

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

FORM 10-K

(Mark One)

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

For the fiscal year ended: December 31, 2022

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
001-31648**

EURONET WORLDWIDE, INC.

(Exact name of Registrant as specified in its charter)

Delaware

74-2806888

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

11400 Tomahawk Creek Parkway, Suite 300

Leawood, Kansas

66211

(Address of principal executive offices)

(Zip Code)

(913)327-4200

(Registrant's telephone number, including area code)

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	EEFT	Nasdaq Global Select Market
1.375% Senior Notes due 2026	EEFT26	Nasdaq Global Market

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

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

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

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

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



Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

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

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

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

As of June 30, 2022, the aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$4.7 billion. The aggregate market value was determined based on the closing price of the Common Stock on June 30, 2022.

As of February 21, 2023, the registrant had 49,826,180 shares of Common Stock outstanding.

Documents Incorporated By Reference

Portions of the registrant's Proxy Statement for its 2023 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2022, are incorporated by reference into Part III of this Annual Report on Form 10-K.

EURONET WORLDWIDE, INC. AND SUBSIDIARIES

	Table of Content	Page Number
<u>Item</u>		
<u>Number</u>	<u>Item Description</u>	
<u>Part I</u>		1
Item 1. <u>Business</u>		1
Item 1A. <u>Risk Factors</u>		18
Item 1B. <u>Unresolved Staff Comments</u>		32
Item 2. <u>Properties</u>		32
Item 3. <u>Legal Proceedings</u>		32
Item 4. <u>Mine Safety Disclosures</u>		32
<u>Part II</u>		32
Item 5. <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>		32
Item 6. <u>Reserved</u>		34
Item 7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>		34
Item 7A. <u>Quantitative and Qualitative Disclosures about Market Risk</u>		54
Item 8. <u>Financial Statements and Supplementary Data</u>		56
Item 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>		101
Item 9A. <u>Controls and Procedures</u>		101
Item 9B. <u>Other Information</u>		102
Item 9C. <u>Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</u>		102
<u>Part III</u>		102
Item 10. <u>Directors, Executive Officers and Corporate Governance</u>		102
Item 11. <u>Executive Compensation</u>		102
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>		102
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>		102
Item 14. <u>Principal Accounting Fees and Services</u>		102
<u>Part IV</u>		103
Item 15. <u>Exhibits and Financial Statement Schedules</u>		103
<u>Signatures</u>		107

Part I

Item 1. Business

References in this report to "we," "our," "us," the "Company" and "Euronet" refer to Euronet Worldwide, Inc. and its subsidiaries unless the context indicates otherwise.

Business Overview

General Overview

Euronet is a leading electronic payments processing provider. We offer payment and transaction processing and distribution solutions to financial institutions, agents, retailers, merchants, content providers, and individual consumers. Our primary product offerings include comprehensive automated teller machine ("ATM"), point-of-sale ("POS"), card outsourcing, card issuing and merchant acquiring services; software solutions and cloud based payment solutions; electronic distribution of electronic payment products; foreign exchange services and international payment services.

Core Business Segments

We operate in the following three segments as of December 31, 2022:

The Electronic Fund Transfer ("EFT") Processing Segment processes transactions for a network of 45,009 ATMs and approximately 613,000 POS terminals across Europe, Africa, the Middle East, Asia Pacific, and the United States. We provide comprehensive electronic payment solutions consisting of ATM cash withdrawal and deposit services, ATM network participation, outsourced ATM and POS management solutions, credit, debit and prepaid card outsourcing, and card issuing and merchant acquiring services. In addition to our core business, we offer a variety of value added services, including ATM and POS dynamic currency conversion ("DCC"), domestic and international ATM surcharge, advertising, delivery of non-cash products ("digital content") via ATMs, customer relationship management ("CRM"), mobile top-up, bill payment, fraud management, foreign remittance payout, cardless payout, banknote recycling solutions and tax-refund services. Through this segment, we also offer a suite of integrated electronic financial transaction software solutions for electronic payment and transaction delivery systems. In 2022, the EFT Processing Segment accounted for approximately 28% of Euronet's consolidated revenues.

The epay Segment provides distribution and processing of prepaid mobile airtime and other electronic content and payment processing services for various prepaid products, cards and services throughout our worldwide distribution network. We operate a network that includes approximately 816,000 POS terminals that enable electronic processing of prepaid mobile airtime "top-up" services and other digital media content in Europe, the Middle East, Asia Pacific, the United States and South America. We also provide vouchers and physical gift fulfillment services in Europe, gift card distribution and processing services in most of our markets and digital code distribution in a growing number of markets. In 2022, the epay Segment accounted for approximately 30% of Euronet's consolidated revenues.

The Money Transfer Segment provides global consumer-to-consumer money transfer services, primarily under the brand names Ria, AFEX, and IME, and global account-to-account money transfer services under the brand name xe. We offer services under the brand names Ria and IME through a network of sending agents, Company-owned stores (primarily in North America, Europe and Malaysia) and our websites (riamoneytransfer.com and online.imeremit.com), disbursing money transfers through a worldwide correspondent network that includes approximately 522,000 locations. xe is a provider of foreign currency exchange information on its currency data websites (www.xe.com and www.x-rates.com). We offer global account-to-account money transfer services through our websites (www.xe.com and <https://transferxe.com>) and xe customer service representatives. In addition to money transfers, we offer customers bill payment services (primarily in the U.S.), payment alternatives such as money orders, comprehensive check cashing services for a wide variety of issued checks, along with competitive foreign currency exchange services and mobile top-up. Through xe, we offer cash management solutions and foreign currency risk management services to small-and-medium sized businesses. We are one of the largest global money transfer companies measured by revenues and transaction volumes. In 2022, the Money Transfer Segment accounted for approximately 42% of Euronet's consolidated revenues.

Historical Perspective

- **1994** - Euronet was established as Euronet Bank Access Kft., a Hungarian limited liability company.
- **1997** - Euronet was reorganized in March 1997 in connection with its initial public offering, and at that time, our operating entities became wholly owned subsidiaries of Euronet Services, Inc., a Delaware corporation.
- **1998** - In December 1998, we acquired Arkansas Systems, Inc. (now known as "Euronet USA"), a U.S.-based company that produces electronic payment and transaction delivery systems software for retail banks internationally.
- **2001** - We changed our name from Euronet Services, Inc. to Euronet Worldwide, Inc. in August 2001.
- **2003** - We added a complementary business line through the acquisition of epay Limited ("epay"), which had offices in the U.K. and Australia.
- **2007** - We established the Money Transfer Segment after completing the acquisition of Los Angeles-based Ria, one of the largest global money transfer companies measured by revenues and transaction volumes.
- **2015** - We completed the acquisition of IME (M) Sdn Bhd ("IME") which provided Euronet with immediate entry into the Asian and Middle East money transfer send markets. We also added a complementary business line through the acquisition of xe Corporation ("xe"), which provides currency-related data and international payment services.
- **2019** - REN Ecosystem goes live and the migration of legacy software to the REN Ecosystem begins.
- **Current** - Euronet conducts business globally, serving customers in approximately 200 countries. As of December 31, 2022 we have 13 transaction processing centers, six in Europe, five in Asia Pacific and two in North America. We also maintain 66 business offices that are located in 43 countries. Our corporate offices are located in Leawood, Kansas, USA.

Business Segment Overview

For a discussion of operating results by segment, please see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations, and Note 17, Business Segment Information, to the Consolidated Financial Statements.

EFT Processing Segment

Overview

Our EFT Processing Segment provides comprehensive electronic payment solutions consisting of ATM cash withdrawal and deposit services, ATM network participation, outsourced ATM and POS management solutions, credit, debit and prepaid card outsourcing, card issuing and merchant acquiring services. In addition to our core business, we offer a variety of value added services, including ATM and POS DCC, domestic and international surcharge, foreign currency dispensing, advertising, digital content sales at ATMs, CRM, prepaid mobile top-up, bill payment, money transfer, fraud management, foreign remittance payout, cardless payout, banknote recycling solutions and tax-refund services. We provide these services either through our Euronet-owned ATMs and POS terminals, through contracts under which we operate ATMs and POS terminals on behalf of our customers or, for certain services, as stand-alone products. Through this segment, we also offer a suite of integrated electronic financial transaction software solutions for electronic payment and transaction delivery systems.

Sources of Revenues

The primary sources of revenues generated by our ATM network are recurring monthly management fees, transaction-based fees, surcharges and margins earned on DCC transactions. We receive fixed monthly fees under many of our outsourced management contracts. The EFT Processing Segment also generates revenues from POS operations and merchant management, card network management for credit, debit, prepaid and loyalty cards, prepaid mobile airtime recharge and other electronic content on ATMs and ATM advertising. We primarily operate across Europe, Africa, the Middle East, Asia Pacific, and the United States. As of December 31, 2022, we operated 45,009 ATMs compared to 42,713 at December 31, 2021.

We monitor the number of transactions made by cardholders on our network. These include cash withdrawals, balance inquiries, deposits, prepaid mobile airtime recharge purchases, DCC transactions and certain denied (unauthorized) transactions. We do not bill certain transactions on our network to financial institutions, and we have excluded these transactions for reporting purposes. The number of transactions processed over our networks has increased over the last five years at a compound annual growth rate ("CAGR") of approximately 24.1% as indicated in the following table:

(in millions)	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
EFT Processing Segment transactions per year	2,721	3,052	3,275	4,366	6,459

The increase in transactions for 2021 and 2022 is the result of a significant increase in the volume of lower value, digitally-initiated payment processing transactions for an Asia Pacific customer's bank wallet and e-commerce site.

Our processing centers for the EFT Processing Segment are located in Germany, Hungary, India, China, and Pakistan. Our processing centers run two types of proprietary transaction switching software: our legacy ITM software, which we have used and sold to financial institutions since 1998 through our Software Solutions unit, and an innovative switching software package named "REN", which is hosted in Germany and India, that was released in 2017. The processing centers operate 24 hours a day, seven days a week. We have been progressively transitioning all of our networks to REN.

EFT Processing Products and Services

Outsourced Management Solutions

Euronet offers outsourced management solutions to financial institutions, merchants, mobile phone operators and other organizations using our processing centers' electronic financial transaction processing software. Our outsourced management solutions include management of existing ATM networks, development of new ATM networks, management of POS networks, management of automated deposit terminals, management of credit, debit and prepaid card databases and other financial processing services. These solutions include 24-hour monitoring of each ATM's status and cash condition, managing the cash levels in each ATM, coordinating the cash delivery and providing automatic dispatches for necessary service calls. We also provide real-time transaction authorization, advanced monitoring, network gateway access, network switching, 24-hour customer service, maintenance, cash settlement and reconciliation, forecasting and reporting. Since our infrastructure can support a significant increase in transactions, new outsourced management solutions agreements should provide additional revenue with lower incremental cost.

Our outsourced management solutions agreements generally provide for fixed monthly management fees and, in most cases, fees payable for each transaction. The transaction fees under these agreements are generally lower than those under card acceptance agreements.

Euronet-Branded ATM Transaction Processing

Our Euronet-branded ATM networks, also known as IAD networks, are primarily managed by a processing center that uses our market-leading internally developed software solutions. The ATMs in our IAD networks are able to process transactions for holders of credit, debit and prepaid products issued by or bearing the logos of financial institutions and international card organizations such as American Express®, Visa®, Mastercard®, JCB, Diners Club International®, Discover® and UnionPay International®, as well as international ATM networks such as PLUS, CIRRUS and PULSE® or domestic networks such as NYCE, Shazam, AFFN, STAR and others across North America. This is accomplished through our agreements and relationships with these institutions, international credit, debit and prepaid card issuers, international card associations and domestic card associations.

When a bank cardholder conducts a transaction on a Euronet-owned ATM or automated deposit terminal, we receive a fee from the cardholder's bank for that transaction. The bank pays us this fee either directly or indirectly through a central switching and settlement network. When paid indirectly, this fee is referred to as the "interchange fee." We receive transaction processing fees for successful transactions and, in certain circumstances, for transactions that are not completed because they fail to receive authorization. The fees paid to us by the card issuers are independent of any fees charged by the card issuers to cardholders in connection with the ATM transactions. In some cases, we may also charge a direct access fee or surcharge to cardholders at the ATM. The direct access fee is added to the amount of the cash withdrawal and debited from the cardholder's account.

We generally receive fees or earn margin from our customers for six types of ATM transactions:

- Cash withdrawals;
- Cash deposits;
- Balance inquiries;
- Transactions not completed because the relevant card issuer does not give authorization;
- Dynamic currency conversion; and
- Prepaid mobile airtime recharges and other electronic content.

Card Acceptance or Sponsorship Agreements

Our agreements with financial institutions and international card organizations generally provide that all credit and debit cards issued by the financial institution or organization may be used at all ATMs that we operate in a given market. In most markets, we operate under sponsorship by our own e-money or payment service licensed entities. In some markets, we have agreements with a financial institution under which we are designated as a service provider (which we refer to as "sponsorship agreements") for the acceptance of domestic cards and/or cards bearing international logos, such as Visa® and Mastercard®. These card acceptance or sponsorship agreements allow us to receive transaction authorization directly from the card issuing institution or international card organizations on a stand-in basis. Our agreements generally provide for a term of three to seven years and renew automatically unless either party provides notice of non-renewal prior to the termination date. In some cases, the agreements are terminable by either party upon six months' notice. We are generally able to connect a financial institution to our network within 30 to 90 days of signing a card acceptance agreement. The financial institution provides the cash needed to complete transactions on the ATM, but we provide a significant portion of the cash to our IAD network to fund ATM transactions ourselves. Euronet is generally liable for the cash in the ATM networks.

Under our card acceptance agreements, the ATM transaction fees we charge vary depending on the type of transaction and the number of transactions attributable to a particular card issuer. Our agreements generally provide for payment in local currency, though transaction fees are sometimes denominated in euros or U.S. dollars. Transaction fees are billed to financial institutions and card organizations with payment terms typically no longer than one month.

Dynamic Currency Conversion

We offer dynamic currency conversion, or DCC, over our IAD networks, ATM networks that we operate on an outsourced basis for financial institutions, and over financial institutions' ATM networks or POS devices as a stand-alone service. DCC is a feature of the underlying ATM or POS transaction that is offered to customers completing transactions using a foreign debit or credit card issued in a country with a currency other than the currency where the ATM or POS is located. The customer is offered a choice between completing the transaction in the local currency or in the customer's home currency via a DCC transaction. If a cardholder chooses to perform a DCC transaction, the acquirer or processor performs the foreign exchange conversion at the time that the funds are delivered at an ATM or the transactions are completed through the POS terminal, which results in a pre-defined amount of the customer's home currency being charged to their card. Alternatively, the customer may have the transaction converted by the card issuing bank, in which the amount of local currency is communicated to the card issuing bank and the card issuing bank makes the conversion to the customer's home currency.

When a customer chooses DCC at an ATM or POS device and Euronet acts as the acquirer or processor, we receive all or a portion of the foreign exchange margin on the conversion of the transaction. On our IAD ATMs, Euronet receives the entire foreign exchange margin. If Euronet is not the acquirer or processor of the transaction, we share the DCC revenue with the sponsor bank. On ATMs or POS devices that are operated for financial institutions, or where we offer DCC as a stand-alone service to financial institutions or merchants, we share the foreign exchange margin. The foreign exchange margin on a DCC transaction increases the amount Euronet earns from the underlying ATM or POS transaction and supports deployment of additional ATMs in new locations.

Other Products and Services

Our network of owned or operated ATMs allows for the sale of additional financial and other products or services at a low incremental cost. We have developed value added services in addition to basic cash withdrawal and balance inquiry transactions. These value added services include mobile top-up, fraud management, bill payment, domestic and international surcharge, CRM, foreign remittance payout, cardless payout, banknote recycling, electronic content, ticket and voucher, foreign currency withdrawal and advertising. We are committed to the ongoing development of innovative new products and services to offer our EFT processing customers.

Euronet offers multinational merchants a Single European Payments Area ("SEPA")-compliant cross-border transaction processing solution. SEPA is an area in which all electronic payments can be made and received in euros, whether between or within national boundaries, under the same basic conditions, rights and obligations, regardless of the location. This single, centralized acquiring platform enables merchants to benefit from cost savings and faster, more efficient payments transfer. Although many European countries are not members of the eurozone, our platform can serve merchants in these countries as well, through our multi-currency functionality.

Software Solutions

We also offer a suite of integrated software solutions for electronic payments and transaction delivery systems. We generate revenues for our software products from licensing, professional services and maintenance fees for software and sales of related hardware, primarily to financial institutions around the world.

Our software products are an integral part of the EFT Processing Segment product lines, and our investment in research, development, delivery and customer support reflects our ongoing commitment to an expanded customer base both internally and externally. Our proprietary software is used by our processing centers in the EFT Processing Segment, resulting in cost savings and added value compared to third-party license and maintenance options. Our proprietary software consists of our legacy ITM software, which we have used and sold to financial institutions since 1998 through our Software Solutions unit, and an innovative switching software package named REN that we released in 2017.

We currently operate REN in our processing center to process payments for our own networks in Europe and we are progressively transitioning all our networks globally to REN. The private cloud architecture of REN allows us to simultaneously deploy REN across multiple physical locations. REN is now operated for both internal resources and external customers with the launch of the REN Foundation for Mozambique's National Payments Network in 2020. REN is scalable and will allow us to offer payment and digital solutions to more third parties. In addition to payments processing, REN also supports other digital elements, including card issuing for physical and virtual cards, loyalty services, Know Your Customer compliance, real time settlement, inventory management, risk and fraud management and other services. REN will be used as a platform to connect Euronet assets to offer digital payment solutions, and is currently utilized within the epay and Money Transfer Segments.

EFT Processing Segment Strategy

The EFT Processing Segment maintains a strategy to expand the network of ATMs and POS terminals into developed and developing markets that have the greatest potential for growth. In addition, we follow a supporting strategy to increase the penetration of value added (or complementary) services across our existing customer base, including DCC, surcharge, cardless payment, banknote recycling solutions, tax refund services, advertising, fraud management, bill payment, mobile top-up, CRM and foreign remittance payout.

We continually strive to make our own ATM networks more efficient by eliminating underperforming ATMs and installing ATMs in more desirable locations. We make selective additions to our own ATM network if we see market demand and profit opportunities. In tourist locations, we also shut down ATMs during the winter season when tourist activity is low.

In recent years, the need for "all-in" services has increased. Banks, particularly smaller banks, are increasingly looking for integrated ATM, POS and card issuing processing and management services. Euronet is well positioned for this opportunity as it can offer a full end-to-end solution to the potential partners.

Additional growth opportunities are driven through financial institutions that are receptive to outsourcing the operation of their ATM, POS and card networks. The operation of these devices requires expensive hardware and software and specialized personnel. These resources are available to us, and we offer them to our customers under outsourcing contracts. The expansion and enhancement of our outsourced management solutions in new and existing markets will remain an important business opportunity for Euronet. Increasing the number of non-owned ATMs and POS terminals that we operate under management services agreements and continued development of our credit, debit and prepaid card outsourcing business could provide continued growth while minimizing our capital investment.

Complementary services offered by our epay Segment, where we provide prepaid mobile top-up services through POS terminals, strengthens the EFT Processing Segment's line of services. We plan to continue to expand our technology and business methods into other markets where we operate and further leverage our relationships with mobile phone operators and financial institutions to facilitate that expansion.

Seasonality

Our EFT Processing business experiences its heaviest demand for cash withdrawals and DCC during the third quarter of the fiscal year, coinciding with the tourism season. It is also impacted by seasonality during the fourth quarter and first quarter of each year due to higher transaction levels during the holiday season and lower levels after the holiday season. This seasonality is increased due to our practice of seasonally deactivating ATMs in tourist locations that experience significantly higher traffic during the summer. Seasonally deactivating involves shutting down the ATMs during the slower months and results in lower overall transaction volumes in the EFT Processing Segment during those months. As we have expanded our IAD network in tourist locations, the financial impact of seasonally deactivating has increased, because we continue to bear the expense of deactivated ATMs even though they do not generate transactions during the slower months.

Significant Customers and Government Contracts

No individual customer of the EFT Processing Segment makes up greater than 10% of total consolidated revenues. In India, Pakistan and Indonesia we have contracts with banks and telecommunications companies that are majority-owned by the government to provide certain ATM driving and transaction switching services, digital content distribution and mobile airtime recharge services. Additionally, certain government-owned banks are members of our shared ATM network in India and we provide software services to financial institutions partially owned by government-owned banks. In Austria, Croatia, Cyprus, Czech Republic, Denmark, Egypt, Germany, Hungary, Ireland, Italy, Lithuania, Malta, Poland, Portugal, Romania, Slovakia, Slovenia, Spain and the United Kingdom, we lease land and other property for certain ATM sites from companies that are majority-owned by the government. In China and Greece, we have contracts with clients and financial institutions that are partially owned by the government.

Competition

Our principal EFT Processing Segment competitors include ATM networks owned by financial institutions and national switches consisting of consortiums of local banks that provide outsourcing and transaction services to financial institutions and independent ATM deployers in a particular country. Additionally, large, well-financed companies that operate ATMs offer ATM network and outsourcing services, and those that provide card outsourcing, POS processing and merchant acquiring services also compete with us in various markets. Small local operators have also recently begun offering their services, particularly in the IAD market. None of these competitors has a dominant market share in any of our markets. Competitive advantages in our EFT Processing Segment include breadth of service offering, network availability and response time, price to both the financial institution and to its customers, ATM location and access to other networks.

epay Segment

Overview

We currently offer prepaid mobile airtime top-up services and other electronic content and payment processing services for various prepaid products, cards and services on a network of approximately 816,000 POS terminals across approximately 358,000 retailer locations in Europe, the Middle East, Asia Pacific, North America and South America. Our processing centers for the epay Segment are located in the United Kingdom, Germany, Italy, and the United States.

Since 2003, we have expanded our prepaid business in new and existing markets by drawing upon our depth of experience to build and expand relationships with content providers, mobile phone operators and retailers. We offer a wide range of products across our retail networks, including prepaid mobile airtime, prepaid debit cards, prepaid gift cards, prepaid electronic content such as music, games and software, prepaid vouchers, transport payments, lottery payments, prepaid long distance and bill payment processing assistance through partnerships with various licensed money transmitters.

Sources of Revenues

The epay Segment generates commissions and processing fees from the distribution of electronic content and from telecommunications service providers for the sale and distribution of prepaid mobile airtime. In 2022, approximately 67% of total revenues and approximately 69% of gross profit for the epay Segment was from electronic content other than prepaid mobile airtime (digital media products).

Customers purchase digital media prepaid content as a gift or for self-use. Content is generally purchased in two ways: (1) directly online from the content provider using an online payment method, or (2) through physical retail stores, online retailers or other electronic channels, including payment wallets, online banking, mobile applications and other sources.

Customers using mobile phones generally pay for usage in one of two ways: (1) through "postpaid" accounts, where usage is billed at the end of each billing period, or (2) through "prepaid" accounts, where customers pay in advance by crediting their accounts prior to usage.

Although mobile phone operators in the U.S. and certain European countries have provided service principally through postpaid accounts, the norm in many other countries in Europe and the rest of the world is to offer wireless service on a prepaid basis.

Prepaid mobile phone credits are generally distributed using personal identification numbers ("PINs"). We distribute PINs in two ways. First, we establish an electronic connection to the mobile operator and the retailer. When the sale to a customer is initiated, the terminal requests the PIN from the mobile operator via our transaction processing platform. These transactions obtain the PIN directly from the mobile operator. The customer pays the retailer and the retailer becomes obligated to make settlement to us of the purchased amount of the mobile airtime. We maintain systems that know the amount of mobile top-up sold by the retailer which allows us in turn to bill that retailer for the mobile top-up sold.

Second, we purchase PINs from the mobile operator which are electronically sent to our processing platform. We establish an electronic connection with the POS terminals in retailer locations and our processing platform provides the terminal with a PIN when the mobile top-up is purchased. We maintain systems that monitor transaction levels at each terminal. As sales of prepaid mobile airtime to customers are completed, the inventory on the platform is reduced by the PIN purchased. The customer payment and settlement with the retailer are the same as described above.

