circumstances: (1) during any calendar quarter (and only during such calendar quarter) commencing after the calendar quarter ended September 30, 2021, if the last reported sale price of the Company's Class A common stock exceeds 130% of the conversion price for each of at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter, (2) during the five consecutive business day period after any ten consecutive trading day period (such ten consecutive trading period, the "measurement period") in which the trading price per $1,000 principal amount of the 2027 Convertible Notes, for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate in effect on each such trading day; (3) if the Company calls any or all of the 2027 Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. In addition, if certain corporate events that constitute a "make-whole fundamental change" occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time.

From and after May 1, 2027, holders may convert their respective 2027 Convertible Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date.

The Company has the right, at its election, to redeem all, or any portion, of the 2027 Convertible Notes for cash at any time, and from time to time, before the 40th scheduled trading day immediately before the maturity date of the 2027 Convertible Notes, but only if the last reported sale price per share of the Company's Class A common stock exceeds 130% of the conversion price on (i) each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date the Company sends the related redemption notice; and (2) the trading day immediately before the date the Company sends such notice. The redemption price of the 2027 Convertible Notes will be equal to the principal amount of the 2027 Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. Upon the occurrence of a "fundamental change," which term includes certain change of control transactions, certain business combination transactions and certain de-listing events with respect to the Company's Class A common stock, the Company must offer to repurchase the 2027 Convertible Notes at a price equal to 100% of their principal amount of the respective 2027 Convertible Notes, plus, accrued and unpaid interest, to, but not including, the date of repurchase. In addition, calling any 2027 Convertible Notes for redemption will constitute a make-whole fundamental change with respect to such 2027 Convertible Notes, in which case the conversion rate applicable to the conversion of the respective 2027 Convertible Notes will be increased in certain circumstances if it is converted after it is called for redemption and prior to the second business day immediately before the related redemption date.

In connection with the issuance of the 2027 Convertible Notes, Shift4 Payments, Inc. entered into Intercompany Convertible Notes with Shift4 Payments, LLC, whereby Shift4 Payments, Inc. provided the net proceeds from the issuance of the 2027 Convertible Notes to Shift4 Payments, LLC in the amount of $618 million. The terms of the Intercompany Convertible Notes mirror the terms of the 2027 Convertible Notes, issued by Shift4 Payments, Inc. The intent of the Intercompany Convertible Notes is to maintain the parity of shares of Class A common stock with LLC Units as required by the Shift4 Payments LLC Agreement.

Debt issuance costs related to the 2027 Convertible Notes comprised of discounts and commissions payable to the initial purchasers and third-party offering costs total $15 million. Unamortized debt issuance costs for the 2027 Convertible Notes at December 31, 2025 and 2024 were $5 million and $7 million, respectively. The net carrying amount of the 2027 Convertible Notes as of December 31, 2025 and 2024 was $628 million and $626 million, respectively.

**Senior Notes due 2026**

In October 2020, the Company's subsidiaries Shift4 Payments, LLC and Shift4 Payments Finance Sub, Inc. (together, the "Issuers") issued $450 million of 4.625% Senior Notes due 2026 ("2026 Senior Notes"). The Company received net proceeds, after deducting initial purchasers' discounts and fees, of approximately $443 million from the 2026 Senior Notes offering.

During the second quarter of 2025, the Company repaid in full its outstanding $450 million of 4.625% Senior Notes due 2026 (the "2026 Notes"). As a result of this prepayment, the Company recognized a $3 million loss on debt extinguishment attributable to the write-off of unamortized deferred financing costs.

**Senior Notes due 2032**

In August 2024, the Issuers issued $1,100 million of 6.750% Senior Notes due 2032 (the "2032 Senior Notes"). The Company received net proceeds, after deducting initial purchasers' discounts and fees, of approximately $1,089 million from the 2032 Senior Notes offering. The 2032 Senior Notes mature on August 15, 2032, and accrue interest at a rate of 6.750% per year. Interest on the 2032 Senior Notes is payable semi-annually in arrears on each February 15 and August 15, commencing on February 15, 2025.

In May 2025, the Issuers issued an additional $550 million 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. Interest is payable semi-annually on February 15 and August 15, of each year, commencing August 15, 2025 for the New 2032 Notes, and are redeemable at the Issuers' option subject to customary terms. The Company received $9 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.

Prior to August 15, 2027, the Issuers may redeem all or a portion of the 2032 Senior Notes at a redemption price equal to 100% of the principal amount of the 2032 Senior Notes, plus the applicable make-whole premium as provided in the indenture, plus accrued and unpaid interest, if any, to, but not including, the redemption date. At any time on or after August 15, 2027, the Issuers may redeem all or a portion of the 2032 Senior Notes at the redemption prices set forth in the indenture governing the 2032 Senior Notes, plus accrued and unpaid interest to, but not including, the redemption date. In addition, the Issuers may redeem up to 40% of the original aggregate principal amount of the 2032 Senior Notes at any time prior to August 15, 2027 at a redemption price of 106.750% of the principal amount of the 2032 Senior Notes to be redeemed, plus accrued and unpaid interest, if any, to the redemption date, using the net proceeds from certain equity offerings. The Issuers may make such redemption so long as, after giving effect to any such redemption, at least 50% of the original aggregate principal amount of the 2032 Senior Notes (including any additional 2032 Senior Notes) remains outstanding (unless all 2032 Senior Notes are redeemed concurrently) and such redemption is effected upon not less than 10 days nor more than 60 days prior notice to the holders of the 2032 Senior Notes.

The 2032 Senior Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction. The 2032 Senior Notes were sold to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and outside the U.S. pursuant to Regulation S of the Securities Act.

**Euro Notes due 2033**

In May 2025, the Issuers issued €680 million 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.

In December 2025, the Issuers issued an additional €435 million of 2033 Euro Notes (the "New 2033 Euro Notes" and together with the Existing 2033 Euro Notes, the "2033 Euro Notes"). The New 2033 Euro Notes were issued as additional notes under the same indenture governing the Existing 2033 Euro Notes, and both series are treated as a single class of debt having identical terms other than issue date and issue price. Interest is payable semi-annually on May 15 and November 15, of each year, commencing May 15, 2026 for the New 2033 Euro Notes, and are redeemable at the Issuers' option subject to customary terms.

**Credit Facilities**

In September 2024, Shift4 Payments, LLC (the "Borrower") entered into a Second Amended and Restated First Lien Credit Agreement (the "Original Credit Agreement") with Goldman Sachs Bank USA ("GS"), as administrative agent and collateral agent, and the lenders party thereto, providing for a $450 million senior secured revolving credit facility ("Revolving Credit Facility"), $113 million of which was originally available for the issuance of letters of credit.

In March 2025, the Borrower 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 Global Blue 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"), the Borrower 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 Revolving Credit Facility from $450 million to $550 million (the "Revolving Credit Facility Increase"), up to $138 million of which is available for the issuance of letters of credit and up to $50 million of which is available for swing line loans, (ii) provide for a $1.0 billion senior secured term loan facility (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 Credit Facilities 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 Global Blue Transaction Agreement.

As of December 31, 2025, borrowings under the Credit Facilities bear interest at a rate per annum equal to, at the Borrower'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) 2.50% 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) 1.50% 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 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 December 31, 2025, there were no borrowings outstanding under the Revolving Credit Facility, and borrowing capacity on the Revolving Credit Facility was $550 million.

