

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

**FORM 10-Q**

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

For the quarterly period ended June 30, 2025

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-35004

**Corpay, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**3280 Peachtree Road, Suite 2400**  
(Address of principal executive offices)

**Atlanta**                      **Georgia**

**72-1074903**  
(I.R.S. Employer  
Identification No.)  
**30305**  
(Zip Code)

**Registrant's telephone number, including area code: (770) 449-0479**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CPAY	NYSE

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

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

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<b>Outstanding at 8/4/2025</b>
<b>Common Stock, \$0.001 par value</b>	70,614,383

**Corpay, Inc. and Subsidiaries**  
**FORM 10-Q**  
**For the Three and Six Months Ended June 30, 2025**  
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## PART I—FINANCIAL INFORMATION

## Item 1. Financial Statements

**Corpay, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
*(In Thousands, Except Share and Par Value Amounts)*

	June 30, 2025 (Unaudited)	December 31, 2024
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 2,192,849	\$ 1,553,642
Restricted cash	3,338,509	2,902,703
Accounts and other receivables (less allowance for credit losses of \$155,847 at June 30, 2025 and \$133,757 at December 31, 2024)	2,601,292	2,090,500
Securitized accounts receivable—restricted for securitization investors	1,639,000	1,323,000
Prepaid expenses and other current assets	987,593	806,024
<b>Total current assets</b>	<b>10,759,243</b>	<b>8,675,869</b>
Property and equipment, net	434,319	377,705
Goodwill	6,334,018	5,984,667
Other intangibles, net	2,372,305	2,410,442
Investments	58,319	60,088
Other assets	477,022	448,260
<b>Total assets</b>	<b>\$ 20,435,226</b>	<b>\$ 17,957,031</b>
<b>Liabilities and equity</b>		
Current liabilities:		
Accounts payable	\$ 1,974,528	\$ 1,570,426
Accrued expenses	450,207	444,938
Customer deposits	4,143,205	3,266,126
Securitization facility	1,639,000	1,323,000
Current portion of notes payable and lines of credit	609,617	1,446,974
Other current liabilities	823,212	656,417
<b>Total current liabilities</b>	<b>9,639,769</b>	<b>8,707,881</b>
Notes payable and other obligations, less current portion	5,869,083	5,226,106
Deferred income taxes	379,240	439,176
Other noncurrent liabilities	579,955	437,879
<b>Total noncurrent liabilities</b>	<b>6,828,278</b>	<b>6,103,161</b>
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Common stock, \$0.001 par value; 475,000,000 shares authorized; 132,115,444 shares issued and 70,610,228 shares outstanding at June 30, 2025; and 131,425,669 shares issued and 70,170,016 shares outstanding at December 31, 2024	132	131
Additional paid-in capital	3,902,867	3,811,131
Retained earnings	9,723,806	9,196,405
Accumulated other comprehensive loss	(1,436,386)	(1,713,996)
Less treasury stock, 61,505,216 shares at June 30, 2025 and 61,255,653 shares at December 31, 2024	(8,261,846)	(8,171,329)
<b>Total Corpay stockholders' equity</b>	<b>3,928,573</b>	<b>3,122,342</b>
Noncontrolling interest	38,606	23,647
<b>Total equity</b>	<b>3,967,179</b>	<b>3,145,989</b>
<b>Total liabilities and equity</b>	<b>\$ 20,435,226</b>	<b>\$ 17,957,031</b>

See accompanying notes to unaudited consolidated financial statements.

**Corpay, Inc. and Subsidiaries**  
**Unaudited Consolidated Statements of Income**  
*(In Thousands, Except Per Share Amounts)*

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues, net	\$ 1,102,030	\$ 975,710	\$ 2,107,697	\$ 1,910,961
Expenses:				
Processing	238,517	209,199	460,361	416,610
Selling	115,777	95,044	223,334	189,232
General and administrative	176,994	153,777	333,953	305,039
Depreciation and amortization	91,350	84,342	183,538	169,102
Other operating, net	2	9	(3)	301
Operating income	479,390	433,339	906,514	830,677
Other expenses:				
Other (income) expense, net	(10,572)	4,460	(6,477)	7,420
Interest expense, net	96,872	94,677	190,794	183,765
Loss on extinguishment of debt	—	—	1,596	—
Total other expenses, net	86,300	99,137	185,913	191,185
Income before income taxes	393,090	334,202	720,601	639,492
Provision for income taxes	109,012	82,539	192,648	158,026
Net income	284,078	251,663	527,953	481,466
Less: Net (loss) income attributable to noncontrolling interest	(90)	38	552	72
Net income attributable to Corpay	\$ 284,168	\$ 251,625	\$ 527,401	\$ 481,394
Earnings per share:				
Basic earnings per share attributable to Corpay	\$ 4.03	\$ 3.59	\$ 7.49	\$ 6.79
Diluted earnings per share attributable to Corpay	\$ 3.98	\$ 3.52	\$ 7.38	\$ 6.64
Weighted average shares outstanding:				
Basic shares	70,546	70,107	70,432	70,934
Diluted shares	71,429	71,497	71,494	72,516

See accompanying notes to unaudited consolidated financial statements.

**Corpay, Inc. and Subsidiaries**  
**Unaudited Consolidated Statements of Comprehensive Income**  
*(In Thousands)*

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Net income	\$ 284,078	\$ 251,663	\$ 527,953	\$ 481,466
Other comprehensive income (loss):				
Foreign currency translation gains (losses), net of tax	271,331	(161,834)	424,941	(257,946)
Net change in derivative contracts, net of tax	(103,265)	697	(144,384)	44,819
Total other comprehensive income (loss), net of tax	168,066	(161,137)	280,557	(213,127)
Total comprehensive income	452,144	90,526	808,510	268,339
Comprehensive (loss) income attributable to noncontrolling interest	(1,640)	(2,961)	3,500	(3,169)
Comprehensive income attributable to Corpay	<u>\$ 453,784</u>	<u>\$ 93,487</u>	<u>\$ 805,010</u>	<u>\$ 271,508</u>

See accompanying notes to unaudited consolidated financial statements.

**Corpay, Inc. and Subsidiaries**  
**Unaudited Consolidated Statements of Equity**  
*(In Thousands)*

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Corpay Stockholders' Equity	Noncontrolling Interest	Total Equity
Balance at December 31, 2024	\$ 131	\$ 3,811,131	\$ 9,196,405	\$ (1,713,996)	\$ (8,171,329)	\$ 3,122,342	\$ 23,647	\$ 3,145,989
Net income	—	—	243,233	—	—	243,233	642	243,875
Other comprehensive income, net of tax	—	—	—	107,994	—	107,994	4,497	112,491
Change in controlling interest	—	(11,460)	—	—	—	(11,460)	11,460	—
Acquisition of common stock	—	—	—	—	(58,718)	(58,718)	—	(58,718)
Stock-based compensation	—	18,366	—	—	—	18,366	—	18,366
Issuance of common stock	1	32,078	—	—	—	32,079	—	32,079
Balance at March 31, 2025	\$ 132	\$ 3,850,115	\$ 9,439,638	\$ (1,606,002)	\$ (8,230,047)	\$ 3,453,836	\$ 40,246	\$ 3,494,082
Net income	—	—	284,168	—	—	284,168	(90)	284,078
Other comprehensive income, net of tax	—	—	—	169,616	—	169,616	(1,550)	168,066
Acquisition of common stock	—	—	—	—	(31,799)	(31,799)	—	(31,799)
Stock-based compensation	—	28,868	—	—	—	28,868	—	28,868
Issuance of common stock	—	23,884	—	—	—	23,884	—	23,884
Balance at June 30, 2025	\$ 132	\$ 3,902,867	\$ 9,723,806	\$ (1,436,386)	\$ (8,261,846)	\$ 3,928,573	\$ 38,606	\$ 3,967,179

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Corpay Stockholders' Equity	Noncontrolling Interest	Total Equity
Balance at December 31, 2023	\$ 129	\$ 3,266,185	\$ 8,192,659	\$ (1,289,099)	\$ (6,887,515)	\$ 3,282,359	\$ —	\$ 3,282,359
Net income	—	—	229,769	—	—	229,769	34	229,803
Other comprehensive loss, net of tax	—	—	—	(51,748)	—	(51,748)	(242)	(51,990)
Acquisition of noncontrolling interest	—	—	—	—	—	—	28,057	28,057
Acquisition of common stock	—	—	—	—	(321,776)	(321,776)	—	(321,776)
Stock-based compensation	—	24,979	—	—	—	24,979	—	24,979
Issuance of common stock	1	90,837	—	—	—	90,838	—	90,838
Balance at March 31, 2024	\$ 130	\$ 3,382,001	\$ 8,422,428	\$ (1,340,847)	\$ (7,209,291)	\$ 3,254,421	\$ 27,849	\$ 3,282,270
Net income	—	—	251,625	—	—	251,625	38	251,663
Other comprehensive loss, net of tax	—	—	—	(158,138)	—	(158,138)	(2,999)	(161,137)
Acquisition of common stock	—	—	—	—	(633,714)	(633,714)	—	(633,714)
Stock-based compensation	—	27,108	—	—	—	27,108	—	27,108
Issuance of common stock	—	9,403	—	—	—	9,403	—	9,403
Balance at June 30, 2024	\$ 130	\$ 3,418,512	\$ 8,674,053	\$ (1,498,985)	\$ (7,843,005)	\$ 2,750,705	\$ 24,888	\$ 2,775,593

See accompanying notes to unaudited consolidated financial statements.

**Corpay, Inc. and Subsidiaries**  
**Unaudited Consolidated Statements of Cash Flows**  
*(In Thousands)*

	<b>Six Months Ended June 30,</b>	
	<b>2025</b>	<b>2024</b>
<b>Operating activities</b>		
Net income	\$ 527,953	\$ 481,466
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	58,177	58,443
Stock-based compensation	47,234	52,087
Provision for credit losses on accounts and other receivables	62,162	53,485
Amortization of deferred financing costs and discounts	4,842	4,080
Amortization of intangible assets and premium on receivables	125,361	110,659
Loss on extinguishment of debt	1,596	—
Deferred income taxes	(25,499)	(9,675)
Other non-cash operating (income) expense, net	(8,700)	98
Changes in operating assets and liabilities (net of acquisitions/disposition):		
Accounts and other receivables	(740,361)	(497,284)
Prepaid expenses and other current assets	(35,197)	(76,983)
Derivative assets and liabilities, net	(43,775)	5,224
Other assets	20,903	(18,313)
Accounts payable, accrued expenses and customer deposits	1,071,400	727,818
Net cash provided by operating activities	<u>1,066,096</u>	<u>891,105</u>
<b>Investing activities</b>		
Acquisitions, net of cash acquired	(154,648)	(59,871)
Purchases of property and equipment	(97,407)	(85,289)
Proceeds from sale of cost method investment	14,843	—
Other	14,572	(1,453)
Net cash used in investing activities	<u>(222,640)</u>	<u>(146,613)</u>
<b>Financing activities</b>		
Proceeds from issuance of common stock	55,962	100,241
Repurchase of common stock	(90,877)	(947,074)
Borrowings on securitization facility, net	316,000	102,000
Deferred financing costs	(10,827)	(3,176)
Proceeds from notes payable	750,000	325,000
Principal payments on notes payable	(98,570)	(51,063)
Borrowings from revolver	4,490,000	4,153,000
Payments on revolver	(5,357,000)	(3,811,000)
Borrowing (payments) on swing line of credit, net	24,000	(109,247)
Other	(333)	2,081
Net cash provided by (used in) financing activities	<u>78,355</u>	<u>(239,238)</u>
Effect of foreign currency exchange rates on cash	<u>153,202</u>	<u>(99,493)</u>
Net increase in cash and cash equivalents and restricted cash	1,075,013	405,761
Cash and cash equivalents and restricted cash, beginning of period	4,456,345	3,141,535
Cash and cash equivalents and restricted cash, end of period	<u>\$ 5,531,358</u>	<u>\$ 3,547,296</u>
<b>Supplemental cash flow information</b>		
Cash paid for interest	<u>\$ 238,796</u>	<u>\$ 237,912</u>
Cash paid for income taxes	<u>\$ 261,987</u>	<u>\$ 185,333</u>

See accompanying notes to unaudited consolidated financial statements.

**Corpay, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**  
**June 30, 2025**

**1. Summary of Significant Accounting Policies**

**Basis of Presentation**

Throughout this Quarterly Report on Form 10-Q, the terms "our," "we," "us," and the "Company" refers to Corpay, Inc. and its subsidiaries. The Company prepared the accompanying unaudited interim consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although we believe that the disclosures made are adequate to make the information not misleading. In our opinion, the unaudited interim consolidated financial statements reflect all adjustments considered necessary for fair presentation. These adjustments consist of normal recurring accruals and estimates that impact the carrying value of assets and liabilities. Actual results may differ from these estimates.

The unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024. Except as disclosed in these accompanying notes, there have been no material changes to the information disclosed in the Notes contained within our Annual Report on Form 10-K for the year ended December 31, 2024.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Future events and their effects cannot be predicted with certainty; accordingly, accounting estimates require the exercise of judgment. These financial statements were prepared using information reasonably available to us as of June 30, 2025 and through the date of this Quarterly Report. The accounting estimates used in the preparation of the Company's interim consolidated financial statements may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes. Actual results may differ from these estimates.

**Foreign Currency Translation**

Assets and liabilities of foreign subsidiaries as well as intra-entity balances denominated in foreign currency and designated for long-term investment are translated into U.S. dollars at the rates of exchange in effect at period-end. The related translation adjustments are recorded to accumulated other comprehensive loss. Income and expenses are translated at the average monthly rates of exchange in effect during the year. Gains and losses from foreign currency transactions of these subsidiaries are included in net income. The Company recognized foreign exchange gains and losses, which are recorded within Other expense, net in the Unaudited Consolidated Statements of Income, for the three and six months ended June 30, 2025 and 2024 as follows (in millions):

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	2025	2024	2025	2024
Foreign exchange (gains) losses	\$ (1.0)	\$ 3.9	\$ 2.7	\$ 7.0

The Company recorded foreign currency losses and gains on long-term intra-entity transactions included as a component of foreign currency translation gains (losses), net of tax, in the Unaudited Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2025 and 2024 as follows (in millions):

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	2025	2024	2025	2024
Foreign currency losses on long-term intra-entity transactions	\$ 83.3	\$ 68.4	\$ 111.0	\$ 80.8

**Cash and Cash Equivalents and Restricted Cash**

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the Consolidated Balance Sheets to amounts within the Unaudited Consolidated Statements of Cash Flows (in thousands):

	June 30, 2025	December 31, 2024	June 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 2,192,849	\$ 1,553,642	\$ 1,357,567	\$ 1,389,648
Restricted cash	3,338,509	2,902,703	2,189,729	1,751,887
Total cash and cash equivalents and restricted cash	<u>\$ 5,531,358</u>	<u>\$ 4,456,345</u>	<u>\$ 3,547,296</u>	<u>\$ 3,141,535</u>

### Financial Instruments - Credit Losses

The Company accounts for financial assets' expected credit losses in accordance with Accounting Standards Codification (ASC) 326, "Financial Instruments - Credit Losses". The Company's financial assets subject to credit losses are primarily trade receivables. The Company utilizes a combination of aging and loss-rate methods to develop an estimate of current expected credit losses, depending on the nature and risk profile of the underlying asset pool, based on product, size of customer and historical losses. Expected credit losses are estimated based upon an assessment of risk characteristics, historical payment experience and the age of outstanding receivables, adjusted for forward-looking economic conditions. The allowances for remaining financial assets measured at amortized cost basis are evaluated based on underlying financial condition, credit history and current and forward-looking economic conditions. The estimation process for expected credit losses includes consideration of qualitative and quantitative risk factors associated with the age of asset balances, expected timing of payment, contract terms and conditions, changes in specific customer risk profiles or mix of customers, geographic risk, economic trends and relevant environmental factors. The Company's provision for credit losses is recorded within processing expenses in the Unaudited Consolidated Statements of Income.

### Revenue

The Company's revenue is generally reported net of the cost for underlying products and services purchased through its payment solutions. In this report, the Company refers to this net revenue as "revenue". Revenues from contracts with customers, within the scope of ASC 606, "Revenue Recognition", represent approximately 85% of total consolidated revenues, net, for the six months ended June 30, 2025 and 2024. In its cross-border business, the Company enters into foreign currency forwards, option derivative contracts and swaps for its customers to facilitate future payments in foreign currencies. These contracts are accounted for in accordance with ASC 815, "Derivatives and Hedging" and represent approximately 8% of total consolidated revenues for the six months ended June 30, 2025 and 2024. Additionally, the Company accounts for revenue from late fees and finance charges, in jurisdictions where permitted under local regulations, primarily in the U.S., Canada and Brazil, in accordance with ASC 310, "Receivables". Such fees are recognized net of a provision for estimated uncollectible amounts, at the time the fees and finance charges are assessed and services are provided and represent approximately 4% of total consolidated revenues, net for the six months ended June 30, 2025 and 2024. The Company's remaining revenue represents float revenue earned on invested customer funds in jurisdictions where permitted. Such revenue represented approximately 3% of consolidated revenues, net for the six months ended June 30, 2025 and 2024.

### Disaggregation of Revenues

Revenues, net by segment for the three and six months ended June 30, 2025 and 2024 was as follows (in millions, except percentages):

<u>Revenues, net by Segment*</u>	<u>Three Months Ended June 30,</u>				<u>Six Months Ended June 30,</u>			
	<u>2025</u>	<u>%</u>	<u>2024</u>	<u>%</u>	<u>2025</u>	<u>%</u>	<u>2024</u>	<u>%</u>
Vehicle Payments	\$ 525.5	48 %	\$ 510.3	52 %	\$ 1,012.6	48 %	\$ 1,004.3	53 %
Corporate Payments	391.9	36 %	288.5	30 %	744.6	35 %	553.9	29 %
Lodging Payments	119.8	11 %	122.4	13 %	230.0	11 %	233.7	12 %
Other	64.8	6 %	54.6	6 %	120.5	6 %	119.1	6 %
Consolidated revenues, net	<u>\$ 1,102.0</u>	<u>100 %</u>	<u>\$ 975.7</u>	<u>100 %</u>	<u>\$ 2,107.7</u>	<u>100 %</u>	<u>\$ 1,911.0</u>	<u>100 %</u>

\*Columns may not calculate due to rounding.

Revenue by geography for the three and six months ended June 30, 2025 and 2024 was as follows (in millions, except percentages):

<b>Revenues, net by Geography*</b>	<b>Three Months Ended June 30,</b>				<b>Six Months Ended June 30,</b>			
	<b>2025</b>	<b>%</b>	<b>2024</b>	<b>%</b>	<b>2025</b>	<b>%</b>	<b>2024</b>	<b>%</b>
United States	\$ 541.4	49 %	\$ 507.0	52 %	\$ 1,048.7	50 %	\$ 988.6	52 %
Brazil	170.3	15 %	149.6	15 %	332.8	16 %	298.4	16 %
United Kingdom	148.2	13 %	133.1	14 %	294.2	14 %	262.1	14 %
Other	242.2	22 %	186.0	19 %	432.0	20 %	361.9	19 %
Consolidated revenues, net	<u>\$ 1,102.0</u>	<u>100 %</u>	<u>\$ 975.7</u>	<u>100 %</u>	<u>\$ 2,107.7</u>	<u>100 %</u>	<u>\$ 1,911.0</u>	<u>100%</u>

\*Columns may not calculate due to rounding. Disclosure has been conformed in all periods to align with current presentation, which is based on the geographic location of the legal entity.

#### Contract Liabilities

Deferred revenue contract liabilities for customers subject to ASC 606 were \$35.9 million and \$39.0 million as of June 30, 2025 and December 31, 2024, respectively. We expect to recognize approximately \$27.8 million of these amounts in revenues within 12 months and the remaining \$8.1 million over the next five years as of June 30, 2025. Revenue recognized in the six months ended June 30, 2025 that was included in the deferred revenue contract liability as of December 31, 2024 was approximately \$20.7 million.

#### **Spot Trade Offsetting**

The Company uses spot trades to facilitate cross-currency corporate payments. The Company applies offsetting to spot trade assets and liabilities associated with contracts that include master netting agreements with the same counterparty, as a right of setoff exists, which the Company believes to be enforceable. As such, the Company has netted spot trade liabilities against spot trade receivables at the counterparty level. The Company recognizes all spot trade assets, net in accounts receivable and all spot trade liabilities, net in accounts payable, each net at the counterparty level, in its Consolidated Balance Sheets at their fair value. The following table presents the Company's spot trade assets and liabilities at their fair value at June 30, 2025 and December 31, 2024 (in millions):

	<b>June 30, 2025</b>			<b>December 31, 2024</b>		
	<b>Gross</b>	<b>Offset on the Balance Sheet</b>	<b>Net</b>	<b>Gross</b>	<b>Offset on the Balance Sheet</b>	<b>Net</b>
<b>Assets</b>						
Accounts Receivable	\$ 7,998.3	\$ (7,795.7)	\$ 202.6	\$ 2,305.6	\$ (2,131.8)	\$ 173.8
<b>Liabilities</b>						
Accounts Payable	\$ 8,042.0	\$ (7,795.7)	\$ 246.3	\$ 2,218.3	\$ (2,131.8)	\$ 86.5

#### **Reclassifications**

During the year ended December 31, 2024, the Company adopted ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." Segment disclosures for the prior year period herein have been modified to conform with the new Accounting Standards Updates ("ASU") disclosure requirements.

#### **Recent Accounting Pronouncements Not Yet Adopted**

##### *Income Taxes*

In December 2023, the Financial Accounting Standards Board (the "FASB") issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"). The amendments require disclosure of specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold and further disaggregation of income taxes paid for individually significant jurisdictions. The ASU is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. ASU 2023-09 should be applied on a prospective basis, but retrospective application is permitted. We are currently evaluating the impact that this guidance will have on the disclosures within our consolidated financial statements.