We expand our distribution networks by signing new contracts with retailers, and in some markets, by acquiring existing networks. We continue to focus on growing our distribution network through independent sales organizations that contract directly with retailers in their network to distribute prepaid mobile airtime or other digital media content from the retailers' POS terminals. We continue to increase our focus on direct relationships with chains of supermarkets, convenience stores, gas stations, and other larger scale retailers, where we can negotiate multi-year agreements with the retailers. In addition to the sale of traditional mobile top-up volume described above, we have expanded distribution into digital media products and other value-added services. We have leveraged our existing technology infrastructure to sell digital media products, which have been sold through our traditional retailer network and new retailer networks such as electronic channels. In the U.S., most prepaid digital media content is purchased for gifting; in markets outside the U.S., consumers generally purchase prepaid digital media content for self-use.

epay Products and Services

Prepaid Mobile Airtime Transaction Processing

We process prepaid mobile airtime top-up transactions on our international POS network for two types of clients: distributors and retailers. Both types of client transactions start with a consumer in a retail store. The retailer uses a specially programmed POS terminal in the store, the retailer's electronic cash register (ECR) system, or web-based POS device that is connected to our network to buy prepaid mobile airtime. The consumer will select a predefined amount of mobile airtime from the carrier of choice, and the retailer enters the selection into the POS terminal. The consumer will pay that amount to the retailer (in cash or other payment methods accepted by the retailer). The POS device then transmits the selected transaction to our processing center. Using the electronic connection we maintain with the mobile phone operator or drawing from our inventory of PINs, the purchased amount of mobile airtime will be either credited to the consumer's account or delivered via a PIN printed by the terminal and given to the consumer. In the case of PINs printed by the terminal, the consumer must then call the mobile phone operator's toll-free number to activate the purchased airtime to the consumer's mobile account.

One difference in our relationships with various retailers and distributors is the way in which we charge for our services. For distributors and certain very large retailers, we charge a processing fee. However, the majority of our transactions occur with smaller retailers. With these clients, we receive a commission or discount on each transaction that is withheld from the payments made to the mobile phone operator, and we share that commission/discount with the retailers.

Closed Loop Gift Cards

Closed loop (private-branded) gift cards are generally described as merchant-specific prepaid cards, used for purchases exclusively at a particular merchant's locations. We distribute closed loop gift cards in various categories, including dining, retail, and digital media, such as music, games and software. Generally, the gift card is activated when a consumer loads funds (with cash, debit or credit card payment) or purchases a preloaded value gift card at a retail store location or online.

Open Loop Gift Cards

Open loop (network-branded) gift cards are prepaid gift cards associated with an electronic payment network (such as Visa® or Mastercard®) and are honored at multiple, unaffiliated locations (wherever cards from these networks are generally accepted). They are not merchant-specific. We distribute and issue single-use, non-reloadable open loop gift cards carrying the Visa® brand in our retail channels. After the consumer purchases the preloaded value gift card at a retail store location or online, the consumer must call the toll-free number on the back of the card to activate it.

Open Loop Reloadable

We distribute Visa® and Mastercard® issued debit cards provided by Green Dot, NetSpend and other card issuers. We also manage and distribute a proprietary debit card that allows a retailer to issue its own reloadable store-branded card. Open loop reloadable cards have features similar to a bank checking account, including direct deposit, purchasing capability wherever a credit card is accepted, bill payment and ATM access. Fees are charged to consumers for the initial load and reload transactions, monthly account maintenance and other transactions.

Other Products and Services

Our POS network is used for the distribution of other products and services, including games and software, bill payment, lottery tickets and transportation products. Through our Cadooz subsidiary, we also distribute vouchers and physical gifts into the business-to-business ("B2B") channel principally for the purposes of employee and customer incentives and rewards. In certain locations, the terminals used for prepaid services can also be used for electronic funds transfer to process credit, debit and prepaid card payments for retail merchandise. We provide promotion and advertising for content providers of their prepaid content throughout our retail distribution network. We also provide card production and processing services to some of our prepaid gift card partners and telecom content providers.

Retailer and Distributor Contracts

We provide our prepaid services through POS terminals or web-based POS devices installed in retail outlets or, in the case of major retailers, through direct connections between their ECR systems and our processing centers. In markets where we operate proprietary technology (the U.K., Germany, Australia, Poland, Ireland, New Zealand, Spain, Greece, India, Italy, Brazil and the U.S.), we generally own and maintain the POS terminals. In certain countries in Europe, the terminals are sold to the retailers or to distributors who service the retailer. Our agreements with major retailers for the POS services typically have one to three-year terms. These agreements include terms regarding the connection of our networks to the respective retailer's registers or payment terminals or the maintenance of POS terminals, and obligations concerning settlement and liability for transactions processed. Generally, our agreements with individual or small retailers have shorter terms and provide that either party can terminate the agreement upon three to six months' notice.

In Germany, distributors are key intermediaries in the sale of mobile top-up. As a result, our business in Germany is substantially concentrated in, and dependent upon, relationships with our major distributors. The termination of any of our agreements with major distributors could materially and adversely affect our prepaid business in Germany. However, we have been establishing agreements with independent German retailers in order to diversify our exposure to such distributors.

The number of transactions processed on our POS networks has increased over the last five years at a CAGR of approximately 35.2% as indicated in the following table:

(in millions)	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
epay processing transactions per year	1,149	1,542	2,395	3,120	3,836

Additional high-volume, low-margin digital media offerings in Asia contributed to an overall increase in processing transactions in 2021 and 2022.

epay Segment Strategy

Mobile top-up transactions are declining in many developed markets and transaction fees for mobile transactions are being compressed by the mobile operators. epay's strategy is to defend margins in developing markets by providing value added services to mobile operators and to decrease our reliance on mobile top-up by increasing distribution of other electronic content. New product initiatives focus on products such as gift card malls, prepaid debit cards, transport and electronic content, including music, software and games. Strategic execution behind new products includes the development of relationships with global consumer product brands. This strategy leverages the global scale of the epay business allowing global brands to be sold in many or all of the countries in which we have a presence. Examples of global brands we distribute include iTunes, Google Play, Sony, and Microsoft.

Telecommunications companies and other content providers have a substantial opportunity to increase revenues by diversifying the products and services currently offered to their retailers. epay is deploying additional content through its POS network to retailers and distributors all over the world. The reach, capabilities and quality of the epay network are appealing as a global distribution channel. We are one of the largest worldwide multi-country operators, and believe we have a distinct competitive advantage from the existing relationships that we maintain with prepaid content providers and retailers.

Seasonality

As the product mix continues to change, the epay business is impacted by seasonality during the fourth quarter and first quarter of each year due to the higher transaction levels during the holiday season and lower levels following the holiday season.

Significant Customers and Government Contracts

No individual customer of our epay Segment makes up greater than 10% of total consolidated revenues. In Germany, epay has a contract for the technology and distribution infrastructure for six state-owned lotteries, it deploys Know Your Customer (or KYC) technologies on terminals indirectly owned by the Federal Republic of Germany and provides payment processing services for the state of Berlin and the city of Stuttgart, and Cadooz has a contract with Deutsche Bahn, which is majority owned by the German state. In addition, epay has contracts with Transurban Limited, the largest manager of toll road networks in Australia, Cubic, supporting New South Wales Transport ticketing in Australia, and with New Zealand Transport Authority, which operates all toll roads in New Zealand. epay distributes mobile top up in post offices in the United Kingdom, which are owned by the government. epay has contracts in the Middle East for the processing of mobile airtime for companies that are majority owned by the Saudi government and the UAE government, and epay distributes prepaid electronic content through companies that are owned by the Dubai government and Abu Dhabi government. In India, the epay segment distributes prepaid content through the State Bank of India and distributes telecom airtime on behalf of Bharat Sanchar Nigam, a government owned telecommunications provider based in New Delhi. There are no other government contracts in the epay Segment.

Competition

We face competition in the prepaid business in all of our markets. We compete with a few multinational companies that operate in several of our markets. In other markets, our competition is from smaller, local companies. The mobile operators in all of our markets have retail distribution networks, and in some markets, on-line distribution of their own through which they offer top-up services for their own products.

We believe our size and market share are competitive advantages in many markets. In addition, we believe our processing platforms are a competitive advantage. We have extremely flexible technical platforms that enable us to tailor POS solutions to individual retailers and mobile operator and digital media content provider requirements where appropriate. Our platforms are also able to provide value added services other than processing which makes us a more valuable partner to the content providers and retailers. We have introduced new digital products into the marketplace such as digital payment for online media subscriptions. Many of these products are not offered by our competitors and in many countries, these are new products. We are capitalizing on being the first to market for these products.

The principal competitive factors in the epay Segment include price (that is, the level of commission paid to retailers for each transaction), breadth of products and up-time offered on the system. Major retailers with high volumes are able to demand a larger share of the commission, which increases the amount of competition among service providers. We are seeing signs that some mobile operators are expanding their distribution networks to provide top-up services on-line or via mobile devices, which provides other alternatives for consumers to use.

Money Transfer Segment

Overview

We provide global money transfer services primarily under the brand names Ria, IME, AFEX, and xe. Ria and IME provide consumer-to-consumer money transfer services through a global network of more than 522,000 locations and our websites riamoneytransfer.com and online.imeremit.com. We sent money transfers from approximately 120 countries, with money transfer delivery completed in 158 countries. The initiation of a consumer money transfer occurs through retail agents, Company-owned stores or online, while the delivery of money transfers can occur with bank correspondents, retailer agents or from certain ATMs. Our websites allow consumers to send funds online, using a bank account or credit or debit card, for pay-out directly to a bank account or for cash pickup.

In addition, we provide global account-to-account money transfer services under the brand name xe. We offer money transfer services via our website (www.xe.com) and through customer service representatives. xe also provides foreign currency exchange information on its currency data websites (www.xe.com and www.x-rates.com). Through xe, we offer cash management solutions and foreign currency risk management services to small-and-medium sized businesses.

We monitor the number of transactions made through our money transfer networks. The number of transactions processed on our network has increased over the last five years at a CAGR of approximately 8.3% as indicated in the following table:

(in millions)	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
Money transfer transactions per year	107.6	114.5	116.5	135.1	147.9

Our sending agent network includes a variety of agents, including Walmart, large/medium size regional retailers, convenience stores, bodegas, multi-service shops and phone centers, which are predominantly found in areas with a large immigrant population. Each Ria money transfer transaction is processed using Euronet's proprietary software system and checked for security, completeness and compliance with federal and state regulations at every step of the process. Senders can track the progress of their transfers through Ria's customer service representatives, and funds are delivered quickly to their beneficiaries via our extensive payout network, which includes large banks and non-bank financial institutions, post offices and large retailers. Our processing centers for the Money Transfer Segment are located in the U.S., the U.K., New Zealand, and Malaysia.

We are one of the largest global money transfer companies measured by revenues and transaction volumes. Our Money Transfer Segment processed approximately \$63 billion in money transfers in 2022.

Sources of Revenues

Revenues in the Money Transfer Segment are derived through the charging of a transaction fee, as well as a margin earned from purchasing foreign currency at wholesale exchange rates and selling the foreign currency to customers at retail exchange rates. Sending agents and receiving agents for consumer-to-consumer products each earn fees for cash collection and distribution services. Euronet recognizes these fees as direct operating costs at the time of sale.

Money Transfer Products and Services

Money transfer products and services are sold primarily through three channels: at agent locations, Company-owned stores and on internet enabled devices at riamoneytransfer.com and xe.com. In an online transaction, customers send funds, using a bank account or credit or debit card, for pay-out at most of our agent locations around the world or directly to a bank account.

Through our TeleRia service, customers connect to our call center from a telephone available at an agent location and a representative collects the information over the telephone and enters it directly into our secure proprietary system. As soon as the data capture is complete, our central system automatically faxes a confirmation receipt to the agent location for the customer to review and sign and the customer pays the agent the money to be transferred, together with a fee. The agent then faxes the signed receipt back to Ria to complete the transaction.

Through our Walmart-2-Walmart Money Transfer Service, which allows customers to transfer money to and from Walmart stores in the U.S., our Ria business executes the transfers with Walmart serving as both the sending agent and payout correspondent. Ria earns a significantly lower margin from these transactions than its traditional money transfers; however, the arrangement adds a significant number of transactions to Ria's business. The agreement with Walmart establishes Ria as the only party through which Walmart will sell U.S. domestic money transfers branded with Walmart marks. The agreement is effective until April 2026. Thereafter, it will automatically renew for one year terms unless either party provides notice to the contrary. The agreement imposes certain obligations on each party, the most significant being service level requirements by Ria and money transfer compliance requirements by Walmart. Any violation of these requirements by Ria could result in an obligation to indemnify Walmart or termination of the contract by Walmart. However, the agreement allows the parties to resolve disputes by mutual agreement without termination of the agreement.

In addition to money transfers, Ria also offers customers bill payment services, payment alternatives such as money orders, comprehensive check cashing services for a wide variety of issued checks, along with competitive foreign currency exchange services and mobile top-up. These services are all offered through our Company-owned stores while select services are offered through our agents in certain markets.

Ria money orders are widely recognized and exchanged throughout the United States. Our check cashing services cover payroll and personal checks, cashier checks, tax refund checks, government checks, insurance drafts and money orders. Our bill payment services offer timely posting of customer bills for over 7,800 companies, including electric and gas utilities and telephone/wireless companies. Bill payment services are offered primarily in the U.S.

xe offers account-to-account international payment service to high-income individuals and small-and-medium sized businesses, complementing our existing consumer-to-consumer money transfer business. xe has a multi-channel platform which allows customers to make transfers, track payments and manage their international payment activity online or through a customer service representative. xe offers cash management solutions and foreign currency risk management services to small-and-medium sized businesses. xe also offers foreign currency exchange subscriptions and advertising on its websites.

Money Transfer Segment Strategy

The Money Transfer Segment's strategy is to increase the volume of money transfers processed by leveraging our existing banking and merchant/retailer relationships to expand our agent and correspondent networks in existing corridors. In addition, we pursue expansion into high-potential money transfer corridors from the U.S. and internationally beyond the traditional U.S. to Mexico corridor. Further, we expect to continue to take advantage of cross-selling opportunities with our epay and EFT Processing Segments by providing prepaid services through our stores and agents and offering our money transfer services at select prepaid retail locations and ATMs we operate in key markets. We will continue to make investments in our systems to support this growth. Additionally, we are expanding our xe business into new markets.

Seasonality

Our money transfer business is significantly impacted by seasonality that varies by region. In most of our markets, we experience increased money transfer transaction levels during the month of May and in the fourth quarter of each year, coinciding with various holidays. Additionally, in the U.S. to Mexico corridor, we usually experience our heaviest volume during the May through October time frame, coinciding with the increase in worker migration patterns and various holidays, and our lowest volumes during the first quarter.

Significant Customers and Government Contracts

No individual customer of our Money Transfer Segment makes up greater than 10% of total consolidated revenues. The Money Transfer Segment maintains correspondent relationships with a number of financial institutions whose ownership includes governments of the correspondents' countries of origin. Those countries include Armenia, Austria, Bangladesh, Belarus, Belgium, Benin, Bhutan, Bolivia, Bosnia-Herzegovina, Botswana, Burkina Faso, Burundi, Cameroon, Cape Verde, Chad, Costa Rica, Cote d'Ivoire, Cuba, Djibouti, Dominican Republic, Ecuador, Egypt, El Salvador, Eritrea, Ethiopia, Fiji, Gabon, Gambia, Georgia, Ghana, Guatemala, Guinea, Guinea - Bissau, Honduras, India, Indonesia, Italy, Jordan, Kenya, Kyrgyzstan, Laos, Liberia, Madagascar, Malaysia, Mali, Mauritania, Mauritius, Mexico, Moldova, Morocco, Myanmar, Niger, Nigeria, Pakistan, Philippines, Poland, Romania, Russia, Rwanda, Saudi Arabia, Serbia, Senegal, Sierra Leone, Sri Lanka, Suriname, Tanzania, Thailand, Togo, Tunisia, Turkey, Uganda, Ukraine, Uzbekistan, Vietnam, Yemen, Zambia, and Zimbabwe.

Competition

Our primary competitors in the money transfer and bill payment business include other large money transfer companies and electronic money transmitters, together with hundreds of smaller registered and unregistered money transmitters, as well as certain major national and regional banks, financial institutions and independent sales organizations. Our competition includes The Western Union Company, the leading competitor with revenue approximately two times greater than our revenue. The Western Union Company has a significant competitive advantage due to its greater resources and access to capital for expansion. This may allow them to offer better pricing terms to customers, agents or correspondents, which may result in a loss of our current or potential customers or could force us to lower our prices. In addition to traditional money payment services, new technologies are emerging that compete with traditional money payment services, such as stored-value cards, debit networks, web-based services and digital currencies. Our continued growth also depends upon our ability to compete effectively with these alternative technologies.

Employees

We had approximately 9,500, 8,800 and 8,100 employees as of December 31, 2022, 2021, and 2020, respectively. We believe our future success will depend in part on our ability to continue to recruit, retain and motivate qualified management, technical and administrative employees. Currently, no union represents any of our employees, except in one of our Spanish subsidiaries. We experienced no work stoppages or strikes by our workforce in 2022 and we consider relations with our employees to be good.

Government Regulation

As discussed below, many of our business activities are subject to regulation in our current markets. In the Money Transfer Segment, we are subject to a wide variety of laws and regulations of the U.S., individual U.S. states and foreign governments. These include international, federal and state anti-money laundering and sanctions laws and regulations, money transfer and payment instrument licensing laws, escheat laws, laws covering consumer privacy, data protection and information security and consumer disclosure and consumer protection laws. Our operations have also been subject to increasingly strict requirements intended to help prevent and detect a variety of illegal financial activity, including money laundering, terrorist financing, unauthorized access to personal customer data and other illegal activities. The more significant of these laws and regulations are discussed below. Noncompliance with these laws and requirements could result in the loss or suspension of licenses or registrations required to provide money transfer services through retail agents, Company owned stores or online. For more discussion, see Item 1A - Risk Factors.

Any further expansion of our activity into areas that are qualified as "financial activity" under local legislation may subject us to licensing and we may be required to comply with various conditions to obtain such licenses. Moreover, the interpretations of bank regulatory authorities as to the activity we currently conduct might change in the future. We monitor our business for compliance with applicable laws or regulations regarding financial activities.

Certain of our European product offerings, including in particular, our money transfer services, merchant acquiring and bill payment products, are regulated payment services requiring a license under the Second Payment Services Directive, or PSD2, which replaced the Payment Services Directive, or PSD, effective January 13, 2018. Key changes made by PSD2 include: creation of two new payment service types, extension of PSD rules on transparency to additional transactions not previously covered by PSD; enhanced cooperation and information exchange between authorities in the context of authorization and supervision of payment institutions and electronic money institutions; and increased obligations around the management of operational and security risk and the notification of incidents, increased obligations relating to complaints handling and additional requirements regarding payment security. PSD2 as implemented in some member states also resulted in some of our European licensed institutions needing to go through a re-authorization process.

PSD2 requires a license to perform certain defined "payment services" in a European Economic Area ("EEA") Member State and such license may be extended throughout other Member States of the EEA through passporting of the license (either on a freedom of service or freedom of establishment basis). Conditions for obtaining the license include minimum capital requirements, establishment of procedures for safeguarding of funds, and certain governance and reporting requirements. In addition, certain obligations relating to internal controls and the conduct of business, in particular, consumer disclosure requirements and certain rules regarding the timing and settlement of payments, must be met. We have payment institution licenses in the U.K., France, Germany, and Spain and are complying with these requirements. Traditionally, we passported our U.K., German and Spanish payment services authorizations to several Member States. As a result of Brexit, our U.K. payment institution is no longer capable of passporting its license into the EEA and the relevant EEA business was transferred to our other licenses prior to the end of the Brexit transition period. Additionally, in the U.K., we have obtained an e-money license. The e-money license allows Euronet to issue e-money and provide the same payment services as a PSD2 licensee. The e-money license imposes certain requirements similar to those of the payment services license, including minimum capital requirements, consumer disclosure and internal controls. Prior to the end of the Brexit transition period, our e-money license was passported into over twenty-five EEA Member States. As a result of Brexit, we have restructured the regulated services provided by our U.K. e-money institution in the EEA Member States and transitioned them to our other payment service licenses that can still operate in the EEA. The e-money institution will continue to operate in the U.K. unchanged.

Money Transfer and Payment Instrument Licensing

Licensing requirements in the U.S. are generally driven by the various state banking departments regulating the businesses of money transfers and issuances of payment instruments. Typical requirements include the meeting of minimum net worth requirements, maintaining permissible investments (e.g., cash, agent receivables, and government-backed securities) at levels commensurate with outstanding payment obligations and the filing of a security instrument (typically in the form of a surety bond) to offset the risk of default of trustee obligations by the license holder. We are required by many state regulators to submit ongoing reports of licensed activity, most often on a quarterly or monthly basis, that address changes to agent and branch locations, operating and financial performance, permissible investments and outstanding transmission liabilities. These periodic reports are utilized by the regulator to monitor ongoing compliance with state licensing laws. A number of major state regulators also conduct periodic examinations of license holders and their authorized delegates, generally with a frequency of every one to two years. Examinations are most often comprehensive in nature, addressing both the safety and soundness and overall compliance by the license holder with regard to state and federal regulations. Such examinations are typically performed on-site at the license holder's headquarters or operations center; however, certain states may choose to perform examinations off-site as well.

Money transmitters, issuers of payment instruments and their agents are required to comply with U.S. federal, state and/or foreign anti-money laundering laws and regulations. In summary, our Money Transfer Segment, as well as our agent network, is subject to regulations issued by the different state and foreign national regulators who license us, the Office of Foreign Assets Control ("OFAC"), the Bank Secrecy Act as amended by the USA PATRIOT Act ("BSA"), the Financial Crimes Enforcement Network ("FINCEN"), as well as any existing or future regulations that impact any aspect of our money transfer business.

A similar set of regulations applies to our money transfer businesses in most of the foreign countries in which we originate transactions. These laws and regulations include monetary limits for money transfers into or out of a country, rules regarding the foreign currency exchange rates offered, as well as other limitations or rules for which we must maintain compliance.

Regulatory bodies in the U.S. and abroad may impose additional rules on the conduct of our Money Transfer Segment that could have a significant impact on our operations and our agent network. In this regard, the U.S. federal government has implemented U.S. federal regulations for electronic money transfers, including the Electronic Fund Transfer Act, which provides consumer protections for international remittance transfers. The Consumer Financial Protection Bureau ("CFPB"), adopted a rule that provides additional protections for consumers who transmit money internationally, including disclosure requirements, cancellation rights and error resolution procedures for consumer complaints. Under U.S. federal law, it is unlawful for any provider of consumer financial products or services to engage in unfair, deceptive or abusive acts or practices (collectively, "UDAAPs"). The CFPB has rule making and enforcement authority to prevent UDAAPs in connection with transactions for consumer financial products or services. The CFPB audits our compliance with these rules, and we may be subject to fines or penalties for violations of any of such rules.

Escheat Regulations

Our Money Transfer Segment is subject to the unclaimed or abandoned property (i.e., "escheat") regulations of the United States and certain foreign countries in which we operate. These laws require us to turn over property held by Euronet on behalf of others remaining unclaimed after specified periods of time (i.e., "dormancy" or "escheat" periods). Such abandoned property is generally attributable to the failure of beneficiary parties to claim money transfers or the failure to negotiate money orders, a form of payment instrument. We have policies and programs in place to help us monitor the required information relating to each money transfer or payment instrument for possible eventual reporting to the jurisdiction from which the order was originally received. In the U.S., reporting of unclaimed property by money service companies is performed annually, generally with a due date of on or before November 1. State banking department regulators will typically include a review of Euronet escheat procedures and related filings as part of their examination protocol.