*Amendment No. 3 to the Second Amended and Restated First Lien Credit Agreement - Subsequent Event*

On January 5, 2026, the Borrower entered into an Amendment No. 3 to its Second Amended and Restated First Lien Credit Agreement, with GS and the lenders party thereto. As a result of the Amendment No. 3, the applicable interest rate margin over the relevant benchmark rate on the Borrower's term loans has been, (a) in the case of term loans that bear interest with reference to term SOFR, reduced from 2.50% per annum under the Credit Agreement to 2.00% per annum under the Amended Credit Agreement and (b) in the case of alternate base rate loans, reduced from between 1.50% per annum under the Credit Agreement to 1.00% per annum under the Amended Credit Agreement. All other material provisions of the Credit Agreement remain materially unchanged.

**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 original aggregate available amount of up to $100 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 thereof to September 28, 2026 and increased the aggregate available amount of the Settlement Line from $100 million to $125 million. As of December 31, 2025, borrowings against the Settlement Line amounted to $89 million which have been deposited in an account owned and controlled by Citizens. The deposit and borrowing have been netted on the Company's 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, among other things, provide Shift4 Payments, LLC with bridge loan facilities in an aggregate principal amount of $1.795 billion (the "Bridge Facilities"). In March 2025, Shift4 Payments, LLC and GS amended and restated the Original Debt Commitment Letter pursuant to an amended and restated commitment letter. 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 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 Consolidated Statements of Operations.

**Restrictions and Covenants**

The 2026 Senior Notes, 2027 Convertible Notes, 2032 Senior Notes, 2033 Euro Notes (collectively, the "Notes") and 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 December 31, 2025 and 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 two other acquisitions as of December 31, 2025 was $14 million, of which $10 million is included in "Accrued expenses and other current liabilities" and $4 million is included within "Other noncurrent liabilities" on the Company's Consolidated Balance Sheets. The change in fair value of these liabilities is included in "Revaluation of contingent liabilities" on the Company's 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 year ended December 31, 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:

| | Year Ended December 31, 2025 |
|---|---|
| Balance at beginning of period | $ 26 |
| Contingent consideration | 5 |
| Fair value adjustments | (4) |
| Impact of foreign exchange | 2 |
| Contingent liabilities that achieved earnout | (15) |
| Balance at end of period | $ 14 |

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.

| | December 31, 2025 | | December 31, 2024 | |
|---|---|---|---|---|
| | Carrying Value (a) | Fair Value | Carrying Value (a) | Fair Value |
| 2032 Senior Notes | $ 1,633 | $ 1,706 | $ 1,086 | $ 1,119 |
| Term Loan | 984 | 999 | — | — |
| 2033 Euro Notes | 1,304 | 1,343 | — | — |
| 2025 Convertible Notes | — | — | 687 | 928 |
| 2027 Convertible Notes | 628 | 610 | 626 | 684 |
| 2026 Senior Notes | — | — | 446 | 443 |
| Total | $ 4,549 | $ 4,658 | $ 2,845 | $ 3,174 |

(a) Carrying value excludes unamortized debt issuance costs related to the Revolving Credit Facility of $3 million and $4 million as of December 31, 2025 and 2024, respectively.

The estimated fair value of the Company's investments in non-marketable equity securities was $5 million and $3 million as of December 31, 2025 and 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 Consolidated Statements of Operations.

Other financial instruments not measured at fair value on the Company's Consolidated Balance Sheets at December 31, 2025 and 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, bank deposits, and other noncurrent liabilities, as their estimated fair values reasonably approximate their carrying value as reported on the Company's Consolidated Balance Sheets.

**13. Income Taxes**

The Company holds an economic interest in Shift4 Payments, LLC and consolidates its financial position and results. The remaining ownership of Shift4 Payments, LLC not held by the Company is considered a noncontrolling interest. 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 following table sets forth the Company's income (loss) before income taxes for its domestic and foreign operations for the years ended December 31, 2025, 2024, and 2023:

| | December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Domestic | $ 109 | $ (61) | $ 110 |
| Foreign | 86 | 60 | 10 |
| Income (loss) before income taxes | $ 195 | $ (1) | $ 120 |

Components of income tax benefit (provision) consist of the following:

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Current | | | |
| Federal | $ (2) | $ (11) | $ (1) |
| State | (6) | (4) | — |
| Foreign | (33) | (11) | (4) |
| Total current income tax benefit (provision) | (41) | (26) | (5) |
| Deferred | | | |
| Federal | (24) | 252 | 5 |
| State | 1 | 66 | 2 |
| Foreign | 16 | 4 | 1 |
| Total deferred income tax benefit (provision) | (7) | 322 | 8 |
| Total income tax benefit (provision) | $ (48) | $ 296 | $ 3 |

A reconciliation of the U.S. statutory income tax rate to the Company's effective income tax rate is as follows:

| | Year Ended December 31, 2025 | |
|---|---|---|
| | Amount | Percent |
| US federal statutory tax rate | $ 41 | 21.0% |
| State and local income taxes, net of federal income tax effect (a) | 4 | 2.1% |
| Foreign tax effects | | |
| Switzerland | | |
| Statutory rate difference between Switzerland and the United States and local income taxes | (6) | (3.1%) |
| Other | 2 | 1.0% |
| Malta | | |
| Statutory rate difference between Malta and the United States | (2) | (1.0%) |
| United Kingdom | | |
| Effects of cross-border tax laws | 5 | 2.6% |
| Other | (1) | (0.5%) |
| Germany | | |
| Nontaxable or nondeductible items | (4) | (2.1%) |
| Other | 1 | 0.5% |
| Other | 5 | 2.6% |
| Tax credits | | |
| Research and development tax credits | (1) | (0.5%) |
| Changes in valuation allowances | (13) | (6.7%) |
| Nontaxable or nondeductible items | | |
| Limitation on executive compensation | 6 | 3.1% |
| Share-based payment awards | (3) | (1.5%) |
| Other | (2) | (1.0%) |
| Other adjustments | | |
| Income taxed to owners of NCI | (6) | (3.1%) |
| Investment in partnership | 24 | 12.3% |
| Legal entity restructuring | (7) | (3.6%) |
| Other | 5 | 2.6% |
| Total tax expense / effective tax rate | $ 48 | 24.7% |

(a) State taxes in the following jurisdictions made up the majority (greater than 50 percent) of the tax effect in this category: California, Florida, New York, and Pennsylvania.