### Disaggregation of Income Statement Expenses

In November 2024, the FASB issued ASU No. 2024-03, "Disaggregation of Income Statement Expenses". The ASU, among other items, requires additional financial statement disclosures in tabular format disaggregating information about prescribed categories (including employee compensation, depreciation and amortization) underlying any relevant income statement expense captions. The ASU is effective on a prospective basis for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption and retrospective application permitted. We are currently evaluating the impact this guidance will have on the disclosures within our consolidated financial statements.

## 2. Accounts and Other Receivables

The Company's accounts receivable and securitized accounts receivable include the following at June 30, 2025 and December 31, 2024 (in thousands):

	<b>June 30, 2025</b>	<b>December 31, 2024</b>
Gross domestic accounts receivable	\$ 1,116,741	\$ 945,714
Gross domestic securitized accounts receivable	1,639,000	1,323,000
Gross foreign receivables	1,640,398	1,278,543
Total gross receivables	4,396,139	3,547,257
Less allowance for credit losses	(155,847)	(133,757)
Net accounts and securitized accounts receivables	<u>\$ 4,240,292</u>	<u>\$ 3,413,500</u>

The Company maintains a \$1.8 billion revolving trade accounts receivable securitization facility (as amended from time to time, the "Securitization Facility"). Accounts receivable collateralized within our Securitization Facility relate to trade receivables resulting primarily from charge card activity and other customer receivables in the U.S. Pursuant to the terms of the Securitization Facility, the Company transfers in the form of a legal sale certain of its domestic receivables, on a revolving basis, to FLEETCOR Funding LLC ("Funding"), a wholly-owned bankruptcy remote consolidated subsidiary. In turn, Funding transfers in the form of a legal sale, without recourse, on a revolving basis, an undivided ownership interest in this pool of accounts receivable to unrelated transferees (i.e., multi-seller banks and asset-backed commercial paper conduits). Funding retains a residual, subordinated interest in cash flow distribution from the transferred receivables and provides to the transferees an incremental pledge of unsold receivables as a form of over-collateralization to enhance the credit of the transferred receivables. Purchases by the banks and conduits may be financed with the sale of highly-rated commercial paper.

The Company utilizes proceeds from the securitized assets as an alternative to other forms of financing to reduce its overall borrowing costs. The Company has agreed to continue servicing the sold receivables for the financial institution at market rates, which approximates the Company's cost of servicing. Funding determines the level of funding achieved by the sale of trade accounts receivable, subject to a maximum amount. As the Company maintains certain continuing involvement in the transferred/sold receivables, it does not derecognize the receivables from its Consolidated Balance Sheets. Instead, the Company records cash proceeds and any residual interest received as a Securitization Facility liability.

The Company's Consolidated Balance Sheets and Statements of Income reflect the activity related to securitized accounts receivable and the corresponding securitized debt, including interest income, fees generated from late payments, provision for losses on accounts receivable and interest expense. The cash flows from borrowings and repayments associated with the securitized debt are presented as cash flows from financing activities. The maturity date for the Company's Securitization Facility is the earlier of January 24, 2028 or the first maturity date of any loan under the Company's Credit Agreement, which is June 24, 2027.

A roll forward of the Company's allowance for credit losses related to accounts receivable for the six months ended June 30, 2025 and 2024 is as follows (in thousands):

	<b>2025</b>	<b>2024</b>
Allowance for credit losses beginning of period	\$ 133,757	\$ 180,163
Provision for credit losses	62,162	53,485
Write-offs	(55,724)	(85,262)
Recoveries	3,927	6,470
Impact of foreign currency	11,725	(15,518)
Allowance for credit losses end of period	<u>\$ 155,847</u>	<u>\$ 139,338</u>

The provision for credit losses increased during the six months ended June 30, 2025 versus the comparable prior period primarily due to growth of the business, as credit loss expense as a percentage of spend was consistent with the comparable prior period. Write-offs include receivables for which a full allowance was previously provided.

### 3. Fair Value Measurements

The following table presents the Company's financial assets and liabilities which are measured at fair value on a recurring basis as of June 30, 2025 and December 31, 2024 (in thousands):

	Fair Value	Level 1	Level 2	Level 3
<b>June 30, 2025</b>				
Assets:				
Overnight deposits	\$ 158,968	\$ —	\$ 158,968	\$ —
Money market	275,224	—	275,224	—
Certificates of deposit	295,225	—	295,225	—
Treasury bills	342,137	—	342,137	—
Interest rate swaps	4,548	—	4,548	—
Cross-currency interest rate swaps	13,361	—	13,361	—
Foreign exchange contracts	968,727	—	968,727	—
Total assets	<u>\$ 2,058,190</u>	<u>\$ —</u>	<u>\$ 2,058,190</u>	<u>\$ —</u>
Cash collateral for foreign exchange contracts	<u>\$ 65,351</u>			
Liabilities:				
Interest rate swaps	\$ 25,260	\$ —	\$ 25,260	\$ —
Cross-currency interest rate swaps	168,459	—	168,459	—
Foreign exchange contracts	815,553	—	815,553	—
Total liabilities	<u>\$ 1,009,272</u>	<u>\$ —</u>	<u>\$ 1,009,272</u>	<u>\$ —</u>
Cash collateral obligation for foreign exchange contracts	<u>\$ 622,766</u>			
<b>December 31, 2024</b>				
Assets:				
Overnight deposits	\$ 140,359	\$ —	\$ 140,359	\$ —
Money market	320,289	—	320,289	—
Certificates of deposit	273,082	—	273,082	—
Treasury bills	550,514	—	550,514	—
Interest rate swaps	19,765	—	19,765	—
Cross-currency interest rate swaps	30,530	—	30,530	—
Foreign exchange contracts	833,695	—	833,695	—
Total assets	<u>\$ 2,168,234</u>	<u>\$ —</u>	<u>\$ 2,168,234</u>	<u>\$ —</u>
Cash collateral for foreign exchange contracts	<u>\$ 34,994</u>			
Liabilities:				
Interest rate swaps	\$ 9,861	\$ —	\$ 9,861	\$ —
Cross-currency interest rate swap	5,220	—	5,220	—
Foreign exchange contracts	724,296	—	724,296	—
Total liabilities	<u>\$ 739,377</u>	<u>\$ —</u>	<u>\$ 739,377</u>	<u>\$ —</u>
Cash collateral obligation for foreign exchange contracts	<u>\$ 718,143</u>			

The level within the fair value hierarchy and the measurement technique are reviewed quarterly. The valuation techniques and inputs used to estimate the fair value of the Company's Level 2 assets and liabilities are consistent with those used at December 31, 2024. Transfers between levels are deemed to have occurred at the end of the quarter. There were no transfers between fair value levels during the periods presented for June 30, 2025 and December 31, 2024.

The Company regularly evaluates the carrying value of its investments. The carrying amount of investments without readily determinable fair values was \$58.3 million and \$60.1 million at June 30, 2025 and December 31, 2024, respectively.

### 4. Stockholders' Equity

The Company's Board of Directors (the "Board") has approved a stock repurchase program (as updated from time to time, the "Program") authorizing the Company to repurchase up to \$9.1 billion of its common stock from time to time until February 4, 2026.

During the six months ended June 30, 2025, the Company repurchased 249,563 shares for an aggregate purchase price of \$90.5 million. Since the beginning of the Program through June 30, 2025, 33,340,243 shares have been repurchased for an aggregate purchase price of \$7.9 billion, leaving the Company up to \$1.2 billion of remaining authorization available under the Program for future repurchases of shares of its common stock.

## 5. Stock-Based Compensation

The following table summarizes the expense recognized within general and administrative expenses in the Unaudited Consolidated Statements of Income related to stock-based compensation for the three and six months ended June 30, 2025 and 2024 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Stock options	\$ 6,955	\$ 5,123	\$ 12,269	\$ 11,242
Restricted stock	21,913	21,985	34,965	40,845
Stock-based compensation	<u>\$ 28,868</u>	<u>\$ 27,108</u>	<u>\$ 47,234</u>	<u>\$ 52,087</u>

The tax benefits recorded on stock-based compensation and upon the exercises of options were \$25.9 million and \$18.4 million for the six months ended June 30, 2025 and 2024, respectively.

The following table summarizes the Company's total unrecognized compensation cost related to outstanding stock awards as of June 30, 2025 (cost in thousands):

	Unrecognized Compensation Cost	Weighted Average Period of Expense Recognition Remaining (in Years)
Stock options	\$ 35,911	1.66
Restricted stock	69,363	1.03
Total	<u>\$ 105,274</u>	

## Stock Options

The following summarizes the changes in the number of shares of stock options outstanding for the six months ended June 30, 2025 (shares and aggregate intrinsic value in thousands):

	Shares	Weighted Average Exercise Price	Options Exercisable at End of Period	Weighted Average Exercise Price of Exercisable Options	Weighted Average Fair Value of Options Granted During the Period	Aggregate Intrinsic Value
Outstanding at December 31, 2024	2,484	\$ 191.97	1,760	\$ 171.95		\$ 364,092
Granted	179	334.98			\$ 93.52	
Exercised	(374)	148.60				\$ 80,756
Forfeited	(45)	233.65				
Outstanding at June 30, 2025	<u>2,244</u>	\$ 209.78	1,574	\$ 185.53		\$ 277,718
Expected to vest as of June 30, 2025	669	\$ 266.83				

The aggregate intrinsic value of stock options exercisable at June 30, 2025 was \$230.3 million. The weighted average remaining contractual term of options exercisable at June 30, 2025 was 3.2 years.

## Restricted Stock

The following table summarizes the changes in the number of shares of restricted stock awards and restricted stock units outstanding for the six months ended June 30, 2025 (shares in thousands):

	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2024	460	\$ 260.23
Granted	67	323.11
Issued	(234)	256.04
Cancelled	(27)	266.22
Outstanding at June 30, 2025	<u>266</u>	<u>\$ 304.42</u>

## 6. Acquisitions and Investments

### 2025 Acquisition

In February 2025, the Company acquired 100% of Gringo, a leading Brazil-based vehicle registration and compliance payment company, for approximately \$153.7 million, net of cash and cash equivalents acquired of approximately \$10.2 million. Immediately prior to the acquisition, the Company infused capital equal to the purchase price into Zapay, one of the Company's less than wholly owned subsidiaries, in order for Zapay to complete the acquisition of Gringo. As a result of the capital infusion by the Company, the Company's controlling interest in Zapay increased to approximately 86%. This transaction, which was accounted for separately from the business acquisition, was recorded as an equity transaction. The Company financed the acquisition using available cash. Results from the Gringo acquisition have been included in the Company's Vehicle Payments segment from the date of acquisition.

The Gringo acquisition was accounted for as a business combination. The related acquisition accounting is preliminary as the Company is still completing the valuation of intangible assets, income taxes, working capital and contingencies. None of the goodwill attributable to the acquisition of Gringo is expected to be deductible for tax purposes. Noncompete agreements signed in conjunction with this acquisition were accounted for separately from the business acquisition.

The following table summarizes the preliminary acquisition accounting for the Gringo acquisition noted above (in thousands):

Trade and other receivables	\$ 9,168
Prepaid expenses and other current assets	4,284
Other long term assets	847
Goodwill	122,362
Intangibles	34,537
Accounts payable	(1,200)
Other current liabilities	(5,036)
Other noncurrent liabilities	(12,048)
Total consideration paid	<u>\$ 152,914</u>

The estimated fair value of intangible assets acquired and the related estimated useful lives consisted of the following (in thousands):

	Useful Lives (in Years)	Value
Trade names and trademarks - indefinite lived	N/A	\$ 13,457
Proprietary technology	5	13,627
Customer and vendor relationships	2 to 20	7,453
		<u>\$ 34,537</u>

## Strategic Partnership

In April 2025, the Company expanded its long-standing strategic partnership agreement with Mastercard to deliver an enhanced suite of corporate cross-border payment solutions. The transaction also includes an investment in the Company's Cross-Border business with Mastercard acquiring a 2.8% interest in the Cross-Border business for \$300 million. For six months starting on July 1, 2027 (subject to extension if investment closing is delayed), Mastercard will have the right to sell its interest back to the Company. If Mastercard does not exercise that right, for four months starting on April 1, 2028 (subject to extension if investment closing is delayed), the Company will have a reciprocal repurchase right. In each case, the purchase price is the amount of invested capital plus 8% per annum, compounded annually. The investment into the Company's Cross-Border business is expected to close during the second half of 2025.

## Minority Investment

In May 2025, the Company and TPG formed a limited partnership that, through its wholly owned subsidiaries, entered into a definitive agreement to acquire AvidXchange Holdings, Inc (NASDAQ: AVDX) ("AvidXchange"). AvidXchange is a provider of accounts payable (AP) automation solutions to lower middle market companies with a focus on several verticals including real estate, homeowners associations, financial institutions and media. The transaction is expected to close in the fourth quarter of 2025, subject to regulatory approvals, AvidXchange shareholder approval and other standard closing conditions.

The Company expects to invest approximately \$550 million for approximately 34% of the equity in the limited partnership with TPG for an enterprise valuation of approximately \$1.9 billion. The partnership will utilize approximately \$450 million of debt financing to consummate the transaction. TPG will hold approximately 56% of the equity, and the management team of AvidXchange will hold the remainder. In addition to other terms, the limited partnership agreement provides that, 33 months after the closing of the AvidXchange acquisition, the Company will have the right to acquire all the remaining outstanding equity in the limited partnership for approximately 2.5 times invested capital. If the Company does not exercise such right to acquire all of the remaining outstanding equity and TPG decides to sell the limited partnership to a third party within a period of 15 months thereafter, the Company will guarantee a return to its partners, subject to certain limitations, of approximately 1.6 times invested capital (the minimum return payment). The partnership will ultimately need to sell AvidXchange in 2029 for an approximately similar valuation as today's acquisition price to avoid the requirement to pay any minimum return.

## 2024 Acquisitions

In March 2024, the Company acquired 70% of the outstanding stock of Zapay, a Brazil-based digital consumer mobility solution for paying vehicle-related taxes and compliance fees, for approximately \$59.5 million, net of cash. As part of the agreement, the Company has the right to acquire the remainder of Zapay in four years from the acquisition date. The majority investment in Zapay further scales the Company's Vehicle Payments business in Brazil. The Company recorded goodwill of approximately \$73.3 million representing the strategic benefits of the majority investment in Zapay. None of the goodwill attributable to the acquisition of Zapay is deductible for tax purposes.

In July 2024, the Company acquired 100% of the stock of Paymerang, a U.S.-based leader in accounts payables automation solutions, for approximately \$179.2 million, net of cash and cash equivalents and restricted cash acquired of \$309 million. The Company preliminarily recorded goodwill of approximately \$303.9 million representing the strategic benefits of the acquisition, which expands Corpays presence in several markets, including education, healthcare, hospitality and manufacturing. None of the goodwill attributable to the acquisition of Paymerang is expected to be deductible for tax purposes.

In December 2024, the Company acquired 100% of GPS Capital Markets, LLC ("GPS") for approximately \$577.1 million, net of cash and cash equivalents and restricted cash acquired of \$190.7 million. GPS provides business-to-business cross-border and treasury management solutions to upper middle market companies, primarily in the U.S. As the Company acquired a single member LLC, the acquisition allowed for all U.S. assets to be stepped-up to fair value at the acquisition date and goodwill to be deductible for federal income tax purposes. The Company preliminarily recorded goodwill of approximately \$335.2 million representing the strategic benefits of the acquisition of GPS, which further scales the Company's cross-border solution. All of the goodwill attributable to the acquisition of GPS is expected to be deductible for tax purposes.

The aggregate consideration paid for these acquisitions was approximately \$815.9 million, net of cash and cash equivalents and restricted cash of \$509.0 million. The Company financed the acquisitions using a combination of available cash and borrowings under its existing credit facility. Results from these acquisitions have been included in the Company's consolidated results from the respective date of each acquisition. Results from the Zapay acquisition have been included in the Company's Vehicle Payments segment and the results of both Paymerang and GPS have been included in the Company's Corporate Payments segment. In connection with certain of the 2024 acquisitions, the Company signed noncompete agreements valued at approximately \$26.6 million, which were accounted for separately from the business acquisition and recorded within other intangibles, net in the Company's Consolidated Balance Sheets.

All of the 2024 acquisitions are accounted for as business combinations. Acquisition accounting for Paymerang and GPS is still preliminary. The primary areas of the preliminary acquisition accounting that are not yet finalized relate to the following: (i) finalizing the review and valuation of intangible assets, including key assumptions, inputs and estimates and certain useful life assumptions, (ii) compiling and reviewing customer deposits records, (iii) finalizing the Company's estimate of the impact of acquisition accounting on deferred income taxes or liabilities, (iv) finalizing the Company's review of certain working capital accounts acquired, and (v) finalizing the evaluation and valuation of certain legal matters and/or other loss contingencies, including those that the Company may not yet be aware of but meet the requirement to qualify as a pre-acquisition contingency.

There were no material measurement period adjustments recorded during the three and six months ended June 30, 2025 related to the 2024 acquisitions. The following table summarizes the acquisition accounting for the 2024 business acquisitions noted above (in thousands):

Trade and other receivables	\$	22,898
Prepaid expenses and other current assets		72,394
Other long term assets		40,909
Goodwill		712,394
Intangibles		584,102
Accounts payable		(55,504)
Other current liabilities		(463,627)
Other noncurrent liabilities		(94,873)
<b>Total fair value of net assets acquired</b>		<b>818,693</b>
Less: Noncontrolling interest		(29,437)
<b>Total consideration paid</b>	<b>\$</b>	<b>789,256</b>

The estimated fair value of intangible assets acquired and the related estimated useful lives consisted of the following (in thousands):

	<b>Useful Lives (in Years)</b>	<b>Value</b>
Trade names and trademarks - indefinite lived	N/A	\$ 13,938
Trade names and trademarks - other	2 to 5	12,200
Proprietary technology	4 to 5	23,485
Customer and vendor relationships	2 to 20	534,479
		<b>\$ 584,102</b>

## 7. Goodwill and Other Intangibles

A summary of changes in the Company's goodwill is as follows (in thousands):

	<b>December 31, 2024</b>	<b>Acquisitions<sup>1</sup></b>	<b>Acquisition Accounting Adjustments</b>	<b>Foreign Currency</b>	<b>June 30, 2025</b>
Goodwill	\$ 5,984,667	\$ 122,362	\$ 1,845	\$ 225,144	\$ 6,334,018

<sup>1</sup> Reflects the recognition of preliminary goodwill assigned to the Vehicle Payments segment related to the Gringo acquisition completed by the Company during the six months ended June 30, 2025.

At June 30, 2025, the Company's goodwill is presented net of accumulated impairment losses of \$90.0 million, all of which were recorded during the year ended December 31, 2024.

As of June 30, 2025 and December 31, 2024, other intangibles consisted of the following (in thousands):

	Weighted-Avg Useful Lives (Years)	June 30, 2025			December 31, 2024		
		Gross Carrying Amounts	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amounts	Accumulated Amortization	Net Carrying Amount
Customer and vendor relationships	16.7	\$ 3,579,274	\$ (1,797,596)	\$ 1,781,678	\$ 3,476,642	\$ (1,624,079)	\$ 1,852,563
Trade names and trademarks—indefinite lived	N/A	443,703	—	443,703	410,391	—	410,391
Trade names and trademarks—other	2.6	68,121	(18,664)	49,457	66,047	(13,055)	52,992
Software	5.8	330,699	(263,944)	66,755	306,296	(245,038)	61,258
Non-compete agreements	3.8	58,577	(27,865)	30,712	52,412	(19,174)	33,238
Total other intangibles		<u>\$ 4,480,374</u>	<u>\$ (2,108,069)</u>	<u>\$ 2,372,305</u>	<u>\$ 4,311,788</u>	<u>\$ (1,901,346)</u>	<u>\$ 2,410,442</u>

N/A = Not Applicable

Changes in foreign exchange rates resulted in a \$59.6 million increase to the net carrying values of other intangibles in the six months ended June 30, 2025. Amortization expense related to intangible assets for the six months ended June 30, 2025 and 2024 was \$125.3 million and \$110.6 million, respectively.

The future estimated amortization of intangible assets at June 30, 2025 is as follows (in thousands):

Remaining 2025	\$ 236,509
2026	221,808
2027	207,850
2028	195,611
2029	179,182
Thereafter	887,642

## 8. Debt

The Company is party to a \$8.25 billion Credit Agreement (the "Credit Agreement"), with Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer and a syndicate of financial institutions (the "Lenders"), which has been amended multiple times. The Credit Agreement includes a Term Loan A, a Term Loan B and a revolving credit facility. As noted in footnote 2, the Company is also party to the Securitization Facility.

The balances of the Company's debt instruments under the Credit Agreement and the Securitization Facility are as follows (in thousands):

	June 30, 2025	December 31, 2024
Term Loan A note payable, net of discounts	\$ 3,000,926	\$ 3,083,037
Term Loan B note payable, net of discounts	3,057,699	2,327,174
Revolving line of credit facilities	419,000	1,262,000
Other obligations	1,075	869
Total notes payable, credit agreements and other obligations	6,478,700	6,673,080
Securitization Facility	1,639,000	1,323,000
Total debt	<u>\$ 8,117,700</u>	<u>\$ 7,996,080</u>
Current portion	\$ 2,248,617	\$ 2,769,974
Long-term portion	5,869,083	5,226,106
Total debt	<u>\$ 8,117,700</u>	<u>\$ 7,996,080</u>

On February 20, 2025, the Company entered into the sixteenth amendment to the Credit Agreement. The amendment increased the Term Loan B commitments by \$750 million. The Company primarily used the Term Loan B proceeds to pay down existing borrowings under the revolving credit facility. The maturity dates and the interest rates for the revolving credit facility, Term Loan A commitments and Term Loan B commitments were unchanged by this amendment.