Privacy and Information Security Regulations

Our operations involve the collection and storage of certain types of personal customer data that are subject to privacy and security laws in the U.S. and abroad. In the United States, we are subject to the Gramm-Leach-Bliley Act ("GLBA") and various state laws including California Consumer Privacy Act ("CCPA"), which requires that financial institutions have in place policies regarding the collection, processing, storage and disclosure of information considered nonpublic personal information. Laws in other countries include the E.U.'s General Data Protection Regulation (2016/679) ("GDPR"), which became effective from May 25, 2018, as well as the laws of other countries. The GDPR establishes stringent requirements for the collection and processing of personal information of individuals within the E.U. The GDPR establishes certain rights of individuals regarding personal information processed by companies as well as requirements for information security, and imposes significant fines that may be revenue-based for violation of its requirements. Any failure on our part to meet the requirements of the GDPR could result in the imposition of fines and penalties that could affect our financial results.

We comply with the GLBA and state privacy provisions. In July 2020, the European Court of Justice invalidated the EU-US Privacy Shield as a lawful mechanism for transferring personal data to the US as a result of concerns related to surveillance by law enforcement agencies and a lack of judicial redress by individuals in the EU (known as the "Schrems II" decision). Despite the July 2020 ruling of the European Court of Justice, we believe we remain in compliance with E.U. regulations regarding the transfer of personal data to the United States and other jurisdictions.

Recently, as identity theft has been on the rise, there has been increased public attention to concerns about information security and consumer privacy, accompanied by laws and regulations addressing the issue. We believe we are compliant with these laws and regulations; however, this is a rapidly evolving area and there can be no assurance that we will continue to meet the existing and new regulations, which could have a material, adverse impact on our Money Transfer Segment business.

Anti-corruption and Bribery

We are subject to the Foreign Corrupt Practices Act ("FCPA"), which prohibits U.S. and other business entities from making improper payments to foreign government officials, political parties or political party officials. We are also subject to the applicable anti-corruption laws in the jurisdictions in which we operate, such as the U.K. Bribery Act, thus potentially exposing us to liability and potential penalties in multiple jurisdictions. The anti-corruption provisions of the FCPA are enforced by the United States Department of Justice. In addition, the Securities and Exchange Commission ("SEC") requires strict compliance with certain accounting and internal control standards set forth under the FCPA. Because our services are offered in many countries throughout the world and we do business with a number of banks and other financial institutions owned or controlled by foreign governments, we face a higher risk associated with FCPA, the U.K. Bribery Act and other similar laws than many other companies and we have policies and procedures in place to address compliance with the FCPA, the U.K. Bribery Act and other similar laws. Any determination that we have violated these laws could have an adverse effect on our business, financial position and results of operations. Failure to comply with our policies and procedures or the FCPA and other laws can expose Euronet and/or individual employees to potentially severe criminal and civil penalties. Such penalties could have a material adverse effect on our business, financial condition and results of operations.

Sanctions Compliance

In addition to anti-money laundering laws and regulations, our products and services are subject to economic and trade sanctions laws and regulations promulgated by OFAC and other jurisdictions in which our products and services are offered. The sanctions laws and regulations prohibit or restrict transactions to or from (or dealings with or involving) certain countries, regions, governments, and in certain circumstances, specified foreign nationals, as well as with certain individuals and entities such as narcotics traffickers, terrorists, and terrorist organizations. These sanctions laws and regulations require screening of transactions against government watch-lists, including but not limited to, the watch-lists maintained by OFAC, and include transactional and other reporting to government agencies.

Compliance Policies and Programs

We have developed risk-based policies and programs to comply with existing and new laws, regulations and other requirements outlined above, including having dedicated compliance personnel, training programs, automated monitoring systems and support functions for our offices and agents. To assist in managing and monitoring our money laundering and terrorist financing risks, we continue to have our compliance programs, in many countries, independently examined on an annual basis. In addition, we continue to enhance our anti-money laundering and counter-terrorist financing compliance policy, procedures and monitoring systems, as well as our consumer protection policies and procedures.

Intellectual Property

Each of our three operating segments utilizes intellectual property which is protected in varying degrees by a combination of trademark, patent and copyright laws, as well as trade secret protection, license and confidentiality agreements.

The brand names of "Ria," "Ria Financial Services," "Ria Envia," "xe," "AFEX," "IME," derivations of those brand names and certain other brand names are material to our Money Transfer Segment and are registered trademarks and/or service marks in most of the markets in which our Money Transfer Segment operates. Consumer perception of these brand names is important to the growth prospects of our money transfer business. We also hold a U.S. patent on a card-based money transfer and bill payment system that allows transactions to be initiated primarily through POS terminals and integrated cash register systems.

With respect to our EFT Processing Segment, we have registered or applied for registration of our trademarks, including the names "Euronet" and "Bankomat" and/or our blue diamond logo, as well as other trade names in most markets in which these trademarks are used. Certain trademark authorities have notified us that they consider these trademarks to be generic and, therefore, not protected by trademark laws. This determination does not affect our ability to use the Euronet trademark in those markets, but it would prevent us from stopping other parties from using it in competition with Euronet. We have registered the "Euronet" trademark in the class of ATM machines in Germany, the U.K. and certain other Western European countries. We have filed pending applications and/or obtained patents for a number of our new software products and our processing technology, including certain top-up services and DCC services.

With respect to our epay Segment, we maintain registered trademarks for the "epay" brand and logo in the U.S., U.K., E.U. (through a Community Trademark application, which provides enforceability of the epay trademark in all member states of the European Union), Brazil, Singapore, India, Australia and New Zealand. We have filed trademark applications for additional iterations of the "epay" brand in India, which are pending.

Additionally, we have filed a trademark application for the "epay" brand with the Madrid Protocol, which, if granted, will simplify the process to extending the international protection of the epay trademark. We cannot be certain that we are entitled to use the epay trademark in any markets other than those in which we have registered the trademark; however, before entering new markets, we conduct searches to understand our usage rights. We have filed patent applications for certain POS top-up and other epay technology. Certain patents have been granted while others have been refused or are still pending. We also hold a patent license covering certain of epay's operations in the U.S.

Technology in the areas in which we operate is developing very rapidly, and we are aware that many other companies have filed patent applications for products, processes and services similar to those we provide. The procedures of the U.S. patent office make it difficult for us to predict whether our patent applications will be approved or will be granted priority dates that are earlier than other patents that have been filed for similar products or services. Moreover, many "process patents" have been filed in the U.S. over recent years covering processes that are in wide use in the money transfer, EFT and prepaid processing industries. If any of these patents are considered to cover technology that has been incorporated into our systems, we may be required to obtain additional licenses and pay royalties to the holders of such patents to continue to use the affected technology or be prohibited from continuing the offering of such services if licenses are not obtained. This could materially and adversely affect our business.

Information about our Executive Officers

The name, age, period of service and position held by each of our Executive Officers as of February 22, 2023 are as follows:

Name	Age	Served Since	Position Held
Michael J. Brown	66	July 1994	Chairman, Chief Executive Officer and President
Rick L. Weller	65	November 2002	Executive Vice President - Chief Financial Officer
Scott D. Claassen	56	May 2020	General Counsel and Secretary
Kevin J. Caponecchi	56	July 2007	Executive Vice President - Chief Executive Officer, epay, Software and EFT Asia Pacific Division
Juan C. Bianchi	52	April 2007	Executive Vice President - Chief Executive Officer, Money Transfer Segment
Nikos Fountas	59	September 2009	Executive Vice President - Chief Executive Officer, EFT Europe, Middle East and Africa Division
Martin L. Bruckner	47	January 2014	Senior Vice President - Chief Technology Officer

MICHAEL J. BROWN, Chairman, Chief Executive Officer and President. Mr. Brown is one of the founders of Euronet and has served as our Chairman of the Board and Chief Executive Officer since 1996, and has served as President since December 2014. He also co-founded our predecessor company in 1994. Mr. Brown has been a Director of Euronet since our incorporation in December 1996 and previously served on the boards of Euronet's predecessor companies. In 1979, Mr. Brown founded Innovative Software, Inc., a computer software company that was merged in 1988 with Informix. Mr. Brown served as President and Chief Operating Officer of Informix from February 1988 to January 1989. He served as President of the Workstation Products Division of Informix from January 1989 until April 1990. In 1993, Mr. Brown was a founding investor of Visual Tools, Inc. Visual Tools, Inc. was acquired by Sybase Software in 1996. Mr. Brown received a B.S. in Electrical Engineering from the University of Missouri - Columbia in 1979 and a M.S. in Molecular and Cellular Biology at the University of Missouri - Kansas City in 1997.

RICK L. WELLER, Executive Vice President, Chief Financial Officer. Mr. Weller has been Executive Vice President and Chief Financial Officer of Euronet since he joined Euronet in November 2002. From January 2002 to October 2002, he was the sole proprietor of Pivotal Associates, a business development firm. From November 1999 to December 2001, Mr. Weller held the position of Chief Operating Officer of ionex telecommunications, inc., a local exchange company. He is a certified public accountant and received his B.S. in Accounting from the University of Central Missouri.

SCOTT D. CLAASSEN, General Counsel and Secretary. Mr. Claassen has been General Counsel and Secretary of Euronet since joining the Company in May 2020. Prior to this, he practiced corporate law with Stinson LLP and Shook, Hardy and Bacon LLP. He is a member of the Kansas and Missouri bars. He received a B.S. in Agriculture from Kansas State University, an MBA from the University of Kansas and a law degree from Harvard Law School.

KEVIN J. CAPONECCHI, Executive Vice President, Chief Executive Officer, epay, Software and EFT Asia Pacific Division. Mr. Caponecchi joined Euronet in July 2007 and served as President until assuming his current role in December 2014. Prior to joining Euronet, Mr. Caponecchi served in various capacities with subsidiaries of General Electric Company for 17 years. From 2003 until June 2007, Mr. Caponecchi served as President of GE Global Signaling, a provider of products and services to freight, passenger and mass transit systems. From 1998 through 2002, Mr. Caponecchi served as General Manager - Technology for GE Consumer&Industrial, a provider of consumer appliances, lighting products and electrical products. Mr. Caponecchi holds degrees in physics from Franklin and Marshall College and industrial engineering from Columbia University.

JUAN C. BIANCHI, Executive Vice President - Chief Executive Officer, Money Transfer Segment. Mr. Bianchi joined Euronet subsequent to the acquisition of Ria in 2007. Prior to the acquisition, Mr. Bianchi served as the Chief Executive Officer of Ria and has spent his entire career at either Ria or AFEX Money Express, a money transfer company purchased by Ria's founders. Mr. Bianchi began his career at AFEX in Chile in 1992, joined AFEX USA's operations in 1996, and became chief operating officer of AFEX-Ria in 2003. Mr. Bianchi studied business at the Universidad Andres Bello in Chile and completed the Executive Program in Management at UCLA's John E. Anderson School of Business.

NIKOS FOUNTAS, Executive Vice President - Chief Executive Officer, EFT Europe, Middle East and Africa Division. Mr. Fountas has been Executive Vice President of the Company's EFT Processing Segment in Europe since December 2012. Mr. Fountas joined Euronet subsequent to the Company's 2005 acquisition of Instreamline S.A. (now Euronet Card Services) in Greece. He served as managing director of the Company's Greece EFT subsidiary, responsible for Euronet's European card processing and cross-border acquiring operations until September 2009. In September 2009, Mr. Fountas took over responsibilities as managing director of Euronet's Europe EFT Processing Segment. Prior to joining Euronet, Mr. Fountas spent over 20 years working in management and executive-level positions in the IT field for several companies, including IBM for 12 years. He has a degree in computer science (Honors) from York University in Canada and post graduate studies in business administration from Henley Management School and IBM Business Professional Institute.

MARTIN L. BRUCKNER, Senior Vice President - Chief Technology Officer. Mr. Bruckner has been Senior Vice President and Chief Technology Officer of Euronet since January 2014. Mr. Bruckner joined Euronet in 2007 as head of software development and IT operations for Transact GmbH. In 2009, he was promoted to Chief Technology Officer of Euronet's epay segment. Prior to joining Euronet, Mr. Bruckner established his own IT company called MLB Development GmbH, where he developed software systems for various European companies. Mr. Bruckner has more than 20 years of software development experience and published his first software product (BBS systems) at the age of 15. He received a Doctorate of Law from the University of Rostock and a law degree from the University of Bielefeld.

Availability of Reports, Certain Committee Charters and Other Information

Our Website addresses are www.euronetworkwide.com and www.eeft.com. We make available all SEC public filings, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended ("Exchange Act") on our Websites free of charge as soon as reasonably practicable after these documents are electronically filed with, or furnished to, the SEC. The information on our Websites is not, and shall not be deemed to be, a part of this report or incorporated into any other filings we make with the SEC. In addition, our SEC filings are made available via the SEC's EDGAR filing system accessible at www.sec.gov.

The charters for our Audit, Compensation, and Corporate Governance and Nominating Committees, as well as the Code of Business Conduct & Ethics for our employees, including our Chief Executive Officer and Chief Financial Officer, are available on our Website at www.euronetworkwide.com in the "For Investors" section under "Corporate Governance / Documents and Charters".

Item 1A. Risk Factors

Our operations are subject to a number of risks and uncertainties, including those described below. You should carefully consider the risks described below before making an investment decision. The risks and uncertainties described below are not necessarily organized in order of priority or probability.

If any of the following risks actually occurs, our business, financial condition or results of operations could be materially adversely affected. In that case, the trading price of our Common Stock could decline substantially.

This Annual Report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described below and elsewhere in this Annual Report.

GOVERNMENT AND REGULATION

Because we are a multinational company conducting a complex business in many markets worldwide, we are subject to legal and operational risks related to a broad array of local legal and regulatory requirements which could adversely affect our operations.

Operating outside of the U.S. creates difficulties associated with our international operations, as well as complying with local legal and regulatory requirements. We operate financial transaction processing networks that offer new products and services to customers, and the laws and regulations in the markets in which we operate evolve and are subject to rapid change. Although we have knowledgeable local staff in countries in which we deem it appropriate, we cannot assure you that we will continue to be found to be operating in compliance with all applicable customs, currency exchange control, data protection, anti-money laundering, sanctions, employment, transfer pricing and other laws or regulations to which we may be subject. We also cannot assure you that these laws will not be modified in ways that may adversely affect our business.

For our epay Segment, as we continue to expand our electronic payment product and service offerings, certain of those products and/or services may become regulated by state, federal or foreign laws, rules and regulations. New payment product and/or service offerings may trigger payment regulation within the jurisdiction in which we are offering such payment products and services which may require licensure for epay and/or our partner entities distributing or processing such products. If such products become more highly regulated and ultimately require licensure, our epay business may be adversely affected. Further, if regulations regarding the expiration of gift vouchers change in the countries where we offer them, the revenue epay recognizes from unredeemed vouchers may be negatively affected.

Our money transfer services are subject to regulation by the U.S. states in which we operate, by the U.S. federal government and the governments of the other countries in which we operate. Changes in the laws, rules and regulations of these governmental entities, and our ability to obtain or retain required licensure, could have a material adverse impact on our results of operations, financial condition and cash flow.

Additionally, the evolving regulatory environment may change the competitive landscape across various jurisdictions and adversely affect our financial results. If governments implement new laws or regulations, or organizations such as Visa® and Mastercard® issue new rules, that effectively limit our ability to provide DCC or set fees and/or foreign currency exchange spreads, then our business, financial condition and results of operations could be materially and adversely affected. In addition, changes in regulatory interpretations or practices could increase the risk of regulatory enforcement actions, fines and penalties and such changes may be replicated across multiple jurisdictions.

We conduct a significant portion of our business in Central and Eastern European countries, and we have subsidiaries in the Middle East, Asia Pacific, Africa and South America, where the risk of continued political, economic and regulatory change that could impact our operating results is greater than in the U.S. or Western Europe.

We have subsidiaries in Central and Eastern Europe, the Middle East, Asia Pacific, Africa and South America. We expect to continue to expand our operations to other countries in these regions. Some of these countries have undergone significant political, economic and social change in recent years and the risk of new, unforeseen changes in these countries remains greater than in the U.S. or Western Europe. Recent changes to the political climate in certain Eastern European countries increases the risk that a potential military conflict may adversely impact our operations in that region and disrupt our ATM network. In particular, changes in laws or regulations or in the interpretation of existing laws or regulations, whether caused by a change in government or otherwise, could materially adversely affect our business, growth, financial condition or results of operations.

For example, currently there are no limitations in any of the countries in which we have subsidiaries on the repatriation of profits from these countries, but foreign currency exchange control restrictions, taxes or limitations may be imposed or tightened in the future with regard to repatriation of earnings and investments from these countries. If exchange control restrictions, taxes or limitations are imposed or tightened, our ability to receive dividends or other payments from affected subsidiaries could be reduced, which may have a material adverse effect on us. As discussed under "Liquidity and Capital Resources" in Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations, under existing U.S. tax laws, repatriation of certain assets to the U.S. could have adverse tax consequences.

In addition, corporate, contract, property, insolvency, competition, securities and other laws and regulations in many of the countries in which we operate have been, and continue to be, substantially revised. Therefore, the interpretation and procedural safeguards of the new legal and regulatory systems are in the process of being developed and defined, and existing laws and regulations may be applied inconsistently. Also, in some circumstances, it may not be possible to obtain the legal remedies provided for under these laws and regulations in a reasonably timely manner, if at all.

We conduct business in many international markets with complex and evolving tax rules, including value added tax rules, which subjects us to international tax compliance risks which could adversely affect our operating results.

While we obtain advice from legal and tax advisors as necessary to help assure compliance with tax and regulatory matters, most tax jurisdictions that we operate in have complex and subjective rules regarding the valuation of intercompany services, cross-border payments between affiliated companies and the related effects on income tax, value added tax ("VAT"), transfer tax and share registration tax. Our foreign subsidiaries frequently undergo VAT reviews, and from time to time undergo comprehensive tax reviews and may be required to make additional tax payments should the review result in different interpretations, allocations or valuations of our products and services.

Additionally, as a result of economic downturns, tax receipts have decreased and/or government spending has increased in many of the countries in which we operate. Consequently, governments may increase tax rates or implement new taxes in order to compensate for gaps between tax revenues and expenditures. Governments may prohibit or restrict the use of certain legal structures designed to minimize taxes. Any such tax increases, whether borne by us or our customers, could negatively impact our operating results or the demand for our products and services.

We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act or other similar anti-corruption laws.

Our operations in countries outside the United States are subject to anti-corruption laws and regulations, including restrictions imposed by the FCPA. The FCPA and similar anti-corruption laws in other jurisdictions, such as the U.K. Bribery Act, generally prohibit companies and their intermediaries from making improper payments to government officials or employees of commercial enterprises for the purpose of obtaining or retaining business. We operate in many parts of the world that have experienced corruption to some degree and, in certain circumstances, strict compliance with anti-corruption laws may conflict with local customs and practices.

Our employees and agents interact with government officials on our behalf, including as necessary to obtain licenses and other regulatory approvals necessary to operate our business, import or export equipment, employ expatriates and resolve tax disputes. We also have a number of contracts with foreign governments or entities owned or controlled by foreign governments. These interactions and contracts create a risk of violation of the FCPA or other similar laws.

Although we have implemented policies and procedures designed to ensure compliance with local laws and regulations as well as U.S. laws and regulations, including the FCPA, there can be no assurance that all of our employees, consultants, contractors and agents will abide by our policies. If we are found to be liable for violations of the FCPA or similar anti-corruption laws in other jurisdictions, either due to our own or others' acts or inadvertence, we could suffer from criminal or civil penalties which could have a material and adverse effect on our results of operations, financial condition and cash flows.

Our operating results in the money transfer business may be harmed if there are adverse changes in worker immigration patterns, our ability to expand our share of the existing electronic market and to expand into new markets and our ability to continue complying with regulations issued by the OFAC, BSA, FINCEN, USA PATRIOT Act regulations, the Dodd-Frank Act or any other existing or future regulations that impact any aspect of our money transfer business.

Our money transfer business primarily focuses on workers who migrate to foreign countries in search of employment and then send a portion of their earnings to family members in their home countries. Changes in U.S. and foreign government policies or enforcement, including changes that have been, or may be, implemented by the U.S. President or Congress, toward immigration may have a negative effect on immigration in the U.S. and other countries, which could also have an adverse impact on our money transfer revenues.

Both U.S. and foreign regulators have become increasingly aggressive in the enforcement of the various regulatory regimes applicable to our businesses and the imposition of fines and penalties in the event of violations. Our ability to continue complying with the requirements of OFAC, BSA, FINCEN, the USA PATRIOT Act, the Dodd-Frank Act and other regulations (both U.S. and foreign) is important to our success in achieving growth and an inability to do this could have an adverse impact on our revenues and earnings. Anti-money laundering, sanctions, and consumer protection regulations require us to be responsible for the compliance by agents with such regulations. Although we have training and compliance programs in place, we cannot be certain our agents will comply with such regulations and we may be held responsible for their failure to comply, resulting in fines and penalties. Future growth and profitability depend upon expansion within the markets in which we currently operate and the development of new markets for our money transfer services. Our expansion into new markets is dependent upon our ability to successfully apply our existing technology or to develop new applications to satisfy market demand. We may not have adequate financial and technological resources to expand our distribution channels and product applications to satisfy these demands, which may have an adverse impact on our ability to achieve expected growth in revenues and earnings.

SUPPLY CHAIN AND THIRD PARTIES

Because we typically enter into short-term contracts with content providers and retailers, our epay business is subject to the risk of non-renewal of those contracts, or renewal under less favorable terms.

Our contracts with content providers to distribute and process content, including prepaid mobile airtime top-up services, typically have terms of less than three years. Our contracts with content providers are not exclusive, so these providers may enter into contracts with other service providers. In addition, our service contracts with major retailers typically have terms of one to three years. The cancellation or non-renewal of one or more of our significant content provider or retail contracts, or of a large enough group of our contracts with smaller retailers, could have a material adverse effect on our business, financial condition and results of operations. The renewal of contracts under less favorable payment terms, margins or other terms could have a material adverse impact on our working capital requirements and/or results from operations. In addition, our contracts generally permit content providers to reduce our margin or commission at any time. Commission and margin revenue or fee reductions by any of the content providers could also have a material adverse effect on our business, financial condition or results of operations.

The prepaid marketplace is currently experiencing high growth in the differentiation of product offerings. While our epay business is focused on expanding and differentiating its suite of prepaid product offerings on a global basis, there can be no assurance that we will be able to enter into relationships on favorable terms with additional content providers or renew or expand current relationships and contracts on favorable terms. Inability to continue to grow our suite of electronic content and electronic payment product offerings could have a material adverse effect on our business, financial condition and results of operations.

The stability and growth of our EFT Processing Segment may be adversely affected if we are unable to maintain our current card acceptance and ATM management agreements with banks and international card organizations, and to secure new arrangements for card acceptance and ATM management.

The stability and future growth of our EFT Processing Segment depends in part on our ability to sign card acceptance and ATM management agreements with banks and international card organizations. Card acceptance agreements allow our ATMs to accept credit and debit cards issued by banks and international card organizations. ATM management agreements generate service income from our management of ATMs for banks.

These agreements have expiration dates, and banks and international card organizations are generally not obligated to renew them. Our existing contracts generally have terms of five to seven years and a number of them expire or are up for renewal each year. In some cases, banks may terminate their contracts prior to the expiration of their terms. We cannot assure you that we will be able to continue to sign or maintain these agreements on terms and conditions acceptable to us or that international card organizations will continue to permit our ATMs to accept their credit and debit cards. The inability to continue to sign or maintain these agreements, or to continue to accept the credit and debit cards of local banks and international card organizations at our ATMs in the future, could have a material adverse effect on our business, growth, financial condition or results of operations.

In some cases, we are dependent upon international card organizations and national transaction processing switches to provide assistance in obtaining settlement from card issuers of funds relating to transactions on our ATMs, and any failure by them to provide the required cooperation could result in our inability to obtain settlement of funds relating to transactions.