As previously disclosed for the years ended December 31, 2024 and 2023, the following is a reconciliation of the U.S. statutory income tax rate to the Company's effective income tax rate:

| | Year Ended December 31, | |
|---|---|---|
| | 2024 | 2023 |
| Federal statutory rate | 21.0% | 21.0% |
| Noncontrolling interests/effect of pass-through entities (LLC income (loss)) | 850.0% | (6.5%) |
| State income taxes, net of federal benefit | (250.0%) | 25.9% |
| Permanent items | 106.3% | 2.1% |
| Impacts of recording Tax Receivable Agreement | 262.5% | —% |
| Change in fair value of contingent consideration | —% | 0.9% |
| Foreign rate differential | 450.0% | 0.4% |
| Change in valuation allowance | 18,100.0% | (47.4%) |
| Equity-based compensation | 6.3 % | 0.2 % |
| Research and development tax credits | 93.7% | —% |
| U.S. taxation of worldwide subsidiaries, net of foreign tax credits | (1,137.5%) | —% |
| Other | 4.0% | 0.6% |
| Effective income tax rate | 18,506.3% | (2.8%) |

The following table presents supplemental information related to income taxes paid (net of refunds received):

| | Year Ended December 31, 2025 |
|---|---|
| US federal | $ 13 |
| US state and local: | |
| Other | 8 |
| Foreign: | |
| Japan | 13 |
| Italy | 7 |
| Other | 22 |
| Total cash taxes paid, net of refunds received | $ 63 |

Details of the Company's deferred tax assets and liabilities are as follows:

| | December 31, | |
|---|---|---|
| | 2025 | 2024 |
| **Deferred tax assets:** | | |
| Investment in Shift4 Payments, LLC | $ 453 | $ 465 |
| Net operating loss and tax credits carryforward | 176 | 84 |
| Equity-based compensation | 10 | 8 |
| Right-of-use liabilities | 5 | 6 |
| Accrued expenses | 19 | 2 |
| Interest expense carryforwards | 103 | — |
| Other | 14 | 19 |
| Subtotal | 780 | 584 |
| Valuation allowance | (330) | (137) |
| Total deferred tax assets | 450 | 447 |
| | | |
| **Deferred tax liabilities:** | | |
| Fixed assets | (2) | (1) |
| Intangible assets | (519) | (101) |
| Right-of-use assets | (4) | (5) |
| Other liabilities | (5) | (4) |
| Total deferred tax liabilities | (530) | (111) |
| Net deferred tax asset (liability) | $ (80) | $ 336 |

The Company has a deferred tax asset for the difference between the financial reporting and the tax basis of its investment in Shift4 Payments, LLC. The deferred tax asset above considers the iterative impact of the Tax Receivable Agreement ("TRA") liability.

During 2024, management assessed the realizability of deferred tax assets and concluded that it is more likely than not that its deferred tax assets will be realized and that a full valuation allowance is no longer required. The assessment included the fact that as of December 31, 2024, the Company is no longer in a three-year cumulative loss position and is projecting sufficient income in future periods to realize its deferred tax assets. The Company continues to maintain a valuation allowance on the portion of deferred tax assets that require capital gains income because there are no current projections of capital gains income at this time.

Accordingly, a tax benefit of $289 million was recognized during the year ended December 31, 2024 relating to the release of the valuation allowance associated with the Company's deferred tax assets and recording additional deferred tax assets related to the TRA liability.

As of December 31, 2025, the Company has $276 million federal and $328 million state net operating loss carryforwards, which are expected to expire on various dates as follows. The federal net operating loss carryforwards of $214 million generated in tax years after 2017 have an unlimited carryforward period, while the remaining $63 million generated in earlier tax years have a twenty year carryforward and will expire if unused between 2036 and 2037. The Company's state net operating loss carryforwards are available to reduce future taxable income, which expire at various times through 2042.

*Uncertain Tax Positions*

The effects of uncertain tax positions are recognized in the consolidated financial statements if these positions meet a "more-likely-than-not" threshold. For those uncertain tax positions that are recognized in the consolidated financial statements, liabilities are established to reflect the portion of those positions it cannot conclude "more-likely-than-not" to be realized upon ultimate settlement. The Company's policy is to recognize interest and penalties related to unrecognized tax benefits within "Income tax benefit (expense)" in the Company's Consolidated Statements of Operations. Accrued interest and penalties, if any, are included within "Deferred tax liability" in the Company's Consolidated Balance Sheets. As of December 31, 2025 and 2024, $12 million and $10 million, respectively, of uncertain tax positions were recognized within "Other noncurrent liabilities" in the Company's Consolidated Balance Sheets, which were primarily recognized in conjunction with acquisitions.

Below is a tabular reconciliation of the total amounts of unrecognized tax benefits:

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Beginning balance | $ 10 | $ 5 | $ 8 |
| Increase related to current year tax positions | 3 | — | 1 |
| Increase related to prior year tax positions | 1 | | |
| Increase attributable to positions acquired through business combinations | — | 6 | 1 |
| Decrease attributable to measurement period adjustments | — | — | (5) |
| Decrease attributable to statute of limitation expirations | (2) | (1) | — |
| Ending balance | $ 12 | $ 10 | $ 5 |
| | | | |
| Total amount of interest and penalties recognized in the Consolidated Statements of Operations | $ 1 | $ 1 | $ 1 |
| Total amount of interest and penalties recognized in the Consolidated Balance Sheets | $ 2 | $ 2 | $ 2 |

All of the unrecognized tax benefits reflected in the above table would affect the effective tax rate, if recognized.

The Company files income tax returns as required by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Company may be subject to examination by federal and certain state and local tax authorities. As of December 31, 2025, the Company's federal and state and local income tax years 2023 through 2025 remain open and are subject to examination. We are currently under examination by Canadian tax authorities for the 2015 to 2018 tax years and Israeli tax authorities for 2019 to 2021 tax years.

The Company's open tax years by major taxing jurisdictions are as follows:

| Jurisdiction | Open Tax Years |
|---|---|
| United States | 2022 - 2025 |
| Australia | 2021 - 2025 |
| France | 2022 - 2025 |
| Germany | 2021 - 2025 |
| Israel | 2019 - 2025 |
| Italy | 2019 - 2025 |
| Japan | 2022 - 2025 |
| Malta | 2020 - 2025 |
| Switzerland | 2020 - 2025 |

*Tax Receivable Agreement*

The Company expects to obtain an increase in its share of the tax basis in the net assets of Shift4 Payments, LLC as LLC interests are redeemed from or exchanged by the Continuing Equity Owners, at the option of the Company, determined solely by the Company's independent directors. The Company intends to treat any redemptions and exchanges of LLC interests as direct purchases of LLC Interests for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that it would otherwise pay in the future to various tax authorities. In connection with the Company's initial public offering in June 2020 and certain organizational transactions that the Company effected in connection with it, the Company entered into the TRA with the Continuing Equity Owners.

The TRA provided for certain payments by Shift4 Payments, Inc. to the Continuing Equity Owners. In connection with the Simplification Transactions, the Company is relieved of future TRA payments, as Rook assigned all of its rights and benefits under the TRA to the Company. The Company is still obligated for payments to Searchlight under the TRA of 85% of the amount of any tax benefits the Company realizes as a result of (i) increases in the Company's share of the tax basis in the net assets of Shift4 Payments, LLC resulting from prior redemptions or exchanges of LLC Interests, (ii) tax basis increases attributable to payments made under the TRA, and (iii) deductions attributable to imputed interest pursuant to the TRA. The Company expects to benefit from the remaining 15% of any of cash savings that it realizes.

As of December 31, 2025 and 2024, the Company recognized a TRA liability of $369 million and $366 million, respectively, after concluding it was probable that, based on estimates of future taxable income, the Company will realize tax benefits associated with the TRA. A payment of $1 million and $2 million was made to the Continuing Equity Owners pursuant to the TRA during the year ended December 31, 2025 and 2024, respectively. 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.

On February 7, 2026, the Company entered into a Transaction Agreement to effect, among other things, the Up-C Collapse via a taxable exchange and the assignment and waiver of Rook's rights under the TRA to the Company. The impact of this transaction on the TRA liability will be accounted for in the first quarter of 2026.

*Developments in Tax Law*

In December 2021, the Organisation for Economic Co-operation and Development ("OECD") 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") for the twelve months ended December 31, 2025.