The Company was in compliance with all financial and non-financial covenants under the Credit Agreement and Securitization Facility at June 30, 2025.

The contractual maturities of the Company's total notes payable, credit agreements and other obligations at June 30, 2025 were as follows (in thousands):

Remaining 2025	\$	518,674
2026		197,140
2027		2,786,203
2028		2,996,342
Thereafter		—
Total principal payments		6,498,359
Less: debt discounts and issuance costs included in debt		(19,659)
Total notes payable, credit agreements and other obligations	\$	<u>6,478,700</u>

## 9. Income Taxes

The Company's effective tax rate was 27.7% and 24.7% for the three months ended June 30, 2025 and 2024, respectively. The Company's effective tax rate was 26.7% and 24.7% for the six months ended June 30, 2025 and 2024, respectively. Income tax expense is based on an estimated annual effective rate, which requires the Company to make its best estimate of annual pretax accounting income or loss before consideration of tax or benefit discretely recognized in the period in which such occur. Our effective income tax rate for the three and six months ended June 30, 2025 differs from the U.S. federal statutory rate due primarily to the unfavorable impact of state taxes net of federal benefits, additional taxes on undistributed foreign-sourced income and foreign withholding tax-es on interest income from intercompany notes. For the three and six months ended June 30, 2025, the effective tax rate increased compared to the comparable prior year periods due to the mix of earnings, the adoption of Pillar Two legislation, which resulted in a global minimum tax at a rate of 15% that impacted two jurisdictions in which the Company operates, and due to new state apportionment rules resulting in the revaluation of deferrals in the current period.

## 10. Earnings Per Share

The calculation and reconciliation of basic and diluted earnings per share attributable to Corpay for the three and six months ended June 30, 2025 and 2024 is as follows (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income attributable to Corpay	\$ 284,168	\$ 251,625	\$ 527,401	\$ 481,394
Denominator for basic earnings per share	70,546	70,107	70,432	70,934
Dilutive securities	883	1,390	1,062	1,582
Denominator for diluted earnings per share	71,429	71,497	71,494	72,516
Basic earnings per share attributable to Corpay	\$ 4.03	\$ 3.59	\$ 7.49	\$ 6.79
Diluted earnings per share attributable to Corpay	\$ 3.98	\$ 3.52	\$ 7.38	\$ 6.64

Diluted earnings per share attributable to Corpay for the three months ended June 30, 2025 and 2024 excludes the effect of 0.3 million and 0.5 million shares, respectively, of common stock that may be issued upon the exercise of employee stock options because such effect would be anti-dilutive. Diluted earnings per share attributable to Corpay also excludes the effect of an immaterial amount of performance-based restricted stock for which the performance criteria have not yet been achieved for the three month periods ended June 30, 2025 and 2024.

## 11. Segments

The Company's segment results are as follows for the three and six month periods ended June 30, 2025 and 2024 (in thousands)\*:

	Three Months Ended June 30, 2025				
	Vehicle Payments <sup>2</sup>	Corporate Payments	Lodging Payments	Other	Total
Revenues, net	\$ 525,525	\$ 391,904	\$ 119,790	\$ 64,811	\$ 1,102,030
Expenses:					
Processing	98,944	77,456	30,520	31,597	238,517
Selling	47,901	56,515	8,175	3,186	115,777
General and administrative	82,519	66,135	18,559	9,781	176,994
Depreciation	17,219	7,515	3,784	1,262	29,780
Amortization	28,808	23,079	9,176	507	61,570
Other operating, net	2	—	—	—	2
Operating income	\$ 250,131	\$ 161,205	\$ 49,576	\$ 18,478	479,390
Other expenses:					
Other (income) expense, net					(10,572)
Interest expense, net					96,872
Total other expenses					86,300
Income before income taxes					\$ 393,090

	Three Months Ended June 30, 2025				
	Vehicle Payments	Corporate Payments	Lodging Payments	Other	Total
Other segment disclosures <sup>3</sup> :					
Capital expenditures	\$ 34,917	\$ 10,095	\$ 5,107	\$ 2,517	\$ 52,636

	Six Months Ended June 30, 2025				
	Vehicle Payments <sup>2</sup>	Corporate Payments	Lodging Payments	Other	Total
Revenues, net	\$ 1,012,635	\$ 744,563	\$ 230,015	\$ 120,484	\$ 2,107,697
Expenses:					
Processing	188,694	155,028	60,498	56,141	460,361
Selling	93,801	108,470	15,635	5,428	223,334
General and administrative	156,483	123,202	35,226	19,042	333,953
Depreciation	34,116	13,859	7,510	2,691	58,176
Amortization	59,186	46,893	18,274	1,009	125,362
Other operating, net	(3)	—	—	—	(3)
Operating income	\$ 480,357	\$ 297,111	\$ 92,871	\$ 36,175	906,514
Other expenses:					
Other (income) expense, net					(6,477)
Interest expense, net					190,794
Loss on early extinguishment of debt					1,596
Total other expenses					185,913
Income before income taxes					\$ 720,601

**Six Months Ended June 30, 2025**

	<b>Vehicle Payments</b>	<b>Corporate Payments</b>	<b>Lodging Payments</b>	<b>Other</b>	<b>Total</b>
Other segment disclosures <sup>3</sup> :					
Capital expenditures	\$ 65,595	\$ 17,675	\$ 9,836	\$ 4,301	\$ 97,407

**Three Months Ended June 30, 2024**

	<b>Vehicle Payments<sup>2</sup></b>	<b>Corporate Payments</b>	<b>Lodging Payments</b>	<b>Other</b>	<b>Total</b>
Revenues, net	\$ 510,278	\$ 288,479	\$ 122,377	\$ 54,576	\$ 975,710
Expenses:					
Processing	94,241	59,796	28,847	26,315	209,199
Selling	45,101	41,307	6,732	1,904	95,044
General and administrative	79,137	46,123	18,442	10,075	153,777
Depreciation	17,633	7,336	3,188	1,356	29,513
Amortization	32,132	13,362	8,777	558	54,829
Other operating, net	9	—	—	—	9
Operating income	\$ 242,025	\$ 120,556	\$ 56,391	\$ 14,367	\$ 433,339
Other expenses:					
Other expense, net					4,460
Interest expense, net					94,677
Total other expenses					99,137
Income before income taxes					\$ 334,202

**Three Months Ended June 30, 2024**

	<b>Vehicle Payments</b>	<b>Corporate Payments</b>	<b>Lodging Payments</b>	<b>Other</b>	<b>Total</b>
Other segment disclosures <sup>3</sup> :					
Capital expenditures	\$ 30,254	\$ 7,581	\$ 4,589	\$ 1,673	\$ 44,097

**Six Months Ended June 30, 2024**

	<b>Vehicle Payments<sup>2</sup></b>	<b>Corporate Payments</b>	<b>Lodging Payments</b>	<b>Other</b>	<b>Total</b>
Revenues, net	\$ 1,004,339	\$ 553,875	\$ 233,672	\$ 119,075	\$ 1,910,961
Expenses:					
Processing	188,294	115,165	58,028	55,123	416,610
Selling	88,088	83,156	12,899	5,089	189,232
General and administrative	160,046	88,611	35,467	20,915	305,039
Depreciation	35,346	14,273	6,025	2,800	58,444
Amortization	64,741	27,228	17,570	1,119	110,658
Other operating, net	105	176	16	4	301
Operating income	\$ 467,720	\$ 225,267	\$ 103,668	\$ 34,022	\$ 830,677
Other expenses:					
Other expense, net					7,420
Interest expense, net					183,765
Total other expenses					191,185
Income before income taxes					\$ 639,492

**Six Months Ended June 30, 2024**

	<b>Vehicle Payments</b>	<b>Corporate Payments</b>	<b>Lodging Payments</b>	<b>Other</b>	<b>Total</b>
<b>Other segment disclosures<sup>3</sup>:</b>					
Capital expenditures	\$ 58,448	\$ 14,857	\$ 9,415	\$ 2,569	\$ 85,289

\*Columns may not calculate due to rounding. Other includes our Gift and Payroll Card operating segments.

<sup>1</sup> Results from Gringo acquired in the first quarter of 2025 are reported in the Vehicle Payments segment from the date of acquisition.

<sup>2</sup> Results from Zapay acquired in the first quarter of 2024 are reported in the Vehicle Payments segment from the date of acquisition.

<sup>3</sup> Total assets for each reportable segment are not presented as the Chief Operating Decision Maker ("CODM") does not evaluate performance or allocate resources based on segment assets.

## 12. Commitments and Contingencies

In the ordinary course of business, the Company is involved in various pending or threatened legal actions, arbitration proceedings, claims, subpoenas and matters relating to compliance with laws and regulations (collectively, "legal proceedings"). Based on our current knowledge, management presently does not believe that the liabilities arising from these legal proceedings will have a material adverse effect on our consolidated financial condition, results of operations or cash flows. However, it is possible that the ultimate resolution of these legal proceedings could have a material adverse effect on our results of operations and financial condition for any particular period.

### *Derivative Lawsuits*

On July 10, 2017, a shareholder derivative complaint was filed against the Company and certain of the Company's directors and officers in the United States District Court for the Northern District of Georgia ("Federal Derivative Action") seeking recovery from the Company. The District Court dismissed the Federal Derivative Action on October 21, 2020 and the United States Court of Appeals for the Eleventh Circuit affirmed the dismissal on July 27, 2022, ending the lawsuit. A similar derivative lawsuit that had been filed on January 9, 2019 in the Superior Court of Gwinnett County, Georgia ("State Derivative Action") was likewise dismissed on October 31, 2022.

On January 20, 2023, the previous State Derivative Action plaintiffs filed a new derivative lawsuit in the Superior Court of Gwinnett County, Georgia. The new lawsuit, *City of Aventura Police Officers' Retirement Fund, derivatively on behalf of FleetCor Technologies, Inc. v. Ronald F. Clarke and Eric R. Dey*, alleges that the defendants breached their fiduciary duties by causing or permitting the Company to engage in unfair or deceptive marketing and billing practices, making false and misleading public statements concerning the Company's fee charges and financial and business prospects and making improper sales of stock. The complaint sought approximately \$118 million in monetary damages on behalf of the Company, including contribution by defendants as joint tortfeasors with the Company in unfair and deceptive practices and disgorgement of incentive pay and stock compensation. On January 24, 2023, the previous Federal Derivative Action plaintiffs filed a similar new derivative lawsuit, *Jerrell Whitten, derivatively on behalf of FleetCor Technologies, Inc. v. Ronald F. Clarke and Eric R. Dey, against Mr. Clarke and Mr. Dey* in Gwinnett County, Georgia. On May 1, 2024, both pending derivative cases were transferred to the Fulton County Metro Atlanta Business Case Division and consolidated as *In re Corpay, Inc. Shareholder Derivative Litigation*, CAFN 2023CV383303 (consolidated with CAFN 2023CV381421). On July 10, 2024, the defendants filed a motion to dismiss the consolidated lawsuit. The defendants dispute the allegations in the consolidated derivative action and intend to vigorously defend against the claims.

On April 1, 2025, the Court granted defendants' motion to dismiss the consolidated lawsuit. Plaintiffs did not appeal.

### *FTC Matter*

In October 2017, the Federal Trade Commission (FTC) issued a Notice of Civil Investigative Demand to the Company for the production of documentation and a request for responses to written interrogatories. After discussions with the Company, the FTC proposed in October 2019 to resolve potential claims relating to the Company's advertising and marketing practices, principally in its U.S. direct fuel card business within its North American Fuel Card business. The parties reached impasse primarily related to what the Company believes are unreasonable demands for redress made by the FTC.

On December 20, 2019, the FTC filed a lawsuit in the Northern District of Georgia against the Company and Ron Clarke. See *FTC v. FleetCor* and *Ronald F. Clarke*, No. 19-cv-05727 (N.D. Ga.). The complaint alleges the Company and Clarke violated the FTC Act's prohibitions on unfair and deceptive acts and practices. The complaint seeks among other things injunctive relief, consumer redress and costs of suit. The Company continues to believe that the FTC's claims are without merit. On April 17, 2021, the FTC filed a motion for summary judgment. On April 22, 2021, the United States Supreme Court held unanimously in *AMG Capital Management v. FTC* that the FTC does not have authority under current law to seek monetary redress by means

of Section 13(b) of the FTC Act, which is the means by which the FTC has sought such redress in this case. The Company cross-moved for summary judgment regarding the FTC's ability to seek monetary or injunctive relief on May 17, 2021. On August 13, 2021, the FTC filed a motion to stay or to voluntarily dismiss without prejudice the case pending in the Northern District of Georgia in favor of a parallel administrative action under Section 5 of the FTC Act that it filed on August 11, 2021 in the FTC's administrative process. Apart from the jurisdiction and statutory change, the FTC's administrative complaint makes the same factual allegations as the FTC's original complaint filed in December 2019. The FTC's administrative action was stayed pending resolution of the case in federal court. On August 9, 2022, the District Court for the Northern District of Georgia granted the FTC's motion for summary judgment as to liability for the Company and Ron Clarke, but granted the Company's motion for summary judgment as to the FTC's claim for monetary relief as to both the Company and Ron Clarke.

On June 8, 2023, the Court issued an Order for Permanent Injunction and Other Relief. The Company filed its notice of appeal to the United States Court of Appeals for the Eleventh Circuit on August 3, 2023. On August 17, 2023, the FTC Commission ordered that the stay of the parallel Section 5 administrative action will remain in place during the pendency of the Eleventh Circuit appeal. Oral argument in the Eleventh Circuit appeal was held on January 21, 2025. The Company has incurred and continues to incur legal and other fees related to this FTC complaint. Any settlement of this matter, or defense against the lawsuit, could involve costs to the Company, including legal fees, redress, penalties and remediation expenses.

Estimating an amount or range of possible losses resulting from litigation proceedings is inherently difficult and requires an extensive degree of judgment, particularly where, as here, the matters involve indeterminate claims for monetary damages and are in the stages of the proceedings where key factual and legal issues have not been resolved. For these reasons, the Company is currently unable to predict the ultimate timing or outcome of, or reasonably estimate the possible losses or a range of possible losses resulting from, the matters described above.

### **13. Derivative Financial Instruments and Hedging Activities**

#### *Foreign Currency Derivatives*

The Company uses derivatives to facilitate cross-currency corporate payments by writing derivatives to customers within its cross-border solution. The Company writes derivatives, primarily foreign currency forward contracts, option contracts and swaps, mostly with small and medium size enterprises that are customers and derives a currency spread from this activity.

Derivative transactions associated with the Company's cross-border solution include:

- *Forward contracts*, which are commitments to buy or sell at a future date a currency at a contract price and will be settled in cash.
- *Option contracts*, which give the purchaser the right, but not the obligation, to buy or sell within a specified time a currency at a contracted price that may be settled in cash.
- *Swap contracts*, which are commitments to settlement in cash at a future date or dates, usually on an overnight basis.

The credit risk inherent in derivative agreements represents the possibility that a loss may occur from the nonperformance of a counterparty to the agreements. Concentrations of credit and performance risk may exist with counterparties, which includes customers and banking partners, as the Company is engaged in similar activities with similar economic characteristics related to fluctuations in foreign currency rates. The Company performs a review of the credit risk of these counterparties at the inception of the contract and on an ongoing basis. The Company also monitors the concentration of its contracts with any individual counterparty against limits at the individual counterparty level. The Company anticipates that the counterparties will be able to fully satisfy their obligations under the agreements, but takes action when doubt arises about the counterparties' ability to perform. These actions may include requiring customers to post or increase collateral, and for all counterparties, if the counterparty does not perform under the term of the contract, the contract may be terminated. The Company does not designate any of its foreign exchange derivatives as hedging instruments in accordance with ASC 815, "Derivatives and Hedging".

The aggregate equivalent U.S. dollar notional amount of foreign exchange derivative customer contracts held by the Company was \$110.6 billion and \$93.0 billion as of June 30, 2025 and December 31, 2024. The majority of customer foreign exchange contracts are written in currencies such as the U.S. dollar, Canadian dollar, British pound, euro and Australian dollar.

The following table summarizes the fair value of derivatives reported in the Consolidated Balance Sheets as of June 30, 2025 and December 31, 2024 (in millions):

	June 30, 2025			
	Fair Value, Gross		Fair Value, Net	
	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
Derivatives - undesignated:				
Foreign exchange contracts	\$ 1,894.1	\$ 1,741.0	\$ 968.7	\$ 815.6

  

	December 31, 2024			
	Fair Value, Gross		Fair Value, Net	
	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
Derivatives - undesignated:				
Foreign exchange contracts	\$ 1,406.7	\$ 1,297.3	\$ 833.7	\$ 724.3

The fair values of derivative assets and liabilities associated with contracts, which include netting terms that the Company believes to be enforceable, have been recorded net within prepaid expenses and other current assets, other assets, other current liabilities and other noncurrent liabilities in the Consolidated Balance Sheets. The Company receives cash from customers as collateral for trade exposures, which is recorded within cash and cash equivalents, restricted cash and customer deposits liability in the Consolidated Balance Sheets. At June 30, 2025 and December 31, 2024, the Company had received collateral of \$65.4 million and \$35.0 million, respectively. The customer has the right to recall their collateral in the event exposures move in their favor or below the collateral posting thresholds, they perform on all outstanding contracts and have no outstanding amounts due to the Company, or they cease to do business with the Company. The Company has trading lines with several banks, most of which require collateral to be posted if certain mark-to-market (MTM) thresholds are exceeded. Cash collateral posted with banks is recorded within restricted cash and can be recalled in the event that exposures move in the Company's favor or move below the collateral posting thresholds. The Company does not offset fair value amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral. At June 30, 2025 and December 31, 2024, the Company had posted collateral of \$622.8 million and \$718.1 million, respectively, which was not offset against the fair value of its derivatives. Cash flows from the Company's foreign currency derivatives are classified as operating activities within the Unaudited Consolidated Statements of Cash Flows. The following table presents the fair value of the Company's derivative assets and liabilities, as well as their classification on the accompanying Consolidated Balance Sheets, as of June 30, 2025 and December 31, 2024 (in millions):

	Balance Sheet Classification	June 30, 2025		December 31, 2024	
		Fair Value		Fair Value	
Derivative Assets	Prepaid expenses and other current assets	\$ 730.9	\$ 630.2		
Derivative Assets	Other assets	\$ 237.9	\$ 203.5		
Derivative Liabilities	Other current liabilities	\$ 609.3	\$ 538.6		
Derivative Liabilities	Other noncurrent liabilities	\$ 206.2	\$ 185.7		

#### Cash Flow Hedges

As of June 30, 2025, the Company had the following outstanding interest rate swap derivatives that qualify as hedging instruments within designated cash flow hedges of variable interest rate risk (in millions):

Notional Amount	Weighted Average Fixed Rate	Maturity Date
\$500	4.01%	7/31/2025
\$500	3.80%	1/31/2026
\$1,500	4.15%	7/31/2026
\$750	4.14%	1/31/2027
\$500	4.19%	7/31/2027
\$250	4.00%	1/31/2028
\$500	3.19%	7/31/2028

The purpose of these contracts is to reduce the variability of cash flows in interest payments associated with the Company's unspecified variable rate debt, the sole source of which is due to changes in the Secured Overnight Financing Rate ("SOFR") benchmark interest rate. The Company has designated these derivative instruments as cash flow hedging instruments, which are

expected to be highly effective at offsetting changes in cash flows of the related underlying exposure. As a result, changes in fair value of the interest rate swaps are recorded in accumulated other comprehensive loss. For each of these swap contracts, the Company pays a fixed monthly rate and receives one month SOFR. The Company reclassified \$7.8 million and \$25.2 million from accumulated other comprehensive loss resulting in a benefit to interest expense, net for the six months ended June 30, 2025 and 2024, respectively, related to these interest rate swap contracts. Cash flows related to the Company's interest rate swap derivatives are classified as operating activities within the Unaudited Consolidated Statements of Cash Flows, as such cash flows relate to hedged interest payments which are also recorded in operating activities.

For derivatives accounted for as hedging instruments, the Company formally designates and documents, at inception, the financial instrument as a hedge of a specific underlying exposure, the risk management objective and the strategy for undertaking the hedge transaction. The Company formally assesses, both at the inception and at least quarterly thereafter, whether the financial instruments used in hedging transactions are highly effective at offsetting changes in cash flows of the related underlying exposures.

The following table presents the fair value of the Company's interest rate swap contracts, as well as their classification on the accompanying Consolidated Balance Sheets, as of June 30, 2025 and December 31, 2024 (in millions). See Note 3 for additional information on the fair value of the Company's swap contracts.

	Balance Sheet Classification	June 30, 2025		December 31, 2024	
		Fair Value			
<b>Derivatives designated as cash flow hedges:</b>					
Swap contracts	Prepaid expenses and other current assets	\$	4.5	\$	9.7
Swap contracts	Other assets	\$	—	\$	10.0
Swap contracts	Other current liabilities	\$	10.6	\$	3.9
Swap contracts	Other noncurrent liabilities	\$	14.7	\$	6.0

As of June 30, 2025, the estimated amount of net losses recognized in accumulated other comprehensive loss that are expected to be reclassified into earnings as an increase to interest expense, net within the next 12 months is approximately \$6.0 million.

#### *Net Investment Hedges*

The Company enters into cross-currency interest rate swaps that are designated as net investment hedges of our investments in foreign-denominated operations. Such contracts effectively convert the U.S. dollar equivalent notional amounts to obligations denominated in the respective foreign currency and partially offset the impact of changes in currency rates on such foreign-denominated net investments. These contracts also create a positive interest differential on the U.S. dollar-denominated portion of the swaps, resulting in interest rate savings on the USD notional.