Our ATMs dispense cash relating to transactions on credit and debit cards issued by banks. We have in place arrangements for the settlement to us of all of those transactions, but in some cases, we do not have a direct relationship with the card-issuing bank and rely for settlement on the application of rules that are administered by international card associations (such as Visa® or Mastercard®) or national transaction processing switching networks. If a bankcard issuer fails to settle transactions in accordance with those rules, we are dependent upon cooperation from such associations or switching networks to enforce our right of settlement against such associations. Failure by such organizations or switches to provide the required cooperation could result in our inability to obtain settlement of funds relating to transactions and adversely affect our business. Moreover, international card associations and issuers of their cards (and, in the case of Visa, member banks) have the ability to change or apply their rules in ways that could negatively impact our business. As an example, DCC is not permitted on certain cards in certain geographic territories, and the scope of such restrictions could be extended. Any such change or application of the rules of international card associations could materially and adversely affect our business.

We could incur substantial losses if one of the third party depository institutions or financial institutions we use in our operations were to fail.

As part of our business operations, we maintain cash balances at third party depository institutions. We could incur substantial losses if a financial institution in which we have significant deposits fails.

Our money transfer business involves transferring funds internationally and is dependent upon foreign and domestic financial institutions, including our competitors, to execute funds transfers and foreign currency transactions. Changes to existing regulations of financial institution operations, such as those designed to combat terrorism or money laundering, could require us to alter our operating procedures in a manner that increases our cost of doing business or to terminate certain product offerings. In addition, as a result of existing regulations and/or changes to those regulations, financial institutions could decide to cease providing the services on which we depend, requiring us to terminate certain product offerings.

We are required under certain national laws and the rules of financial transaction switching networks in many of our markets to have sponsors to operate ATMs and switch ATM transactions. Our failure to secure sponsor arrangements in any of our markets that require bank sponsors could prevent us from doing business in that market.

Under the laws of some countries, only a licensed financial institution may operate ATMs. Because we are not a licensed financial institution outside of the E.U. we are required to have a sponsor bank to conduct ATM operations in those countries. In addition, in all of our non-E.U. markets, the rules governing national transaction switching networks owned or operated by banks, and other international financial transaction switching networks operated by organizations such as Citibank, Visa® and Mastercard®, require any company sending transactions through these switches to be a bank or a technical service processor that is approved and monitored by a bank. As a result, the operation of our ATM network in many of our markets depends on our ability to secure these sponsor arrangements with financial institutions.

To date, we have been successful in reaching contractual arrangements that have permitted us to operate in all of our target markets. However, we cannot assure you that we will continue to be successful in reaching these arrangements, and it is possible that our current arrangements will not continue to be renewed. If we are unable to secure sponsor arrangements in any market, we could be prevented from doing business in that market.

We rely on third party financial institutions to provide us with a portion of the cash required to operate our ATM networks in certain countries. If these institutions were unable or unwilling to provide us with the cash necessary to operate our ATM networks, we would be required to locate additional alternative sources of cash to operate these networks.

In our EFT Processing Segment, we primarily rely on third party financial institutions in certain countries in Europe and Asia Pacific to provide us with the cash required to operate our ATM networks. Under our agreements with these providers, we pay fees or interest, which is generally variable and could increase, based on the total amount of cash we are using from such provider at a given time, as well as other costs such as bank fees and cash transportation costs. As of December 31, 2022, the amount of cash used in our ATM networks under these supply agreements was approximately \$319.8 million. Before the cash is disbursed to ATM customers, beneficial ownership of the cash is generally retained by the cash providers, and we have no access or proprietary rights to the cash.

Our existing agreements with cash providers are generally multi-year agreements that expire at various times. However, each provider may have the right to demand the return of all or any portion of its cash at any time upon the occurrence of certain events beyond our control, including certain bankruptcy events affecting us or our subsidiaries, or a breach of the terms of our cash provider agreements.

If any of our cash supply providers were to demand return of their cash or terminate their agreements with us and remove their cash from our ATM devices, or if they fail to provide us with the cash our operations require, our ability to operate the ATM networks to which the provider supplies cash would be jeopardized, and we would need to locate additional alternative sources of cash, including, potentially the increased use of our own cash. Under those circumstances, the terms and conditions of the new or renewed agreements could potentially be less favorable to us, which would negatively impact our results of operations. Furthermore, restrictions on our access to cash to supply our ATMs could severely restrict our ability to keep our ATMs operating, which could subject us to performance penalties under our contracts with our customers.

We have encountered difficulty in obtaining cash supply arrangements in certain of our markets, including Greece, and directly provide cash for our ATM transactions in those markets. While the amounts involved are currently well within our capabilities given our cash flows and available financing, any failure to renew a major cash supply arrangement could require that we commit significant financial resources to the supply of cash to our ATM networks, which could adversely impact our results of operations.

If we are unable to maintain our money transfer agent and correspondent networks, our business may be adversely affected.

Our consumer-to-consumer money transfer based revenues are primarily generated through the use of our agent and correspondent networks. If agents or correspondents decide to leave our network or if we are unable to sign new agents or correspondents, our revenue and profit growth rates may be adversely affected. Our agents and correspondents are also subject to a wide variety of laws and regulations that vary significantly, depending on the legal jurisdiction. Changes in these laws and regulations could adversely affect our ability to maintain the networks or the cost of providing money transfer services. In addition, agents may generate fewer transactions or less revenue due to various factors, including increased competition. Because our agents and correspondents are third parties that may sell products and provide services in addition to our money transfer services, they may encounter business difficulties unrelated to the provision of our services, which may cause the agents or correspondents to reduce their number of locations or hours of operation, or cease doing business altogether.

CORPORATE GROWTH STRATEGIES

Our business may suffer from risks related to acquisitions and potential future acquisitions.

A substantial portion of our growth has been due to acquisitions, and we continue to evaluate and engage in discussions concerning potential acquisition opportunities, some of which could be material. We cannot assure you that we will be able to successfully integrate, or otherwise realize anticipated benefits from, our recent acquisitions or any future acquisitions. Failure to successfully integrate or otherwise realize the anticipated benefits of these acquisitions could adversely impact our long-term competitiveness and profitability. The integration of any future acquisitions will involve a number of risks that could harm our financial condition, results of operations and competitive position. In particular:

- The integration plans for our acquisitions are based on benefits that involve assumptions as to future events, including our ability to successfully achieve anticipated synergies, leveraging our existing relationships, as well as general business and industry conditions, many of which are beyond our control and may not materialize. Unforeseen factors may offset components of our integration plans in whole or in part. As a result, our actual results may vary considerably, or be considerably delayed, compared to our estimates;
- The integration process could disrupt the activities of the businesses that are being combined. The combination of companies requires, among other things, coordination of administrative and other functions. In addition, the loss of key employees, customers or vendors of acquired businesses could materially and adversely impact the integration of the acquired businesses;
- The execution of our integration plans may divert the attention of our management from other key responsibilities;
- We may assume unanticipated liabilities and contingencies; or
- Our acquisition targets could fail to perform in accordance with our expectations at the time of purchase.

Future acquisitions may be effected through the issuance of our common stock or securities convertible into our common stock, which could substantially dilute the ownership percentage of our current stockholders. In addition, shares issued in connection with future acquisitions could be publicly tradable, which could result in a material decrease in the market price of our common stock. Certain factors on which our ability to expand each of our divisions is dependent are set forth at Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations - Opportunities and Challenges. If any of such factors impede our ability to expand our businesses, our results of operations and financial condition could be materially and adversely affected.

Our operating results depend, in part, on the volume of transactions on ATMs in our network and the fees we can collect from processing these transactions. We generally have little control over the ATM transaction fees established in the markets where we operate, and therefore, cannot control any potential reductions in these fees which may adversely affect our results of operations.

Transaction fees from banks, customers and international card organizations for transactions processed on our ATMs have historically accounted for a substantial portion of our revenues. These fees are set by agreement among all banks in a particular market. The future operating results of our ATM business depend on the following factors:

- the acceptance of our ATM processing and management services in our target markets;
- the maintenance of the level of transaction fees we receive;
- the continued use of our ATMs by credit and debit cardholders; and
- our ability to generate revenues from interchange fees and from other value added services, including dynamic currency conversion.

The amount of fees we receive per transaction is set in various ways in the markets in which we do business. We have card acceptance agreements or ATM management agreements with some banks under which fees are set. However, we derive a significant portion of our revenues in many markets from interchange fees, surcharges or cash withdrawal related services that are set by the central ATM processing switch or various card organizations. The banks that participate in these switches or the card organizations that enable the services or transactions set the interchange fee and/or establish the rules regarding the services allowed, and we are not in a position in any market to greatly influence these fees or rules, which may change over time. A significant decrease in the interchange fee, or limitations placed on our ability to offer value added services via our ATM network, in any market could adversely affect our results in that market.

Although we believe that the volume of transactions in developing countries may increase due to growth in the number of cards being issued by banks in these markets, we anticipate that transaction levels on any given ATM in developing markets will not increase significantly. We can attempt to improve the levels of transactions on our ATM network overall by acquiring good sites for our ATMs, eliminating poor locations, entering new, less-developed markets and adding new transactions, including new value added services, to the sets of transactions that are available on our ATMs. However, we may not be successful in materially increasing transaction levels through these measures. Per-transaction fees paid by international card organizations have declined in certain markets in the past and competitive factors have required us to reduce the transaction fees we charge customers. If we cannot continue to increase our transaction levels and per-transaction fees generally decline, our results would be adversely affected.

If consumer confidence in our business or brands declines, our business may be adversely affected.

Our business relies on customer confidence in our brands and our ability to provide efficient and reliable products and services across each of our segments. For our Money Transfer division, a decline in customer confidence in our business or brands, or in traditional money transfer providers as a means to transfer money, may adversely impact transaction volumes which would, in turn, be expected to adversely impact our business and possibly result in recording charges for the impairment of goodwill and/or other long-lived assets.

CAPITAL MARKETS AND ECONOMIC CONDITIONS

The outbreak of COVID-19 (coronavirus) has negatively impacted and could continue to negatively impact the global economy. In addition, the COVID-19 pandemic could disrupt or otherwise negatively impact global credit markets and our operations, including the demand for our products and services.

The significant outbreak of COVID-19 has resulted in a widespread health crisis, which has negatively impacted and could continue to negatively impact the global economy. In addition, the global and regional impact of the outbreak, including official or unofficial quarantines and governmental restrictions on activities taken in response to such event, has had, and could continue to have a negative impact on our operations, reduced consumer demand for our products and services due to reduced consumer traffic in, or closure of, retail and other locations where our products and services are offered, including voluntary or mandatory temporary closures of our facilities or those of our agents or customers; interruptions in our supply chain, which could impact the cost or availability of equipment; disruptions or restrictions on our ability to travel or to market and distribute our products and services; and labor shortages.

For example, the COVID-19 pandemic has resulted in travel restrictions within and between countries, including mandatory quarantine requirements for travelers from certain locations, and varying degrees of social distancing orders in most of the countries where we do business, beginning in early 2020. These travel restrictions and orders, as well as increased unemployment and general economic uncertainty caused by the pandemic, have negatively impacted our financial results. The EFT Segment has experienced declines in certain transaction volumes due to these restrictions, especially high-margin cross-border transactions. The epay Segment has experienced the impacts of consumer movement restrictions in certain markets. The Money Transfer Segment has experienced the impacts by the pandemic-related restrictions in certain markets that limit customers' ability to access our network of company-owned stores and agents. All of these factors, in turn, may not only impact our operations, financial condition and demand for our products and services but our overall ability to react timely to mitigate the impact of this event.

The COVID-19 outbreak could disrupt or otherwise negatively impact credit markets, which could adversely affect the availability and cost of capital. Such impacts could limit our ability to fund our operations and satisfy our obligations.

The extent and potential impact of the COVID-19 outbreak on our operational and financial performance will depend on future developments, including the duration, severity and spread of the virus, the effectiveness of vaccines and treatments against variants of the virus, actions that may be taken by governmental authorities and the impact on our supply chain, customers, operations, workforce and the financial markets, all of which are highly uncertain and cannot be predicted. These and other potential impacts of an epidemic, pandemic or other health crisis, such as COVID-19, could therefore materially and adversely affect our business, financial condition and results of operations.

We are subject to political tension, the outbreak of wars, economic downturns all over the world

Economic conditions around the world, and in certain markets in which the Company does business, could impact sales price and volume. As a result, market uncertainty or an economic downturn driven by inflationary pressures; political tensions; war, including the ongoing conflict between Russia and Ukraine and the related sanctions and export restrictions; terrorism; epidemics; pandemics; or political instability in the geographic regions or industries in which the Company provides services and products could reduce demand and result in decreased sales volume, which could have a negative impact on the Company's results of operations.

In February 2022, Russia invaded Ukraine resulting in the United States, Canada, the European Union and other countries imposing economic sanctions on Russia. Euronet suspended its operations and product offerings in Russia. This action has not had a material impact on the Company's financial condition or results of operations. However, the fluidity and continuation of the conflict may result in additional economic sanctions and other impacts which could have a negative impact on the Company's financial condition, results of operations and cash flows. These include decreased sales; potential disruptions in neighboring countries where Euronet has operations; volatility in foreign exchange rates and interest rates; inflationary pressures; and heightened cybersecurity threats.

We are subject to business cycles, seasonality and other outside factors that may negatively affect our business.

A recessionary economic environment in any of our markets or other outside factors could have a negative impact on banks, mobile phone operators, content providers, retailers and our individual customers and could reduce the level of transactions in all of our divisions, which would, in turn, negatively impact our financial results. If banks, mobile phone operators and content providers experience decreased demand for their products and services, or if the locations where we provide services decrease in number, we will process fewer transactions, resulting in lower revenues. In addition, a recessionary economic environment could reduce the level of transactions taking place on our networks, which will have a negative impact on our business.

Our experience is that the level of transactions on our networks is also subject to substantial seasonal variation. In the EFT Processing Segment, mostly in Europe, we usually experience our heaviest demand for dynamic currency conversion during the third quarter of the fiscal year, coinciding with the tourism season in Europe. As a result, our revenues earned in the third quarter of the year will usually be greater than other quarters of the fiscal year. Additionally, transaction levels have consistently been higher in the fourth quarter of the fiscal year due to increased use of ATMs, prepaid products and money transfer services during the holiday season. Generally, the level of transactions drops in the first quarter, during which transaction levels are generally the lowest we experience during the year, which reduces the level of revenues that we record. In the Money Transfer Segment, we experience increased transaction levels during the May through October time frame, coinciding with certain holidays and the increase in worker migration patterns. As a result of these seasonal variations, our quarterly operating results may fluctuate materially and could lead to volatility in the price of our shares.

Additionally, economic or political instability, wars, civil unrest, terrorism, epidemics and natural disasters may make money transfers to, from or within a particular country more difficult. The inability to timely complete money transfers could adversely affect our business.

Economic cycles may lead us to recognize impairment charges related to long-lived assets and goodwill recorded in connection with our acquisitions, which would adversely impact our results of operations. Our total assets include approximately \$1,017 million, or 19% of total assets, in goodwill and acquired intangible assets recorded as a result of acquisitions. We assess our goodwill, intangible assets and other long-lived assets as and when required by accounting principles generally accepted in the U.S. to determine whether they are impaired. We have had material impairment write-downs of goodwill and acquired intangible assets in the past and we may have additional impairment write-downs in the future. If operating results in any of our key markets, including Australia, Germany, Greece, Malaysia, India, New Zealand, the U.S., U.K., Poland and Romania, deteriorate or our plans do not progress as expected when we acquired these entities, or if capital markets depress our value or that of similar companies, we may be required to record additional impairment write-downs of goodwill, intangible assets or other long-lived assets. This could have a material adverse effect on our results of operations and financial condition.

We have a substantial amount of debt and other contractual commitments, and while the cost of servicing those obligations is not expected to adversely affect our business, the risk could increase if we incur more debt. We may be required to prepay our obligations under the credit facility.

As of December 31, 2022, total liabilities were \$4,159 million, of which \$1,805 million represents long-term liabilities, and total assets were \$5,404 million. We may not have sufficient funds to satisfy all such obligations as a result of a variety of factors, some of which may be beyond our control. If the opportunity of a strategic acquisition arises or if we enter into new contracts that require the installation or servicing of infrastructure, such as processing centers, ATM machines or POS terminals on a faster pace than anticipated, we may be required to incur additional debt for these purposes and to fund our working capital needs, including ATM network cash, which we may not be able to obtain. The level of our indebtedness could have important consequences to investors, including the following:

- our ability to obtain any necessary financing in the future for working capital, capital expenditures, debt service requirements or other purposes may be limited or financing may be unavailable;
- a portion of our cash flows must be dedicated to the payment of principal and interest on our indebtedness and other obligations and will not be available for use in our business;
- our level of indebtedness could limit our flexibility in planning for, or reacting to, changes in our business and the markets in which we operate;
- our level of indebtedness will make us more vulnerable to changes in general economic conditions and/or a downturn in our business, thereby making it more difficult for us to satisfy our obligations; and
- because a portion of our debt bears interest at a variable rate of interest, our actual debt service obligations could increase as a result of adverse changes in interest rates.

If we fail to make required debt payments, or if we fail to comply with other covenants in our debt service agreements, we would be in default under the terms of these agreements. This default would permit the holders of the indebtedness to accelerate repayment of this debt and could cause defaults under other indebtedness that we have.

Restrictive covenants in our credit facilities may adversely affect us. Our Credit Facility (as defined below) contains two financial covenants that we must meet as defined in the agreement: (1) Consolidated Total Leverage Ratio, and (2) Consolidated Interest Coverage Ratio. To remain in compliance with our debt covenants, we may be required to increase Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA"), repay debt, or both. We cannot assure you that we will have sufficient assets, liquidity or EBITDA to meet or avoid these obligations, which could have an adverse impact on our financial condition.

Our ability to secure additional financing for growth or to refinance any of our existing debt is also dependent upon the availability of credit in the marketplace, which has experienced severe disruptions in the past. If we are unable to secure additional financing or such financing is not available at acceptable terms, we may be unable to secure financing for growth or refinance our debt obligations, if necessary.

Because we derive our revenues from a multitude of countries with different currencies, our business may be adversely affected by local inflation and foreign currency exchange rates and policies.

We report our results in U.S. dollars, although a majority of our income is realized in foreign currencies. As exchange rates among the U.S. dollar, the euro, and other currencies fluctuate, the impact of these fluctuations may have a material adverse effect on our results of operations or financial condition as reported in U.S. dollars.

A significant number of our ATMs are located in countries in the European Union that use the euro. From time to time, some of these countries, have considered leaving the European Union and adopting another currency. If such an event were to occur, the conversion of cash that we hold in banks and in our ATM network in that country from euros to another currency could have an adverse effect on our financial condition or results of operations, either from initial conversion or from subsequent changes in currency exchange rates. The magnitude of this risk increases when cash balances in our ATM network increase during the tourism season.

Our Money Transfer Segment is subject to foreign currency exchange risks because our customers deposit funds in one currency at our retail and agent locations worldwide or in an online account and we typically deliver funds denominated in a different, destination country currency. Although we use foreign currency derivative contracts to mitigate a portion of this risk, we cannot eliminate all of the exposure to the impact of changes in foreign currency exchange rates for the period between collection and disbursement of the money transfers.

CYBER, PHYSICAL ASSET, AND DATA SECURITY

Because our business is highly dependent on the proper operation of our computer networks and telecommunications connections, significant technical disruptions to these systems would adversely affect our revenues and financial results.

Our business involves the operation and maintenance of sophisticated computer networks and telecommunications connections with financial institutions, mobile phone operators, other content providers, retailers and agents. This, in turn, requires the maintenance of computer equipment and infrastructure, including telecommunications and electrical systems, and the integration and enhancement of complex software applications. There are operational risks inherent in this type of business that can result in the temporary shutdown of part or all of our processing systems, such as failure of electrical supply, failure of computer hardware, security breaches and software errors. Any operational problem in our processing centers may have a significant adverse impact on the operation of our networks. Even with disaster recovery procedures in place, these risks cannot be eliminated entirely, and any technical failure that prevents operation of our systems for a significant period of time will prevent us from processing transactions during that period of time and will directly and adversely affect our revenues and financial results.

We are subject to security breaches of our systems. Any such breach may cause us to incur financial losses, liability, harm to our reputation, litigation, regulatory enforcement actions and limitations on our ability to conduct our businesses.

We capture, transmit, handle and store sensitive information in conducting and managing electronic, financial and mobile transactions, such as card information, PIN numbers and personal information of various types. These businesses involve certain inherent security risks, in particular: the risk of electronic interception and theft of the information for use in fraudulent or other card transactions by persons outside the Company, including third party vendors or by our own employees; and the use of fraudulent cards on our network of owned or outsourced ATMs and POS devices. We incorporate industry-standard encryption technology and processing methodology into our systems and software, and maintain controls and procedures regarding access to our computer systems by employees and others, to maintain high levels of security. Although this technology and methodology decreases security risks, they cannot be eliminated entirely as criminal elements apply increasingly sophisticated technology to attempt to obtain unauthorized access to the information handled by ATM, money transfer and electronic financial transaction networks. Our services and infrastructure are increasingly reliant on the Internet. Computer networks and the Internet are vulnerable to unauthorized access, computer viruses and other disruptive problems such as denial of service attacks or other cyber-attacks carried out by cyber criminals or state-sponsored actors. Other potential attacks include attempts to obtain unauthorized access to confidential information or destroy data, often through the introduction of computer viruses, ransomware or malware, cyber-attacks and other means, which are constantly evolving and difficult to detect. Those same parties may also attempt to fraudulently induce employees, customers, vendors, or other users of our systems through phishing schemes or other methods to disclose sensitive information in order to gain access to our data or that of our customers or clients. In addition, the cost and timeframes required for implementation of new technology may result in a time lag between availability of such technology and our adoption of it. Further, our controls, procedures and technology may not be able to detect when there is a breach, causing a delay in our ability to mitigate it. As previously disclosed in our SEC filings, we have been the subject of computer security breaches, and we cannot exclude the possibility of additional breaches in the future.

Any breach in our security systems could result in the perpetration of fraudulent financial transactions for which we may bear the liability. We are insured against various risks, including theft and negligence, but such insurance coverage is subject to deductibles, exclusions and limits that may leave us bearing some or all of any losses arising from security breaches.

We also collect, transfer and retain personal data as part of our businesses. These activities are subject to certain privacy laws and regulations in the U.S. and in other jurisdictions where our services are offered. We maintain technical and operational safeguards designed to comply with applicable legal requirements. Despite these safeguards, there remains a risk that these safeguards could be breached resulting in improper access to, and disclosure of, sensitive customer information. Under state, federal and foreign laws requiring consumer notification of security breaches, the costs to remediate security breaches can be substantial. Breaches of our security policies or applicable legal requirements resulting in a compromise of customer data could expose us to regulatory enforcement action, subject us to litigation, limit our ability to provide services and/or cause harm to our reputation.

In addition to electronic fraud issues and breaches of our systems, the possible theft and vandalism of ATMs or cash in the ATMs present risks for our ATM business. We install ATMs at high-traffic sites and consequently our ATMs are exposed to theft and vandalism, and to attacks whereby the security of the ATM is breached electronically by transmitting a command to the ATM to dispense cash without a card being present. We constantly monitor ATM security and take measures to protect our systems from such attacks and other breaches, but we cannot be certain that our measures will be effective against new, rapidly developing methods used by criminal elements. Although we are insured against such risks, deductibles, exclusions or limitations in such insurance may leave us bearing some or all of any losses arising from theft or vandalism of ATMs or loss of cash due to security breaches of our ATM networks. In addition, we have experienced increases in claims under our insurance, which has increased our insurance premiums.

Failures of third-party service providers we rely upon could lead to financial loss.

We rely on third party service providers to support key portions of our operations. We also rely on third party service providers to provide part or all of certain services we deliver to customers. While we have selected these third-party vendors carefully, we do not control their actions. A failure of these services by a third party could have a material impact upon our delivery of services to customers. Such a failure could lead to damage claims, loss of customers, and reputational harm, depending on the duration and severity of the failure. Third parties perform significant operational services on our behalf. These third-party vendors are subject to similar risks as us relating to cybersecurity, breakdowns or failures of their own systems or employees. One or more of our vendors may experience a cybersecurity event or operational disruption and, if any such event does occur, it may not be adequately addressed, either operationally or financially, by the third-party vendor. Certain of our vendors may have limited indemnification obligations or may not have the financial capacity to satisfy their indemnification obligations. If a critical vendor is unable to meet our needs in a timely manner or if the services or products provided by such a vendor are terminated or otherwise delayed and if we are not able to develop alternative sources for these services and products quickly and cost-effectively, our customers could be negatively impacted and it could have a material adverse effect on our business.