Furthermore, on January 5, 2026, the OECD released a comprehensive package for a "side-by-side arrangement" ("SbS") with respect to Pillar Two. This package, effective for fiscal years beginning on or after January 1, 2026, implements a SbS Safe Harbor. The SbS Safe Harbor deems top-up tax as zero for IIR and Undertaxed Profits Rule ("UTPR") purposes for eligible U.S.-parented groups, provided the ultimate parent entity's jurisdiction (currently only the United States) maintains a Qualified SbS Regime with an eligible domestic and worldwide tax system that credits Qualified Domestic Minimum Top-up Taxes (QDMTTs) equivalently to other covered taxes. We will continue to monitor U.S. and international legislative developments, including further announcements on the side-by-side arrangement, to assess any potential impacts on our operations.

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. Lease Agreements

*As Lessee*

The Company has operating leases primarily for office and warehouse space. Most leases are not cancellable prior to their expiration. The Company accounts for leases in accordance with ASC 842 by recording right-of-use assets and lease liabilities. The right-of-use assets represent the Company's right to use underlying assets for the lease term and the lease liability represents the Company's obligation to make lease payments under the leases. The Company determines if an agreement is or contains a lease at contract inception and exercises judgment and applies certain assumptions when determining the discount rate and lease term. ASC 842 requires a lessee to record a lease liability based on the discounted unpaid lease payments using the interest rate implicit in the lease or, if the rate cannot be readily determined, the incremental borrowing rate. Generally, the Company does not have knowledge of the rate implicit in the lease and, therefore, uses its incremental borrowing rate for a lease. The lease term includes the non-cancelable period of the lease plus any additional periods covered by an option to extend that the Company is reasonably certain to exercise.

The expected future payments related to leases with initial non-cancellable lease terms in excess of one year at December 31, 2025 are as follows:

| | | |
|---|---|---|
| 2026 | $ | 20 |
| 2027 | | 17 |
| 2028 | | 14 |
| 2029 | | 11 |
| 2030 | | 5 |
| Thereafter | | 12 |
| Total lease payments | | 79 |
| Less: Interest | | (9) |
| Present value of minimum payments | $ | 70 |

Total operating lease expense, which is included in "General and administrative expenses" in the Company's Consolidated Statements of Operations, was $29 million, $14 million, and $10 million for the years ended December 31, 2025, 2024 and 2023, respectively. Included in total operating lease expense for the years ended December 31, 2025, 2024 and 2023 was $2 million, $3 million, and $1 million, respectively, of expense recognized on short-term leases which were not capitalized under ASC 842. Included in total operating lease expense for each of the years ended December 31, 2025, 2024 and 2023 was $3 million of variable expense.

Supplemental balance sheet information related to leases was as follows:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Weighted average remaining in lease term (in years): | 5.0 | 4.5 |
| Weighted average discount rate | 5.3 % | 5.1 % |

Operating lease payments included in operating cash flows were $16 million, $10 million and $7 million for the years ended December 31, 2025, 2024 and 2023, respectively. Non-cash additions to operating lease assets were $16 million, $11 million and $6 million for the years ended December 31, 2025, 2024 and 2023, respectively.

*As Lessor*

The Company provides hardware, including terminals and point-of-sale equipment, to its merchants under operating leases as the lessor. The Company's operating leases generally include options to extend the contract for successive one-year periods. Extension options are not included in the determination of lease income unless, at lease inception, it is reasonably certain that the option will be exercised. The Company's operating leases do not include purchase options.

Lease payments received are recognized as income on a straight-line basis over the term of the agreement in accordance with ASC 606 and classified as gross revenue on the Company's Consolidated Statements of Operations.

## 15. Related Party Transactions

The Company had a service agreement with Jared Isaacman, the Company's founder, former Chief Executive Officer, and former Executive Chairman ("Founder"), including access to aircrafts and a property. Total expense for this service, which is included in "General and administrative expenses" in the Company's Consolidated Statements of Operations, was $1 million for each of the years ended December 31, 2025, 2024 and 2023. There were no amounts outstanding at December 31, 2025 or 2024. In addition, during the year ended December 31, 2025, the Company made $19 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 Consolidated Statements of Cash Flows.

In July 2025, the Company entered into a $1 million residual commission buyout agreement with a relative of the Founder, consisting of an initial cash payment of $1 million and an immaterial contingent cash payment, 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 had agreed to fund 50% of this program through a contribution of shares of his Class C common stock. During the year ended December 31, 2025, 12,410 shares of the Founder's Class C common stock were contributed to fund the awards that vested.

Rook has entered into margin loan agreements, pursuant to which, in addition to other collateral, it has pledged 15,000,000 shares of the Company's Class A common stock 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 shares of the Company's Class A common stock to satisfy Rook's obligation.

On December 18, 2025 Jared Isaacman was sworn in as the 15th Administrator of NASA. Effective upon his confirmation and in accordance with Mr. Isaacman's agreement with the U.S. Office of Government Ethics (the "OGE"), Mr. Isaacman agreed to convert his equity units in Shift4 Payments, LLC into Class A shares, cancel the corresponding Class B shares, and exchange all of his Class C shares on a one-for-one basis for Class A shares and terminate the TRA, dated June 4, 2024, with Shift4 Payments, LLC and the other parties thereto in order to effect the Up-C Collapse. Concurrent with his appointment, the service agreement between Mr. Isaacman and the Company for aircrafts and a property was terminated, and replaced with a new flight services agreement, effective January 1, 2026, with a company which is 50% owned by Mr. Isaacman. The term of the new flight services agreement is one year, with indefinite annual renewal options. Annual expense for these services is expected to be approximately $2 million.

On February 7, 2026, the Company entered into a Transaction Agreement to effect, among other things, the Up-C Collapse via a taxable exchange, and the assignment and waiver of Rook's rights under the TRA to the Company. The Simplification Transactions and other matters provided for in the Transaction Agreement will provide significant benefits to the Company, including being relieved of future TRA payments, no longer having a stockholder with majority voting power and obtaining a waiver by Rook of its rights under Section 4 of the Stockholders Agreement, dated June 4, 2020, among the Company, Rook, and Searchlight.

Pursuant to the Transaction Agreement, the following transactions occurred: (i) Rook effected a redemption and exchange of all of its equity common units in Shift4 Payments, LLC on a one-for-one basis for shares of Class A common stock and cancelled the corresponding shares of Class B common stock, (ii) Mr. Isaacman exchanged all of his shares of Class C common stock on a one-for-one basis for shares of Class A common stock, (iii) Rook assigned all of its rights and benefits under the TRA to the Company, and each of Rook and the Company waived any rights they may have to any tax benefit payments; and (iv) Mr. Isaacman agreed to the Stockholders Agreement Waiver. Also pursuant to the Transaction Agreement, Mr. Isaacman agreed to a five-year obligation not to compete with the Company, and the Company and Mr. Isaacman agreed to, following the time that Mr. Isaacman's service as NASA Administrator terminates, negotiate in good faith to reach an agreement upon which Mr. Isaacman shall return to service (whether as director, consultant, or otherwise) with the Company.

Pursuant to the Transaction Agreement, in consideration for the Company Benefits, including the assignment and waiver of the TRA, the Elimination of Voting Control Benefit, the Stockholder Agreement Waiver, and the Up-C Collapse, Mr. Isaacman (via Rook) received $ 192 million in value, which consisted of (i) a payment of cash held by the Company as a result of previously paid tax distributions from Shift4 LLC in the amount of approximately $139 million and (ii) 423,296 shares of the Company's mandatory convertible preferred stock in a private placement. Additionally, Mr. Isaacman's agreement to fund 50% of the Company's discretionary equity award program for non-management employees, implemented in November 2021, through a contribution of shares of his shares of Class C common stock was deemed satisfied in full.