At June 30, 2025, the Company had the following cross-currency interest rate swaps designated as net investment hedges of our investments in foreign-denominated operations:

	U.S. dollar equivalent notional (in millions)	Fixed Rates	Maturity Date
Euro (EUR)	\$500	2.15%	5/26/2026
Canadian Dollar (CAD)	\$800	1.35%	1/24/2028
British Pound (GBP)	\$750	0.317%	5/8/2028

Hedge effectiveness is tested based on changes in the fair value of the cross-currency swaps due to changes in the USD/foreign currency spot rates. The Company anticipates perfect effectiveness of the designated hedging relationships and records changes in the fair value of the cross-currency interest rate swaps associated with changes in the spot rate through accumulated other comprehensive loss. Excluded components associated with the forward differential are recognized directly in earnings as interest expense, net. The Company recognized a benefit of \$11.9 million and \$5.1 million in interest expense, net for the six months ended June 30, 2025 and 2024, respectively, related to these excluded components. Upon settlement, cash flows attributable to derivatives designated as net investment hedges are classified as investing activities in the Unaudited Consolidated Statements of Cash Flows.

The following table presents the fair value of the Company's cross-currency interest rate swaps designated as net investment hedges, as well as their classification on the accompanying Consolidated Balance Sheets, as of June 30, 2025 and December 31, 2024 (in millions).

Cross-currency interest rate swaps designated as net investment hedges:	Balance Sheet Classification	June 30, 2025		December 31, 2024	
		Fair Value			
Net investment hedge	Prepaid expenses and other current assets	\$	13.4	\$	22.6
Net investment hedge	Other assets	\$	—	\$	8.0
Net investment hedge	Other current liabilities	\$	59.1	\$	—
Net investment hedge	Other noncurrent liabilities	\$	109.3	\$	5.2

In January 2025, the Company terminated its existing CAD cross-currency interest rate swaps designated as net investment hedges and subsequently entered into four new cross-currency interest rate swaps designated as net investment hedges of its investments in CAD-denominated operations. These contracts effectively convert an aggregate \$800 million of U.S. dollar equivalent to an obligation denominated in CAD and partially offset the impact of changes in currency rates on our CAD-denominated net investments. These contracts also create a positive interest differential on the U.S. dollar-denominated portion of the swap, resulting in a weighted average interest rate savings of 1.35% on the USD notional.

As of June 30, 2025, the estimated net amount of the existing benefit related to the Company's cross-currency interest rate swaps designated as net investment hedges that is expected to be reclassified into earnings as a reduction to interest expense, net within the next 12 months is approximately \$23.2 million.

#### 14. Accumulated Other Comprehensive Loss (AOCL)

The changes in the components of AOCL, net of tax and noncontrolling interest, for the six months ended June 30, 2025 and 2024 are as follows (in thousands):

	June 30, 2025		
	Cumulative Foreign Currency Translation	Unrealized (Losses) Gains on Derivative Instruments	Total Accumulated Other Comprehensive Loss Attributable to Corpay
Balance at December 31, 2024	\$ (1,749,040)	\$ 35,044	\$ (1,713,996)
Other comprehensive income (loss) before reclassifications	421,994	(188,668)	233,326
Amounts reclassified from AOCL	—	(7,784)	(7,784)
Tax effect	—	52,068	52,068
Other comprehensive income (loss), net of tax	421,994	(144,384)	277,610
Balance at June 30, 2025	\$ (1,327,046)	\$ (109,340)	\$ (1,436,386)
	June 30, 2024		
	Cumulative Foreign Currency Translation	Unrealized Gains (Losses) on Derivative Instruments	Total Accumulated Other Comprehensive Loss Attributable to Corpay
Balance at December 31, 2023	\$ (1,258,282)	\$ (30,817)	\$ (1,289,099)
Other comprehensive (loss) income before reclassifications	(254,705)	85,316	(169,389)
Amounts reclassified from AOCL	—	(25,238)	(25,238)
Tax effect	—	(15,259)	(15,259)
Other comprehensive (loss) income, net of tax	(254,705)	44,819	(209,886)
Balance at June 30, 2024	\$ (1,512,987)	\$ 14,002	\$ (1,498,985)

Income tax effects are released from accumulated other comprehensive loss to retained earnings, when applicable, on an individual item basis as those items are reclassified into income. Other comprehensive loss attributable to the Company's noncontrolling interest, which are not included in the tables above, for the six months ended June 30, 2025 and 2024 consisted of foreign currency translation gains of \$3.5 million and foreign currency translation losses of \$3.2 million, respectively.

## 15. Subsequent Events

### Acquisition

In July 2025, the Company announced pursuant to Rule 2.7 of the United Kingdom City Code on Takeovers and Mergers a firm intention to make a cash offer to acquire 100% of Alpha Group International plc (LSE: ALPHA) ("Alpha"). The acquisition is to be effected by means of a court-sanctioned scheme of arrangement (the "Scheme") under Part 26 of the UK Companies Act 2006. The acquisition values Alpha at an enterprise valuation of approximately \$2.2 billion. Alpha is a leading provider of B2B cross border foreign exchange solutions to corporations and investment funds in the United Kingdom and Europe. Alpha pioneered alternative bank accounts as a simpler, faster way for investment managers to fund their investments and pay expenses anywhere in Europe.

The transaction is expected to close in the fourth quarter of 2025, subject to shareholder and regulatory approval, court approval of the Scheme and standard closing conditions and will be reflected in the Company's Corporate Payments segment. The Company expects to fund the acquisition through a combination of cash, debt, bank capital optimization and non-core divestitures.

On July 23, 2025, Corpay entered into a bridge term loan credit agreement with BOFA Securities, Inc., Barclays Bank PLC and JPMorgan Chase Bank, N.A., pursuant to which, among other things, those lenders have committed to provide debt financing, consisting of a £1.875 billion bridge facility (the "Bridge Facility"), to fund the cash consideration payable pursuant to the acquisition and to fund costs and expenses in connection with the acquisition. The obligation of the lenders to provide the financing contemplated by the Bridge Facility is subject to a number of customary conditions.

### Cash Flow Hedges

In July 2025, the Company entered into two additional receive-variable SOFR, pay-fixed interest rate swap derivative contracts with a total combined notional U.S. dollar value of \$500 million to replace its previous interest rate swap derivative contracts with an equivalent notional value that matured on July 31, 2025. The maturity dates of the new interest rate swap contracts are January 31, 2029 and July 31, 2029.

### Asset Divestiture

In July 2025, the Company announced the divestiture of one of its legacy lower growth private label fuel card portfolios. The Company expects to receive approximately \$60 million in proceeds for the divestiture, which is expected to close in the fourth quarter of 2025. Revenues generated from the portfolio are included in the Company's Vehicle Payments segment.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited consolidated financial statements and related notes appearing elsewhere in this report. In addition to historical information, this discussion contains forward-looking statements that involve risks, uncertainties and assumptions that could cause actual results to differ materially from management's expectations. Factors that could cause such differences include, but are not limited to, those identified below and those described in Item 1A "Risk Factors" appearing in our Annual Report on Form 10-K for the year ended December 31, 2024. All foreign currency amounts that have been converted into U.S. dollars in this discussion are based on the exchange rate as reported by Oanda for the applicable periods.

The following discussion and analysis of our financial condition and results of operations generally discusses the three and six months ended June 30, 2025 and 2024, with period-over-period comparisons between these periods. A detailed discussion of 2024 items and period-over-period comparisons between the three and six months ended June 30, 2024 and 2023 that are not included in this Quarterly Report on Form 10-Q can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part I, Item 2 of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024.

### **Executive Overview**

Corpay is a global corporate payments company that helps businesses and consumers better manage and pay their expenses. Corpay's suite of modern payment solutions help customers better manage vehicle-related expenses (e.g., fueling, tolls, car registration and parking), lodging expenses (e.g., hotel and extended stay bookings) and corporate payments (e.g., domestic and international accounts payable and point of sale purchases). This results in our customers saving time and ultimately spending less.

Businesses spend an estimated \$145 trillion each year in transactions with other businesses. In many instances, businesses lack the proper tools to monitor what is being purchased and employ manual, paper-based, disparate processes and methods to both approve and make payments for their business-to-business ("B2B") purchases. This often results in wasted time and money due to unnecessary or unauthorized spending, fraud, receipt collection, data input and consolidation, report generation, reimbursement processing, account reconciliations, employee disciplinary actions and more.

Corpay's vision is that every payment is digital, every purchase is controlled and every related decision is informed. Digital payments are faster and more secure than paper-based methods such as checks and provide timely and detailed data that can be utilized to effectively reduce unauthorized purchases and fraud, automate data entry and reporting and eliminate reimbursement processes. Combining this payment data with analytical tools delivers insights, which managers can use to better run their businesses. Our wide range of modern, digitized solutions generally provides control, reporting and automation benefits superior to many of the payment methods businesses often use such as cash, paper checks, general purpose credit cards, as well as employee pay and reclaim processes.

### **Impact of Economic Environment on Our Business**

Some of the countries where we operate, and other countries where we will seek to operate, have undergone significant political, economic and social change and events in recent periods. Adverse global macroeconomic conditions, including but not limited to recessions or economic downturns, inflation, changing interest rates, currency fluctuations, economic sanctions (including tariffs), regional or domestic hostilities and the prospect or occurrence of more widespread conflicts, a slowdown of global trade, or reduced consumer spending, could have a material adverse impact on our business, results of operations and financial condition.

We are actively monitoring the changes and events and assessing the impact on our business. The extent, severity, duration and outcome of market disruptions could be significant and could potentially have substantial impact on the global economy and our business for an unknown period of time. Measures such as sanctions and tariffs may adversely affect the global economy and financial markets and could adversely affect our business, financial condition and results of operations. We cannot predict the scope of macroeconomic factors because these measures are complex and evolving. Any such disruptions may also magnify the impact of other risks described in our Annual Report on Form 10-K.

## Results

**Revenues, net, Net Income Attributable to Corpay and Net Income Per Diluted Share Attributable to Corpay.** Set forth below are revenues, net, net income attributable to Corpay and net income per diluted share attributable to Corpay for the three and six months ended June 30, 2025 and 2024, (in millions, except per share amounts).

(Unaudited)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues, net	\$ 1,102.0	\$ 975.7	\$ 2,107.7	\$ 1,911.0
Net income attributable to Corpay	\$ 284.2	\$ 251.6	\$ 527.4	\$ 481.4
Net income per diluted share attributable to Corpay	\$ 3.98	\$ 3.52	\$ 7.38	\$ 6.64

**Adjusted Net Income Attributable to Corpay, Adjusted Net Income Per Diluted Share Attributable to Corpay, EBITDA, Adjusted EBITDA and Adjusted EBITDA margin.** Set forth below are adjusted net income, adjusted net income per diluted share, EBITDA, adjusted EBITDA, and adjusted EBITDA margin for the three and six months ended June 30, 2025 and 2024 (in millions, except per share amounts).

(Unaudited)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Adjusted net income attributable to Corpay	\$ 366.4	\$ 325.0	\$ 689.3	\$ 626.3
Adjusted net income per diluted share attributable to Corpay	\$ 5.13	\$ 4.55	\$ 9.64	\$ 8.64
EBITDA	\$ 570.7	\$ 517.7	\$ 1,090.0	\$ 1,000.1
Adjusted EBITDA	\$ 620.6	\$ 554.4	\$ 1,176.0	\$ 1,070.9
Adjusted EBITDA margin	56.3 %	56.8 %	55.8 %	56.0 %

Adjusted net income attributable to Corpay, adjusted net income per diluted share attributable to Corpay, EBITDA, adjusted EBITDA and adjusted EBITDA margin are supplemental non-GAAP financial measures of operating performance. See the heading entitled "Management's Use of Non-GAAP Financial Measures" for more information and a reconciliation of the non-GAAP financial measure to the most directly comparable financial measure calculated in accordance with U.S. generally accepted accounting principles, or GAAP. We use adjusted net income attributable to Corpay, adjusted net income per diluted share attributable to Corpay, EBITDA, adjusted EBITDA and adjusted EBITDA margin to eliminate the effect of items that we do not consider indicative of our core operating performance on a consistent basis. These non-GAAP measures are presented solely to permit investors to more fully understand how our management assesses underlying performance and are not, and should not be viewed as, a substitute for GAAP measures, and should be viewed in conjunction with our GAAP financial measures.

## Sources of Revenue

Corpay offers a variety of payment solutions that simplify, automate, secure, digitize and effectively control the way businesses and consumers manage and pay their expenses. We provide our payment solutions to our business, merchant, consumer and payment network customers in more than 200 countries around the world today, although we operate primarily in three geographies, with 80% of our revenues generated in the U.S., Brazil and the U.K. Our customers may include commercial businesses (obtained through direct and indirect channels) and partners for whom we manage payment programs, as well as consumers.

We manage and report our operating results through three reportable segments: Vehicle Payments, Corporate Payments and Lodging Payments. The remaining results are included within Other, which includes our Gift and Payroll Card businesses. These segments align with how the Chief Operating Decision Maker (CODM) allocates resources, assesses performance and reviews financial information.

Our revenue is generally reported net of the cost for underlying products and services purchased. In this report, we refer to this net revenue as "revenue" or "revenues, net." See "Results of Operations" for additional segment information.

**Revenues, net, by Segment.** For the three and six months ended June 30, 2025 and 2024, our segments generated the following revenues, net (in millions).

(Unaudited)	Three Months Ended June 30,				Six Months Ended June 30,			
	2025		2024		2025		2024	
	Revenues, net	% of Total Revenues, net	Revenues, net	% of Total Revenues, net	Revenues, net	% of Total Revenues, net	Revenues, net	% of Total Revenues, net
Revenues by Segment*								
Vehicle Payments	\$ 525.5	48 %	\$ 510.3	52 %	\$ 1,012.6	48 %	\$ 1,004.3	53 %
Corporate Payments	391.9	36 %	288.5	30 %	744.6	35 %	553.9	29 %
Lodging Payments	119.8	11 %	122.4	13 %	230.0	11 %	233.7	12 %
Other	64.8	6 %	54.6	6 %	120.5	6 %	119.1	6 %
Consolidated revenues, net	\$ 1,102.0	100 %	\$ 975.7	100 %	\$ 2,107.7	100 %	\$ 1,911.0	100 %

\*Columns may not calculate due to rounding. Other includes our Gift and Payroll Card businesses.

We generate revenue in our Vehicle Payments segment through a variety of program fees, including transaction fees, card fees, network fees and charges, as well as from interchange. These fees may be charged as fixed amounts, costs plus a mark-up, based on a percentage of the transaction purchase amounts, or a combination thereof. Our programs also include other fees and charges associated with late payments and based on customer credit risk. We also generate float revenue earned on invested customer funds in jurisdictions where permitted.

In our Corporate Payments segment, our payables business primarily earns revenue from the difference between the amount charged to the customer and the amount paid to the third party for a given transaction, as interchange or spread revenue. Our programs may also charge fixed fees for access to the network and ancillary services provided. Revenues from risk management products and foreign exchange payment services are primarily comprised of the difference between the exchange rate we set for the customer and the rate available in the wholesale foreign exchange market. In our cross-border business, the majority of revenue is from exchanges of currency at spot rates, which enables customers to make cross-currency payments. Our cross-border business also derives revenue from our risk management business, which aggregates foreign currency exposures arising from customer contracts and economically hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties. Our performance obligation in our foreign exchange payment services is providing a foreign currency payment to a customer's designated recipient and therefore, we recognize revenue when the underlying payment is made. We also generate float revenue earned on invested customer funds in jurisdictions where permitted.

In our Lodging Payments segment, we primarily earn revenue from the difference between the amount charged to the customer and the amount paid to the hotel for a given transaction or based on commissions paid by hotels. We may also charge fees for access to the network and ancillary services provided.

The remaining revenues represent other solutions in our Gift and Payroll card businesses, referred to as Other. In these businesses, we primarily earn revenue from the processing of transactions. We may also charge fees for ancillary services provided.

**Revenues, net, by Geography.** Revenues, net by geography for the three and six months ended June 30, 2025 and 2024, were as follows (in millions):

(Unaudited)	Three Months Ended June 30,				Six Months Ended June 30,			
	2025		2024		2025		2024	
	Revenues, net	% of Total Revenues, net	Revenues, net	% of Total Revenues, net	Revenues, net	% of Total Revenues, net	Revenues, net	% of Total Revenues, net
Revenues by Geography*								
United States	\$ 541.4	49 %	\$ 507.0	52 %	\$ 1,048.7	50 %	\$ 988.6	52 %
Brazil	170.3	15 %	149.6	15 %	332.8	16 %	298.4	16 %
United Kingdom	148.2	13 %	133.1	14 %	294.2	14 %	262.1	14 %
Other	242.2	22 %	186.0	19 %	432.0	20 %	361.9	19 %
Consolidated revenues, net	\$ 1,102.0	100 %	\$ 975.7	100 %	\$ 2,107.7	100 %	\$ 1,911.0	100 %

\*Columns may not calculate due to rounding. Disclosure has been conformed in all periods to align with current presentation, which is based on the geographic location of the legal entity.

**Revenues, net by Key Performance Metric and Organic Growth.** Revenues, net by key performance metric and organic growth by segment for the three months ended June 30, 2025 and 2024, were as follows (in millions except revenues, net per key performance indicator)\*:

(Unaudited)	As Reported				Pro Forma and Macro Adjusted <sup>2</sup>			
	Three Months Ended June 30,				Three Months Ended June 30,			
	2025	2024	Change	% Change	2025	2024	Change	% Change
<b>VEHICLE PAYMENTS</b>								
- Revenues, net	\$525.5	\$510.3	\$15.2	3%	\$548.4	\$504.2	\$44.2	9%
- Transactions	222.6	207.3	15.3	7%	222.6	207.9	14.7	7%
- Revenues, net per transaction	\$2.36	\$2.46	\$(0.10)	(4)%	\$2.46	\$2.42	\$0.04	2%
- Tag transactions <sup>3</sup>	22.8	21.4	1.4	7%	22.8	21.4	1.4	7%
- Parking transactions	67.8	63.0	4.8	8%	67.8	63.0	4.8	8%
- Fleet transactions	118.7	112.9	5.8	5%	118.7	113.5	5.2	5%
- Other transactions	13.3	10.0	3.3	32%	13.3	10.0	3.3	32%
<b>CORPORATE PAYMENTS</b>								
- Revenues, net	\$391.9	\$288.5	\$103.4	36%	\$389.1	\$330.6	\$58.5	18%
- Spend volume	\$58,114	\$42,878	\$15,236	36%	\$58,114	\$48,701	\$9,413	19%
- Revenue, net per spend \$	0.67%	0.67%	—%	—%	0.67%	0.68%	(0.01)%	(1)%
<b>LODGING PAYMENTS</b>								
- Revenues, net	\$119.8	\$122.4	\$(2.6)	(2)%	\$119.5	\$122.4	\$(2.9)	(2)%
- Room nights	8.7	8.8	(0.1)	(1)%	8.7	8.8	(0.1)	(1)%
- Revenues, net per room night	\$13.84	\$13.97	\$(0.13)	(1)%	\$13.80	\$13.97	\$(0.16)	(1)%
<b>OTHER<sup>1</sup></b>								
- Revenues, net	\$64.8	\$54.6	\$10.2	19%	\$64.4	\$54.6	\$9.8	18%
- Transactions	412.6	356.7	55.9	16%	412.6	356.7	55.9	16%
- Revenues, net per transaction	\$0.16	\$0.15	\$—	3%	\$0.16	\$0.15	\$—	2%
<b>CORPAY CONSOLIDATED REVENUES, NET</b>								
- Revenues, net	\$1,102.0	\$975.8	\$126.2	13%	\$1,121.4	\$1,011.8	\$109.6	11%

<sup>1</sup> Other includes Gift and Payroll Card operating segments.

<sup>2</sup> See heading entitled "Management's Use of Non-GAAP Financial Measures" for a reconciliation of pro forma and macro adjusted revenue by product and metric non-GAAP measures to the comparable financial measure calculated in accordance with GAAP. The calculated change represents organic growth rate.

<sup>3</sup> Represents total tag subscription transactions in the period. Average monthly tag subscriptions for 2025 is 7.6 million.

\* Columns may not calculate due to rounding.

Revenue per relevant key performance indicator (KPI), which may include transactions, spend volume, room nights, or other metrics, is derived from the various revenue types as discussed above and can vary based on geography, the relevant merchant

relationship, the payment product utilized and the types of products or services purchased, the mix of which would be influenced by our acquisitions, organic growth in our business and the overall macroeconomic environment, including fluctuations in foreign currency exchange rates, fuel prices and fuel price spreads. Relevant KPI is derived by broad product type and may differ from how we describe the business. Revenue per KPI per customer may change as the level of services we provide to a customer increases or decreases, as macroeconomic factors change and as adjustments are made to merchant and customer rates. See "Results of Operations" for further discussion of transaction volumes and revenue per transaction.

Organic revenue growth is a supplemental non-GAAP financial measure of operating performance. Organic revenue growth is calculated as revenue growth in the current period adjusted for the impact of changes in the macroeconomic environment (to include fuel price, fuel price spreads and changes in foreign exchange rates) over revenue in the comparable prior period adjusted to include or remove the impact of acquisitions and/or divestitures and non-recurring items that have occurred subsequent to that period. See the heading entitled "Management's Use of Non-GAAP Financial Measures" for more information and a reconciliation of the non-GAAP financial measure to the most directly comparable financial measure calculated in accordance with GAAP. We believe that organic revenue growth on a macro-neutral and consistent acquisition/divestiture/non-recurring item basis is useful to investors for understanding the performance of Corpay.