COMPETITIVE LANDSCAPE

Our competition in the EFT Processing Segment, epay Segment and Money Transfer Segment includes large, well-financed companies and financial institutions larger than us with earlier entry into the market. As a result, we may lack the financial resources and access to capital needed to capture increased market share.

EFT Processing Segment- Our principal EFT Processing competitors include ATM networks owned by banks and national switches consisting of consortiums of local banks that provide outsourcing and transaction services only to banks and independent ATM deployers in that country. Large, well-financed companies offer ATM network and outsourcing services that compete with us in various markets. In some cases, these companies also sell a broader range of card and processing services than we do, and are, in some cases, willing to discount ATM services to obtain large contracts covering a broad range of services. Competitive factors in our EFT Processing Segment include network availability and response time, breadth of service offering, price to both the bank and to its customers, ATM location and access to other networks.

epay Segment- We face competition in the epay business in all of our markets. A few multinational companies operate in several of our markets, and we therefore compete with them in a number of countries. In other markets, our competition is from smaller, local companies. Major retailers with high volumes are in a position to demand a larger share of margin/commissions or to negotiate directly with the content providers, which may compress our margins. Additionally, certain of our content providers, including mobile phone operators have entered into direct contracts with retailers and/or have developed processing technology that diminishes or eliminates the need for intermediate processors and distributors.

Money Transfer Segment - Our primary competitors in the money transfer and bill payment business include other large money transfer companies and electronic money transmitters, as well as certain major national and regional banks, financial institutions and independent sales organizations. Our competitors include The Western Union Company and MoneyGram International Inc. The Western Union Company has a significant competitive advantage due to its greater resources and access to capital for expansion. This may allow them to offer better pricing terms to customers, which may result in a loss of our current or potential customers or could force us to lower our prices. Either of these actions could have an adverse impact on our revenues. In addition, our competitors may have the ability to devote more financial and operational resources than we can to the development of new technologies that provide improved functionality and features to their product and service offerings. If successful, their development efforts could render our product and service offerings less desirable, resulting in the loss of customers or a reduction in the price we could demand for our services. In addition to traditional money payment services, new technologies are emerging that may effectively compete with traditional money payment services, such as stored-value cards, debit networks, web-based services and digital currencies. Our continued growth depends upon our ability to compete effectively with these alternative technologies.

Developments in payments could materially reduce our transaction levels and revenues.

Certain developments in the field of payments may reduce the need for ATMs, prepaid product POS terminals and money transfer agents. An example of this type of development is the use of near field technology in retail transactions, which if widely accepted in a market reduces the need for cash and can negatively impact the level of ATM transactions in that market. Advances in biometric payment solutions could have similar adverse impacts. These developments may reduce the transaction levels that we experience on our networks in the markets where they occur. Financial institutions, retailers and agents could elect to increase fees to their customers for using our services, which may cause a decline in the use of our services and have an adverse effect on our revenues. If transaction levels over our existing network of ATMs, POS terminals, agents and other distribution methods do not increase, growth in our revenues will depend primarily on increased capital investment for new sites and developing new markets, which reduces the margin we realize from our revenues.

The mobile phone industry is a rapidly evolving area, in which technological developments, in particular the development of new billing models and distribution methods or services, may affect the demand for other services in a dramatic way. The development of any new models or technology that reduce the need or demand for prepaid mobile airtime could materially and adversely affect our business.

Competition in our EFT Processing Segment has increased over the last several years, increasing the risk that certain of our long-term bank outsourcing contracts may be terminated or not renewed upon expiration.

The developing markets in which we have done business have matured over the years, resulting in increasing competition. In addition, as consolidation of financial institutions in Central and Eastern Europe continues, certain of our customers have established or are establishing internal ATM management and processing capabilities. As a result of these developments, negotiations regarding renewal of contracts have become increasingly challenging and in certain cases we have reduced fees to extend contracts beyond their original terms. In certain other cases, contracts have been, and in the future may be, terminated by financial institutions resulting in a substantial reduction in revenue. Contract termination payments, if any, may be inadequate to replace revenues and operating income associated with these contracts.

GOVERNANCE MATTERS

We have various mechanisms in place to discourage takeover attempts, which may reduce or eliminate our stockholders' ability to sell their shares for a premium in a change of control transaction.

Various provisions of our certificate of incorporation and bylaws and of Delaware corporate law may discourage, delay or prevent a change in control or takeover attempt of our company by a third party which our management and board of directors opposes. Public stockholders who might desire to participate in such a transaction may not have the opportunity to do so. These anti-takeover provisions could substantially impede the ability of public stockholders to benefit from a change of control or change in our management and board of directors. These provisions include:

- preferred stock that could be issued by our board of directors to make it more difficult for a third party to acquire, or to discourage a third party from acquiring, a majority of our outstanding voting stock;
- classification of our directors into three classes with respect to the time for which they hold office;
- supermajority voting requirements to amend the provision in our certificate of incorporation providing for the classification of our directors into three such classes;
- non-cumulative voting for directors;
- control by our board of directors of the size of our board of directors;
- limitations on the ability of stockholders to call special meetings of stockholders;
- advance notice requirements for nominations of candidates for election to our board of directors or for proposing matters that can be acted upon by our stockholders at stockholder meetings; and
- an exclusive forum bylaw provision for all internal corporate claims.

Additionally, we are authorized to issue up to a total of 90 million shares of common stock, potentially diluting equity ownership of current holders and the share price of our common stock. We believe that it is necessary to maintain a sufficient number of available authorized shares of our common stock in order to provide us with the flexibility to issue common stock for business purposes that may arise as deemed advisable by our Board. These purposes could include, among other things, (i) to declare future stock dividends or stock splits, which may increase the liquidity of our shares; (ii) the sale of stock to obtain additional capital or to acquire other companies or businesses, which could enhance our growth strategy or allow us to reduce debt if needed; (iii) use in additional stock incentive programs and (iv) other bona fide purposes. Our Board of Directors may issue the available authorized shares of common stock without notice to, or further action by, our stockholders, unless stockholder approval is required by law or the rules of the Nasdaq Global Select Market. The issuance of additional shares of common stock may significantly dilute the equity ownership of the current holders of our common stock. Further, over the course of time, all of the issued shares have the potential to be publicly traded, perhaps in large blocks. This may result in dilution of the market price of the common stock.

An additional 13.1 million shares of common stock, representing approximately 26% of the shares outstanding as of December 31, 2022, could be added to our total common stock outstanding through the exercise of options or the issuance of additional shares of our common stock pursuant to existing convertible debt and other agreements. Once issued, these shares of common stock could be traded into the market and result in a decrease in the market price of our common stock.

As of December 31, 2022, we had 4.7 million and 0.7 million options and restricted stock awards outstanding, respectively, held by our directors, officers and employees, which entitle these holders to acquire an equal number of shares of our common stock. Of this amount, 1.5 million options are vested and exercisable as of December 31, 2022. Approximately 4.9 million additional shares of our common stock may be issued in connection with our stock incentive and employee stock purchase plans. Accordingly, based on current trading prices of our common stock, approximately 2.2 million shares could potentially be added to our total current common stock outstanding through the exercise of options and the vesting of restricted stock awards, which could adversely impact the trading price for our stock.

Of the 5.4 million total options and restricted stock awards outstanding, an aggregate of 2.2 million options and restricted stock awards are held by persons who may be deemed to be our affiliates and who would be subject to Rule 144. Thus, upon exercise of their options or sale of shares for which restrictions have lapsed, these affiliates' shares would be subject to the trading restrictions imposed by Rule 144. The remainder of the common shares issuable under option and restricted stock award arrangements would be freely tradable in the public market. Over the course of time, all of the issued shares have the potential to be publicly traded, perhaps in large blocks.

Upon the occurrence of certain events, another 2.8 million shares of common stock could be issued upon conversion of the Company's convertible notes issued in March 2019; in certain situations, the number of shares issuable could be higher. While we have stated that we intend to settle any conversion of these notes by issuing cash for the principal value of the notes and issuing shares of common stock for the conversion value in excess of the principal, which would significantly reduce the number of shares issued upon conversion, if our financial condition significantly and adversely changes, we may not be able to settle as intended should the notes be converted.

KEY PERSONNEL

Retaining the founder and key executives of our company, and of companies that we acquire, and finding and retaining qualified personnel is important to our continued success, and any inability to attract and retain such personnel could harm our operations.

The development and implementation of our strategy has depended in large part on the co-founder of our company, Michael J. Brown. The retention of Mr. Brown is important to our continued success. In addition, the success of the expansion of businesses that we acquire may depend in large part upon the retention of the founders or leaders of those businesses. Our success also depends in part on our ability to hire and retain highly skilled and qualified management, operating, marketing, financial and technical personnel. The competition for qualified personnel in the markets where we conduct our business is intense and, accordingly, we cannot assure you that we will be able to continue to hire or retain the required personnel.

Our officers and some of our key personnel have entered into service or employment agreements containing non-competition, non-disclosure and non-solicitation covenants, which grant incentive stock options and/or restricted stock with long-term vesting requirements. However, most of these contracts do not guarantee that these individuals will continue their employment with us. The loss of our key personnel could have a material adverse effect on our business, growth, financial condition or results of operations.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our executive offices are located in Leawood, Kansas. As of December 31, 2022, we also have 36 principal offices in Europe, 14 in Asia Pacific, 10 in North America, three in the Middle East, two in South America and one in Africa. Our office leases generally provide for initial terms ranging from two to twelve years.

Our processing centers for the EFT Processing Segment are located in Germany, Hungary, India, China, and Pakistan. Processing centers we operate for the epay Segment are located in the U.K., Germany, Italy, and the U.S. Our processing centers for the Money Transfer Segment are located in the U.S., the U.K., New Zealand, and Malaysia.

All of our processing centers are leased and have off-site real time backup processing centers that are capable of providing full or partial processing services in the event of failure of the primary processing centers.

Item 3. Legal Proceedings

The Company is, from time to time, a party to legal or regulatory proceedings arising in the ordinary course of its business.

The discussion regarding litigation in Part II, Item 8 - Financial Statements and Supplementary Data and Note 19, Litigation and Contingencies, to the Consolidated Financial Statements included elsewhere in this report is incorporated herein by reference.

Currently, there are no legal or regulatory proceedings that management believes, either individually or in the aggregate, would have a material adverse effect upon the Consolidated Financial Statements of the Company. In accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"), we record a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These liabilities are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case or proceeding.

Item 4. Mine Safety Disclosures

Not applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock, \$0.02 par value per share, is quoted on the Nasdaq Global Select Market under the symbol EEFT.

Dividends

Since our inception, no dividends have been paid on our common stock. We do not intend to distribute dividends for the foreseeable future.

Holders

At December 31, 2022, we had 50 stockholders of record of our Common Stock, and none of our Preferred Stock was outstanding. This figure does not include an estimate of the indeterminate number of beneficial holders whose shares may be held of record by brokerage firms and clearing agencies.

Private Placements and Issuances of Equity

During 2022, we did not issue any equity securities that were not registered under the Securities Act of 1933, which have not been previously reported in a Quarterly Report on Form 10-Q or a Current Report on Form 8-K.

Stock Performance Graph

The following graph compares Euronet Worldwide Inc.'s annual percentage change in cumulative total return on common shares over the past five years with the cumulative total return of companies comprising the Nasdaq Composite index and the Nasdaq US Benchmark Financial Services TR Index. This presentation assumes that \$100 was invested in shares of the relevant issuers on December 31, 2017, and that dividends received were immediately invested in additional shares. The graph plots the value of the initial \$100 investment at one-year intervals for the fiscal years shown.

The following performance graph and related text are being furnished to and not filed with the SEC, and will not be deemed to be "soliciting material" or subject to Regulation 14A or 14C under the Exchange Act or to the liabilities of Section 18 of the Exchange Act and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent we specifically incorporate such information by reference into such filing.



Equity Compensation Plan Information

Refer to Part II, Item 8, *Financial Statements and Supplementary Data*, Note 16, Stock Plans, and Part III, Item 12, *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*, for information related to our equity compensation plans.

Stock Repurchases

The following table provides information with respect to shares of the Company's Common Stock that were purchased during the three months ended December 31, 2022.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Programs (in thousands) (1)
October 1 - October 31, 2022	—	\$ —	—	\$ 475,049
November 1 - November 30, 2022	—	—	—	475,049
December 1 - December 31, 2022	—	—	—	475,049
Total	—	\$ —	—	
	=====	=====	=====	

(1) On December 8, 2021, the Company put a repurchase program in place to repurchase up to \$300 million in value, but not more than 5.0 million shares of common stock through December 8, 2023. On September 13, 2022, the Company put a repurchase program in place to repurchase up to \$350 million in value, but not more than 7.0 million shares of common stock through September 13, 2024. Repurchases under the programs may take place in the open market or in privately negotiated transactions, including derivative transactions, and may be made under a Rule 10b5-1 plan.

Item 6. Reserved

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the consolidated financial statements and accompanying notes included elsewhere in this Annual Report on Form 10-K. This section of this Form 10-K generally discusses 2022 and 2021 items and year-to-year comparisons between 2022 and 2021. Discussions of 2021 items and year-to-year comparisons between 2021 and 2020 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

Company Overview, Geographic Locations and Principal Products and Services

Euronet is a leading financial technology solutions and payments provider. We offer payment and transaction processing and distribution solutions to financial institutions, retailers, service providers and individual consumers. Our primary product offerings include comprehensive ATM, POS, card outsourcing, card issuing and merchant acquiring services, software solutions, electronic distribution of prepaid mobile airtime and other electronic payment products, foreign currency exchange services and global money transfer services. We operate in the following three segments:

- 1) The EFT Processing Segment, which processes transactions for a network of 45,009 ATMs and approximately 613,000 POS terminals across Europe, the Middle East, Africa, Asia Pacific, and the United States. We provide comprehensive electronic payment solutions consisting of ATM cash withdrawal and deposit services, ATM network participation, outsourced ATM and POS management solutions, credit, debit and prepaid card outsourcing, DCC, and other value added services. Through this segment, we also offer a suite of integrated electronic financial transaction software solutions for electronic payment and transaction delivery systems.
- 2) The epay Segment, which provides distribution, processing and collection services for prepaid mobile airtime and other electronic content. We operate a network of approximately 816,000 POS terminals providing electronic processing of prepaid mobile airtime top-up services and other electronic content in Europe, the Middle East, Asia Pacific, the United States and South America. We also provide vouchers and physical gift fulfillment services in Europe.

3) The Money Transfer Segment, which provides global consumer-to-consumer money transfer services, primarily under the brand names Ria, IME, AFEX, and xe and global account-to-account money transfer services under the brand name xe. We offer services under the brand names Ria and IME through a network of sending agents, Company-owned stores (primarily in North America, Europe and Malaysia) and our websites (riamoneytransfer.com and online.imeremit.com), disbursing money transfers through a worldwide correspondent network that includes approximately 522,000 locations. xe is a provider of foreign currency exchange information and offers money transfer services on its currency data websites (xe.com and x-rates.com). In addition to money transfers, we also offer customers bill payment services (primarily in the U.S.), payment alternatives such as money orders and prepaid debit cards, comprehensive check cashing services for a wide variety of issued checks, along with competitive foreign currency exchange services and prepaid mobile top-up. Through our xe brand, we offer cash management solutions and foreign currency risk management services to small-to-medium-sized businesses.

We have six processing centers in Europe, five in Asia Pacific and two in North America. We have 36 principal offices in Europe, 14 in Asia Pacific, 10 in North America, three in the Middle East, two in South America and one in Africa. Our executive offices are located in Leawood, Kansas, USA. With approximately 75% of our revenues denominated in currencies other than the U.S. dollar, any significant changes in foreign currency exchange rates will likely have a significant impact on our results of operations (for a further discussion, see Item 1A - Risk Factors and Item 7A - Quantitative and Qualitative Disclosures About Market Risk).

Sources of Revenues and Cash Flow

Euronet earns revenues and income primarily from ATM management fees, transaction fees, commissions and foreign currency exchange margin. Each operating segment's sources of revenues are described below.

EFT Processing Segment— Revenues in the EFT Processing Segment, which represented approximately 28% of total consolidated revenues for the year ended December 31, 2022, are derived from fees charged for transactions made by cardholders on our proprietary network of ATMs, fixed management fees and transaction fees we charge to customers for operating ATMs and processing debit and credit cards under outsourcing and cross-border acquiring agreements, foreign currency exchange margin on DCC transactions, domestic and international surcharge, foreign currency dispensing and other value added services such as advertising, prepaid telecommunication recharges, bill payment, and money transfers provided over ATMs. Revenues in this segment are also derived from cardless payment, banknote recycling, tax refund services, license fees, professional services and maintenance fees for proprietary application software and sales of related hardware.

epay Segment— Revenues in the epay Segment, which represented approximately 30% of total consolidated revenues for the year ended December 31, 2022, are primarily derived from commissions or processing fees received from mobile phone operators for the processing and distribution of prepaid mobile airtime and commissions earned from the distribution of other electronic content, vouchers, and physical gifts. The proportion of epay Segment revenues earned from the distribution of prepaid mobile phone time as compared with other electronic products has decreased over time, and digital media content now produces approximately 67% of epay Segment revenues. Other electronic content offered by this segment includes digital content such as music, games and software, as well as other products including prepaid long distance calling card plans, prepaid Internet plans, prepaid debit cards, gift cards, vouchers, transport payments, lottery payments, bill payment, and money transfer.

Money Transfer Segment— Revenues in the Money Transfer Segment, which represented approximately 42% of total consolidated revenues for the year ended December 31, 2022, are primarily derived from transaction fees, as well as the margin earned from purchasing foreign currency at wholesale exchange rates and selling the foreign currency to customers at retail exchange rates. We have a sending agent network in place comprised of agents, customer service representatives, Company-owned stores, primarily in North America, Europe and Malaysia, Ria, and xe branded websites, along with a worldwide network of correspondent agents, consisting primarily of financial institutions in the transfer destination countries. Sending and correspondent agents each earn fees for cash collection and distribution services, which are recognized as direct operating costs at the time of sale.

The Company offers a money transfer product called Walmart-2-Walmart Money Transfer Service which allows customers to transfer money to and from Walmart stores in the U.S. Our Ria business executes the transfers with Walmart serving as both the sending agent and payout correspondent. Ria earns a lower margin from these transactions than its traditional money transfers; however, the arrangement has added a significant number of transactions to Ria's business. The agreement with Walmart establishes Ria as the only party through which Walmart will sell U.S. domestic money transfers branded with Walmart marks. The agreement is effective until April 2026. Thereafter, it will automatically renew for subsequent one year terms unless either party provides notice to the contrary. The agreement imposes certain obligations on each party, the most significant being service level requirements by Ria and money transfer compliance requirements by Walmart. Any violation of these requirements by Ria could result in an obligation to indemnify Walmart or termination of the contract by Walmart. However, the agreement allows the parties to resolve disputes by mutual agreement without termination of the agreement.

Corporate Services, Eliminations and Other— In addition to operating in our principal operating segments described above, our "Corporate Services, Eliminations and Other" category includes non-operating activity, certain inter-segment eliminations and the cost of providing corporate and other administrative services to the operating segments, including most share-based compensation expense. These services are not directly identifiable with our reportable operating segments.

Opportunities and Challenges

The global product markets in which we operate are large and fragmented, which poses both opportunities and challenges for our technology to disrupt new and existing competition. As an organization, our focus is on increasing our market presence through both physical (ATMs, POS terminals, stores and agent correspondents) and digital assets and providing new and improved products and services for customers through all of our channels, which may in turn drive an increase in the number of transactions on our networks. Each of these opportunities also presents us with challenges, including differentiating our portfolio of products and services in highly competitive markets, the successful development and implementation of our software products and access to financing for expansion.

- 1) The EFT Processing Segment opportunities include physical expansion into target markets, developing value added products or services, increasing high value DCC and surcharge transactions and efficiently leveraging our portfolio of software solutions. Our opportunities are dependent on renewing and expanding our card acceptance, ATM and POS management and outsourcing, cash supply and other commercial agreements with customers and financial institutions. Operational challenges in the EFT Processing Segment include obtaining and maintaining the required licenses and sponsorship agreements in markets in which we operate and navigating frequently changing rules imposed by international card organizations, such as Visa® and Mastercard®, that govern ATM interchange fees, direct access fees and other restrictions. Our profitability is dependent on the laws and regulations that govern DCC transactions, specifically in the E.U., as well as the laws and regulations of each country that we operate in that may impact the volume of cross-border and cross-currency transactions. The timing and amount of revenues in the EFT Processing Segment is uncertain and unpredictable due to inherent limitations in managing our estate of ATMs, which is dependent on contracts that cover large numbers of ATMs, which are complicated by legal and regulatory considerations of local countries, as well as our customers' decisions whether to outsource ATMs.
- 2) The epay Segment opportunities include renewing existing and negotiating new agreements in target markets in which we operate, primarily with mobile operators, digital content providers, financial institutions and retailers. The overall growth rate in the prepaid mobile phone and digital media content markets, shifts between prepaid and postpaid services, and our market share in those respective markets will have a significant impact on our ability to maintain and grow the epay Segment revenues. There is significant competition in these markets that may impact our ability to grow organically and increase the margin we earn and the margin that we pay to retailers. The profitability of the epay Segment is dependent on our ability to adapt to new technologies that may compete with POS distribution of digital content and prepaid mobile airtime, as well as our ability to leverage cross-selling opportunities with our EFT and Money Transfer Segments. The epay Segment opportunities may be impacted by government-imposed restrictions on retailers and/or content providers with whom we partner in countries in which we have a presence, and corresponding licensure requirements mandated upon such parties to legally operate in such countries.

3)The Money Transfer Segment opportunities include expanding our portfolio of products and services to new and existing customers around the globe, which in turn may lead to an increase in transaction volumes. The opportunities to expand are contingent on our ability to effectively leverage our network of bank accounts for digital money transfer delivery, maintaining our physical agent network, cross selling opportunities with our EFT and epay segments and our penetration into high growth money transfer corridors. The challenges inherit in these opportunities include maintaining compliance with all regulatory requirements, maintaining all required licenses, ensuring the recoverability of funds advanced to agents and the continued reliance on the technologies required to operate our business. The volume of transactions processed on our network is impacted by shifts in our customer base, which can change rapidly with worker migration patterns and changes in unbanked populations across the globe. Foreign regulations that impact cross-border migration patterns and the money transfer markets can significantly impact our ability to grow the number of transactions on our network.

For all segments, our continued expansion may involve additional acquisitions that could divert our resources and management time and require integration of new assets with our existing networks and services. Our ability to effectively manage our growth has required us to expand our operating systems and employee base, particularly at the management level, which has added incremental operating costs. An inability to continue to effectively manage expansion could have a material adverse effect on our business, growth, financial condition or results of operations. Inadequate technology and resources would impair our ability to maintain current processing technology and efficiencies, as well as deliver new and innovative services to compete in the marketplace.

COVID-19

The outbreak of the COVID-19 (coronavirus) pandemic has resulted in varying degrees of border and business closures, travel restrictions and other social distancing orders in most of the countries where we operate during 2021 and part of 2022. These types of orders were first put into effect in the first half of 2020. As the number and rate of new cases has fluctuated in various locations around the global, the closures, restrictions and other social distancing orders have been modified, rescinded and/or re-imposed. During 2022, we experienced a significant recovery from the previous business closures and travel restrictions that were in place in many of our markets during 2020 and 2021. However, the travel industry has not yet fully recovered as the airlines and airports have not returned their staffing levels to pre-COVID levels, which has limited the level of recovery. The EFT Segment has experienced declines in certain transaction volumes due to these restrictions, especially high-margin cross-border transactions. The epay Segment has experienced the impacts of consumer movement restrictions in certain markets, while other markets have been positively impacted where we have a higher mix of digital distribution or a higher concentration of retailers that are deemed essential and have remained open during the pandemic. The Money Transfer Segment has experienced the impacts by the pandemic-related restrictions in certain markets that limit customers' ability to access our network of Company-owned stores and agents.