## 16. 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 December 31, 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.

## 17. Stockholders' Equity

### *Stock Repurchases*

In May 2024, the Board authorized a stock repurchase program (the "May 2024 Program"), pursuant to which the Company was authorized to repurchase up to $500 million 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 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 year ended December 31, 2025, the Company repurchased 6,184,487 shares of Class A common stock for $453 million, including commissions paid, at an average price paid of $73.23 per share. During the year ended December 31, 2024, the Company repurchased 1,605,488 shares of Class A common stock for $146 million, including commissions paid, at an average price paid of $90.83 per share.

As of December 31, 2025, $695 million remained available for stock repurchases under the November 2025 Program.

***Stock Issuances***

In July 2025, in connection with the acquisition of Global Blue, the Company received aggregate proceeds of approximately $88 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 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 million were $975 million. As of December 31, 2025, the Company has incurred other offering costs of approximately $2 million in connection with the financing, which were recorded as a reduction to "Series A Mandatory Convertible Preferred Stock" in the Company's 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 year ended December 31, 2025, the Company paid $30 million of dividends on its Preferred Stock. As of December 31, 2025, accrued but unpaid dividends amounted to $10 million and are reflected within "Accrued expenses and other current liabilities" in the 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.

## 18. 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 $385 million and $187 million as of December 31, 2025 and 2024, respectively, and was recorded as a non-redeemable noncontrolling interest. During the year ended December 31, 2025, Shift4 Payments, Inc. received $975 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:

| | December 31, 2025 | | December 31, 2024 | |
|---|---|---|---|---|
| | LLC Interests | Ownership % | LLC Interests | Ownership % |
| Shift4 Payments, Inc. (a) | 64,790,146 | 76.6 % | 69,257,131 | 77.8 % |
| Rook | 19,801,028 | 23.4 % | 19,801,028 | 22.2 % |
| Total | 84,591,174 | 100.0 % | 89,058,159 | 100.0 % |

*Subsequent Event*

On December 18, 2025 Jared Isaacman was sworn in as the 15th Administrator of NASA. In accordance with Mr. Isaacman's agreement with the U.S. Office of Government Ethics (the "OGE"), and in conjunction with the planned Up-C Collapse, Mr. Isaacman agreed to convert Rook's equity units in Shift4 Payments, LLC into Class A shares, cancel the corresponding Class B shares, and exchange all of his Class C shares on a one-for-one basis for Class A shares, at which time the Company will derecognize the noncontrolling interests balance represents the economic interest in Shift4 Payments, LLC held by Rook. On February 7, 2026, the Company entered into a Transaction Agreement to effect, among other things, the Up-C Collapse via a taxable exchange and the assignment and waiver of Rook's rights under the TRA to the Company.

Pursuant to the Transaction Agreement, the following transactions occurred: (i) Rook effected a redemption and exchange of all of its equity common units in Shift4 Payments, LLC on a one-for-one basis for shares of Class A common stock and cancelled the corresponding shares of Class B common stock, (ii) Mr. Isaacman exchanged all of his shares of Class C common stock on a one-for-one basis for shares of Class A common stock, (iii) Rook assigned all of its rights and benefits under the TRA to the Company, and each of Rook and the Company waived any rights they may have to any tax benefit payments; and (iv) Mr. Isaacman agreed to the Stockholders Agreement Waiver.

*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 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:

| | December 31, 2025 | | |
|---|---|---|---|
| | Noncontrolling Interests Carrying Value | Noncontrolling Ownership % | |
| Global Blue TPS Japan Co Ltd | $ 120 | 49 | % |
| Global Blue Lebanon SAL | — | 45 | % |
| Global Blue Brasil TFS Ltda. | — | 40 | % |
| Global Blue Touristik Hizmetler A.Ş. | 1 | 40 | % |
| Global Blue Pazarlama Destek ve Teknoloji Hizmetleri A.Ş. | — | 40 | % |
| Bahama's VAT Refund Ltd | — | 20 | % |
| Global Blue LLC | (1) | 40 | % |
| Total | $ 120 | | |

For the period from July 3, 2025 through December 31, 2025, net income attributable to the Global Blue non-redeemable noncontrolling interests amounted to $4 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. 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 Consolidated Balance Sheets. Subsequent to the DPLTA becoming effective, the Company acquired an additional 16% economic interest in Vectron for $25 million, which is included within "Global Blue and Vectron shares purchased post-acquisition" on the Consolidated Statements of Cash Flows. The excess of amounts paid over the carrying value of the respective shares was $6 million, which was recorded as a reduction to additional paid-in capital, with the remaining $19 million recorded as a reduction to redeemable noncontrolling interests. As of December 31, 2025, the Company owned approximately 91% of Vectron. The Company plans to consummate a statutory squeeze-out merger in accordance with the laws of Germany to acquire the remaining 9% of shares not owned by the Company.

The economic interest in Vectron not held by the Company amounted to $10 million and $24 million as of December 31, 2025 and 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 December 31, 2025, the redeemable noncontrolling interest was calculated as the redemption amount of the shares not owned by the Company, plus accrued dividends, and is subject to foreign currency translation adjustments.

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 Consolidated Balance Sheets between liabilities and equity.

In addition, the DPLTA entitles minority shareholders who do not redeem their shares to receive an annual guaranteed dividend of € 0.47 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 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 December 31, 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 December 31, 2025:

| | Year Ended December 31, 2025 |
|---|---|
| Balance as of January 1, 2025 | $ — |
| Reclassification from non-redeemable noncontrolling interests | 28 |
| Redemption of redeemable noncontrolling interests | (19) |
| Foreign exchange impact and dividends accrued | 1 |
| Balance as of December 31, 2025 | $ 10 |

## 19. Equity-based Compensation

The Company recognized equity-based compensation expense of $82 million, $66 million and $57 million for the years ended December 31, 2025, 2024 and 2023, 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 RSUs, 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 December 31, 2025, a maximum of 2,613,740 shares of the Company's Class A common stock were available for issuance under the Restated Equity Plan. The Company expects to make 1,730,632 additional shares of Class A common stock available for issuance under the Restated Equity Plan in the first quarter of 2026.

*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 following table presents the expected number of shares that are expected to vest in each year as of December 31, 2025, subject to continued service:

| | 2026 | 2027 | 2028 | 2029 | 2030 | Total |
|---|---|---|---|---|---|---|
| Granted in 2021 | 179,204 | — | — | — | — | 179,204 |
| Granted in 2022 | 57,126 | 57,636 | — | — | — | 114,762 |
| Granted in 2023 | 208,230 | 107,283 | 13,931 | — | — | 329,444 |
| Granted in 2024 | 268,437 | 147,276 | 2,911 | — | — | 418,624 |
| Granted in 2025 | 233,964 | 283,350 | 283,764 | 48,662 | 48,662 | 898,402 |
| Total | 946,961 | 595,545 | 300,606 | 48,662 | 48,662 | 1,940,436 |

The RSU and PRSU activity was as follows:

| | Number of RSUs and PRSUs | Weighted Average Grant Date Fair Value |
|---|---|---|
| Unvested balance at December 31, 2022 | 2,465,355 | $ 47.57 |
| Granted | 1,415,102 | 63.87 |
| Vested | (1,096,241) | 44.19 |
| Forfeited or cancelled | (439,006) | 55.22 |
| Unvested balance at December 31, 2023 | 2,345,210 | 57.35 |
| Granted | 1,160,816 | 67.22 |
| Vested | (1,021,787) | 58.05 |
| Forfeited or cancelled | (314,896) | 58.53 |
| Unvested balance at December 31, 2024 | 2,169,343 | 62.13 |
| Granted | 1,180,012 | 88.73 |
| Vested | (1,226,315) | 65.19 |
| Forfeited or cancelled | (182,604) | 65.64 |
| Unvested balance at December 31, 2025 | 1,940,436 | $ 75.99 |

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 December 31, 2025, the Company had $101 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 2.3 years.