### **Sources of Expenses**

We routinely incur expenses in the following categories:

- *Processing*—Our processing expense consists of expenses related to processing transactions, servicing our customers and merchants, credit losses and cost of goods sold related to our hardware and card sales in certain businesses.
- *Selling*—Our selling expenses consist primarily of wages, benefits, sales commissions (other than merchant commissions) and related expenses for our sales, marketing and account management personnel and activities.
- *General and administrative*—Our general and administrative expenses include compensation and related expenses (including stock-based compensation and bonuses) for our employees, finance and accounting, information technology, human resources, legal and other administrative personnel. Also included are facilities expenses, third-party professional services fees, travel and entertainment expenses and other corporate-level expenses.
- *Depreciation and amortization*—Our depreciation expenses include depreciation of property and equipment, consisting of computer hardware and software (including proprietary software development amortization expense), card-reading equipment, furniture, fixtures, vehicles and buildings and leasehold improvements related to office space. Our amortization expenses include amortization of intangible assets related to customer and vendor relationships, trade names and trademarks, software and non-compete agreements. We are amortizing intangible assets related to business acquisitions and certain private label contracts associated with the purchase of accounts receivable.
- *Other operating, net*—Our other operating, net includes other operating expenses and income items that do not relate to our core operations or that occur infrequently.
- *Other (income) expense, net*—Our other (income) expense, net includes gains or losses from the following: sales of assets or businesses, foreign currency transactions, extinguishment of debt and investments. This category also includes other miscellaneous non-operating costs and revenue. Certain of these items may be presented separately on the Consolidated Statements of Income.
- *Interest expense, net*—Our interest expense, net includes interest expense on our outstanding debt, interest income on cash balances and interest on our interest rate and cross-currency swaps.
- *Provision for income taxes*—Our provision for income taxes consists of corporate income taxes related primarily to profits resulting from the sale of our products and services on a global basis.

### **Factors and Trends Impacting our Business**

We believe that the following factors and trends are important in understanding our financial performance:

- *Global economic conditions*—Our results of operations are materially affected by conditions in the economy generally, in North America, Brazil, the U.K. and in other locations internationally. Factors affected by the economy include our transaction volumes, the credit risk of our customers and changes in tax laws across the globe. These factors affected our businesses in each of our segments.
- *Foreign currency changes*—Our results of operations are significantly impacted by changes in foreign currency exchange rates; namely, by movements of the Australian dollar, Brazilian real, British pound, Canadian dollar, Czech koruna, euro, Mexican peso, and New Zealand dollar, relative to the U.S. dollar. Approximately 50% and 52% of our revenue in the six months ended June 30, 2025 and 2024, respectively, was derived in U.S. dollars and was not affected by foreign currency exchange rates. See "Results of Operations" for information related to foreign currency impact on our total revenue, net.

Our cross-border foreign risk management business aggregates foreign currency exposures arising from customer contracts and economically hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties. These contracts are subject to counterparty credit risk and liquidity risk from collateral calls.

We further manage the impact of economic changes in the value of certain foreign-denominated net assets by utilizing cross currency interest rate swaps. See "Liquidity and capital resources" below for information regarding our cross currency interest rate swaps.

- *Fuel price volatility*—Our Vehicle Payments customers use our products and services primarily in connection with the purchase of fuel. Accordingly, our revenue is affected by fuel prices, which are subject to significant volatility. A change in retail fuel prices could cause a decrease or increase in our revenue from several sources, including fees paid to us based on a percentage of each customer's total purchase. Changes in the absolute price of fuel may also impact unpaid account balances and the late fees and charges based on these amounts. We estimate approximately 8% and 9% of revenues, net were directly impacted by changes in fuel price in both the six months ended June 30, 2025 and 2024, respectively. See "Results of Operations" for information related to the fuel price impact on our total revenues, net.
- *Fuel-price spread volatility*—A portion of our revenue involves transactions where we derive revenue from fuel price spreads, which is the difference between the price charged to a fleet customer for a transaction and the price paid to the merchant for the same transaction. In these transactions, the price paid to the merchant is based on the wholesale cost of fuel. The merchant's wholesale cost of fuel is dependent on several factors including, among others, the factors described above affecting fuel prices. The fuel price that we charge to our customer is dependent on several factors including, among others, the fuel price paid to the merchant, posted retail fuel prices and competitive fuel prices. We experience fuel price spread contraction when the merchant's wholesale cost of fuel increases at a faster rate than the fuel price we charge to our customers, or the fuel price we charge to our customers decreases at a faster rate than the merchant's wholesale cost of fuel. The inverse of these situations produces fuel price spread expansion. We estimate approximately 4% and 5% of revenues, net were directly impacted by fuel price spreads in the six months ended June 30, 2025 and 2024, respectively. See "Results of Operations" for information related to the fuel price spread impact on our total revenues, net.
- *Acquisitions*—Since 2002, we have completed over 100 acquisitions of companies and commercial account portfolios. Acquisitions have been an important part of our growth strategy, and it is our intention to continue to seek opportunities to increase our customer base and diversify our service offering through further strategic acquisitions. The impact of acquisitions has, and may continue to have, a significant impact on our results of operations and may make it difficult to compare our results between periods.
- *Interest rates*—From January 1, 2022 to July 27, 2023, the U.S. Federal Open Market Committee increased the target federal funds rate eleven times for a total rate increase of 5.25% and on September 18, 2024, November 7, 2024 and December 18, 2024, lowered the target federal funds rate by 0.50%, 0.25% and 0.25%, respectively. Additional rate changes are possible in future periods. We are exposed to market risk changes in interest rates on our debt, particularly in rising interest rate environments, which is partially offset by incremental interest income earned on cash and restricted cash. As of June 30, 2025, we have a number of receive-variable SOFR, pay-fixed interest rate swap derivative contracts with a cumulative notional U.S. dollar value of \$4.5 billion. The objective of these contracts is to reduce the variability of cash flows in the previously unhedged interest payments associated with variable rate debt, the sole source of which is due to changes in SOFR benchmark interest rate. See "Liquidity and capital resources" section below for additional information regarding our derivatives.
- *Expenses*—Over the long term, we expect that our expenses will decrease as a percentage of revenues as our revenues increase, except for expenses related to transaction volume processed. To support our expected revenue growth, we plan to continue to incur additional sales and marketing expense by investing in our direct marketing, third-party agents, internet marketing, telemarketing and field sales force.
- *Taxes*—We pay taxes in various taxing jurisdictions, including the U.S., most U.S. states and many non-U.S. jurisdictions. The tax rates in non-U.S. taxing jurisdictions are different than the U.S. tax rate. Consequently, as our earnings fluctuate between taxing jurisdictions, our effective tax rate fluctuates. Our effective tax rate is also subject to fluctuations driven by the impact of discrete tax items.

The Organization for Economic Co-operation and Development ("OECD"), continues to put forth various initiatives, including Pillar Two rules which introduce a global minimum tax at a rate of 15%. European Union member states agreed to implement the OECD's Pillar Two rules with effective dates of January 1, 2024 and January 1, 2025, for different aspects of the directive and most have already enacted legislation. A number of other countries are also implementing similar legislation. As of June 30, 2025, based on the countries in which we do business that have enacted legislation effective January 1, 2024 and January 1, 2025, the impact of these rules to our financial statements

was not material. This may change as other countries enact similar legislation and further guidance is released. We will continue to closely monitor regulatory developments to assess potential impacts.

On July 4, 2025, the "One Big Beautiful Bill Act" (the "Act") was enacted in the U.S. The Act makes certain tax provisions from the 2017 Tax Cuts and Jobs Act permanent, introduces new tax provisions with varying effective dates, and rolls back certain incentives from the 2022 Inflation Reduction Act, among other provisions. We are in the process of evaluating the impact the Act could have on our financial position, results of operations and cash flows. All impacts from the Act will be reflected in future reporting periods.

## Acquisitions, Investments and Dispositions

### 2025

- In February 2025, we acquired 100% of Gringo, a leading Brazil-based vehicle registration and compliance payment company, for approximately \$153.7 million, net of cash of approximately \$10.2 million. Immediately prior to the acquisition, the Company infused capital equal to the purchase price into Zapay, one of the Company's less than wholly owned subsidiaries, in order for Zapay to complete the acquisition of Gringo. As a result of the capital infusion by the Company, the Company's controlling interest in Zapay increased to approximately 86%. This transaction, which was accounted for separately from the business acquisition, was recorded as an equity transaction. Gringo's digital app and national network help drivers in Brazil pay vehicle taxes, registration and fines. Results from Gringo are reported in our Vehicle Payments segment.
- In April 2025, we expanded our long-standing strategic partnership agreement with Mastercard to deliver an enhanced suite of corporate cross-border payment solutions. The transaction also includes an investment in our Cross-Border business with Mastercard acquiring a 2.8% interest in the Cross-Border business for \$300 million. For six months starting on July 1, 2027 (subject to extension if investment closing is delayed), Mastercard will have the right to sell its interest back to us. If Mastercard does not exercise that right, for four months starting on April 1, 2028 (subject to extension if investment closing is delayed), we will have a reciprocal repurchase right. In each case, the purchase price is the amount of invested capital plus 8% per annum, compounded annually. The investment into our Cross-Border business is expected to close during the second half of 2025.
- In May 2025, we along with TPG formed a limited partnership that, through its wholly owned subsidiaries, entered into a definitive agreement to acquire AvidXchange Holdings, Inc (NASDAQ: AVDX) ("AvidXchange"). AvidXchange is a provider of accounts payable (AP) automation solutions to lower middle market companies with a focus on several verticals including real estate, homeowners associations, financial institutions and media. The transaction is expected to close in the fourth quarter of 2025, subject to regulatory approvals, AvidXchange shareholder approval and other standard closing conditions.

We expect to invest approximately \$550 million for approximately 34% of the equity in the limited partnership for an approximately \$1.9 billion enterprise valuation. The partnership will utilize approximately \$450 million of debt financing to consummate the transaction. TPG will hold approximately 56% of the equity, and the management team of AvidXchange will hold the remainder. In addition to other terms, the limited partnership agreement provides that, 33 months after closing of the AvidXchange acquisition, we will have the right to acquire all the remaining outstanding equity in the limited partnership for approximately 2.5 times invested capital. If, in fact, we achieve our business plan, then this could represent an attractive valuation. If we do not exercise such right to acquire all of the remaining outstanding equity and TPG decides to sell the limited partnership to a third party within a period of 15 months thereafter, we will guarantee a return to our partners, subject to certain limitations, of approximately 1.6 times invested capital. The partnership will ultimately need to sell AvidXchange in 2029 for an approximately similar valuation as today's acquisition price to avoid the requirement to pay any minimum return payment.

- In July 2025, we announced pursuant to Rule 2.7 of the United Kingdom City Code on Takeovers and Mergers a firm intention to make a cash offer to acquire 100% of Alpha Group International plc (LSE: ALPHA) ("Alpha"). The acquisition is to be effected by means of a court-sanctioned scheme (the "Scheme") of arrangement under Part 26 of the UK Companies Act 2006. The acquisition values Alpha at an enterprise valuation of approximately \$2.2 billion. Alpha is a leading provider of B2B cross border foreign exchange solutions to corporations and investment funds in the United Kingdom and Europe. Alpha pioneered alternative bank accounts as a simpler, faster way for investment managers to fund their investments and pay expenses anywhere in Europe. The transaction is expected to close in the

fourth quarter of 2025, subject to shareholder and regulatory approval, court approval of the Scheme and standard closing conditions and will be reflected in our Corporate Payments segment.

- In July 2025, we announced the divestiture of one of our legacy lower growth private label fuel card portfolios. We expect to receive approximately \$60 million in proceeds for the divestiture, which is expected to close in the fourth quarter of 2025. Revenues generated from the portfolio are included in our Vehicle Payments segment.

#### 2024

- In March 2024, we acquired 70% of Zapay, a Brazil-based digital mobility solution for paying vehicle-related taxes and compliance fees, for approximately \$59.5 million, net of cash. As part of the agreement, we have the right to acquire the remainder of Zapay in four years. The majority investment in Zapay further scales our Vehicle Payments business in Brazil.
- In July 2024, we acquired 100% of Paymerang, a U.S. based leader in accounts payables automation solutions, for approximately \$179.2 million, net of cash and cash equivalents and restricted cash acquired of \$309 million. The acquisition expands our presence in several market verticals, including education, healthcare, hospitality and manufacturing. Results from Paymerang are reported in our Corporate Payments segment.
- In December 2024, the Company acquired 100% of GPS Capital Markets, LLC ("GPS") for approximately \$577.1 million, net of cash and cash equivalents acquired of \$190.7 million. GPS provides business-to-business cross-border and treasury management solutions to upper middle market companies, primarily in the U.S. Results from GPS are reported in our Corporate Payments segment.
- In December 2024, we disposed of our merchant solutions business for \$185.5 million, net of cash disposed. Results from our merchant services solution business were previously included in our Vehicle Payments segment.
- During the year ended December 31, 2024, the Company also completed asset acquisitions for approximately \$6.7 million.

## Results of Operations

### Three months ended June 30, 2025 compared to the three months ended June 30, 2024

The following table sets forth selected unaudited consolidated statements of income for the three months ended June 30, 2025 and 2024 (in millions, except percentages)\*.

(Unaudited)	Three Months Ended June 30, 2025	% of Total Revenues, net	Three Months Ended June 30, 2024	% of Total Revenues, net	Increase (decrease)	% Change
<b>Revenues, net:</b>						
Vehicle Payments	\$ 525.5	47.7 %	\$ 510.3	52.3 %	\$ 15.2	3.0 %
Corporate Payments	391.9	35.6 %	288.5	29.6 %	103.4	35.9 %
Lodging Payments	119.8	10.9 %	122.4	12.5 %	(2.6)	(2.1)%
Other	64.8	5.9 %	54.6	5.6 %	10.2	18.8 %
<b>Total revenues, net</b>	<b>1,102.0</b>	<b>100.0 %</b>	<b>975.7</b>	<b>100.0 %</b>	<b>126.3</b>	<b>12.9 %</b>
<b>Consolidated operating expenses:</b>						
Processing	238.5	21.6 %	209.2	21.4 %	29.3	14.0 %
Selling	115.8	10.5 %	95.0	9.7 %	20.7	21.8 %
General and administrative	177.0	16.1 %	153.8	15.8 %	23.2	15.1 %
Depreciation and amortization	91.4	8.3 %	84.3	8.6 %	7.0	8.3 %
<b>Operating income</b>	<b>479.4</b>	<b>43.5 %</b>	<b>433.3</b>	<b>44.4 %</b>	<b>46.1</b>	<b>10.6 %</b>
Other (income) expense, net	(10.6)	(1.0)%	4.5	0.5 %	(15.0)	NM
Interest expense, net	96.9	8.8 %	94.7	9.7 %	2.2	2.3 %
Provision for income taxes	109.0	9.9 %	82.5	8.5 %	26.5	32.1 %
<b>Net income</b>	<b>284.1</b>	<b>25.8 %</b>	<b>251.7</b>	<b>25.8 %</b>	<b>32.4</b>	<b>12.9 %</b>
Less: Net (loss) income attributable to noncontrolling interest	(0.1)	— %	—	— %	(0.1)	NM
<b>Net income attributable to Corpay</b>	<b>\$ 284.2</b>	<b>25.8 %</b>	<b>\$ 251.6</b>	<b>25.8 %</b>	<b>\$ 32.5</b>	<b>12.9 %</b>
<b>Operating income by segment:</b>						
Vehicle Payments	\$ 250.1		\$ 242.0		\$ 8.1	3.3 %
Corporate Payments	161.2		120.6		40.6	33.7 %
Lodging Payments	49.6		56.4		(6.8)	(12.1)%
Other	18.5		14.4		4.1	28.5 %
<b>Total operating income</b>	<b>\$ 479.4</b>		<b>\$ 433.3</b>		<b>\$ 46.1</b>	<b>10.6 %</b>

NM = Not Meaningful

\*The sum of the columns and rows may not calculate due to rounding.

## Consolidated Results

### Consolidated revenues, net

Consolidated revenues were \$1,102.0 million in the three months ended June 30, 2025, an increase of 12.9% compared to the prior period. The increase in consolidated revenues was due primarily to organic growth of 11%, driven by increases in spend and transaction volumes, implementation and ramping of new sales and business initiatives. Consolidated revenues also grew 5% from acquisitions completed in 2024 and 2025. This growth was partially offset by the negative impact of the macroeconomic environment and approximately \$10 million from the disposition of our merchant solutions business in December 2024.

Although we cannot precisely measure the impact of the macroeconomic environment, in total we believe it had a negative impact of approximately \$19 million on our consolidated revenues for the three months ended June 30, 2025 over the comparable period in 2024. This negative impact was driven primarily by unfavorable foreign exchange rates of approximately \$7 million, driven by our Brazil business but partially offset by our UK and Euro-denominated businesses, the unfavorable impact of fuel price spreads of approximately \$7 million and unfavorable fuel prices of approximately \$6 million.

### Consolidated operating expenses

**Processing.** Processing expenses were \$238.5 million in the three months ended June 30, 2025, an increase of 14.0% compared to the prior period. Increases in processing expenses were primarily due to approximately \$14 million of expenses related to acquisitions completed in 2024 and 2025, higher variable expenses driven by increased transaction volumes and investments to drive future growth and higher bad debt of approximately \$3 million due to increased transaction volumes. The increases were partially offset by the impact of foreign exchange rates of approximately \$3 million and the impact of the disposition of our merchant solutions business of approximately \$5 million.

**Selling.** Selling expenses were \$115.8 million in the three months ended June 30, 2025, an increase of 21.8% from the prior period. Increases in selling expenses were primarily due to marketing investments to drive future growth, increased commissions from higher sales volume and approximately \$8 million of expenses related to acquisitions completed in 2024 and 2025.

**General and administrative.** General and administrative expenses were \$177.0 million in the three months ended June 30, 2025, an increase of 15.1% from the prior period. The increase in general and administrative expenses was primarily due to acquisition-related deal fees, information technology investments and approximately \$7 million of expenses related to acquisitions completed in 2024 and 2025.

**Depreciation and amortization.** Depreciation and amortization expenses were \$91.4 million in the three months ended June 30, 2025, an increase of 8.3% from the prior period. Depreciation and amortization expenses increased due to incremental investments in capital expenditures and \$8 million of expenses related to acquisitions completed in 2024 and 2025.

### Consolidated operating income

Consolidated operating income was \$479.4 million in the three months ended June 30, 2025, an increase of 10.6% compared to the prior period due to the reasons discussed above.

**Other (income) expense, net.** Other income, net was \$10.6 million in the three months ended June 30, 2025 primarily due to a gain realized upon the disposition of a cost method investment in the second quarter of 2025.

**Interest expense, net.** Interest expense, net was \$96.9 million in the three months ended June 30, 2025, an increase of \$2.2 million from the prior period. The increase in net interest expense was primarily due to increased borrowings used for acquisitions, partially offset by lower interest rates. The following table sets forth the average interest rates paid on borrowings under our Credit Facility, excluding the related unused facility fees and swaps.

(Unaudited)	Three Months Ended June 30,	
	2025	2024
Term Loan A	5.80 %	6.80 %
Term Loan B	6.07 %	7.17 %
Revolving line of credit A & B (USD)	5.80 %	6.80 %
Revolving line of credit B (GBP)	5.62 %	6.60 %

We have a portfolio of interest rate swaps, which are designated as cash flow hedges and cross-currency interest rate swaps, which are designated as net investment hedges. During the three months ended June 30, 2025, as a result of these swap contracts and net investment hedges, we recorded a benefit to interest expense of \$9.9 million.

**Provision for income taxes.** The provision for income taxes and effective tax rate were \$109.0 million and 27.7%, respectively, for the three months ended June 30, 2025, compared to \$82.5 million and 24.7%, respectively, for the prior period. Income tax expense is based on an estimated annual effective rate, which requires us to make our best estimate of annual pretax accounting income or loss before consideration of tax or benefit discretely recognized in the period in which such occur. Our effective income tax rate for the three months ended June 30, 2025 differs from the U.S. federal statutory rate due primarily to the unfavorable impact of state taxes net of federal benefits, additional taxes on undistributed foreign-sourced income and foreign withholding taxes on interest income from intercompany notes. The effective tax rate increase for the three months ended June 30, 2025 was driven primarily by the mix of earnings, the adoption of Pillar Two legislation, which resulted in a global minimum tax at a rate of 15% that impacted two jurisdictions in which we operate, and due to new state apportionment rules resulting in the revaluation of deferreds in the current period.

**Net income attributable to Corpay.** For the reasons discussed above, our net income attributable to Corpay increased to \$284.2 million, or 12.9%, from the prior period, during the three months ended June 30, 2025.

## **Segment Results**

### **Vehicle Payments**

Vehicle Payments revenues were \$525.5 million in the three months ended June 30, 2025, an increase of 3.0% from the prior period. Vehicle Payments revenues increased primarily due to organic revenue growth of 9% and new sales growth in our international markets and the impact of our acquisitions, which contributed approximately \$4 million. These increases were partially offset by unfavorable changes in foreign exchange rates on revenue of \$10 million, the disposition of our merchant solutions business in December 2024, which lowered revenue by approximately \$10 million, the unfavorable impact of fuel price spreads of approximately \$7 million and unfavorable fuel prices of approximately \$6 million.

Vehicle Payments operating income was \$250.1 million, an increase of 3.3% from the prior period. Vehicle Payments operating income and margin increased in the three months ended June 30, 2025 primarily due to organic revenue growth and the impact of our acquisitions discussed above, partially offset by the unfavorable macroeconomic environment and the impact of the disposition of our merchant solutions business, which resulted in lower operating income of approximately \$6 million.

### **Corporate Payments**

Corporate Payments revenues were \$391.9 million in the three months ended June 30, 2025, an increase of 35.9% from the prior period. Corporate Payments revenues increased primarily due to organic revenue growth of 18%, driven by 19% growth in spend volume, strong new sales in our payables and cross-border solutions and the impact of our acquisitions, which contributed approximately \$42 million in revenues.