In response to the COVID-19 pandemic driven impacts, we implemented several key measures to offset the impact across the business, including re-negotiating certain third party contracts, reducing travel and decreasing capital expenditures.

Segment Revenues and Operating Income For The Years Ended December 31, 2022 and 2021

(in thousands)	Revenues		Operating Income (Expense)	
	2022	2021	2022	2021
EFT Processing	\$ 924,208	\$ 591,138	\$ 183,891	\$ (501)
epay	998,009	1,011,482	120,950	123,037
Money Transfer	1,444,304	1,400,957	154,254	119,595
Total	3,366,521	3,003,577	459,095	242,131
Corporate services, eliminations and other	(7,780)	(8,134)	(73,756)	(58,115)
Total	<u>\$ 3,358,741</u>	<u>\$ 2,995,443</u>	<u>\$ 385,339</u>	<u>\$ 184,016</u>

Summary

Our annual consolidated revenues increased by 12% for 2022 compared to 2021. The increase in revenues for 2022 was primarily due to the easing of COVID-19 related travel restrictions in 2022 compared to 2021, which led to an increase in demand for DCC, domestic and international surcharge and other value added services in our EFT Processing Segment as well as growth in the number of money transfers processed by the core Ria business and the number of transactions processed by our epay subsidiaries.

Our annual consolidated operating income increased by 109% for 2022 compared to 2021. The increase in operating income for 2022 was primarily due to the increases in transaction volume across all three segments.

Net income attributable to Euronet for 2022 was \$231.0 million, or \$4.41 per diluted share compared to a net income attributable to Euronet for 2021 of \$70.7 million, or \$1.32 per diluted share.

Impact of changes in foreign currency exchange rates

Our revenues and local expenses are recorded in the functional currencies of our operating entities, and then are translated into U.S. dollars for reporting purposes; therefore, amounts we earn outside the U.S. are negatively impacted by a stronger U.S. dollar and positively impacted by a weaker U.S. dollar. Considering the results by country and the associated functional currency, our 2022 consolidated operating income was approximately (12%) lower due to changes in foreign currency exchange rates when compared to 2021. If significant, in our discussion we will refer to the impact of fluctuations in foreign currency exchange rates in our comparison of operating segment results.

To provide further perspective on the impact of foreign currency exchange rates, the following table shows the changes in values relative to the U.S. dollar during 2022 and 2021, of the currencies of the countries in which we have our most significant operations:

Currency	Average Translation Rate Year Ended December 31,		2022 Increase (Decrease) Percent
	2022	2021	
Australian dollar	\$ 0.6949	\$ 0.7513	(8)%
British pound	\$ 1.2374	\$ 1.3755	(10)%
Canadian dollar	\$ 0.7691	\$ 0.7979	(4)%
euro	\$ 1.0541	\$ 1.1830	(11)%
Hungarian forint	\$ 0.0027	\$ 0.0033	(18)%
Indian rupee	\$ 0.0127	\$ 0.0135	(6)%
Malaysian ringgit	\$ 0.2278	\$ 0.2415	(6)%
New Zealand dollar	\$ 0.6361	\$ 0.7073	(10)%
Polish zloty	\$ 0.2255	\$ 0.2595	(13)%

Comparison of Operating Results For The Years Ended December 31, 2022 and 2021 - By Operating Segment

EFT Processing Segment

The following table summarizes the results of operations for our EFT Processing Segment for the years ended December 31, 2022 and 2021:

(dollar amounts in thousands)	Year Ended December 31,		Year-over-Year Change	
	2022	2021	Increase (Decrease) Amount	Increase (Decrease) Percent
Total revenues	\$ 924,208	\$ 591,138	\$ 333,070	56%
Operating expenses:				
Direct operating costs	475,785	354,254	121,531	34%
Salaries and benefits	111,997	98,584	13,413	14%
Selling, general and administrative	57,049	47,832	9,217	19%
Depreciation and amortization	95,486	90,969	4,517	5%
Total operating expenses	740,317	591,639	148,678	25%
Operating income / (loss)	\$ 183,891	\$ (501)	\$ 184,392	n/m
Transactions processed (millions)	6,459	4,366	2,093	48%
Active ATMs as of December 31	45,009	42,713	2,296	5%
Average active ATMs	47,166	41,461	5,705	14%

n/m: not meaningful

Revenues

EFT Processing Segment total revenues were \$924.2 million for the year ended December 31, 2022, an increase of \$333.1 million or 56% compared to the same period in 2021. In 2021, we began increasing our estate of active ATMs as certain countries began easing COVID-19 restrictions; however, remaining cross-border travel patterns prevented our volume of DCC and surcharge transactions from returning to pre-COVID-19 levels. During 2022 we saw further easing of COVID-19 restrictions. Revenues increased for the year ended December 31, 2022 compared to the same period in 2021 as cross-border travel and corresponding DCC and surcharge revenues increased. Also, the acquisition of Merchant Acquiring Business of Piraeus Bank in 2022 added \$88.8 million of revenues. Foreign currency movements decreased revenues by approximately (\$110.9) million for the year ended December 31, 2022, compared to the same period in 2021.

Average monthly revenues per ATM increased to \$1,633 for the year ended December 31, 2022 compared to \$1,188 for the same period in 2021. Revenues per transaction was \$0.14 for both years ended December 31, 2022 and 2021.

Direct operating costs

EFT Processing Segment direct operating costs were \$475.8 million for the year ended December 31, 2022, an increase of \$121.5 million or 34% compared to the same period in 2021. Direct operating costs primarily consist of site rental fees, cash delivery costs, cash supply costs, maintenance, insurance, telecommunications, payment scheme processing fees, data center operations-related personnel, as well as the processing centers' facility-related costs and other processing center-related expenses and commissions paid to retail merchants, banks and card processors involved with POS DCC transactions. For the year ended December 31, 2022, the increase in direct operating costs was primarily due to the increase in transaction volumes, and costs associated with modifying our estate of ATMs. Foreign currency movements offset direct operating costs increases by approximately (\$54.8) million for the year ended December 31, 2022 compared to the same period in 2021.

Gross profit

Gross profit, which is calculated as revenues less direct operating costs, was \$448.4 million for the year ended December 31, 2022, an increase of \$211.5 million or 89% compared to \$236.9 million for the same period in 2021. Gross profit as a percentage of revenues (“gross margin”) increased to 48.5% for the year ended December 31, 2022, compared to 40.1% for the same period in 2021. For the year ended December 31, 2022, the increase in gross profit and gross margin was primarily driven by the increase in higher-margin cross-border transactions and overall increase in transaction volumes.

Salaries and benefits

Salaries and benefits expenses were \$112.0 million for the year ended December 31, 2022, an increase of \$13.4 million or 14% compared to the same period in 2021. The increase in salaries and benefits for the year ended December 31, 2022 compared to the same period in 2021 was primarily driven by an increase in salaries and bonus expense offset by (\$14.0) million decrease from foreign currency movements in the countries where we employ our workforce. As a percentage of revenues, these expenses decreased to 12.1% for the year ended December 31, 2022, compared to 16.7% for the same period in 2021.

Selling, general and administrative

Selling, general and administrative expenses were \$57.0 million for the year ended December 31, 2022, an increase of \$9.2 million or 19% compared to the same period in 2021. The increase in these expenses is primarily driven by a \$16.8 million increase in professional fees, travel & meals, advertising and other expenses offset by (\$7.6) million decrease from foreign currency movements. As a percentage of revenues, these expenses decreased to 6.2% for the year ended December 31, 2022, compared to 8.1% for the same period in 2021.

Depreciation and amortization

Depreciation and amortization expenses were \$95.5 million for the year ended December 31, 2022, an increase of \$4.5 million or 5% compared to the same period in 2021. Foreign currency movements offset these increases by (\$10.1) million for the year ended December 31, 2022, compared to the same period in 2021, with the remainder of the increase driven by the acquisition of additional ATMs and software assets. As a percentage of revenues, these expenses decreased to 10.3% for the year ended December 31, 2022, compared to 15.4% for the same period in 2021.

Operating income (loss)

EFT Processing Segment had operating income of \$183.9 million for the year ended December 31, 2022, compared to operating losses of \$0.5 million in 2021, an increase of \$184.4 million compared to the same period in 2021. Operating income (loss) as a percentage of revenues (“operating margin”) increased to 19.9% for the year ended December 31, 2022, compared to (0.1%) for the same period in 2021. Operating income (loss) per transaction was \$0.03 for the year ended December 31, 2022, compared to (\$0.00) for the same period in 2021. For the year ended December 31, 2022, the increase in operating income and increase in operating margin was primarily driven by further easing of COVID-19 restrictions.

epay Segment

The following table summarizes the results of operations for our epay Segment for the years ended December 31, 2022 and 2021:

(dollar amounts in thousands)	Year Ended December 31,		Year-over-Year Change	
	2022	2021	Increase Amount	Increase (Decrease) Percent
Total revenues	\$ 998,009	\$ 1,011,482	\$ (13,473)	(1)%
Operating expenses:				
Direct operating costs	753,149	760,891	(7,742)	(1)%
Salaries and benefits	81,680	79,451	2,229	3%
Selling, general and administrative	36,006	39,602	(3,596)	(9)%
Depreciation and amortization	6,224	8,501	(2,277)	(27)%
Total operating expenses	877,059	888,445	(11,386)	(1)%
Operating income	\$ 120,950	\$ 123,037	\$ (2,087)	(2)%
Transactions processed (billions)	3.86	3.12	1	24%

Revenues

epay Segment total revenues were \$998.0 million for the year ended December 31, 2022, a decrease of (\$13.5) million or (1%) compared to the same period in 2021. Foreign currency movements decreased revenues by approximately (\$95.3) million for the year ended December 31, 2022, compared to the same period in 2021. The decrease in revenues due to foreign currency movements was offset by an increase in revenues of \$81.8 million due to increase in transaction volumes in all markets where we operate. Revenues per transaction decreased to \$0.03 for the year ended December 31, 2022, compared to \$0.04 for the same period in 2021. The decrease in revenues per transaction was primarily driven by the increase in the number of mobile transactions processed in a region where we generally earn lower revenues per transaction.

Direct operating costs

epay Segment direct operating costs were \$753.1 million for the year ended December 31, 2022, a decrease of (\$7.7) million or (1%) compared to the same period in 2021. Direct operating costs primarily consist of the commissions paid to retail merchants for the distribution and sale of prepaid mobile airtime and other prepaid products, expenses incurred to operate POS terminals and the cost of vouchers sold and physical gifts fulfilled. The decrease in direct operating costs was primarily due to foreign currency movements of approximately (\$69.8) million offset by the increase in cost for transaction volumes of low-value mobile top-up transactions and an increase in retailer commissions.

Gross profit

Gross profit was \$244.9 million for the year ended December 31, 2022, a decrease of (\$5.7) million or (2%) compared to \$250.6 million for the same period in 2021. Gross margin decreased to 24.5% for the year ended December 31, 2022, compared to 24.8% for the same period in 2021. The decrease in gross profit and gross margin was primarily driven by foreign currency movements.

Salaries and benefits

Salaries and benefits expenses were \$81.7 million for the year ended December 31, 2022, an increase of \$2.2 million or 3% compared to the same period in 2021. The increase in salaries and benefits was primarily driven by an increase in headcount to support the growth of the business and an increase in bonus expense. Foreign currency movements in the countries where we employ our workforce offset these increases by (\$7.7) million for the year ended December 31, 2022, compared to the same period in 2021. As a percentage of revenues, these expenses increased to 8.2% for the year ended December 31, 2022, compared to 7.9% for the year ended December 31, 2021.

Selling, general and administrative

Selling, general and administrative expenses were \$36.0 million for the year ended December 31, 2022, a decrease of (\$3.6) million or (9%) compared to the same period in 2021. Foreign currency movements decreased these expenses by (\$3.5) million for the year ended December 31, 2022, compared to the same period in 2021. As a percentage of revenues, these expenses decreased to 3.6% for the year ended December 31, 2022, compared to 3.9% for the same period in 2021.

Depreciation and amortization

Depreciation and amortization expenses were \$6.2 million for the year ended December 31, 2022, a decrease of (\$2.3) million or (27%) compared to the same period in 2021. Depreciation and amortization expense primarily represents depreciation of POS terminals we install in retail stores and amortization of acquired intangible assets. As a percentage of revenues, these expenses decreased to 0.6% for the year ended December 31, 2022, compared to 0.8% for the same period in 2021.

Operating income

epay Segment operating income was \$121.0 million for the year ended December 31, 2022, a decrease of (\$2.1) million or (2%) compared to the same period in 2021. Operating margin decreased to 12.1% for the year ended December 31, 2022, compared to 12.2% for the same period in 2021. Operating income per transaction was \$0.03 for the year ended December 31, 2022, compared to \$0.04 for the same period 2021. The decrease in operating income was due to foreign currency movements and the decrease in operating margin was primarily due to an increase in the number of low-margin digital transactions.

Money Transfer Segment

The following table summarizes the results of operations for our Money Transfer Segment for the years ended December 31, 2022 and 2021:

(dollar amounts in thousands)	Year Ended December 31,		Year-over-Year Change	
	2022	2021	Increase (Decrease) Amount	Increase (Decrease) Percent
Total revenues	\$ 1,444,304	\$ 1,400,957	\$ 43,347	3%
Operating expenses:				
Direct operating costs	796,951	793,218	3,733	0%
Acquired contract cost impairment	—	38,634	(38,634)	n/a
Salaries and benefits	277,012	255,816	21,196	8%
Selling, general and administrative	182,360	157,955	24,405	15%
Depreciation and amortization	33,727	35,739	(2,012)	(6%)
Total operating expenses	1,290,050	1,281,362	8,688	1%
Operating income	\$ 154,254	\$ 119,595	\$ 34,659	29%
Transactions processed (millions)	147.9	135.1	13	9%

Revenues

Money Transfer Segment total revenues were \$1,444.3 million for the year ended December 31, 2022, an increase of \$43.3 million or 3% compared to the same period in 2021. The increase in revenues was primarily due to 13% growth in US-outbound transactions, 13% growth in international-originated money transfers - which included 13% growth in transfers initiated largely in Europe and 14% growth in transfers initiated in the Middle-East and Asia and 25% growth in xe transactions, partially offset by a 17% decline in the intra-US business. These transaction growth rates include 38% growth in direct-to-consumer digital transactions. Revenues per transaction decreased to \$9.77 for the year ended December 31, 2022, compared to \$10.37 for the same period in 2021. Foreign currency movements decreased revenues by approximately (\$86.1) million for the year ended December 31, 2022, compared to the same period in 2021.

Direct operating costs

Money Transfer Segment direct operating costs were \$797.0 million for the year ended December 31, 2022, an increase of \$3.7 million compared to the same period in 2021. Direct operating costs primarily consist of commissions paid to agents who originate money transfers on our behalf and correspondent agents who disburse funds to the customers' destination beneficiaries, together with less significant costs, such as bank depository fees. The increase in direct operating costs was primarily due to the increase in the number of U.S. outbound and international-originated money transfer transactions and corresponding increase in agent commissions. Foreign currency movements decreased direct operating costs by approximately (\$42.9) million for the year ended December 31, 2022, compared to the same period in 2021.

Acquired contract cost impairment

During the fourth quarter of 2021, we identified certain contract assets that had a carrying balance greater than the estimated remaining cash flows in the contracts and recorded a corresponding \$38.6 million non-cash impairment of costs to fulfill a contract. The impairment charge is the result of lower-than-expected customer transaction volumes related to these specific contracts, stemming primarily from COVID-19 related disruptions.

Gross profit

Gross profit was \$647.4 million for the year ended December 31, 2022, an increase of \$39.6 million or 7% compared to \$607.7 million for the same period in 2021. Gross margin increased to 44.8% for the year ended December 31, 2022, compared to 43.4% for the same period in 2021. The increase in gross profit was primarily attributable to the increase in transaction volume for the year ended December 31, 2022.

Salaries and benefits

Salaries and benefits expenses were \$277.0 million for the year ended December 31, 2022, an increase of \$21.2 million or 8% compared to the same period in 2021. The increase in salaries and benefits was primarily driven by an increase in headcount to support the growth of the business. Foreign currency movements in the countries where we employ our workforce decreased these expenses by (\$15.1) million for the year ended December 31, 2022, compared to the same period in 2021. As a percentage of revenues, these expenses increased to 19.2% for the year ended December 31, 2022, compared to 18.3% for the same period in 2021.

Selling, general and administrative

Selling, general and administrative expenses were \$182.4 million for the year ended December 31, 2022, an increase of \$24.4 million or 15% compared to the same period in 2021. The increase in these expenses was primarily driven by an increase in marketing expenses, professional fees and travel related expenses. Foreign currency movements decreased these expenses by (\$8.9) million for the year ended December 31, 2022, compared to the same period in 2021. As a percentage of revenues, these expenses increased to 12.6% for the year ended December 31, 2022, compared to 11.3% for the same period in 2021.

Depreciation and amortization

Depreciation and amortization expenses were \$33.7 million for the year ended December 31, 2022, a decrease of (\$2.0) million or (6%) compared to the same period in 2021. Depreciation and amortization primarily represents amortization of acquired intangible assets and depreciation of money transfer terminals, computers and software, leasehold improvements and office equipment. As a percentage of revenues, these expenses decreased to 2.3% for the year ended December 31, 2022, compared to 2.6% for the same period in 2021.

Operating income

Money Transfer Segment operating income was \$154.3 million for the year ended December 31, 2022, an increase of \$34.7 million or 29% compared to the same period in 2021. Operating margin increased to 10.7% for the year ended December 31, 2022, compared to 8.5% for the same period in 2021. Operating income per transaction increased to \$1.04 for the year ended December 31, 2022, compared to \$0.89 for the same period in 2021. The increase in operating income, operating margin and operating income per transaction for the year ended December 31, 2022 compared to the same period in 2021 was primarily driven by the increase in transaction volume, specifically the higher margin transactions for US outbound and international-originated money transfers, and the impairment of the contract assets in 2021, partially offset by the increase in agent commissions, and an increase in headcount to support the growth of the business.

Corporate Services

The following table summarizes the results of operations for Corporate Services for the years ended December 31, 2022 and 2021:

(dollar amounts in thousands)	Year Ended December 31,		Year-over-Year Change	
	2022	2021	Increase (Decrease) Amount	Increase (Decrease) Percent
Salaries and benefits	\$ 63,549	\$ 50,988	\$ 12,561	25%
Selling, general and administrative	9,758	6,582	3,176	48%
Depreciation and amortization	427	545	(118)	(22)%
Total operating expenses	<u>\$ 73,734</u>	<u>\$ 58,115</u>	<u>\$ 15,619</u>	<u>27%</u>

Corporate operating expenses

Total Corporate operating expenses were \$73.7 million for the year ended December 31, 2022, an increase of \$15.6 million or 27%, compared to the same period in 2021. The increase was primarily due to a \$7.6 million increase in share based compensation and a \$4.8 million increase in bonuses as a result of improved performance for the year ended December 31, 2022, compared to the same period in 2021.

Other Expense, Net

(dollar amounts in thousands)	Year Ended December 31,		Year-over-Year Change	
	2022	2021	Increase (Decrease) Amount	Increase (Decrease) Percent
Interest income	\$ 2,066	\$ 664	\$ 1,402	211%
Interest expense	(37,585)	(38,198)	613	(2)%
Foreign currency exchange loss, net	(28,175)	(10,866)	(17,309)	159%
Other gains, net	950	59	891	1,510%
Other expense, net	<u>\$ (62,744)</u>	<u>\$ (48,341)</u>	<u>\$ (14,403)</u>	<u>30%</u>

Foreign currency exchange loss, net

Foreign currency exchange activity includes gains and losses on certain foreign currency exchange derivative contracts and the impact of remeasurement of assets and liabilities denominated in foreign currencies. Assets and liabilities denominated in currencies other than the local currency of each of our subsidiaries give rise to foreign currency exchange gains and losses. Foreign currency exchange gains and losses that result from re-measurement of these assets and liabilities are recorded in net income. The majority of our foreign currency exchange gains or losses are due to the remeasurement of intercompany loans which are not considered a long-term investment in nature and are in a currency other than the functional currency of one of the parties to the loan. For example, we make intercompany loans based in euros from our corporate division, which is composed of U.S. dollar functional currency entities, to certain European entities that use the euro as the functional currency. As the U.S. dollar strengthens against the euro, foreign currency exchange losses are recognized by our corporate entities because the number of euros to be received in settlement of the loans decreases in U.S. dollar terms. Conversely, in this example, in periods where the U.S. dollar weakens, our corporate entities will record foreign currency exchange gains.

We recorded a net foreign currency exchange loss of \$28.2 million for the year ended December 31, 2022, compared to a net foreign currency exchange loss of \$10.9 million for the same period in 2021. These realized and unrealized foreign currency exchange losses reflect the fluctuation in the value of the U.S. dollar against the currencies of the countries in which we operated during the respective periods.

Income Tax Expense

Our effective income tax rates as reported and as adjusted are calculated below:

	Year Ended December 31,	
(dollar amounts in thousands)	2022	2021
Income before income taxes	\$ 322,595	\$ 135,675
Income tax expense	(91,853)	(65,088)
Net income	<u>\$ 230,742</u>	<u>\$ 70,587</u>
Effective income tax rate	28.5%	48.0%
Income before income taxes	\$ 322,595	\$ 135,675
Adjust: Acquired contract cost impairment	—	(38,634)
Adjust: Other gains, net	950	59
Adjust: Foreign currency exchange (loss) gain, net	(28,175)	(10,866)
Income before income taxes, as adjusted	<u>\$ 349,820</u>	<u>\$ 185,116</u>
Income tax expense	\$ (91,853)	\$ (65,088)
Adjust: Income tax benefit attributable to foreign currency exchange loss, net	(12,487)	1,716
Income tax expense, as adjusted	<u>\$ (79,366)</u>	<u>\$ (66,804)</u>
Effective income tax rate, as adjusted	22.7%	36.1%

We calculate our effective income tax rate by dividing income tax expense by pre-tax book income. Our effective income tax rates were 28.5% and 48.0% for the years ended December 31, 2022 and 2021, respectively. The effective income tax rates were significantly influenced by the impact of acquired contract cost impairment, and foreign currency exchange gains (losses). Excluding foreign currency exchange gains (losses), and acquired contract cost impairment items from pre-tax income, as well as the related tax effects for these items, our adjusted effective income tax rates were 22.7% and 36.1% for the years ended December 31, 2022 and 2021, respectively.

The effective income tax rate, as adjusted, for 2022 was higher than the applicable statutory income tax rate of 21% as a result of the non-recognition of tax benefits from losses in certain foreign countries where we have a limited history of profitable earnings and certain foreign earnings being subject to higher local statutory tax rates. The effective income tax rate, as adjusted, was offset by a decrease in the valuation allowance related to the projected utilization of U.S. tax benefits. The effective income tax rate, as adjusted, for 2021 was higher than the applicable statutory income tax rate of 21% primarily because of an increase in the valuation allowance related to the projected utilization of U.S. tax benefits, the non-recognition of tax benefits from losses in certain foreign countries where we have a limited history of profitable earnings and certain foreign earnings being subject to higher local statutory tax rates. We determine income tax expense based upon enacted tax laws applicable in each of the taxing jurisdictions where we conduct business. Based on our interpretation of such laws, and considering the evidence of available facts and circumstances and baseline operating forecasts, we have accrued the estimated income tax effects of certain transactions, business ventures, contract and organizational structures, and the estimated future reversal of timing differences. Should a taxing jurisdiction change its laws or dispute our conclusions, or should management become aware of new facts or other evidence that could alter our conclusions, the resulting impact to our estimates could have a material adverse effect on our results of operations and financial condition.

Income before income taxes, as adjusted, income tax expense, as adjusted and effective income tax rate, as adjusted, are non-U.S. GAAP financial measures that management believes are useful for understanding why our effective income tax rates are significantly different than would be expected. These non-U.S. GAAP measures are used by management to conduct and evaluate its business during its regular review of operating results for the periods presented.