## 20. Basic and Diluted Net Income per Share

Basic net income per share has been computed by dividing net income attributable to common shareholders 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.

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Net income | $ 147 | $ 295 | $ 123 |
| Less: Net income attributable to non-redeemable noncontrolling interests | (28) | (65) | (37) |
| Less: Dividends on Preferred Stock and redeemable noncontrolling interests | (40) | — | — |
| Adjustment to net income attributable to common stockholders | (1) | (2) | — |
| Net income attributable to common stockholders - basic | 78 | 228 | 86 |
| Reallocation of net income from non-redeemable noncontrolling interests to common stockholders due to effect of dilutive securities | 18 | 50 | 1 |
| Net income attributable to common stockholders - diluted | $ 96 | $ 278 | $ 87 |
| **Numerator - allocation of net income attributable to common stockholders:** | | | |
| Net income allocated to Class A common stock - basic | $ 76 | $ 222 | $ 83 |
| Reallocation of net income from non-redeemable noncontrolling interests to common stockholders due to effect of dilutive securities | 18 | 51 | 1 |
| Net income allocated to Class A common stock - diluted | $ 94 | $ 273 | $ 84 |
| Net income allocated to Class C common stock - basic | $ 2 | $ 6 | $ 3 |
| Reallocation of net income from non-redeemable noncontrolling interests to common stockholders due to effect of dilutive securities | — | (1) | — |
| Net income allocated to Class C common stock - diluted | $ 2 | $ 5 | $ 3 |
| **Denominator:** | | | |
| Weighted average shares of Class A common stock outstanding - basic (a) | 66,726,911 | 66,009,448 | 57,738,871 |
| Effect of dilutive securities: | | | |
| LLC Interests (b) | 19,801,028 | 22,160,725 | — |
| RSUs | 1,092,719 | 1,684,179 | 1,112,793 |
| Contingent shares | — | — | 196,686 |
| Weighted average shares of Class A common stock outstanding - diluted | 87,620,658 | 89,854,352 | 59,048,350 |
| Weighted average shares of Class C common stock outstanding - basic and diluted | 1,333,686 | 1,668,826 | 1,942,054 |
| **Net income per share - Basic:** | | | |
| Class A common stock | $ 1.15 | $ 3.36 | $ 1.45 |
| Class C common stock | $ 1.15 | $ 3.36 | $ 1.45 |
| **Net income per share - Diluted:** | | | |
| Class A common stock | $ 1.08 | $ 3.03 | $ 1.43 |
| Class C common stock | $ 1.08 | $ 3.03 | $ 1.43 |

(a) The year ended December 31, 2023 included 3,741,398 shares that had been committed but not issued as of December 31, 2023. Committed but not issued shares as of December 31, 2023 primarily relate to the acquisition of Finaro.

(b) For the year ended December 31, 2023, 24,256,531 LLC Interests were excluded from the calculation of diluted net income per share as the effect would be anti-dilutive.

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

The Company has excluded from the calculation of diluted net income per share the effect of the following:

- the conversion of the Preferred Stock in 2025, as the effect would be anti-dilutive;
- 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.

**21. Segments**

In accordance with ASC 280, *Segment Reporting*, the Company evaluates its operating segments to determine how to report its financial performance. Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker ("CODM") for the purposes of allocating resources and evaluating financial performance. The Company's CODM is the chief executive officer, who reviews financial information on a consolidated level for purposes of allocating resources and evaluating financial performance, and as such, the Company's operations constitute one operating segment and one reportable segment.

The principal financial metric reviewed by the CODM 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:

| | Year Ended December 31, | | |
|---|---|---|---|
| *(in millions)* | **2025** | **2024** | **2023** |
| Payments-based revenue | $ 3,471 | $ 2,990 | $ 2,386 |
| TFS revenue | 255 | — | — |
| Subscription and other revenue | 454 | 341 | 179 |
| Network fees* | (2,199) | (1,976) | (1,624) |
| Other costs of sales* (exclusive of depreciation of equipment under lease) | (553) | (382) | (253) |
| **General and administrative expenses:** | | | |
| Employee and other general and administrative expenses* | (554) | (368) | (251) |
| Equity-based compensation* | (85) | (68) | (59) |
| Rent, office, occupancy and equipment expenses* | (43) | (23) | (19) |
| Revaluation of contingent liabilities | 4 | (4) | (23) |
| Depreciation and amortization expense* (a) | (290) | (200) | (154) |
| Professional expenses* | (87) | (41) | (33) |
| Advertising and marketing expenses* | (32) | (22) | (15) |
| Gain on sale of subsidiaries | 19 | — | — |
| Impairment of intangible assets | (9) | — | (19) |
| Loss on extinguishment of debt | (12) | — | — |
| Interest income | 59 | 34 | 32 |
| Other income (expense), net | (9) | 2 | (4) |
| Realized and unrealized gain on investments in securities | — | 67 | 12 |
| Change in TRA liability | (4) | (289) | (3) |
| Interest expense* | (190) | (62) | (32) |
| Income tax benefit (expense) | (48) | 296 | 3 |
| Net income | $ 147 | $ 295 | $ 123 |

* Denotes a significant segment expense reviewed by the CODM.

(a) Depreciation and amortization expense includes depreciation of equipment under lease of $74 million, $54 million, and $35 million for the years ended December 31, 2025, 2024, and 2023, respectively.

*Geographical Information*

The following table presents a disaggregation of the Company's revenue by geography:

| | Year Ended December 31, | | |
|---|---|---|---|
| *(in millions)* | **2025** | **2024** | **2023** |
| U.S. | $ 3,312 | $ 2,911 | $ 2,464 |
| International | 868 | 420 | 101 |
| Gross revenue | $ 4,180 | $ 3,331 | $ 2,565 |

The following table summarizes long-lived assets based on geography, which consist of Equipment for lease, net, Property, plant and equipment, net, and ROU assets:

| | As of December 31, | | |
|---|---|---|---|
| *(in millions)* | **2025** | **2024** | **2023** |
| U.S. | $ 254 | $ 205 | $ 169 |
| International | 88 | 24 | 5 |
| Total long-lived assets | $ 342 | $ 229 | $ 174 |

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. 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 Annual Report on Form 10-K, 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 December 31, 2025, our disclosure controls and procedures were effective at the reasonable assurance level.

### Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

The Company acquired Global Blue Group Holding AG ("Global Blue") and Smartpay Holdings Limited ("Smartpay") during the year ended December 31, 2025. Management excluded Global Blue and Smartpay from its assessment of internal control over financial reporting as of December 31, 2025 because they were acquired by the Company in business combinations during 2025. Global Blue and Smartpay total assets and total revenues excluded from management's assessment of internal control over financial reporting represent approximately 8% and 1% of total assets, respectively and approximately 8% and less than 1% of total revenues, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2025. The Company is in the process of incorporating Global Blue and Smartpay into its internal control over financial reporting.