Corporate Payments operating income was \$161.2 million in the three months ended June 30, 2025, an increase of 33.7% from the prior period. Corporate Payments operating income increased primarily due to organic revenue growth, integration synergies and the impact of our acquisitions, partially offset by sales investments to grow the business and one-time integration expenses.

### **Lodging Payments**

Lodging Payments revenues were \$119.8 million in the three months ended June 30, 2025, a decrease of 2.1% from the prior period. The decrease in Lodging Payments revenues was primarily due to continued weakness in the airline solution and lower emergency-related activity, partially offset by room night volume increases in the workforce solution.

Lodging Payments operating income was \$49.6 million in the three months ended June 30, 2025, a decrease of 12.1% from the prior period. Lodging Payments operating income and margin declined due to the reasons discussed above.

### **Other**

Other revenues were \$64.8 million in the three months ended June 30, 2025, an increase of 18.8% from the prior period, due to timing of transactions in our Gift business.

Other operating income was \$18.5 million in the three months ended June 30, 2025, an increase of 28.5% from the prior period, primarily due to the reasons discussed above.

## Six months ended June 30, 2025 compared to the six months ended June 30, 2024

The following table sets forth selected unaudited consolidated statements of income for the six months ended June 30, 2025 and 2024 (in millions, except percentages)\*.

(Unaudited)	Six months ended June 30, 2025	% of Total Revenues, net	Six months ended June 30, 2024	% of Total Revenues, net	Increase (decrease)	% Change
<b>Revenues, net:</b>						
Vehicle Payments	\$ 1,012.6	48.0 %	\$ 1,004.3	52.6 %	\$ 8.3	0.8 %
Corporate Payments	744.6	35.3 %	553.9	29.0 %	190.7	34.4 %
Lodging Payments	230.0	10.9 %	233.7	12.2 %	(3.7)	(1.6)%
Other	120.5	5.7 %	119.1	6.2 %	1.4	1.2 %
Total revenues, net	2,107.7	100.0 %	1,911.0	100.0 %	196.7	10.3 %
<b>Consolidated operating expenses:</b>						
Processing	460.4	21.8 %	416.6	21.8 %	43.8	10.5 %
Selling	223.3	10.6 %	189.2	9.9 %	34.1	18.0 %
General and administrative	334.0	15.8 %	305.0	16.0 %	28.9	9.5 %
Depreciation and amortization	183.5	8.7 %	169.1	8.8 %	14.4	8.5 %
Other operating, net	—	NM	0.3	— %	(0.3)	NM
Operating income	906.5	43.0 %	830.7	43.5 %	75.8	9.1 %
Other (income) expense, net	(6.5)	(0.3)%	7.4	0.4 %	(13.9)	NM
Interest expense, net	190.8	9.1 %	183.8	9.6 %	7.0	3.8 %
Loss on extinguishment of debt	1.6	0.1 %	—	— %	1.6	NM
Provision for income taxes	192.6	9.1 %	158.0	8.3 %	34.6	21.9 %
Net income	528.0	25.0 %	481.5	25.2 %	46.5	9.7 %
Less: Net income attributable to noncontrolling interest	0.6	NM	0.1	— %	0.5	NM
Net income attributable to Corpay	\$ 527.4	25.0 %	\$ 481.4	25.2 %	\$ 46.0	9.6 %
<b>Operating income by segment:</b>						
Vehicle Payments	\$ 480.4		\$ 467.7		\$ 12.7	2.7 %
Corporate Payments	297.1		225.3		71.8	31.9 %
Lodging Payments	92.9		103.7		(10.8)	(10.4)%
Other	36.2		34.0		2.2	6.5 %
Total operating income	\$ 906.5		\$ 830.7		\$ 75.8	9.1 %

NM = Not Meaningful

\*The sum of the columns and rows may not calculate due to rounding.

### Consolidated Results

#### Consolidated revenues, net

Consolidated revenues were \$2,107.7 million in the six months ended June 30, 2025, an increase of 10.3% compared to the prior period. The increase in consolidated revenues was due primarily to organic growth of 10%, driven by increases in spend and transaction volumes, implementation and ramping of new sales and business initiatives. Consolidated revenues also grew 5% from acquisitions completed in 2024 and 2025. This growth was partially offset by the negative impact of the macroeconomic environment and approximately \$19 million from the disposition of our merchant solutions business in December 2024.

Although we cannot precisely measure the impact of the macroeconomic environment, in total we believe it had a negative impact of approximately \$70 million on our consolidated revenues for the six months ended June 30, 2025 over the comparable period in 2024, driven primarily by unfavorable foreign exchange rates of approximately \$49 million, mostly in our Brazil business, the unfavorable fuel price spreads of approximately \$13 million and the unfavorable impact of fuel prices of approximately \$9 million.

**Consolidated operating expenses**

**Processing.** Processing expenses were \$460.4 million in the six months ended June 30, 2025, an increase of 10.5% compared to the prior period. Increases in processing expenses were primarily due to approximately \$30 million of expenses related to acquisitions completed in 2024 and 2025, higher variable expenses driven by increased transaction volumes and investments to drive future growth and higher bad debt of \$10 million due to increased transaction volumes. The increases were partially offset by the impact of foreign exchange rates of approximately \$13 million and the impact of the disposition of our merchant solutions business of approximately \$9 million.

**Selling.** Selling expenses were \$223.3 million in the six months ended June 30, 2025, an increase of 18.0% from the prior period. Increases in selling expenses were primarily due to sales and marketing investments to drive future growth, increased commissions from higher sales volume and approximately \$17 million of expenses related to acquisitions completed in 2024 and 2025. The increases were partially offset by the impact of foreign exchange rates of approximately \$4 million.

**General and administrative.** General and administrative expenses were \$334.0 million in the six months ended June 30, 2025, an increase of 9.5% from the prior period. The increase in general and administrative expenses was primarily due to acquisition-related deal fees, information technology investments and approximately \$14 million of expenses related to acquisitions completed in 2024 and 2025. The increases were partially offset by the impact of foreign exchange rates of approximately \$3 million and lower stock-based compensation expense.

**Depreciation and amortization.** Depreciation and amortization expenses were \$183.5 million in the six months ended June 30, 2025, an increase of 8.5% from the prior period. Depreciation and amortization expenses increased due to incremental investments in capital expenditures and approximately \$16 million of expenses related to acquisitions completed in 2024 and 2025. These increases were offset by the impact of foreign exchange rates of approximately \$3 million.

**Consolidated operating income**

Operating income was \$906.5 million in the six months ended June 30, 2025, an increase of 9.1% compared to the prior period. The increase in operating income was primarily due to the reasons discussed above.

**Other (income) expense, net.** Other income, net was \$6.5 million in the six months ended June 30, 2025 primarily due to the disposition of a cost method investment in the second quarter of 2025, as compared to other expense, net of \$7.4 million for the six months ended June 30, 2024 primarily due to the impact of fluctuations in foreign exchange rates on non-functional currency balances.

**Interest expense, net.** Interest expense, net was \$190.8 million in the six months ended June 30, 2025, an increase of \$7.0 million from the prior period. The increase in interest expense was primarily due to increased borrowings used for acquisitions, partially offset by lower interest rates and higher interest income due to higher rates. The following table sets forth the average interest rates paid on borrowings under our Credit Facility, excluding the related unused facility fees and swaps.

(Unaudited)	Six Months Ended June 30,	
	2025	2024
Term Loan A	5.80 %	6.81 %
Term Loan B	6.08 %	7.18 %
Revolving line of credit A & B (USD)	5.81 %	6.80 %
Revolving line of credit B (GBP)	5.62 %	6.60 %

We have a portfolio of interest rate swaps, which are designated as cash flow hedges and cross-currency interest rate swaps, which are designated as net investment hedges. During the six months ended June 30, 2025, as a result of these swap contracts and net investment hedges, we recorded a benefit to interest expense, net of \$19.7 million.

**Provision for income taxes.** The provision for income taxes and effective tax rate were \$192.6 million and 26.7% for the six months ended June 30, 2025, compared to \$158.0 million and 24.7% for the prior period. Income tax expense is based on an estimated annual effective rate, which requires us to make our best estimate of annual pretax accounting income or loss before consideration of tax or benefit discretely recognized in the period in which such occur. The increase in the provision for income taxes for the six months ending June 30, 2025 over the comparable period in 2024 was due to the mix of earnings, the adoption of Pillar Two legislation, which resulted in a global minimum tax at a rate of 15% that impacted two jurisdictions in which we operate, and due to new state apportionment rules resulting in the revaluation of deferreds in the current period.

**Net income attributable to Corpay.** For the reasons discussed above, our net income attributable to Corpay increased to \$527.4 million in the six months ended June 30, 2025, an increase of 9.6% from the prior period.

## ***Segment Results***

### ***Vehicle Payments***

Vehicle Payments revenues were \$1,012.6 million in the six months ended June 30, 2025, an increase of 0.8%, from the prior period. Vehicle Payments revenues increased primarily due to organic revenue growth of 8% driven by new sales growth and the impact of acquisitions, which contributed approximately \$13 million in revenue. These increases were partially offset by unfavorable exchange rates on revenue of \$47 million, the disposition of our merchant solutions business in December 2024, which lowered revenue by approximately \$19 million, the unfavorable impact of fuel price spreads of approximately \$13 million and unfavorable fuel prices of approximately \$8 million.

Vehicle Payments operating income was \$480.4 million in the six months ended June 30, 2025, an increase of 2.7% from the prior period primarily due to organic revenue growth and the impact of our acquisitions discussed above, partially offset by the unfavorable macroeconomic environment and the impact of the disposition of our merchant solutions business, which resulted in lower operating income of approximately \$11 million.

### ***Corporate Payments***

Corporate Payments revenues were \$744.6 million in the six months ended June 30, 2025, an increase of 34.4%, from the prior period. Corporate Payments revenues increased primarily due to organic revenue growth of 18%, driven by a 19% growth in spend volume, strong new sales in our payables and cross-border solutions and the impact of our acquisitions, which contributed approximately \$78 million in revenue.

Corporate Payments operating income was \$297.1 million in the six months ended June 30, 2025, an increase of 31.9% from the prior period. Corporate Payments operating income increased primarily due to reasons discussed above and integration synergies, partially offset by sales investments to grow the business and one-time integration expenses.

### ***Lodging Payments***

Lodging Payments revenues were \$230.0 million in the six months ended June 30, 2025, a decrease of 1.6% from the prior period. The decrease in Lodging Payments revenues was primarily due to a decline in room nights in our airline business from prior year, partially offset by room night volume increases in the workforce solution.

Lodging Payments operating income was \$92.9 million in the six months ended June 30, 2025, a decrease of 10.4% from the prior period. Lodging Payments operating income and margin declined from the prior period due to the reasons discussed above.

### ***Other***

Other revenues were \$120.5 million in the six months ended June 30, 2025, an increase of 1.2% from the prior period, driven by the timing of gift card sales and increases in gift card transaction volume, partially offset by declines in our payroll card business.

Other operating income was \$36.2 million in the six months ended June 30, 2025, an increase of 6.3% from the prior period due to the reasons discussed above.

## **Liquidity and capital resources**

Our principal liquidity requirements are to service and repay our indebtedness, make acquisitions of businesses and commercial account portfolios, repurchase shares of our common stock and meet working capital, tax and capital expenditure needs.

**Sources of liquidity.** We believe that our current level of cash and borrowing capacity under our Credit Facility, Securitization Facility (as defined below) and other facilities (each discussed below), together with expected future cash flows from operations, will be sufficient to meet the needs of our existing operations and planned requirements for at least the next 12 months and into the foreseeable future, based on our current assumptions. At June 30, 2025, we had approximately \$3.5 billion in total liquidity, consisting of approximately \$1.4 billion available under our Credit Facility and unrestricted cash of \$2.2 billion, a portion of which includes customer deposits or is required for working capital and regulatory purposes. Restricted cash primarily represents customer deposits repayable on demand held in certain geographies with legal restrictions, customer funds held for the benefit of others, collateral received from customers for cross-currency transactions in our cross-border business, which is restricted from use other than to repay customer deposits and to secure and settle cross-currency transactions, and collateral posted with banks for hedging positions in our cross-border business.

We also utilize the Securitization Facility to finance a portion of our domestic receivables, to lower our cost of borrowing and more efficiently use capital. Accounts receivable collateralized within our Securitization Facility relate to trade receivables resulting primarily from charge card activity in Vehicle Payments and Corporate Payments and receivables related to our Lodging Payments business in the U.S. We also consider the available and undrawn amounts under our Securitization Facility and Credit Facility as funds available for working capital purposes and acquisitions. At June 30, 2025, we had no additional liquidity under our Securitization Facility.

We have determined that outside basis differences associated with our investments in foreign subsidiaries would not result in a material deferred tax liability, and, consistent with our assertion that these amounts continue to be indefinitely invested, have not recorded incremental income taxes for the additional outside basis differences.

### Cash flows

The following table summarizes our cash flows for the six month periods ended June 30, 2025 and 2024 (in millions).

(Unaudited)	Six Months Ended June 30,	
	2025	2024
Net cash provided by operating activities	\$ 1,066.1	\$ 891.1
Net cash used in investing activities	\$ (222.6)	\$ (146.6)
Net cash provided by (used in) financing activities	\$ 78.4	\$ (239.2)

**Operating activities.** Net cash provided by operating activities was \$1,066.1 million in the six months ended June 30, 2025, compared to \$891.1 million in the comparable prior period. This increase in operating cash flows was primarily driven by changes in working capital.

**Investing activities.** Net cash used in investing activities was \$222.6 million in the six months ended June 30, 2025 compared to \$146.6 million in the comparable prior period. The increase in cash used for investing activities was primarily due to incremental spending on acquisitions completed in 2025 over the comparable period in 2024. Additionally, our capital expenditures were \$97.4 million in the six months ended June 30, 2025, an increase of \$12.1 million, or 14%, from \$85.3 million in the comparable prior period due to the impact of acquisitions and continued investments in technology. The increase was partially offset by the sale of a cost method investment during the second quarter of 2025.

**Financing activities.** Net cash provided by financing activities was \$78.4 million in the six months ended June 30, 2025 compared to net cash used in financing activities of \$239.2 million in the comparable prior period. This change in financing cash flows was primarily due to a decrease in outflows for repurchases of common stock of \$856.2 million in 2025 over the comparable period in 2024, partially offset by a decrease in net borrowings on our Credit Facility and Securitization Facility of \$484.3 million in 2025 versus 2024.

### Credit Facility

Corpay Technologies Operating Company, LLC, and certain of our domestic and foreign owned subsidiaries, as designated co-borrowers (the "Borrowers"), are parties to a \$8.25 billion Credit Agreement (the "Credit Agreement"), with Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer and a syndicate of financial institutions (the "Lenders"), which has been amended multiple times. The Credit Agreement provides for senior secured credit facilities (collectively, the "Credit Facility") consisting of a revolving credit facility in the amount of \$1.8 billion, a Term Loan A facility in the amount of \$3.3 billion and a Term Loan B facility in the amount of \$3.2 billion. The revolving credit facility consists of (a) a revolving A credit facility in the amount of \$1.3 billion, with sublimits for letters of credit and swing line loans and (b) a revolving B facility in the amount of \$500 million with borrowings in U.S. dollars, euros, British pounds, Japanese yen or other currency as agreed in advance and a sublimit for swing line loans. Proceeds from the credit facilities may be used for working capital purposes, acquisitions and other general corporate purposes. The maturity date for the Term Loan A and revolving credit facilities A and B is June 24, 2027. The Term Loan B has a maturity date of April 30, 2028.

On February 20, 2025, we entered into the sixteenth amendment to the Credit Agreement. The amendment increased the Term Loan B commitments by \$750 million. We primarily used the Term Loan B proceeds to pay down existing borrowings under the revolving credit facility. The maturity dates and the interest rates for the revolving credit facility, Term Loan A and Term Loan B commitments were unchanged by this amendment.

At June 30, 2025, the interest rate on the Term Loan A was 5.80%, the interest rate on the Term Loan B was 6.08%, and the interest rate on the Revolving A and B facilities (USD borrowings) was 5.80%. The unused credit facility fee was 0.25% at June 30, 2025.

At June 30, 2025, we had \$3.0 billion in borrowings outstanding on the Term Loan A, net of discounts and debt issuance costs, \$3.1 billion in borrowings outstanding on the Term Loan B, net of discounts and debt issuance costs and \$0.4 billion outstanding on the revolving credit facilities. We have unamortized debt issuance costs of \$2.7 million related to the revolving credit facilities as of June 30, 2025 recorded within other assets in the Unaudited Consolidated Balance Sheets. We have unamortized debt discounts and debt issuance costs of \$19.7 million related to our Term Loans at June 30, 2025 recorded in notes payable and other obligations, net of current portion within the Unaudited Consolidated Balance Sheets.

During the six months ended June 30, 2025, we made borrowings of \$750.0 million on the Term Loans, principal payments of \$98.6 million on the Term Loans and net payments of \$843.0 million on the revolving credit facilities.

As of June 30, 2025, we were in compliance with each of the financial and non-financial covenants under the Credit Agreement.

### **Securitization Facility**

We are party to a \$1.8 billion receivables purchase agreement among Corpay Funding LLC, as seller, PNC Bank, National Association as administrator, and various purchaser agents, conduit purchasers and related committed purchasers parties thereto. The Securitization Facility matures on the earlier of January 24, 2028 or the first maturity date of any loan under the Credit Agreement, which is June 24, 2027. At June 30, 2025, the interest rate on the Securitization Facility was 5.31%.

The Securitization Facility provides for certain termination events, which includes nonpayment, upon the occurrence of which the administrator may declare the facility termination date to have occurred, may exercise certain enforcement rights with respect to the receivables and may appoint a successor servicer, among other things.

We were in compliance with all financial and non-financial covenant requirements related to our Securitization Facility as of June 30, 2025.

### **Other Facilities**

We carefully monitor and manage initial and variation margin requirements for our cross-border solutions, which can result in transitory periods of elevated liquidity needs in cases where the currency market experiences disruption. In order to help mitigate that liquidity risk, we have entered into facilities intended to provide additional means to manage working capital needs for our cross-border solutions.

We have four uncommitted overdraft facilities with a combined capacity of \$205.0 million, which may be accessible via written request and corresponding authorization from the applicable lenders. There is no guarantee the uncommitted capacity will be available to us on a future date. Interest on drawn balances accrues under the agreements at either (a) at a fixed rate equal to the lender's reference rate or the Federal Funds Effective Rate (as defined in the respective agreements) plus either 1% or 1.25% or (b) SOFR plus 1.25%. As of June 30, 2025, we had no borrowings outstanding under the uncommitted credit facilities.

We also have a 364-day committed revolving credit facility with a total commitment of \$70.0 million and maturity date of February 20, 2026. Borrowings under this facility will bear interest at the borrower's option at a rate equal to (a) Term SOFR (as defined in the agreement) plus 1.25% or (b) the Base Rate (determined by reference to the greatest of (i) the Federal Funds Effective Rate, at that time, plus 0.50%, (ii) the Prime Rate, at that time, and (iii) Term SOFR (as defined in the agreement) at such time plus 1.00%). As of June 30, 2025, we had no borrowings outstanding under the committed credit facility.

### **Cash Flow Hedges**

As of June 30, 2025, we had the following outstanding interest rate swap derivatives that qualify as hedging instruments within designated cash flow hedges of variable interest rate risk (in millions):

<b>Notional Amount</b>	<b>Weighted Average Fixed Rate</b>	<b>Maturity Date</b>
\$500	4.01%	7/31/2025
\$500	3.80%	1/31/2026
\$1,500	4.15%	7/31/2026
\$750	4.14%	1/31/2027
\$500	4.19%	7/31/2027
\$250	4.00%	1/31/2028
\$500	3.19%	7/31/2028

The purpose of these contracts is to reduce the variability of cash flows in interest payments associated with \$4.5 billion of unspecified variable rate debt, the sole source of which is due to changes in the SOFR benchmark interest rate. For each of these swap contracts, we pay a fixed monthly rate and receive one month SOFR.

Our cash flow hedges resulted in a \$7.8 million reduction in interest expense, net during the six months ended June 30, 2025.

In July 2025, we entered into two additional receive-variable SOFR, pay-fixed interest rate swap derivative contracts with a total notional U.S. dollar value of \$500 million to replace our previous interest rate swap derivative contracts with an equivalent notional value that matured on July 31, 2025. The maturity dates of the new interest rate swap contracts are January 31, 2029 and July 31, 2029.

### ***Net Investment Hedges***

We enter into cross-currency interest rate swaps that are designated as net investment hedges of our investments in foreign-denominated operations. Such contracts effectively convert the U.S. dollar equivalent notional amounts to obligations denominated in the respective foreign currency and partially offset the impact of changes in currency rates on such foreign-denominated net investments. These contracts also create a positive interest differential on the U.S. dollar-denominated portion of the swaps, resulting in interest rate savings on the USD notional. Upon maturity of a net investment hedge, if not rolled over or restructured, the final exchange may require a cash settlement based on the differential in prevailing exchange rates versus the initial rate in the hedge. This could result in a significant cash payment depending on market conditions at the time of settlement.

At June 30, 2025, we had the following cross-currency interest rate swaps designated as net investment hedges of our investments in foreign-denominated operations:

	<b>U.S. dollar equivalent notional (in millions)</b>	<b>Fixed Rates</b>	<b>Maturity Date</b>
Euro (EUR)	\$500	2.15%	5/26/2026
Canadian Dollar (CAD)	\$800	1.350%	1/24/2028
British Pound (GBP)	\$750	0.317%	5/8/2028

Hedge effectiveness is tested based on changes in the fair value of the cross-currency swaps due to changes in the USD/foreign currency spot rates. We anticipate perfect effectiveness of the designated hedging relationships and records changes in the fair value of the cross-currency interest rate swaps associated with changes in the spot rate through accumulated other comprehensive loss. Excluded components associated with the forward differential are recognized directly in earnings as interest expense, net. We recognized a benefit of \$11.9 million in interest expense, net for the six months ended June 30, 2025 related to these excluded components.