Our total liability for uncertain tax positions under Accounting Standards Codification ("ASC") 740-10-25 and -30 was \$42.8 million as of December 31, 2022. The application of ASC 740-10-25 and -30 requires significant judgment in assessing the outcome of future income tax examinations and their potential impact on the Company's estimated effective income tax rate and the value of deferred tax assets, such as those related to the Company's net operating loss carryforwards. It is reasonably possible that the balance of gross unrecognized tax benefits could significantly change within the next twelve months, as a result of the resolution of audit examinations and expirations of certain statutes of limitations and, accordingly, materially affect our Consolidated Financial Statements. At this time, it is not possible to estimate the range of change due to the uncertainty of potential outcomes.

Net (Income) Loss Attributable To Noncontrolling Interests

Noncontrolling interests represent the elimination of net income or loss attributable to the minority shareholders' portion of the following consolidated subsidiaries that are not wholly owned:

Subsidiary	Percent Owned	Segment - Country
Movilcarga	95%	epay - Spain
Euronet China	85%	EFT - China
Euronet Pakistan	70%	EFT - Pakistan
Euronet Infinitum Solutions	65%	EFT - India

Net Income (Loss) Attributable to Euronet

Net income attributable to Euronet was \$231.0 million for the year ended December 31, 2022, an increase of \$160.3 million compared to net income in the same period in 2021. For the year ended December 31, 2022, the increase in net income was primarily attributable to the \$245.4 million increase in gross profit driven by an increase in transaction volumes across all three segments, an \$38.6 million decrease in contract asset impairment, partially offset by an \$49.4 million increase in salaries and benefits, a \$26.8 million increase in income tax expense, a \$33.2 million increase in selling, general and administrative expenses, and a \$46.1 million increase in foreign currency exchange losses.

Translation Adjustment

Translation gains and losses are the result of translating our foreign entities' balance sheets from local functional currency to the U.S. dollar reporting currency prior to consolidation and are recorded in comprehensive (loss) income. As required by U.S. GAAP, during this translation process, asset and liability accounts are translated at current foreign currency exchange rates and equity accounts are translated at historical rates. Historical rates represent the rates in effect when the balances in our equity accounts were originally created. By using this mix of rates to convert the balance sheet from functional currency to U.S. dollars, differences between current and historical exchange rates generate this translation adjustment.

We recorded a net loss on translation adjustments of \$78.4 million for 2022 and a net loss of \$78.5 million for 2021. In 2021 and 2022, the U.S. dollar strengthened compared to key foreign currencies, resulting in translation losses which were recorded in comprehensive (loss) income.

Liquidity and Capital Resources

Working capital

As of December 31, 2022, we had working capital of \$1,372.6 million, which is calculated as the difference between total current assets and total current liabilities, compared to working capital of \$1,455.8 million as of December 31, 2021. The decrease in working capital was due to several changes in working capital line items, mainly due to 2022 ending in the weekend, which impacts funding needs for our agents. Our ratio of current assets to current liabilities was 1.58 and 1.79 at December 31, 2022 and December 31, 2021, respectively.

We require substantial working capital to finance operations. The Money Transfer Segment funds the payout of the majority of our consumer-to-consumer money transfer services before receiving the benefit of amounts collected from customers by agents. Working capital needs increase due to weekends and banking holidays. As a result, we may report more or less working capital for the Money Transfer Segment based solely upon the day on which the reporting period ends. The epay Segment produces positive working capital, but much of it is restricted in connection with the administration of its customer collection and vendor remittance activities. In our EFT Processing Segment, we obtain a significant portion of the cash required to operate our ATMs through various cash supply arrangements, the amount of which is not recorded on Euronet's Consolidated Balance Sheets. However, in certain countries, we fund the cash required to operate our ATM network from borrowings under the revolving credit facilities and cash flows from operations. As of December 31, 2022, we had approximately \$515.6 million of our own cash in use or designated for use in our ATM network, which is recorded in ATM cash on Euronet's Consolidated Balance Sheet. ATM cash decreased \$27.8 million from \$543.4 million as of December 31, 2021 to \$515.6 million as of December 31, 2022.

The Company has \$1,131.2 million of unrestricted cash as of December 31, 2022 compared to \$1,260.5 million as of December 31, 2021. The decrease in unrestricted cash was primarily due to the \$175.0 million of shares repurchased under the stock repurchase programs, the acquisition of the Piraeus Bank Merchant Acquiring business of Piraeus Bank for \$343.0 million (see Note 6, Acquisitions, to our Consolidated Financial Statements for additional information) and \$109.1 million of capital expenditures, partially offset by the \$750.4 million of cash provided by operating activities and an increase in borrowings of \$171.4 million. Including the \$515.6 million of cash in ATMs at December 31, 2022, the Company has access to \$1,990.9 million in available cash, and \$740.6 million available under the Credit Facility with no significant long-term debt principal payments until March 2025.

We had cash, cash equivalents and restricted cash of \$1,990.9 million as of December 31, 2022, of which \$1,533.0 million was held outside of the U.S. and is expected to be indefinitely reinvested for continued use in foreign operations. Repatriation of these assets to the U.S. could have negative tax consequences.

The following table identifies cash and cash equivalents provided by/(used in) our operating, investing and financing activities for the years ended December 31, 2022 and 2021 (in thousands):

Liquidity	Year Ended December 31,	
	2022	2021
Cash and cash equivalents and restricted cash provided by (used in):		
Operating activities	\$ 748,290	\$ 406,576
Investing activities	(453,776)	(98,109)
Financing activities	(1,154)	(212,236)
Effect of foreign currency exchange rate changes on cash and cash equivalents and restricted cash	(388,602)	(109,637)
(Decrease) in cash and cash equivalents and restricted cash	<u>\$ (95,242)</u>	<u>\$ (13,406)</u>

Operating cash flow

Cash flows provided by operating activities were \$748.3 million for the year ended December 31, 2022 compared to \$406.6 million for the same period in 2021. The increase in operating cash flows was primarily due to the increase in net income and fluctuations in working capital mainly associated with the timing of the settlement processes with content providers in the epay Segment, with correspondents in the Money Transfer Segment, and with card organizations and banks in the EFT Processing Segment.

Investing activity cash flow

Cash flows used in investing activities were \$453.8 million for the year ended December 31, 2022 compared to \$98.1 million for the same period in 2021. We used \$109.1 million for purchases of property and equipment for the year ended December 31, 2022 compared to \$92.2 million for the same period in 2021 and \$343.0 million for the acquisition of Piraeus Bank Merchant Acquiring business of Piraeus Bank. There were no acquisitions in 2021.

Financing activity cash flow

Cash flows used in financing activities were \$1.2 million for the year ended December 31, 2022 compared to \$212.2 million for the same period in 2021. The decrease in cash used in financing activities was primarily the result of the \$171.4 million net borrowings on debt obligations for the year ended December 31, 2022 compared to \$13.0 million for the same period in 2021. We repurchased \$175.0 million of common stock during the year ended December 31, 2022 compared to repurchases of \$229.9 million for the same period in 2021. We received proceeds of \$9.1 million and \$10.8 million during the year ended December 31, 2022 and 2021, respectively, for the issuance of stock in connection with our Stock Incentive Plan.

Other sources of capital

Credit Facility - On October 24, 2022, the Company amended its revolving credit agreement (the "Credit Facility") to increase the facility from \$1.03 billion to \$1.25 billion and to extend the expiration to October 24, 2027. The revolving credit facility contains a sublimit of up to \$250 million, with \$150 million committed, for the issuance of letters of credit, a \$75 million sublimit for U.S. dollar swingline loans and a \$75 million sublimit for swingline loans in euros or British pounds sterling. The Credit Facility allows for borrowings in British pounds sterling, euro and U.S. dollars. Subject to certain conditions, the Company has the option to increase the Credit Facility by up to an additional \$500 million by requesting additional commitments from existing or new lenders. Fees and interest on borrowings vary based upon the Company's corporate credit rating and will be based, in the case of letter of credit fees, on a margin, and in the case of interest, on a margin over a secured overnight financing rate, as defined in the agreement, with a margin, including the facility fee, ranging from 1.00% to 1.625% or the base rate, as selected by the Company. The applicable margin for borrowings under the credit facility, based on the Company's current credit rating is initially 1.25% including the facility fee. As of December 31, 2022 and 2021, the Company had stand-by letters of credit/bank guarantees outstanding under the Credit Facility of \$54.6 million and \$57.3 million, respectively. Stand-by letters of credit/bank guarantees reduce the Company's borrowing capacity under the Credit Facility and are generally used to secure trade credit and performance obligations. As of December 31, 2022 and 2021, the stand-by letters of credit interest charges were each 1.1% per annum. Borrowing capacity under the Credit Facility as of December 31, 2022 was \$740.6 million.

Uncommitted Line of Credit - On June 24, 2022, the Company entered into an Uncommitted Loan Agreement for \$150 million, for the sole purpose of providing vault cash for ATMs, that expires no later than June 23, 2023. The loan was fully repaid and there was no balance at December 31, 2022. The loan was either a Prime rate loan, a Bloomberg Short-term Bank Yield rate loan or bears interest at the rate agreed to by the bank and the Company at the time such loan is made. The weighted average interest rate from the loan inception date to December 31, 2022 was 2.76%.

Convertible debt - On March 18, 2019, we completed the sale of \$525.0 million in principal amount of Convertible Senior Notes due 2049 ("Convertible Notes"). The Convertible Notes were issued pursuant to an indenture, dated as of March 18, 2019 (the "Indenture"), by and between us and U.S. Bank National Association, as trustee. The Convertible Notes have an interest rate of 0.75% per annum payable semi-annually in March and September, and are convertible into shares of Euronet common stock at a conversion price of approximately \$188.73 per share if certain conditions are met (relating to the closing prices of Euronet common stock exceeding certain thresholds for specified periods). Holders of the Convertible Notes have the option to require us to repurchase for cash all or part of their Convertible Notes on each of March 15, 2025, 2029, 2034, 2039 and 2044 at a repurchase price equal to 100% of the principal amount of the Convertible Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the relevant repurchase date. In connection with the issuance of the Convertible Notes, we recorded \$12.8 million in debt issuance costs, which are being amortized through March 1, 2025.

Senior Notes - On May 22, 2019, the Company completed the sale of €600 million (\$669.9 million) aggregate principal amount of Senior Notes that mature on May 2026 (the "Senior Notes"). The Senior Notes accrue interest at a rate of 1.375% per year, payable annually in arrears commencing May 22, 2020, until maturity or earlier redemption. As of December 31, 2022, the Company has outstanding €600 million (\$642.1 million) principal amount of the Senior Notes. In addition, the Company may redeem some or all of these notes on or after February 22, 2026 at their principal amount plus any accrued and unpaid interest. As of December 31, 2022, the Company had \$4.1 million of unamortized debt issuance costs related to the Senior Notes.

Other debt obligations — Certain of our subsidiaries have available credit lines and overdraft facilities to generally supplement short-term working capital requirements, when necessary. There were \$0.2 million and \$0.9 million outstanding under these other obligation arrangements as of December 31, 2022 and December 31, 2021.

Other uses of capital

Capital expenditures and needs— Total capital expenditures for 2022 were \$104.3 million. These capital expenditures were primarily for the purchase of ATMs to expand our IAD network in Europe, the purchase and installation of ATMs in key under-penetrated markets, the purchase of POS terminals for the epay and Money Transfer Segments, and office, data center and company store computer equipment and software. Total capital expenditures for 2023 are currently estimated to be approximately \$100 million to \$110 million.

Contractual lease obligations— The Company has entered into contractually binding operating and finance lease commitments to operate the business. Operating lease expenses were \$51.0 million and \$55.6 million for the years ended December 31, 2022 and 2021, respectively. Finance lease expenses were not material for 2022 or 2021. For additional information on operating and finance lease obligations, see Note 13, Leases, to the Consolidated Financial Statements.

At current and projected cash flow levels, we anticipate that cash generated from operations, together with cash on hand and amounts available under our Credit Facility and other existing and potential future financings will be sufficient to meet our debt, leasing, and capital expenditure obligations. If our capital resources are not sufficient to meet these obligations, we will seek to refinance our debt and/or issue additional equity under terms acceptable to us. However, we can offer no assurances that we will be able to obtain favorable terms for the refinancing of any of our debt or other obligations or for the issuance of additional equity.

Share repurchase plan

On December 8, 2021, the Company put a repurchase program in place to repurchase up to \$300 million in value, but not more than 5.0 million shares of common stock through December 8, 2023. For the year ended December 31, 2022, the Company repurchased 1.6 million shares under the repurchase program at a weighted average purchase price of \$106.71 for a total value of \$175.0 million. On September 13, 2022, the Company put a repurchase program in place to repurchase up to \$350 million in value, but not more than 7.0 million shares of common stock through September 13, 2024. Repurchases under the programs may take place in the open market or in privately negotiated transactions, including derivative transactions, and may be made under a Rule 10b5-1 plan.

Inflation and functional currencies

Generally, the countries in which we operate have experienced low and stable inflation in recent years, further the local currency in each of these markets is the functional currency. Currently, we do not believe that inflation will have a significant effect on our results of operations or financial position. We continually review inflation and the functional currency in each of the countries where we operate.

Off-balance sheet arrangements

We have certain significant off-balance sheet items described in Note 20, Commitments, to the Consolidated Financial Statements. On occasion, we grant guarantees of the obligations of our subsidiaries and we sometimes enter into agreements with unaffiliated third parties that contain indemnification provisions, the terms of which may vary depending on the negotiated terms of each respective agreement. Our liability under such indemnification provisions may be subject to time and materiality limitations, monetary caps and other conditions and defenses. To date, we are not aware of any significant claims made by the indemnified parties or parties to whom we have provided guarantees on behalf of our subsidiaries and, accordingly, no liabilities have been recorded as of December 31, 2022.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. GAAP which requires management to make estimates, judgments and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. Management considers an accounting policy and estimate to be critical if it requires the use of assumptions that were uncertain at the time the estimate was made and if changes in the estimate or selection of a different estimate could have a material effect on the Company's financial condition and results of operations. Our most critical estimates and assumptions are used for computing income taxes, allocating the purchase price to assets acquired and liabilities assumed in acquisitions, and potential impairment of intangible assets and goodwill. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ materially from these estimates. For a summary of all of the Company's significant accounting policies, see Note 3, Summary of Significant Accounting Policies and Practices, to the accompanying Consolidated Financial Statements.

Accounting for income taxes

The deferred income tax effects of transactions reported in different periods for financial reporting and income tax return purposes are recorded under the asset and liability method prescribed under ASC Topic 740, *Income Taxes* ("ASC 740"). This method gives consideration to the future tax consequences of deferred income or expense items and immediately recognizes changes in income tax laws upon enactment. The consolidated statement of operations effect is generally derived from changes in deferred income taxes, net of valuation allowances, on the balance sheet as measured by differences in the book and tax bases of our assets and liabilities.

We have significant tax loss carryforwards, and other temporary differences, which are recorded as deferred tax assets and liabilities. Deferred tax assets realizable in future periods are recorded net of a valuation allowance based on an assessment of each entity's, or group of entities', ability to generate sufficient taxable income within an appropriate period, in a specific tax jurisdiction.

In assessing the recognition of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will be realized. As more fully described in Note 14, Income Taxes, to the Consolidated Financial Statements, gross deferred tax assets were \$265.0 million as of December 31, 2022, partially offset by a valuation allowance of \$90.4 million. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We make judgments and estimates on the scheduled reversal of deferred tax liabilities, historical and projected future taxable income in each country in which we operate, and tax planning strategies in making this assessment.

Based upon the level of historical taxable income and current projections for future taxable income over the periods in which the deferred tax assets are deductible, we believe it is more likely than not that we will realize the benefits of these deductible differences, net of the existing valuation allowance at December 31, 2022. If we have a history of generating taxable income in a certain country in which we operate, and baseline forecasts project continued taxable income in this country, we will reduce the valuation allowance for those deferred tax assets that we expect to realize.

Additionally, we follow the provisions of ASC 740-10-25 and -30 to account for uncertainty in income tax positions. Applying the standard requires substantial management judgment and use of estimates in determining whether the impact of a tax position is "more likely than not" of being sustained on audit by the relevant taxing authority. We consider many factors when evaluating and estimating our tax positions, which may require periodic adjustments and which may not accurately anticipate actual outcomes. It is reasonably possible that amounts reserved for potential exposure could change significantly as a result of the conclusion of tax examinations and, accordingly, materially affect our operating results.

Business combinations

In accordance with ASC Topic 805, *Business Combinations* ("ASC 805"), we allocate the acquisition purchase price of an acquired entity to the assets acquired, including identifiable intangibles, and liabilities assumed based on their estimated fair values at the date of acquisition. Management applies various valuation methodologies to these acquired assets and assumed liabilities which often involve a significant degree of judgment, particularly when liquid markets do not exist for the particular item being valued. Examples of such items include loans, deposits, identifiable intangible assets and certain other assets and liabilities acquired or assumed in business combinations. Management uses significant estimates and assumptions to value such items, including, projected cash flows and discount rates. For larger or more complex acquisitions, we generally obtain third-party valuations to assist us in estimating fair values. The use of different valuation techniques and assumptions could change the amounts and useful lives assigned to the assets and liabilities acquired and related amortization expense. During the measurement period, which is not to exceed one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Goodwill and intangible assets

In accordance with ASC Topic 350, *Intangibles - Goodwill and Other* ("ASC 350"), we evaluate the carrying value of our indefinite-lived assets, including goodwill, at least annually or more frequently whenever events or changes in circumstances indicate that the asset may be impaired, or in the case of goodwill, that the fair value of the reporting unit may be less than its carrying amount. Our annual impairment tests are performed during the fourth quarter and are performed at the reporting unit level. Our annual process for evaluating goodwill allows us to perform a qualitative assessment for all reporting units, and then perform a quantitative goodwill impairment test for those reporting units in which it is deemed necessary. The qualitative factors evaluated by the Company include: economic conditions of the local business environment, overall financial performance, sensitivity analysis from the most recent quantitative test, and other entity specific factors as deemed appropriate. If we determine a quantitative goodwill impairment test is appropriate, the test involves comparing the fair value of a reporting unit to its carrying amount, including goodwill, after any long-lived asset impairment charges. Generally, the fair value is determined using discounted projected future cash flows and market multiple of earnings. If the carrying amount of the reporting unit exceeds the fair value of the reporting unit, a goodwill impairment loss is recognized in an amount equal to the excess. Determining the fair value of reporting units requires significant management judgment in estimating future cash flows and assessing potential market and economic conditions. It is reasonably possible that our operations will not perform as expected, or that estimates or assumptions could change, which may result in the recording of material non-cash impairment charges during the year in which these determinations take place.

Acquired finite-lived intangible assets are amortized over their estimated useful lives. We evaluate the recoverability of our finite-intangible assets, as a part of our long-lived assets, for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. The evaluation is performed at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of intangible assets is not recoverable, the carrying amount of such assets is reduced to its fair value. In addition to the recoverability assessment, we routinely review the remaining estimated useful lives of our finite-lived intangible assets. If we reduce the estimated useful life assumption for any asset, the remaining unamortized balance would be amortized over the revised estimated useful life.

As of December 31, 2022, the Consolidated Balance Sheet includes goodwill of \$828.3 million and acquired intangible assets, net of accumulated amortization, of \$188.3 million. For the year ended December 31, 2022, no impairment of goodwill or acquired intangible assets has been identified.

Recently Issued Accounting Pronouncements

See Item 8 of Part II, "Financial Statements and Supplementary Data - Note 3 - Summary of Significant Accounting Policies and Practices.

Forward-Looking Statements

This document contains statements that constitute forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934 ("Exchange Act"). Generally, the words "believe," "expect," "anticipate," "intend," "estimate," "will" and similar expressions identify forward-looking statements. However, the absence of these words or similar expressions does not mean the statement is not forward-looking. All statements other than statements of historical facts included in this document are forward-looking statements, including, but not limited to, statements regarding the following:

- our business plans and financing plans and requirements;
- trends affecting our business plans and financing plans and requirements;
- trends affecting our business;
- the adequacy of capital to meet our capital requirements and expansion plans;
- the assumptions underlying our business plans;
- our ability to repay indebtedness;
- our estimated capital expenditures;
- the potential outcome of loss contingencies;
- our expectations regarding the closing of any pending acquisitions;
- business strategy;
- government regulatory action;
- the expected effects of changes in laws or accounting standards;
- the impact of the COVID-19 pandemic, including its variants on our results of operations and financial position;
- technological advances; and
- projected costs and revenues.

Although we believe that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that these expectations will prove to be correct.

Investors are cautioned that any forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may materially differ from those in the forward-looking statements as a result of various factors, including, but not limited to, conditions in world financial markets and general economic conditions, including impacts from the COVID-19 pandemic; inflation; the war in Ukraine and the related economic sanctions; our ability to successfully integrate the operations of Piraeus Merchant Services; the effects in Europe of the U.K.'s departure from the E.U. and economic conditions in specific countries and regions; technological developments affecting the market for our products and services; our ability to successfully introduce new products and services; foreign currency exchange rate fluctuations; the effects of any breach of our computer systems or those of our customers or vendors, including our financial processing networks or those of other third parties; interruptions in any of our systems or those of our vendors or other third parties; our ability to renew existing contracts at profitable rates; changes in fees payable for transactions performed for cards bearing international logos or over switching networks such as card transactions on ATMs; our ability to comply with increasingly stringent regulatory requirements, including anti-money laundering, anti-terrorism, anti-bribery, sanctions, consumer privacy and data protection and the European Union's General Data Protection Regulation and Second Revised Payment Service Directive requirements; changes in laws and regulations affecting our business, including tax and immigration laws and any laws regulating payments, including DCC transactions, changes in our relationships with, or in fees charged by, our business partners; competition; the outcome of claims and other loss contingencies affecting Euronet; the cost of borrowing (including fluctuations in interest rates), availability of credit and terms of and compliance with debt covenants; and renewal of sources of funding as they expire and the availability of replacement funding and those factors referred to above and as set forth and more fully described in Part I, Item 1A — Risk Factors. Any forward-looking statements made in this Form 10-K speak only as of the date of this report. Except as required by law, we do not intend, and do not undertake, any obligation to update any forward looking statements to reflect future events or circumstances after the date of such statements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Interest rate risk

As of December 31, 2022, our total debt outstanding, excluding unamortized debt issuance costs, was \$1,622.1 million. Of this amount, \$525 million, or 32% of our total debt obligations, relates to our contingent Convertible Notes that have a fixed coupon rate. Our \$525.0 million outstanding principal amount of Convertible Notes accrue cash interest at a rate of 0.75% of the principal amount per annum. Based on quoted market prices, as of December 31, 2022, the fair value of our fixed rate Convertible Notes was \$525.0 million, compared to a carrying value of \$520.8 million. Further, as of December 31, 2022, we had \$454.8 million outstanding under our Credit Facility, or 28% of our total debt obligations. The carrying values of the Credit Facility approximates fair value because interest as of December 31, 2022, was based on Secured Overnight Financing Rate (SOFR) that reset at various intervals of less than one year. Additionally, \$642.1 million, or 40% of our total debt obligations, relates to Senior Notes having a fixed coupon rate. Our €600 million outstanding principal amount of Senior Notes accrue cash interest at a rate of 1.375% of the principal per annum. Based on quoted market prices, as of December 31, 2022, the fair value of our fixed rate Senior Notes was \$568.9 million, compared to a carrying value of \$642.1 million. The remaining \$0.2 million, or less than 0% of our total debt obligations, is related to borrowings by certain subsidiaries to fund, from time to time, working capital requirements. These arrangements generally are due within one year and accrue interest at variable rates.

Additionally, as of December 31, 2022, we had approximately \$4.3 million of finance leases with fixed payment and interest terms that expire between the years of 2023 and 2027.

Our excess cash is invested in instruments with original maturities of three months or less or in certificates of deposit that may be withdrawn at any time without penalty; therefore, as investments mature and are reinvested, the amount we earn will increase or decrease with changes in the underlying short-term interest rates.