Management has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2025. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in the Internal Control - Integrated Framework (2013). Based on this assessment, management concluded the Company's internal control over financial reporting was effective as of December 31, 2025.

The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included in Item 8 of this Annual Report on Form 10-K.

### 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 December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

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

None.

*(b) Insider trading arrangements and policies.*

On December 11, 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 March 16, 2026 and expires on March 16, 2027, 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). Mr. Lauber also terminated his previous agreement which was entered into on August 25, 2025 and was set to be effective as of January 2, 2026.

On December 12, 2025, Karen Davis, a member of our Board, entered into a new trading plan pursuant to Rule 10b5-1 of the Exchange Act. Ms. Davis' Rule 10b5-1 trading plan provided for the sale from time to time of a maximum of 750 shares of our Class A common stock and 2,367 shares of Ms. Davis' restricted stock unit awards, less any shares to be withheld for tax, pursuant to the terms of the plan. Ms. Davis' Rule 10b5-1 trading plan was expected to become effective on March 13, 2026 and expire 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). Ms. Davis terminated her agreement in February 2026 before it became effective.

Other than described as above, during the three months ended December 31, 2025, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each item is defined in Item 408(a) of Regulation S-K.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Certain information relating to our executive officers and directors is included in Part I, Item 1 of this Form 10-K under the heading "Information about our Executive Officers and Directors." The remaining information with respect to this Item will be set forth under the headings "Proposal 1—Election of Directors," "Executive Officers," "Corporate Governance," "Committees of the Board" and, if applicable, "Delinquent Section 16(a) Reports." in our proxy statement for the 2026 annual meeting of stockholders (the "2026 Proxy Statement"), which will be filed with the SEC no later than 120 days after December 31, 2025, and is incorporated herein by reference.

Our Board has adopted a Code of Business Conduct and Ethics applicable to all officers, directors and employees, which is available on our investor relations website (*investors.shift4.com*) under "Governance Documents." This website address is not intended to function as a hyperlink, and the information contained in our website is not intended to be a part of this filing. We intend to post on our website all disclosures that are required by law or the NYSE listing standards concerning any amendments to, or waivers from, any provision of the code. The information on any of our websites is deemed not to be incorporated in this Annual Report or to be part of this Annual Report.

### ITEM 11. EXECUTIVE COMPENSATION

Information with respect to this Item will be set forth under the headings "Executive Compensation," "Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report" in our 2026 Proxy Statement, which will be filed with the SEC no later than 120 days after December 31, 2025 and is incorporated herein by reference.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information with respect to this Item will be set forth under the headings "Security Ownership of Certain Beneficial Owners and Management," "Director Compensation," and "Securities Authorized For Issuance under Equity Compensation Plans" in our 2026 Proxy Statement, which will be filed with the SEC no later than 120 days after December 31, 2025 and is incorporated herein by reference.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information with respect to this Item will be set forth under the headings "Certain Relationships and Related Person Transactions" and "Corporate Governance" in our 2026 Proxy Statement, which will be filed with SEC no later than 120 days after December 31, 2025 and is incorporated herein by reference.

### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information with respect to this Item will be set forth under the heading "Independent registered Public Accounting Firm Fees and Other Matters" in our 2026 Proxy Statement, which will be filed with the SEC no later than 120 days after December 31, 2025 and is incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a)(1) Consolidated Financial Statements

Our consolidated financial statements are included in Part II, Item 8, "Financial Statements and Supplementary Data."

(a)(2) Financial Statement Schedules

All financial statement schedules are omitted because the information called for is not required or is shown either in the consolidated financial statements or in the notes thereto.

(a)(3) Exhibits

The following is a list of exhibits filed as part of this Annual Report on Form 10-K.