### ***Stock Repurchase Program***

On February 4, 2016, we announced that our Board approved a stock repurchase program (as updated from time to time, the "Program") authorizing us to repurchase up to \$9.1 billion of our common stock from time to time until February 4, 2026. Since the beginning of the Program through June 30, 2025, 33,340,243 shares have been repurchased for an aggregate purchase price

of \$7.9 billion, leaving us up to \$1.2 billion of remaining authorization available under the Program for future repurchases of shares of our common stock.

Under the Program, any stock repurchases may be made at times and in such amounts as deemed appropriate by management. The timing and amount of stock repurchases, if any, will depend on a variety of factors including the stock price, market conditions, corporate and regulatory requirements and any additional constraints related to material inside information we may possess. Any repurchases have been and are expected to be funded by a combination of available cash flow from the business, working capital and debt.

### ***Acquisition***

In July 2025, we announced pursuant to Rule 2.7 of the United Kingdom City Code on Takeovers and Mergers a firm intention to make a cash offer to acquire 100% of Alpha Group International plc (LSE: ALPHA) ("Alpha"). The acquisition is to be effected by means of a court-sanctioned scheme of arrangement under Part 26 of the UK Companies Act 2006. The acquisition values Alpha at an enterprise valuation of approximately \$2.2 billion. Alpha is a leading provider of B2B cross border foreign exchange solutions to corporations and investment funds in the United Kingdom and Europe. Alpha pioneered alternative bank accounts as a simpler, faster way for investment managers to fund their investments and pay expenses anywhere in Europe.

The transaction is expected to close in the fourth quarter of 2025, subject to shareholder and regulatory approval, court approval of the Scheme and standard closing conditions and will be reflected in our Corporate Payments segment. We expect to fund the acquisition through a combination of cash, debt, bank capital optimization and non-core divestitures.

On July 23, 2025, we entered into a bridge term loan credit agreement with BOFA Securities, Inc., Barclays Bank PLC and JPMorgan Chase Bank, N.A., pursuant to which, among other things, those lenders have committed to provide debt financing, consisting of a £1.875 billion bridge facility (the "Bridge Facility"), to fund the cash consideration payable pursuant to the acquisition and to fund costs and expenses in connection with the acquisition. The obligation of the lenders to provide the financing contemplated by the Bridge Facility is subject to a number of customary conditions.

### ***Asset Divestiture***

In July 2025, we announced the divestiture of one of our legacy lower growth private label fuel card portfolios. We expect to receive approximately \$60 million in proceeds for the divestiture, which is expected to close in the fourth quarter of 2025. Revenues generated from the portfolio are included in our Vehicle Payments segment.

### ***Strategic Partnership***

In April 2025, we expanded our long-standing strategic partnership agreement with Mastercard to deliver an enhanced suite of corporate cross-border payment solutions. The transaction also includes an investment in our Cross-Border business with Mastercard acquiring a 2.8% interest in the Cross-Border business for \$300 million. For six months starting on July 1, 2027 (subject to extension if investment closing is delayed), Mastercard will have the right to sell its interest back to us. If Mastercard does not exercise that right, for four months starting on April 1, 2028 (subject to extension if investment closing is delayed), we will have a reciprocal repurchase right. In each case, the purchase price is the amount of invested capital plus 8% per annum, compounded annually. The investment into our Cross-Border business is expected to close during the second half of 2025.

### ***Minority Investment***

In May 2025, we along with TPG formed a limited partnership that, through its wholly owned subsidiaries, entered into a definitive agreement to acquire AvidXchange Holdings, Inc (NASDAQ: AVDX) ("AvidXchange"). AvidXchange is a provider of accounts payable (AP) automation solutions to lower middle market companies with a focus on several verticals including real estate, homeowners associations, financial institutions and media. The transaction is expected to close in the fourth quarter of 2025, subject to regulatory approvals, AvidXchange shareholder approval and other standard closing conditions.

We expect to invest approximately \$550 million for approximately 34% of the equity in the limited partnership for an approximately \$1.9 billion enterprise valuation. The partnership will utilize approximately \$450 million of debt financing to consummate the transaction. TPG will hold approximately 56% of the equity, and the management team of AvidXchange will hold the remainder. In addition to other terms, the limited partnership agreement provides that, 33 months after closing of the AvidXchange acquisition, we will have the right to acquire all the remaining outstanding equity in the limited partnership for approximately 2.5 times invested capital. If, in fact, we achieve our business plan, then this could represent an attractive valuation. If we do not exercise such right to acquire all of the remaining outstanding equity and TPG decides to sell the limited partnership to a third party within a period of 15 months thereafter, we will guarantee a return to our partners, subject to certain limitations, of approximately 1.6 times invested capital. The partnership will ultimately need to sell AvidXchange in 2029 for an approximately similar valuation as today's acquisition price to avoid the requirement to pay any minimum return payment.

### **Critical accounting estimates**

In applying the accounting policies that we use to prepare our consolidated financial statements, we necessarily make accounting estimates that affect our reported amounts of assets, liabilities, revenues and expenses. Some of these estimates require us to make assumptions about matters that are highly uncertain at the time we make the accounting estimates. We base these assumptions and the resulting estimates on historical information and other factors that we believe to be reasonable under the circumstances, and we evaluate these assumptions and estimates on an ongoing basis. In many instances, however, we reasonably could have used different accounting estimates and, in other instances, changes in our accounting estimates could occur from period to period, with the result in each case being a material change in the financial statement presentation of our financial condition or results of operations. We refer to estimates of this type as critical accounting estimates.

Accounting estimates necessarily require subjective determinations about future events and conditions. During the three months ended June 30, 2025, we have not adopted any new critical accounting policies that had a significant impact upon our consolidated financial statements, have not changed any critical accounting policies and have not changed the application of any critical accounting policies from the -year ended December 31, 2024. For critical accounting policies, refer to the Critical Accounting Estimates in Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2024 and our summary of significant accounting policies in Note 1 of our Notes to the Unaudited Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

### **Management’s Use of Non-GAAP Financial Measures**

We have included in the discussion above certain financial measures that were not prepared in accordance with GAAP. Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP. Below, we define the non-GAAP financial measures, provide a reconciliation of each non-GAAP financial measure to the most directly comparable financial measure calculated in accordance with GAAP and discuss the reasons that we believe this information is useful to management and may be useful to investors. Because our non-GAAP financial measures are not standardized measures, they may not be directly comparable with the non-GAAP financial measures of other companies using the same or similar non-GAAP financial measures. Although management uses these non-GAAP measures to set goals and measure performance, they have no standardized meaning prescribed by GAAP. These non-GAAP measures are presented solely to permit investors to more fully understand how our management assesses underlying performance. These non-GAAP measures are not, and should not be viewed as, a substitute for GAAP measures and should be viewed in conjunction with our GAAP financial statements and financial measures. As a result, such non-GAAP measures have limits in their usefulness to investors.

***Organic Revenues, net by KPI.*** Organic revenue growth is calculated as revenue in the current period adjusted for the impact of changes in the macroeconomic environment (to include fuel price, fuel price spreads and changes in foreign exchange rates) over revenue in the comparable prior period adjusted to include or remove the impact of acquisitions and/or divestitures and non-recurring items that have occurred subsequent to that period. We define the pro forma and macro adjusted revenue as revenue, net as reflected in our statement of income, adjusted to eliminate the impact of the macroeconomic environment and the impact of acquisitions and dispositions. The macroeconomic environment impact includes the impact that market fuel price spreads, fuel prices and foreign exchange rates have on our business. We use pro forma and macro adjusted revenue and transactions to evaluate the organic growth in our revenue and the associated transactions. We believe that organic revenue growth is useful to investors for understanding the performance of Corpay.

Set forth below is a reconciliation of pro forma and macro adjusted revenue and key performance metric by segment, used to calculate organic revenue growth, to the most directly comparable GAAP measure, revenue, net and key performance metric (in millions):\*

(Unaudited)	Revenues, net		Key Performance Metric	
	Three Months Ended June 30, 2025		Three Months Ended June 30, 2025	
	2025	2024	2025	2024
<b>VEHICLE PAYMENTS - TRANSACTIONS</b>				
Pro forma and macro adjusted	\$ 548.4	\$ 504.2	222.6	207.9
Impact of acquisitions/dispositions	—	6.0	—	(0.6)
Impact of fuel prices/spread	(12.6)	—	—	—
Impact of foreign exchange rates	(10.3)	—	—	—
As reported	\$ 525.5	\$ 510.3	222.6	207.3
<b>CORPORATE PAYMENTS - SPEND</b>				
Pro forma and macro adjusted	\$ 389.1	\$ 330.6	\$ 58,114	\$ 48,701
Impact of acquisitions/dispositions	—	(42.1)	—	(5,823)
Impact of fuel prices/spread	—	—	—	—
Impact of foreign exchange rates	2.9	—	—	—
As reported	\$ 391.9	\$ 288.5	\$ 58,114	\$ 42,878
<b>LODGING PAYMENTS - ROOM NIGHTS</b>				
Pro forma and macro adjusted	\$ 119.5	\$ 122.4	8.7	8.8
Impact of acquisitions/dispositions	—	—	—	—
Impact of fuel prices/spread	—	—	—	—
Impact of foreign exchange rates	0.3	—	—	—
As reported	\$ 119.8	\$ 122.4	8.7	8.8
<b>OTHER<sup>1</sup> - TRANSACTIONS</b>				
Pro forma and macro adjusted	\$ 64.4	\$ 54.6	412.6	356.7
Impact of acquisitions/dispositions	—	—	—	—
Impact of fuel prices/spread	—	—	—	—
Impact of foreign exchange rates	0.4	—	—	—
As reported	\$ 64.8	\$ 54.6	412.6	356.7
<b>CORPAY CONSOLIDATED REVENUES, NET</b>				
Pro forma and macro adjusted	\$ 1,121.4	\$ 1,011.8	Intentionally Left Blank	
Impact of acquisitions/dispositions	—	(36.1)		
Impact of fuel prices/spread <sup>2</sup>	(12.6)	—		
Impact of foreign exchange rates <sup>2</sup>	(6.7)	—		
As reported	\$ 1,102.0	\$ 975.7		

\* Columns may not calculate due to rounding.

<sup>1</sup> Other includes Gift and Payroll Card operating segments.

<sup>2</sup> Revenues reflect the negative impact of movements in foreign exchange rates of approximately \$7 million, negative fuel price spreads of approximately \$7 million and approximately \$6 million negative impact from fuel prices.

**Adjusted net income attributable to Corpay and adjusted net income per diluted share attributable to Corpay.** We have defined the non-GAAP measure adjusted net income attributable to Corpay as net income attributable to Corpay as reflected in our statement of income, adjusted to eliminate (a) non-cash stock-based compensation expense related to stock-based compensation awards, (b) amortization of deferred financing costs, discounts, intangible assets, amortization of the premium recognized on the purchase of receivables and amortization attributable to Corpay's noncontrolling interest, (c) integration and deal related costs, and (d) other non-recurring items, including unusual credit losses, certain discrete tax items, the impact of business dispositions, impairment losses, asset write-offs, restructuring costs, loss on extinguishment of debt, taxes associated with stock-based compensation programs, losses and gains on foreign currency transactions and legal settlements and related legal fees. We adjust net income for the tax effect of adjustments using our effective income tax rate, exclusive of certain discrete tax items. We calculate adjusted net income attributable to Corpay and adjusted net income per diluted share attributable to Corpay to eliminate the effect of items that we do not consider indicative of our core operating performance. We have defined the non-GAAP measure adjusted net income per diluted share attributable to Corpay as the calculation previously noted divided by the weighted average diluted shares outstanding as reflected in our statement of income.

Adjusted net income attributable to Corpay and adjusted net income per diluted share attributable to Corpay are supplemental measures of operating performance that do not represent and should not be considered as an alternative to net income, net income per diluted share or cash flow from operations, as determined by GAAP. We believe it is useful to exclude non-cash

stock-based compensation expense from adjusted net income because non-cash equity grants made at a certain price and point in time do not necessarily reflect how our business is performing at any particular time and stock-based compensation expense is not a key measure of our core operating performance. We also believe that amortization expense can vary substantially from company to company and from period to period depending upon their financing and accounting methods, the fair value and average expected life of their acquired intangible assets, their capital structures and the method by which their assets were acquired; therefore, we have excluded amortization expense from our adjusted net income. Integration and deal related costs represent business acquisition transaction costs, professional services fees, short-term retention bonuses and system migration costs, etc., that are not indicative of the performance of the underlying business. We also believe that certain expenses, certain discrete tax items, gains on business disposition, recoveries (e.g. legal settlements, write-off of customer receivable, etc.), gains and losses on investments, taxes related to stock-based compensation programs and impairment losses do not necessarily reflect how our investments and business are performing. We adjust net income for the tax effect of each of these adjustments using the effective tax rate during the period, exclusive of certain discrete tax items.

Management uses adjusted net income attributable to Corpay, adjusted net income per diluted share attributable to Corpay, organic revenue growth, EBITDA and adjusted EBITDA:

- as measurements of operating performance because they assist us in comparing our operating performance on a consistent basis;
- for planning purposes, including the preparation of our internal annual operating budget;
- to allocate resources to enhance the financial performance of our business; and
- to evaluate the performance and effectiveness of our operational strategies.

Set forth below is a reconciliation of adjusted net income attributable to Corpay and adjusted net income per diluted share attributable to Corpay to the most directly comparable GAAP measure, net income attributable to Corpay and net income per diluted share attributable to Corpay (in thousands, except shares and per share amounts)\*:

(Unaudited)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income attributable to Corpay	\$ 284,168	\$ 251,625	\$ 527,401	\$ 481,394
Net income per diluted share attributable to Corpay	\$ 3.98	\$ 3.52	\$ 7.38	\$ 6.64
Stock-based compensation	28,868	27,108	47,234	52,087
Amortization <sup>1</sup>	64,137	56,881	130,203	114,739
Loss on extinguishment of debt	—	—	1,596	—
Integration and deal related costs	14,452	7,128	25,841	11,363
Restructuring and related costs <sup>2</sup>	3,330	1,872	6,130	6,254
Other <sup>2</sup>	(6,625)	4,433	467	8,045
Total pre-tax adjustments	104,162	97,422	211,471	192,488
Income taxes <sup>3</sup>	(27,840)	(24,064)	(55,456)	(47,579)
Discrete tax items <sup>4</sup>	5,931	—	5,931	—
Adjusted net income attributable to Corpay	\$ 366,421	\$ 324,983	\$ 689,347	\$ 626,303
Adjusted net income per diluted share attributable to Corpay	\$ 5.13	\$ 4.55	\$ 9.64	\$ 8.64
Diluted shares	71,429	71,497	71,494	72,516

<sup>1</sup> Includes amortization related to intangible assets, premium on receivables, deferred financing costs and debt discounts.

<sup>2</sup> Includes losses and gains on foreign currency transactions, certain legal expenses, amortization expense attributable to the Company's noncontrolling interest, taxes associated with stock-based compensation programs and a loss on an economic hedge of a foreign-denominated purchase price of an acquisition and a gain on sale of a cost method investment.

<sup>3</sup> Represents provision for income taxes of pre-tax adjustments.

<sup>4</sup> Represents discrete non-cash tax provision recognized in the second quarter of 2025 related to the remeasurement of deferred tax assets and liabilities as a result of a tax law change in California.

\*Columns may not calculate due to rounding.

**EBITDA, Adjusted EBITDA and Adjusted EBITDA margin.** EBITDA is defined as earnings before interest, income taxes, interest expense, net, other (income) expense, net, depreciation and amortization, loss on extinguishment of debt, goodwill impairment, investment loss/gain and other operating, net. Adjusted EBITDA is defined as EBITDA further adjusted for stock-based compensation expense and other one-time items including certain legal expenses, restructuring costs and integration and deal related costs. Adjusted EBITDA margin is defined as adjusted EBITDA as a percentage of revenue.

The following table reconciles EBITDA, adjusted EBITDA and adjusted EBITDA margin to net income (in millions)\*:

(Unaudited)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income from operations	\$ 284.1	\$ 251.7	\$ 528.0	\$ 481.5
Provision for income taxes	109.0	82.5	192.6	158.0
Interest expense, net	96.9	94.7	190.8	183.8
Other (income) expense, net	(10.6)	4.5	(6.5)	7.4
Depreciation and amortization	91.4	84.3	183.5	169.1
Loss on extinguishment of debt	—	—	1.6	—
Other operating, net	—	—	—	0.3
EBITDA	<u>\$ 570.7</u>	<u>\$ 517.7</u>	<u>\$ 1,090.0</u>	<u>\$ 1,000.1</u>
Stock-based compensation	\$ 28.9	\$ 27.1	\$ 47.2	\$52.1
Other addbacks <sup>1</sup>	21.0	9.6	38.7	18.7
Adjusted EBITDA	<u>\$ 620.6</u>	<u>\$ 554.4</u>	<u>\$ 1,176.0</u>	<u>\$ 1,070.9</u>
Revenues, net	\$ 1,102.0	\$ 975.7	\$ 2,107.7	\$ 1,911.0
Adjusted EBITDA margin	56.3 %	56.8 %	55.8 %	56.0 %

<sup>1</sup> Includes certain legal expenses, restructuring costs and integration and deal related costs

\* Columns may not calculate due to rounding.

## Special Cautionary Notice Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws. Statements that are not historical facts, including statements about Corpay's beliefs, expectations and future performance, are forward-looking statements. Forward-looking statements can be identified by the use of words such as "anticipate," "intend," "believe," "estimate," "plan," "seek," "project" or "expect," "may," "will," "would," "could" or "should," the negative of these terms or other comparable terminology.

These forward-looking statements are not a guarantee of performance, and you should not place undue reliance on such statements. We have based these forward-looking statements largely on our current expectations and projections about future events. Forward-looking statements are subject to many uncertainties and other variable circumstances, including those discussed in "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the Securities and Exchange Commission on February 27, 2025, many of which are outside of our control, that could cause our actual results and experience to differ materially from any forward-looking statement.

Forward-looking statements may not be realized due to a variety of factors, including, without limitation:

- the impact of macroeconomic conditions, including any recession or economic downturn that has occurred or may occur in the future, and whether expected trends, including retail fuel prices, fuel price spreads, fuel transaction patterns, electric vehicles, retail lodging prices, foreign exchange rates and interest rates develop as anticipated and our ability to develop successful strategies if these trends change;
- our ability to successfully execute our strategic plan and portfolio review, manage our growth and achieve our performance targets;
- our ability to attract new and retain existing partners, merchants, and providers, their promotion and support of our products, and their financial performance;
- our ability to successfully manage the derivative financial instruments that we use in our Cross-Border solution to reduce our exposure to various market risks, including changes in foreign exchange rates;
- the failure of management assumptions and estimates, as well as differences in, and changes to, economic, market, interest rate, interchange fees, foreign exchange rates, and credit conditions, including changes in borrowers' credit risks and payment behaviors;
- the risk of higher borrowing costs and adverse financial market conditions impacting our funding and liquidity, and any reduction in our credit ratings;
- our ability to successfully manage our credit risks and the sufficiency of our allowance for expected credit losses;
- our ability to securitize our trade receivables;
- the occurrence of fraudulent activity, data breaches or failures of our information security controls or cybersecurity-related incidents that may compromise our systems or customers' information;
- any disruptions in the operations of our computer systems and data centers;
- the international operational and political risks and compliance and regulatory risks and costs associated with international operations;
- the impact of international conflicts, including between Russia and Ukraine, as well as within the Middle East, on the global economy or our business and operations;
- the impact of changes in global tariff and trade policies and potential retaliatory actions by affected countries;
- our ability to develop and implement new technology, products, and services;
- any alleged infringement of intellectual property rights of others and our ability to protect our intellectual property;
- the regulation, supervision, and examination of our business by foreign and domestic governmental authorities, as well as litigation and regulatory actions, including the lawsuit filed by the Federal Trade Commission (FTC);
- the impact of regulations and related requirements relating to privacy, information security and data protection; derivative contracts and hedging activities; use of third-party vendors and ongoing third-party business relationships; and failure to comply with anti-money laundering (AML) and anti-terrorism financing laws;
- changes in our senior management team and our ability to attract, motivate and retain qualified personnel consistent with our strategic plan;
- tax legislation initiatives or challenges to our tax positions and/or interpretations, and state sales tax rules and regulations;

- the risks of mergers, acquisitions and divestitures, including, without limitation, the related time and costs of implementing such transactions, integrating operations as part of these transactions and possible failures to achieve expected gains, revenue growth and/or expense savings from such transactions;
- the risks related to the completion of the acquisition of a partnership interest in AvidXchange and the acquisition of Alpha, including, in each case, the satisfaction of any conditions thereto;
- our ability to remediate material weaknesses and the ongoing effectiveness of internal control over financial reporting; and
- the other factors and information in our Annual Report on Form 10-K and other filings that we make with the Securities and Exchange Commission (SEC) under the Exchange Act and Securities Act. See "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the Securities and Exchange Commission on February 27, 2025.

Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements included in this report are made only as of the date hereof. We do not undertake, and specifically disclaim, any obligation to update any such statements or to publicly announce the results of any revisions to any of such statements to reflect future events or developments.

You may get Corpay's SEC filings for free by visiting the SEC web site at [www.sec.gov](http://www.sec.gov).

This report includes non-GAAP financial measures, which are used by Corpay and investors as supplemental measures to evaluate the overall operating performance of companies in our industry. By providing these non-GAAP financial measures, together with reconciliations, we believe we are enhancing investors' understanding of our business and our results of operations, as well as assisting investors in evaluating how well we are executing strategic initiatives. See "Management's Use of Non-GAAP Financial Measures" elsewhere in this Quarterly Report on Form 10-Q for additional information regarding these GAAP financial measures and a reconciliation to the nearest corresponding GAAP measure.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

As of June 30, 2025, there have been no material changes to our market risk from that disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024.

### **Item 4. Controls and Procedures**

#### *Evaluation of Disclosure Controls and Procedures*

As of June 30, 2025, management carried out, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, and as a result of the material weakness described below, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2025, our disclosure controls and procedures were not effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and are not designed to ensure that information required to be disclosed in those reports is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

As discussed in our Annual Report on Form 10-K for the year ended December 31, 2024, we identified the following material weakness in internal controls:

- (1) A material weakness in internal control related to ineffective information technology general controls (ITGCs) in the area of user access management over certain information technology systems used in the execution of controls that support the Company's financial reporting processes. Our business process application and manual controls that are dependent on the affected ITGCs were also deemed ineffective because they could have been adversely impacted. We believe that these control deficiencies were the result of challenges in the prior year implementation of technology aimed to automate the user access review process. Specifically, these deficiencies pertained to the completeness and accuracy of data used in the automated solution and in existing manual user access control processes that lacked sufficient documentation and formality, as well as insufficient training of information technology personnel responsible for the execution and documentation of ITGCs. The material weakness did not result in any identified misstatements to the financial statements, and there were no changes to previously released financial results.

As a result of the material weakness identified, the Company is updating its internal control over financial reporting as discussed in its remediation plan updated below.

#### *Remediation Update*

(1) Our management continues to implement measures to ensure that control deficiencies contributing to the material weakness are remediated, such that these controls are designed, implemented and operating effectively. The remediation actions include: (i) enhancing the information technology compliance oversight function; (ii) developing a training program addressing ITGCs and policies, including educating control owners concerning the principles and requirements of internal controls, with a focus on those related to user access over information technology systems impacting financial reporting; (iii) developing and maintaining documentation underlying ITGCs to enhance the information evidencing the performance of ITGCs; (iv) developing enhanced integration functionality and controls related to the ongoing implementation of user access information technology system; (v) enhancing the information technology management review and testing plan to monitor ITGCs with a specific focus on systems supporting our financial reporting processes; and (vi) enhancing quarterly reporting on the remediation measures to the Audit Committee of the Board.

We believe that these actions will remediate the material weakness. The material weaknesses will not be considered remediated, however, until the applicable controls operate for a sufficient period of time and our management has concluded, through testing, that these controls are operating effectively.

*Changes in Internal Control over Financial Reporting*

Except for the remediation described above, there have been no other changes in our internal control over financial reporting (as defined in Rules 13a-15(f) or 15d-15(f) of the Exchange Act) during the quarter ended June 30, 2025, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings

In the ordinary course of business, Corpay, Inc. and its subsidiaries, (the Company) is involved in various pending or threatened legal actions, arbitration proceedings, claims, subpoenas and matters relating to compliance with laws and regulations (collectively, "legal proceedings"). Based on our current knowledge, management presently does not believe that the liabilities arising from these legal proceedings will have a material adverse effect on our consolidated financial condition, results of operations or cash flows. However, it is possible that the ultimate resolution of these legal proceedings could have a material adverse effect on our results of operations and financial condition for any particular period.

#### *Derivative Lawsuits*

On July 10, 2017, a shareholder derivative complaint was filed against the Company and certain of the Company's directors and officers in the United States District Court for the Northern District of Georgia ("Federal Derivative Action") seeking recovery from the Company. The District Court dismissed the Federal Derivative Action on October 21, 2020, and the United States Court of Appeals for the Eleventh Circuit affirmed the dismissal on July 27, 2022, ending the lawsuit. A similar derivative lawsuit that had been filed on January 9, 2019 in the Superior Court of Gwinnett County, Georgia ("State Derivative Action") was likewise dismissed on October 31, 2022.

On January 20, 2023, the previous State Derivative Action plaintiffs filed a new derivative lawsuit in the Superior Court of Gwinnett County, Georgia. The new lawsuit, *City of Aventura Police Officers' Retirement Fund, derivatively on behalf of Fleetcor Technologies, Inc. v. Ronald F. Clarke and Eric R. Dey*, alleges that the defendants breached their fiduciary duties by causing or permitting the Company to engage in unfair or deceptive marketing and billing practices, making false and misleading public statements concerning the Company's fee charges and financial and business prospects, and making improper sales of stock. The complaint sought approximately \$118 million in monetary damages on behalf of the Company, including contribution by defendants as joint tortfeasors with the Company in unfair and deceptive practices, and disgorgement of incentive pay and stock compensation. On January 24, 2023, the previous Federal Derivative Action plaintiffs filed a similar new derivative lawsuit, *Jerrell Whitten, derivatively on behalf of Fleetcor Technologies, Inc. v. Ronald F. Clarke and Eric R. Dey*, against Mr. Clarke and Mr. Dey in Gwinnett County, Georgia. The defendants dispute the allegations in the derivative complaints and intend to vigorously defend against the claims. On May 1, 2024, both pending derivative cases were transferred to the Fulton County Metro Atlanta Business Case Division and consolidated as *In re Corpay, Inc. Shareholder Derivative Litigation*, CAFN 2023CV383303 (consolidated with CAFN 2023CV381421).

On April 1, 2025, the Court granted defendants' motion to dismiss the consolidated lawsuit. Plaintiffs did not appeal.

#### *FTC Matter*

In October 2017, the Federal Trade Commission (FTC) issued a Notice of Civil Investigative Demand to the Company for the production of documentation and a request for responses to written interrogatories. After discussions with the Company, the FTC proposed in October 2019 to resolve potential claims relating to the Company's advertising and marketing practices, principally in its U.S. direct fuel card business within its North American Fuel Card business. The parties reached impasse primarily related to what the Company believes are unreasonable demands for redress made by the FTC. On December 20, 2019, the FTC filed a lawsuit in the Northern District of Georgia against the Company and Ron Clarke. See *FTC v. FleetCor* and *Ronald F. Clarke*, No. 19-cv-05727 (N.D. Ga.). The complaint alleges the Company and Ron Clarke violated the FTC Act's prohibitions on unfair and deceptive acts and practices. The complaint seeks among other things injunctive relief, consumer redress, and costs of suit. The Company continues to believe that the FTC's claims are without merit and these matters are not and will not be material to the Company's financial performance. On April 17, 2021, the FTC filed a motion for summary judgment. On April 22, 2021, the United States Supreme Court held unanimously in *AMG Capital Management v. FTC* that the FTC does not have authority under current law to seek monetary redress by means of Section 13(b) of the FTC Act, which is the means by which the FTC has sought such redress in this case. The Company cross-moved for summary judgment regarding the FTC's ability to seek monetary or injunctive relief on May 17, 2021. On August 13, 2021, the FTC filed a motion to stay or to voluntarily dismiss without prejudice the case pending in the Northern District of Georgia in favor of a parallel administrative action under Section 5 of the FTC Act that it filed on August 11, 2021 in the FTC's administrative process. Apart from the jurisdiction and statutory change, the FTC's administrative complaint makes the same factual allegations as the FTC's original complaint filed in December 2019. The FTC's administrative action was stayed pending resolution of the case in federal court. On August 9, 2022, the District Court for the Northern District of Georgia granted the FTC's motion for summary judgment as to liability for the Company and Ron Clarke, but granted the Company's motion for summary judgment as to the FTC's claim for monetary relief as to both the Company and Ron Clarke.

On June 8, 2023, the Court issued an Order for Permanent Injunction and Other Relief. The Company filed its notice of appeal to the United States Court of Appeals for the Eleventh Circuit on August 3, 2023. On August 17, 2023, the FTC Commission ordered that the stay of the parallel Section 5 administration action will remain in place during the pendency of the Eleventh Circuit appeal. Oral argument in the Eleventh Circuit appeal was held on January 21, 2025. The Company has incurred and

continues to incur legal and other fees related to this FTC complaint. Any settlement of this matter, or defense against the lawsuit, could involve costs to the Company, including legal fees, redress, penalties, and remediation expenses.

Estimating an amount or range of possible losses resulting from litigation proceedings is inherently difficult and requires an extensive degree of judgment, particularly where, as here, the matters involve indeterminate claims for monetary damages and are in the stages of the proceedings where key factual and legal issues have not been resolved. For these reasons, the Company is currently unable to predict the ultimate timing or outcome of, or reasonably estimate the possible losses or a range of possible losses resulting from, the matters described above.

### **Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024 and Part II, Item 1A, "Risk Factors" in other reports we file with the Securities and Exchange Commission, from time to time, all of which could materially affect our business, financial condition or future results. There have been no material changes in our risk factors from those disclosed under the caption "Item 1A. Risk factors" to our annual report on Form 10-K for the year ended December 31, 2024.

### **Item 2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Securities**

The Company announced on February 4, 2016 that its Board approved a stock repurchase program (as updated from time to time, the "Program") authorizing the Company to repurchase its common stock from time to time until February 4, 2026. On November 5, 2024, the Board authorized an increase to the aggregate size of the Program by \$1.0 billion to \$9.1 billion. Since the beginning of the Program through June 30, 2025, 33,340,243 shares have been repurchased for an aggregate purchase price of \$7.9 billion, leaving the Company up to \$1.2 billion of remaining authorization available under the Program for future repurchases of shares of its common stock.

The following table presents information as of June 30, 2025, with respect to purchases of common stock of the Company made during the three months ended June 30, 2025 by the Company as defined in Rule 10b-18(a)(3) under the Exchange Act.

Period	Total Number of Shares Purchased <sup>1</sup>	Average Price Paid Per Share	Total Number of Shares Purchased as Part of the Publicly Announced Plan	Maximum Value that May Yet be Purchased Under the Publicly Announced Plan (in thousands)
April 1, 2025 through April 30, 2025	22,983	\$ 313.50	—	
May 1, 2025 through May 31, 2025	69,125	\$ 354.75	—	
June 1, 2025 through June 30, 2025	221	\$ 326.79	—	\$ 1,184,881

<sup>1</sup> During the quarter ended June 30, 2025, pursuant to our Stock Incentive Plan, we withheld 92,329 shares, at an average price per share of \$344.41, in order to satisfy employees' tax withholding obligations in connection with the vesting of awards of restricted stock.

### **Item 3. Defaults Upon Senior Securities**

Not applicable.

### **Item 4. Mine Safety Disclosures**

Not applicable.

### **Item 5. Other Information**

#### **Rule 10b5-1 Trading Plans**

During the period covered by this Quarterly Report on Form 10-Q, no director or executive officer of the Company adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement."

## Item 6. Exhibits

### Exhibit

<u>No.</u>	
<u>3.1</u>	Amended and Restated Certificate of Incorporation of FLEETCOR Technologies, Inc., now known as Corpay, Inc., conformed to reflect amendments through June 9, 2022 (incorporated by reference to Exhibit 3.1 to the registrant's Annual Report on Form 10-K, File No. 001-35004, filed with the SEC on February 28, 2023)
<u>3.2</u>	Certificate of Ownership and Merger Merging CPAY Merger Sub, Inc. into FLEETCOR Technologies, Inc. effective on March 24, 2024 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, File No. 001-35004, filed with the SEC on March 7, 2024)
<u>3.3</u>	Corpay, Inc. Amended and Restated Bylaws, effective as of March 24, 2024 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, File No. 001-35004, filed with the SEC on March 7, 2024)
<u>10.1*</u>	Offer letter, dated June 2, 2025, between Corpay Technologies Operating Company, LLC and Peter Walker
<u>10.2</u>	Co-operation Agreement, dated July 23, 2025, by and between Corpay and Alpha (incorporated by reference to Exhibit 10.1 to the registration's Current Report on Form 8-K, File No. 001-35004, filed with the SEC on July 23, 2025)
<u>31.1*</u>	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act, as amended
<u>31.2*</u>	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act, as amended
<u>32.1*</u>	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
<u>32.2*</u>	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	The following financial information for the Registrant formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Unaudited Consolidated Statements of Income, (iii) the Unaudited Consolidated Statements of Comprehensive Income; (iv) the Unaudited Consolidated Statements of Cash Flows and (v) the Notes to Unaudited Consolidated Financial Statements
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

\*Filed Herein

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned; thereunto duly authorized, in their capacities indicated on August 7, 2025.

<b>Signature</b>	<b>Title</b>
<hr/> <u>/s/ Ronald F. Clarke</u> Ronald F. Clarke	Corpay, Inc. (Registrant)  President, Chief Executive Officer and Chairman of the Board of Directors (Duly Authorized Officer and Principal Executive Officer)
<hr/> <u>/s/ Peter Walker</u> Peter Walker	Chief Financial Officer (Principal Financial Officer)



June 2, 2025 final

Peter Walker

Delivered via email

Dear Peter:

It's been a pleasure getting to know you over the past several weeks; and we appreciate the time you've invested in getting to know us. On behalf of Corpay, we are pleased to offer you the position of Global Chief Financial Officer, reporting directly to me. Your start date will be July 15, 2025.

In this super important role, you will be responsible for leading our Finance, Accounting, Investor Relations and Facilities functions and you will serve as a key member of the senior executive team.

## Compensation

### Salary

Your annualized salary will be \$600,000, paid on a bi-weekly basis in accordance with Corpay's normal payroll practice. Your base salary will be reviewed annually for increase (but not decrease) and all references to base salary herein refer to your base salary as so increased. Annual salary increases are not guaranteed.

### Bonus

You will be eligible to participate in Corpay's Senior Executive Bonus Program. The target payout for this bonus will be \$400,000 or 66.7% of your base pay. All bonus payouts are dependent on the company meeting its financial targets, as well as the achievement of your individual bonus performance objectives. While the bonus is performance-based, it is also intended as a retention incentive, meaning you must be an active employee at the time of the bonus payout in order to be entitled to the bonus payment. You may earn more or less than your target, up to a maximum of 150% of target. Your 2025 actual payout will be guaranteed at \$400,000 and will be paid in early 2026.

### Equity

- **Cash EPS Program:** On your start date, you will be granted \$400,000 (grant date value - GDV) in Corpay restricted stock. This grant will be performance-based and vests assuming Corpay achieves its 2025 Cash EPS target. This grant also has a one-year time-based vesting schedule from the date of grant. You should expect annual restricted stock grants of plus or minus \$400,000 (GDV) with similar vesting requirements, assuming the compensation committee finds satisfactory performance for such a grant. The number of shares will be determined at the time of any such grant based on the fair market value on the grant date (i.e., GDV). Your 2025 grant will be prorated based on your appointment date.
- **Performance-Based Equity:** On your start date, you will be granted \$1,200,000 (GDV) in Corpay restricted stock. You should expect annual restricted stock grants of plus or minus \$1,200,000 (GDV) with similar vesting requirements, assuming the CEO and compensation committee find satisfactory performance for such a grant. This grant will be divided into two parts:

Corpay Technologies Operating Co LLC  
3280 Peachtree Road, Terminus 100 | Atlanta, GA 30305

- a. One-Year Performance Metric, 3-Year Vest: 70% of your performance-based restricted stock (GDV = \$840,000) will vest assuming 2025 performance. Specifically, the restricted stock will vest if Corpay achieves its 2025 GAAP Revenue target (macro-adjusted and as adjusted for the impact of any 2025 acquisitions and/or divestitures). This grant also has a three-year annual time-based vesting schedule from the date of grant. The number of shares will be determined at the time of any such grant based on the fair market value on the grant date (i.e., GDV). Your 2025 grant will be prorated based on your appointment date.
  - b. Three-Year Performance Metric, 3-Year Cliff Vest: 30% of your performance-based restricted stock (GDV = \$360,000) will vest cliff vest, at the end of the performance period, based on performance in 2025, 2026, and 2027. Specifically, the restricted stock will vest if Corpay achieves its cumulative GAAP Revenue target (macro-adjusted and as adjusted for the impact of any acquisitions and/or divestitures during the performance period) by December 31, 2027. The number of shares will be determined at the time of any such grant based on the fair market value on the grant date (i.e., GDV). Your 2025 grant will be prorated based on your appointment date.
- **Time-Based Equity:**
    - a. Time-Based Restricted Stock: On your start date, you will be granted \$600,000 (GDV) in Corpay restricted stock. The stock will time-vest evenly over three years. This grant will be prorated based on your actual appointment date.
    - b. Stock Options: On your start date, you will be granted \$1,200,000 of Corpay stock options (GDV). These stock options will have a 10-year term, a per-share exercise price equal to the fair market value at the time of grant and will time-vest evenly over four years.

Peter, you should expect similar re-refresh annual equity grants beginning in calendar 2026 as follows:

• Cash EPS	\$ 400,000
• Performance-Based Restricted Stock	\$1,200,000
• Time-Based Restricted Stock	\$ 600,000
• Stock Options	\$1,200,000

- **One-time Equity Grants.**
  - a. One-time, Time-Based Restricted Stock Grant: On your start date, you will be granted a one-time restricted stock grant of \$1,000,000 (the "One-Time Time-Based Grant"). This award will time vest one-year from grant date and is intended as a "make goods" for the loss of your unvested 2025 equity at Instructure. In the unlikely event that your employment is terminated by Corpay other than for Cause or you resign for Good Reason prior to vesting date of this grant, this grant will immediately vest in full upon the date of such termination.
  - b. One-time Performance-Based Stock Option Grant: On your start date, you will be granted a one-time performance-based stock option grant with a GDV of \$3,875,360. This grant will cliff vest at the end of the third year, assuming Corpay achieves a cumulative Cash EPS target per share, as agreed, by December 31, 2028 (macro-adjusted and as adjusted for the impact of acquisitions/divestitures during the performance period). You should expect a refreshed performance-based stock option grant in early 2029, with a similar GDV and similar vesting requirements, assuming the CEO and compensation committee find satisfactory performance for such a grant.

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All future equity grants and vesting decisions require formal Compensation Committee approval. All equity requires that you be employed on the vest date to vest the shares, unless otherwise provided herein or in the Company's Amended and Restated 2010 Equity Compensation Plan (the "Equity Plan") and the applicable grant documents and/or stock certificates. Full details for all equity awards may be found in the applicable grant document or stock certificate.

### **Relocation Assistance**

Corpay will pay costs incurred in connection with your relocation, including temporary housing, moving costs, closing costs, broker's fees, and related expenses to include two house hunting trips to the Atlanta area for you and your partner, up to a maximum of \$60,000. The payment will be in the form of an allowance and/or reimbursement for actual expense incurred.

### **Benefits**

You will be eligible to participate in Corpay's benefit plans offered to Corpay employees of a similar executive status, subject to any applicable restrictions or waiting periods. Benefits include: Medical, Dental, Vision, Life, AD&D, LTD, STD, Supplemental benefits, 401(k) participation, and vacation. Upon your start date, detailed instructions will be provided on how to make benefit elections. Coverage will begin on the first of the month after your hire date for Medical, Dental, and Vision benefits. 401(k) benefits will begin the '1<sup>st</sup> of the month' after 30 days of employment. Benefits described herein are for informational purposes only, Corpay's policies and plan documents govern and should be consulted for the plan details.

### **Employment at Will**

This letter does not create a contract of employment, nor is it intended to be a contract for benefits or equity. Your employment relationship with Corpay is at-will. At either your option or Corpay's option, your employment may be terminated at any time, with or without cause or notice.

### **Severance**

In the event your employment is terminated by Corpay other than for Cause (as defined in the Equity Plan) or you resign for Good Reason (as defined in the Equity Plan) at any time, you will be entitled to receive (a) one year's base salary and (b) health benefits continuation each upon execution of a general release.

In the event of a change in control (CIC), you will be eligible for the Named Executive Officer CIC policies and practices as outlined in our Equity Plan documents.

### **Legal Fees**

Corpay will reimburse you for any legal fees incurred in the negotiation and execution of this letter, up to a maximum of \$20,000.

### **Non-Competition / Non-Solicitation**

Like all company executives, you will be required to sign Corpay's one year non-compete / non-solicitation agreement / non-disclosure as a condition of your employment.

Our entire Corpay team is excited to welcome you. We believe your previous CFO experiences will prove very valuable to your start here.

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3280 Peachtree Road, Terminus 100 | Suite 2400 | Atlanta, GA 30305

Please sign this letter, scan and email to Crystal Williams, [cwilliams@Corpay.com](mailto:cwilliams@Corpay.com). If you have any questions, please feel free to contact me or Crystal at 404-493-1584. We look forward to your acceptance of our offer.

Sincerely,

/s/ Ron Clarke

Ron Clarke  
Chairman and CEO

Signed: /s/ Peter A. Walker Date: June 10, 2025  
Peter A. Walker

Corpay Technologies Operating Co LLC  
3280 Peachtree Road, Terminus 100 | Suite 2400 | Atlanta, GA 30305

**CERTIFICATIONS**

I, Ronald F. Clarke, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Corpay, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Ronald F. Clarke

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Ronald F. Clarke  
Chief Executive Officer

August 7, 2025

**CERTIFICATIONS**

I, Peter Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Corpay, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Peter Walker

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Peter Walker  
Chief Financial Officer

August 7, 2025

**CERTIFICATIONS PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report of Corpay, Inc., a Delaware corporation (the "Company"), on Form 10-Q for the period ended June 30, 2025, as filed with the Securities and Exchange Commission (the "Report"), Ronald F. Clarke, Chief Executive Officer of the Company, does hereby certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that to his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Ronald F. Clarke

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Ronald F. Clarke  
Chief Executive Officer

August 7, 2025

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

**CERTIFICATIONS PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report of Corpay, Inc., a Delaware corporation (the "Company"), on Form 10-Q for the period ended June 30, 2025, as filed with the Securities and Exchange Commission (the "Report"), Peter Walker, Chief Financial Officer of the Company, does hereby certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that to his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Peter Walker

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Peter Walker  
Chief Financial Officer

August 7, 2025

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