**INDEX TO EXHIBITS**

| | | Incorporated by Reference | | | | |
|---|---|---|---|---|---|---|
| **Exhibit Number** | **Exhibit Description** | **Form** | **File No.** | **Exhibit** | **Filing Date** | **Filed/Furnished Herewith** |
| 2.1**** | Transaction Agreement by and between Shift4 Payments, Inc. and Global Blue Group Holding AG, dated as of February 16, 2025. | 8-K | 001-39313 | 2.1 | 02/18/2025 | |
| 3.1 | Amended and Restated Certificate of Incorporation Shift4 Payments, Inc. | S-8 | 333-239042 | 4.1 | 06/09/2020 | |
| 3.2 | Certificate of Retirement of Class B Stock of Shift4 Payments, Inc | | | | | * |
| 3.3 | Amended and Restated By-Laws of Shift4 Payments, Inc. | S-8 | 333-239042 | 4.2 | 06/09/2020 | |
| 3.4 | 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 | Description of Capital Stock | 10-K | 001-39313 | 4.2 | 03/08/2021 | |
| 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 (and Form of Note) | 8-K | 001-39313 | 4.3 | 05/16/2025 | |
| 4.6 | Form of 6.00% Series A Mandatory Convertible Preferred Stock (included in Exhibit 3.3) | 8-K | 001-31313 | 4.1 | 05/05/2025 | |
| 10.1 | Tax Receivable Agreement, dated June 4, 2020. | 10-Q | 001-39313 | 10.1 | 08/12/2020 | |
| 10.2 | Shift4 Payments, LLC Seventh Amended and Restated Limited Liability Company Agreement | | 001-39313 | 10.2 | 08/05/2025 | |
| 10.3 | Stockholders Agreement, dated June 4, 2020. | 10-Q | 001-39313 | 10.3 | 08/12/2020 | |
| 10.4 | Registration Rights Agreement, dated June 4, 2020 | 10-Q | 001-39313 | 10.4 | 08/12/2020 | |
| 10.5 | Purchase Agreement, by and between Shift4 Payments, Inc. and Rook Holdings, Inc., dated May 31, 2020. | S-1/A | 333-238307 | 10.20 | 06/01/2020 | |
| 10.6# | Shift4 Payments, Inc. Amended and Restated 2020 Incentive Award Plan | 8-K | 001-39313 | 10.1 | 06/13/2022 | |
| 10.7# | Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Agreement (No Continued Employment). | S-1/A | 333-238307 | 10.11 | 06/01/2020 | |
| 10.8# | Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Agreement (Continued Employment). | S-1/A | 333-238307 | 10.12 | 06/01/2020 | |
| 10.9# | Non-Employee Director Compensation Policy dated February 16, 2025. | 8-K | 333-238307 | 10.1 | 02/18/2025 | |
| 10.10# | Form of Indemnification Agreement for Executive Officers and Directors. | 10-K | 001-39313 | 10.1 | 02/19/2025 | |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | | Filed/Furnished Herewith |
|---|---|---|---|---|---|---|
| Exhibit Number | Exhibit Description | Form | File No. | Exhibit | Filing Date | Filed/Furnished Herewith |
| 10.11# | Employment Agreement by and between Shift4 Payments, Inc. and David T. Lauber, dated June 17, 2025 | | 001-39313 | 10.3 | 08/05/2025 | |
| 10.12# | Award Agreement by and between Shift4 Payments, Inc. and David T. Lauber, dated June 17, 2025 | 10-Q | 001-39313 | 10.4 | 08/05/2025 | |
| 10.14*** | Merger Agreement by and among Credorax Inc., Shift4 Payments, LLC, Shift4 (BVI) Limited, Krieg Merger Sub Limited, and the other parties thereto, dated as of March 1, 2022. | 10-Q/A | 001-39313 | 10.1 | 11/08/2022 | |
| 10.15**** | Second Amended and Restated First Lien Credit Agreement dated as of September 5, 2024, by and among Shift4 Payments, LLC, as the borrower, the lenders and issuing banks party thereto and Goldman Sachs Bank USA, as administrative agent and collateral agent | 8-K | 001-39313 | 10.1 | 09/10/2024 | |
| 10.16**** | Settlement Line Credit Agreement, dates as of September 30, 2024, by and between Shift4 Payments, LLC, as the borrower, and Citizens Bank N.A., as the lender | 10-Q | 001-39313 | 10.1 | 11/12/2024 | |
| 10.17**** | Tender and Support Agreement by and among Shift4 Payments, Inc., SL Globetrotter, L.P., and Global Blue Holding LP, dated as of February 16, 2025. | 8-K | 001-39313 | 10.1 | 02/18/2025 | |
| 10.18**** | Tender and Support Agreement by and between Shift4 Payments, Inc. and Ant International Technologies (Hong Kong) Holding Limited, dated as of February 16, 2025 | 8-K | 001-39313 | 10.2 | 02/18/2025 | |
| 10.19**** | Tender and Support Agreement by and between Shift4 Payments, Inc. and CK Opportunities Wolverine S.A.R.L, dated as of February 16, 2025 | 8-K | 001-39313 | 10.3 | 02/18/2025 | |
| 10.20**** | Tender and Support Agreement by and among Shift4 Payments, Inc., Partners Group Private Equity (Master Fund), LLC, Partner Group Barrier Reef, L.P. and Partners Group Client Access 5 L.P. Inc., dated as of February 16, 2025. | 8-K | 001-39313 | 10.4 | 02/18/2025 | |
| 10.21**** | Tender and Support Agreement by and between Shift4 Payments, Inc. and Tencent Mobility Limited, dated as of February 16, 2025. | 8-K | 001-39313 | 10.5 | 02/18/2025 | |
| 10.22**** | Tender and Support Agreement by and among Shift4 Payments, Inc. and certain other investors of Global Blue management, dated as of February 16, 2025. | 8-K | 001-39313 | 10.6 | 02/18/2025 | |
| 10.23 | Amendment No. 1 to Second Amended and Restated First Lien Credit Agreement, dated as of March 18, 2025, by and among Shift4 Payments, LLC as the borrower, the lenders and issuing banks party thereto and Goldman Sachs Bank USA, as administrative agent and collateral agent. | 10-Q | 001-39313 | 10.1 | 04/29/2025 | |
| 10.24**** | Amendment No. 2 to Second Amended and Restated First Lien Credit Agreement, dated as of June 30, 2025, by and among Shift4 Payments, LLC as the borrower, the subsidiary guarantors party thereto, the lenders and issuing banks party thereto and Goldman Sachs Bank USA, as administrative agent and collateral agent. | 8-K | 001-39313 | 10.1 | 07/03/2025 | |
| 10.25 | Merger Agreement by and between GT Holding 1 GmbH and Global Blue Group Holding AG | 10-Q | 001-39313 | 10.5 | 08/05/2025 | |
| 10.26**** | 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 | |
| 10.27# | Employment Agreement by and between Shift4 Payments, Inc. and Christopher Cruz, dated August 5, 2025 | 10-Q | 001-39313 | 10.1 | 11/06/2025 | |
| 10.28# | Employment Transition and Release Agreement by and between Shift4 Payments, Inc. and Nancy Disman, dated August 5, 2025 | 10-Q | 001-39313 | 10.2 | 11/06/2025 | |
| 10.29# | Employment Agreement by and between Shift4 Payments, Inc. and Jordan Frankel, dated August 5, 2025 | 10-Q | 001-39313 | 10.3 | 11/06/2025 | |
| 10.30 | Transaction Agreement , dated February 7, 2026, by and between the Company, Shift4 LLC, Mr. Isaacman, and Rook | 8-K | 001-39313 | 10.1 | 02/10/2026 | |
| 10.31 | Amendment No. 3 to Second Amended and Restated First Lien Credit Agreement, dated as of January 5, 2026, by and among Shift 4, LLC, the Subsidiary Guarantors, the lenders and other financial institutions party thereto, and Goldman Sachs Bank USA, as Administrative Agent. | 8-K | 001-39313 | 10.1 | 01/05/2026 | |
| 19.1**** | Insider Trading Compliance Policy and Procedures | 10-K | 001-39313 | 19.1 | 02/19/2025 | |
| 21.1 | Subsidiaries of Shift4 Payments, Inc. | | | | | * |
| 23.1 | Consent of PricewaterhouseCoopers LLP, as to Shift4 Payments, Inc. | | | | | * |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | | Filed/Furnished Herewith |
|---|---|---|---|---|---|---|
| Exhibit Number | Exhibit Description | Form | File No. | Exhibit | Filing Date | Filed/Furnished Herewith |
| 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. | | | | | ** |
| 97.1# | Shift4 Payments, Inc. Policy for Recovery of Erroneously Awarded Compensation | 10-K | 001-39313 | 97.1 | 02/29/2024 | |
| 101.INS | Inline XBRL Instance Document - the instance document 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.
*** Portions of this exhibit (indicated by asterisks) have been omitted pursuant to Regulation S-K, Item 601(b)(10). Such omitted information is not material and the Registrant customarily and actually treats such information as private or confidential. Additionally, 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 SEC.
**** 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 SEC.
# Indicates management contract or compensatory plan or arrangement in which any director or executive officer participates.

**ITEM 16. FORM 10-K SUMMARY**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.**

Date: February 27, 2026

By: */s/ Taylor Lauber*
**Taylor Lauber**
**Chief Executive Officer (principal executive officer)**

Date: February 27, 2026

By: */s/ Christopher N. Cruz*
**Christopher N. Cruz**
**Chief Financial Officer (principal financial officer)**

Date: February 27, 2026

By: */s/ James Whalen*
**James Whalen**
**Chief Accounting Officer (principal accounting officer)**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

| Name | Title | Date |
|---|---|---|
| /s/ Taylor Lauber<br>**Taylor Lauber** | Chief Executive Officer and Chairman of the Board<br>*(principal executive officer)* | February 27, 2026 |
| /s/ Christopher Cruz<br>**Christopher Cruz** | Chief Financial Officer<br>*(principal financial officer)* | February 27, 2026 |
| /s/ James Whalen<br>**James Whalen** | Chief Accounting Officer<br>*(principal accounting officer)* | February 27, 2026 |
| /s/ Sam Bakhshandehpour<br>**Sam Bakhshandehpour** | Director | February 27, 2026 |
| /s/ Seth Dallaire<br>**Seth Dallaire** | Director | February 27, 2026 |
| /s/ Karen Roter Davis<br>**Karen Roter Davis** | Director | February 27, 2026 |
| /s/ Nancy Disman<br>**Nancy Disman** | Director | February 27, 2026 |
| /s/ Sarah Goldsmith-Grover<br>**Sarah Goldsmith-Grover** | Director | February 27, 2026 |
| /s/ Jonathan Halkyard<br>**Jonathan Halkyard** | Director | February 27, 2026 |