Foreign currency exchange rate risk

For the years ended December 31, 2022 and 2021, 75% and 73% of our revenues, respectively, were generated in non-U.S. dollar countries. We expect to continue generating a significant portion of our revenues in countries with currencies other than the U.S. dollar.

We are particularly vulnerable to fluctuations in exchange rates of the U.S. dollar to the currencies of countries in which we have significant operations, primarily the euro, British pound, Australian dollar, Polish zloty, Indian rupee, New Zealand dollar, Malaysian ringgit and Hungarian forint. As of December 31, 2022, we estimate that a 10% fluctuation in these foreign currency exchange rates would have the combined annualized effect on reported net income and working capital of approximately \$110 million to \$115 million. This effect is estimated by applying a 10% adjustment factor to our non-U.S. dollar results from operations, intercompany loans that generate foreign currency gains or losses and working capital balances that require translation from the respective functional currency to the U.S. dollar reporting currency.

Additionally, we have other non-current, non-U.S. dollar assets and liabilities on our balance sheet that are translated to the U.S. dollar during consolidation. These items primarily represent goodwill and intangible assets recorded in connection with acquisitions in countries other than the U.S. We estimate that a 10% fluctuation in foreign currency exchange rates would have a non-cash impact on total comprehensive (loss) income of approximately (\$110) million to (\$115) million as a result of the change in value of these items during translation to the U.S. dollar. For the fluctuations described above, a strengthening U.S. dollar produces a financial loss, while a weakening U.S. dollar produces a financial gain.

We believe this quantitative measure has inherent limitations and does not take into account any governmental actions or changes in either customer purchasing patterns or our financing or operating strategies. Because a majority of our revenues and expenses are incurred in the functional currencies of our international operating entities, the profits we earn in foreign currencies are positively impacted by a weakening of the U.S. dollar and negatively impacted by a strengthening of the U.S. dollar. Additionally, our debt obligations are primarily in U.S. dollars; therefore, as foreign currency exchange rates fluctuate, the amount available for repayment of debt will also increase or decrease.

We use derivatives to minimize our exposures related to changes in foreign currency exchange rates and to facilitate foreign currency risk management services by writing derivatives to customers. Derivatives are used to manage the overall market risk associated with foreign currency exchange rates; however, we do not perform the extensive record-keeping required to account for the derivative transactions as hedges. Due to the relatively short duration of the derivative contracts, we use the derivatives primarily as economic hedges. Since we do not designate foreign currency derivatives as hedging instruments pursuant to the accounting standards, we record gains and losses on foreign exchange derivatives in earnings in the period of change.

A majority of our consumer-to-consumer money transfer operations involve receiving and disbursing different currencies, in which we earn a foreign currency spread based on the difference between buying currency at wholesale exchange rates and selling the currency to consumers at retail exchange rates. We enter into foreign currency forward and cross-currency swap contracts to minimize exposure related to fluctuations in foreign currency exchange rates. The changes in fair value related to these contracts are recorded in Foreign currency exchange (loss) gain, net on the Consolidated Statements of Operations. As of December 31, 2022, we had foreign currency derivative contracts outstanding with a notional value of \$398.6 million, primarily in Australian dollars, British pounds, Canadian dollars, euros and Mexican pesos, that were not designated as hedges and mature within a few days.

For derivative instruments our xe operations write to customers, we aggregate the foreign currency exposure arising from customer contracts, and hedge the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties as part of a broader foreign currency portfolio. The changes in fair value related to the total portfolio of positions are recorded in Revenues on the Consolidated Statements of Operations. As of December 31, 2022, we held foreign currency derivative contracts outstanding with a notional value of \$1.0 billion, primarily in U.S. dollars, euros, British pounds, Australian dollars and New Zealand dollars, that were not designated as hedges and for which the majority mature within the next twelve months.

We use longer-term foreign currency forward contracts to mitigate risks associated with changes in foreign currency exchange rates on certain foreign currency denominated other asset and liability positions. As of December 31, 2022, the Company had foreign currency forward contracts outstanding with a notional value of \$228.4 million, primarily in euros.

See Note 12, Derivative Instruments and Hedging Activities to our Consolidated Financial Statements for additional information.

Item 8. Financial Statements and Supplementary Data

	<u>Page</u>
<u>Report of Independent Registered Public Accounting Firm</u>	56
<u>CONSOLIDATED FINANCIAL STATEMENTS</u>	59
<u>CONSOLIDATED BALANCE SHEETS</u>	60
<u>CONSOLIDATED STATEMENTS OF OPERATIONS</u>	61
<u>CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME</u>	62
<u>CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY</u>	63
<u>CONSOLIDATED STATEMENTS OF CASH FLOWS</u>	64
<u>NOTES TO CONSOLIDATED FINANCIAL STATEMENTS</u>	66
(1) <u>Organization</u>	66
(2) <u>Basis of Preparation</u>	66
(3) <u>Summary of Significant Accounting Policies and Practices</u>	66
(4) <u>Settlement Assets and Obligations</u>	72
(5) <u>Stockholders' Equity</u>	73
(6) <u>Acquisitions</u>	74
(7) <u>Restricted Cash</u>	76
(8) <u>Property and Equipment, Net</u>	76
(9) <u>Goodwill and Acquired Intangible Assets, Net</u>	77
(10) <u>Accrued Expenses and Other Current Liabilities</u>	78
(11) <u>Debt Obligations</u>	79
(12) <u>Derivative Instruments and Hedging Activities</u>	81
(13) <u>Leases</u>	84
(14) <u>Income Taxes</u>	86
(15) <u>Valuation and Qualifying Accounts</u>	90
(16) <u>Stock Plans</u>	91
(17) <u>Business Segment Information</u>	93
(18) <u>Financial Instruments and Fair Value Measurements</u>	97
(19) <u>Litigation and Contingencies</u>	98
(20) <u>Commitments</u>	99
(21) <u>Related Party Transactions</u>	99

[Table of Contents](#)

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Euronet Worldwide, Inc.:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Euronet Worldwide, Inc. and subsidiaries (the Company) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022 based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Company acquired the Euronet Merchant Services Payment Institution S.M.S.A (formerly the Merchant Acquiring Business of Piraeus Bank) during 2022 and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2022, Euronet Merchant Services Payment Institution S.M.S.A. internal control over financial reporting associated with total assets of \$520.8 million and total revenues of \$88.8 million included in the consolidated financial statements of the company as of and for the year ended December 31, 2022. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Euronet Merchant Services Payment Institution S.M.S.A.

Change in Accounting Principle

As discussed in Note 3 to the consolidated financial statements, the Company has changed its method of accounting for convertible instruments as of January 1, 2022 due to the adoption of ASU 2020-06, Accounting for Convertible Instruments and Contracts in an Entity's Own Equity.

Basis for Opinions

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

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

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

performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matters or on the accounts or disclosures to which it relates.

Sufficiency of audit evidence over revenue

As discussed in Note 3 to the consolidated financial statements, the Company earned \$3.4 billion of revenue in 2022. The Company earned revenue by payment and transaction processing and distribution solutions to financial institutions, retailers, service providers and individual consumers (collectively services). The services were provided to customers in approximately 200 countries through 66 different business offices in 43 countries within 3 different reportable operating segments.

We identified the evaluation of the sufficiency of audit evidence over revenue as a critical audit matter. The company's geographical dispersion of services worldwide, amongst various business lines required especially subjective auditor judgment in evaluating the sufficiency of audit evidence over revenue. Further, our audit team consisted of auditors located in various countries worldwide. This required especially challenging auditor judgment in the level of audit procedures and supervision applied at each country.

The following are the primary procedures we performed to address this critical audit matter. We applied auditor judgment to determine the nature and extent of procedures to be performed over revenue, including the determination of locations at which those procedures were to be performed. At each Company location selected, we:

- evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's revenue process, including controls over the accurate recording of revenue amounts
- assessed the training and experience of the auditors on our audit team that were in countries other than the United States
- tested a sample of individual revenue transactions by comparing amounts recognized by the Company to relevant contracts and or payment and transaction support.

We evaluated the sufficiency of audit evidence obtained over revenue by assessing the results of procedures performed, including the appropriateness of such evidence.

/s/ KPMG LLP

We have served as the Company's auditor since 2003.

Kansas City, Missouri
February 22, 2023

CONSOLIDATED FINANCIAL STATEMENTS
EURONET WORLDWIDE, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	December 31,	
	2022	2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,131,207	\$ 1,260,466
ATM cash	515,643	543,422
Restricted cash	7,374	3,693
Settlement assets	1,442,692	1,102,389
Trade accounts receivable, net of credit loss allowance of \$4,021 and \$4,469	270,828	203,010
Prepaid expenses and other current assets	358,929	195,443
Total current assets	3,726,673	3,308,423
Operating right of use lease assets	149,667	161,494
Property and equipment, net of accumulated depreciation of \$576,433 and \$532,631	336,601	345,381
Goodwill	828,344	641,605
Acquired intangible assets, net of accumulated amortization of \$199,237 and \$185,054	188,275	97,793
Other assets, net of accumulated amortization of \$68,015 and \$62,349	174,073	189,580
Total assets	\$ 5,403,633	\$ 4,744,276
LIABILITIES AND EQUITY		
Current liabilities:		
Settlement obligations	\$ 1,442,692	\$ 1,102,389
Trade accounts payable	222,448	193,529
Accrued expenses and other current liabilities	505,685	367,692
Current portion of operating lease obligations	50,183	52,136
Short-term debt obligations and current maturities of long-term debt obligations	149	821
Income taxes payable	67,534	59,037
Deferred revenue	65,380	77,037
Total current liabilities	2,354,071	1,852,641
Debt obligations, net of current portion	1,609,098	1,420,085
Operating lease obligations, net of current portion	102,649	111,355
Deferred income taxes	28,372	46,505
Other long-term liabilities	65,037	58,166
Total liabilities	4,159,227	3,488,752
Equity:		
Euronet Worldwide, Inc. stockholders' equity:		
Preferred Stock, \$0.02 par value. 10,000,000 shares authorized; 0 issued	—	—
Common Stock, \$0.02 par value. 90,000,000 shares authorized; shares issued 64,091,387 and 63,779,009	1,282	1,275
Additional paid-in capital	1,251,837	1,274,118
Treasury stock, at cost, shares issued 14,269,645 and 12,631,125	(1,105,813)	(931,212)
Retained earnings	1,348,266	1,083,882
Accumulated other comprehensive loss	(250,989)	(172,582)
Total Euronet Worldwide, Inc. stockholders' equity	1,244,583	1,255,481
Noncontrolling interests	(177)	43
Total equity	1,244,406	1,255,524
Total liabilities and equity	\$ 5,403,633	\$ 4,744,276

See accompanying notes to the Consolidated Financial Statements.

EURONET WORLDWIDE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)

	Year Ended December 31,		
	2022	2021	2020
Revenues	\$ 3,358,741	\$ 2,995,443	\$ 2,482,700
Operating expenses:			
Direct operating costs	2,018,127	1,900,267	1,576,699
Acquired contract cost impairment	—	38,634	—
Salaries and benefits	534,238	484,839	404,142
Selling, general and administrative	285,173	251,933	221,614
Goodwill and acquired intangible assets impairment	—	—	106,602
Depreciation and amortization	135,864	135,754	127,021
Total operating expenses	2,973,402	2,811,427	2,436,078
Operating income	385,339	184,016	46,622
Other income (expense):			
Interest income	2,066	664	1,040
Interest expense	(37,585)	(38,198)	(36,604)
Foreign currency exchange (loss) gain, net	(28,175)	(10,866)	(3,756)
Other gains (losses), net	950	59	869
Other expense, net	(62,744)	(48,341)	(38,451)
Income before income taxes	322,595	135,675	8,171
Income tax expense	(91,853)	(65,088)	(11,475)
Net income (loss)	230,742	70,587	(3,304)
Less: Net loss (income) attributable to noncontrolling interests	252	140	(95)
Net income (loss) attributable to Euronet Worldwide, Inc.	<u>\$ 230,994</u>	<u>\$ 70,727</u>	<u>\$ (3,399)</u>
Earnings (loss) per share attributable to Euronet Worldwide, Inc. stockholders:			
Basic	<u>\$ 4.60</u>	<u>\$ 1.34</u>	<u>\$ (0.06)</u>
Diluted	<u>\$ 4.41</u>	<u>\$ 1.32</u>	<u>\$ (0.06)</u>
Weighted average shares outstanding:			
Basic	<u>50,175,614</u>	<u>52,585,674</u>	<u>52,659,551</u>
Diluted	<u>53,463,308</u>	<u>53,529,576</u>	<u>52,659,551</u>

See accompanying notes to the Consolidated Financial Statements.

EURONET WORLDWIDE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(in thousands)

	Year Ended December 31,		
	2022	2021	2020
Net income (loss)	\$ 230,742	\$ 70,587	\$ (3,304)
Other comprehensive (loss) income			
Translation adjustment	(78,375)	(78,466)	70,794
Comprehensive (loss) income	152,367	(7,879)	67,490
Comprehensive loss (income) attributable to noncontrolling interests	(220)	238	(213)
Comprehensive (loss) income attributable to Euronet Worldwide, Inc.	<u>\$ 152,147</u>	<u>\$ (7,641)</u>	<u>\$ 67,277</u>

See accompanying notes to the Consolidated Financial Statements.

EURONET WORLDWIDE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(in thousands, except share data)

	Number of Shares Outstanding (Common and Treasury)	Common Stock	Additional Paid-in Capital	Treasury Stock
Balance as of December 31, 2019	54,220,854	\$ 1,256	\$ 1,190,058	\$ (463,704)
Net income (loss)	—	—	—	—
Other comprehensive income	—	—	—	—
Stock issued under employee stock plans	608,878	11	16,437	435
Share-based compensation	—	—	21,951	—
Repurchase of shares	<u>(2,095,683)</u>	—	—	<u>(239,763)</u>
Balance as of December 31, 2020	52,734,049	1,267	1,228,446	(703,032)
Net (loss) income	—	—	—	—
Other comprehensive loss	—	—	—	—
Stock issued under employee stock plans	413,835	8	9,132	(416)
Share-based compensation	—	—	36,540	—
Repurchase of shares	<u>(2,000,000)</u>	—	—	<u>(227,764)</u>
Balance as of December 31, 2021	51,147,884	1,275	1,274,118	(931,212)
Net income (loss)	—	—	—	—
Other comprehensive loss	—	—	—	—
Adoption of ASU-2020-60 on Convertible bond	—	—	(74,080)	—
Stock issued under employee stock plans	314,358	7	7,699	350
Share-based compensation	—	—	44,100	—
Repurchase of shares	<u>(1,639,535)</u>	—	—	<u>(174,951)</u>
Balance as of December 31, 2022	<u>49,822,707</u>	<u>\$ 1,282</u>	<u>\$ 1,251,837</u>	<u>\$(1,105,813)</u>

See accompanying notes to the Consolidated Financial Statements.

EURONET WORLDWIDE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)
(in thousands)

	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total
Balance as of December 31, 2019	\$ 1,016,554	\$ (164,890)	\$ 68	\$ 1,579,342
Net income (loss)	(3,399)	—	95	(3,304)
Other comprehensive income	—	70,676	118	70,794
Stock issued under employee stock plans	—	—	—	16,883
Share-based compensation	—	—	—	21,951
Repurchase of shares	—	—	—	(239,763)
Balance as of December 31, 2020	1,013,155	(94,214)	281	1,445,903
Net (loss) income	70,727	—	(140)	70,587
Other comprehensive loss	—	(78,368)	(98)	(78,466)
Stock issued under employee stock plans	—	—	—	8,724
Share-based compensation	—	—	—	36,540
Repurchase of shares	—	—	—	(227,764)
Balance as of December 31, 2021	1,083,882	(172,582)	43	1,255,524
Net income (loss)	230,994	—	(252)	230,742
Other comprehensive loss	—	(78,407)	32	(78,375)
Adoption of ASU-2020-06 on Convertible bond	33,390	—	—	(40,690)
Stock issued under employee stock plans	—	—	—	8,056
Share-based compensation	—	—	—	44,100
Repurchase of shares	—	—	—	(174,951)
Balance as of December 31, 2022	<u><u>\$ 1,348,266</u></u>	<u><u>\$ (250,989)</u></u>	<u><u>\$ (177)</u></u>	<u><u>\$ 1,244,406</u></u>

See accompanying notes to the Consolidated Financial Statements.

EURONET WORLDWIDE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2022	2021	2020
Net income (loss)	\$ 230,742	\$ 70,587	\$ (3,304)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	135,864	135,754	127,021
Share-based compensation	44,100	36,540	21,951
Unrealized foreign exchange loss (gain), net	28,175	10,866	3,756
Non-cash impairment of goodwill and acquired intangible assets	—	—	106,602
Deferred income taxes	7,885	(2,255)	(23,946)
Accretion of convertible debt discount and amortization of debt issuance costs	3,741	20,239	18,924
Changes in working capital, net of amounts acquired:			
Income taxes payable, net	10,805	23,912	(16,823)
Trade accounts receivable, including amounts in settlement assets	(299,409)	(107,478)	63,629
Prepaid expenses and other current assets, including amounts in settlement assets	(192,591)	93,475	(168,256)
Trade accounts payable, including amounts in settlement obligations	178,052	(33,218)	88,687
Deferred revenue	(8,389)	7,472	10,945
Accrued expenses and other current liabilities, including amounts in settlement obligations	608,252	93,040	118,618
Changes in non-current assets and liabilities	1,063	57,642	(94,299)
Net cash provided by operating activities	<u>748,290</u>	<u>406,576</u>	<u>253,505</u>
Cash flows from investing activities:			
Acquisitions, net of cash acquired	(342,951)	—	(1,100)
Purchases of property and equipment and proceeds of sale property and equipment	(104,257)	(92,207)	(97,628)
Purchases of other long-term assets	(7,728)	(7,752)	(7,770)
Other, net	<u>1,160</u>	<u>1,850</u>	<u>967</u>
Net cash used in investing activities	<u>(453,776)</u>	<u>(98,109)</u>	<u>(105,531)</u>
Cash flows from financing activities:			
Proceeds from issuance of shares	9,081	10,848	18,101
Repurchase of shares	(175,965)	(229,877)	(241,518)
Borrowings from revolving credit agreements	7,904,600	5,074,000	3,113,800
Repayments of revolving credit agreements	(7,733,200)	(5,061,000)	(2,843,400)
Net borrowings (repayments) from short-term debt obligations	1,193	52	(5,157)
Debt issuance costs	(3,014)	—	—
Other, net	<u>(3,849)</u>	<u>(6,259)</u>	<u>(6,428)</u>
Net cash (used in) provided by financing activities	<u>(1,154)</u>	<u>(212,236)</u>	<u>35,398</u>
Effect of exchange rate changes on cash and cash equivalents and restricted cash	<u>(388,602)</u>	<u>(109,637)</u>	<u>98,757</u>
(Decrease) increase in cash and cash equivalents and restricted cash	<u>(95,242)</u>	<u>(13,406)</u>	<u>282,129</u>
Cash and cash equivalents and restricted cash at beginning of period	<u>2,086,102</u>	<u>2,099,508</u>	<u>1,817,379</u>
Cash and cash equivalents and restricted cash at end of period	<u>\$ 1,990,860</u>	<u>\$ 2,086,102</u>	<u>\$ 2,099,508</u>

Supplemental Cash Flow Disclosures:

Interest paid during the period	\$ 29,067	\$ 18,503	\$ 17,319
Income taxes paid during the period	\$ 86,208	\$ 48,688	\$ 60,170

See accompanying notes to the Consolidated Financial Statements.

EURONET WORLDWIDE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Organization

Euronet Worldwide, Inc. (the "Company" or "Euronet") was established as a Delaware corporation on December 13, 1996 and succeeded Euronet Holding N.V. as the group holding company, which was founded and established in 1994. Euronet is a leading financial technology solutions and payments provider. Euronet offers payment and transaction processing and distribution solutions to financial institutions, retailers, service providers and individual consumers. Euronet's primary product offerings include comprehensive ATM, POS, card outsourcing, card issuing and merchant acquiring services, electronic distribution of prepaid mobile airtime and other electronic payment products, and international payment services.

(2) Basis of Preparation

The Consolidated Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Consolidated Financial Statements include the accounts of Euronet and its wholly owned and majority owned subsidiaries and all significant intercompany balances and transactions have been eliminated. Euronet's investments in companies that it does not control, but has the ability to significantly influence, are accounted for under the equity method. Euronet has no variable interest entities. Results from operations related to entities acquired during the periods covered by the Consolidated Financial Statements are reflected from the effective date of acquisition.

The preparation of the Consolidated Financial Statements in conformity with U.S. GAAP requires that management make a number of estimates and assumptions relating to the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Significant items subject to such estimates and assumptions include computing income taxes, contingent purchase price consideration, estimating the useful lives and potential impairment of long-lived assets and goodwill, as well as allocating the purchase price to assets acquired and liabilities assumed in acquisitions and revenue recognition. Actual results could differ from those estimates.

Seasonality

Euronet's EFT Processing Segment normally experiences its heaviest demand for DCC services during the third quarter of the fiscal year, normally coinciding with the tourism season. Additionally, the EFT Processing and epay Segments are normally impacted by seasonality during the fourth quarter and first quarter of each year due to higher transaction levels during the holiday season and lower levels following the holiday season. Seasonality in the Money Transfer Segment varies by region of the world. In most markets, Euronet usually experiences increased demand for money transfer services from the month of May through the fourth quarter of each year, coinciding with the increase in worker migration patterns and various holidays, and its lowest transaction levels during the first quarter of the year.

(3) Summary of Significant Accounting Policies and Practices

Foreign currencies

Assets and liabilities denominated in currencies other than the functional currency of a subsidiary are remeasured at rates of exchange on the balance sheet date. Resulting gains and losses on foreign currency transactions are included in the Consolidated Statements of Operations. The majority of our foreign currency exchange gains or losses are due to the remeasurement of intercompany loans which are not considered a long-term investment in nature and are in a currency other than the functional currency of one of the parties to the loan.

The financial statements of foreign subsidiaries where the functional currency is not the U.S. dollar are translated to U.S. dollars using (i) exchange rates in effect at period end for assets and liabilities, and (ii) weighted average exchange rates during the period for revenues and expenses. Adjustments resulting from translation of such financial statements are reflected in accumulated other comprehensive (loss) income as a separate component of consolidated equity.

Cash equivalents

The Company considers all highly liquid investments, with an original maturity of three months or less, and certificates of deposit, which may be withdrawn at any time at the discretion of the Company without penalty, to be cash equivalents.

ATM cash

ATM cash represents cash within the ATM network either included within ATMs, within dedicated accounts, or in-transit to ATMs.

Settlement assets and obligations

Settlement assets represent funds received or to be received from agents for unsettled money transfers and from merchants for unsettled prepaid transactions. See Note 4, Settlement Assets and Obligations, to the Consolidated Financial Statements for further discussion on settlement assets and obligations.

Property and equipment

Property and equipment are stated at cost, less accumulated depreciation. Property and equipment acquired in acquisitions have been recorded at estimated fair values as of the acquisition date.

Depreciation is generally calculated using the straight-line method over the estimated useful lives of the respective assets.

Depreciation and amortization rates are generally as follows:

ATMs or ATM upgrades	5 - 8 years
Computers and software	3 - 5 years
POS terminals	3 - 5 years
Vehicles and office equipment	3 - 10 years
Leasehold improvements	Over the lesser of the lease term or estimated useful life

Goodwill and other intangible assets

Goodwill - The Company accounts for goodwill and other intangible assets in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 350, *Intangibles - Goodwill and Other* ("ASC 350"). In accordance with the requirements of ASC 350 the Company tests for impairment on an annual basis in the fourth quarter and whenever events or circumstances dictate. Goodwill is allocated among and evaluated for impairment at the reporting unit level, which is defined as an operating segment or one level below an operating segment.

ASC 350 provides an entity the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not (more than 50%) that the estimated fair value of a reporting unit is less than its carrying amount. If an entity elects to perform a qualitative assessment and determines that an impairment is more likely than not, the entity is then required to perform the existing quantitative impairment test (described below), otherwise no further analysis is required. An entity also may elect not to perform the qualitative assessment and, instead, proceed directly to the quantitative impairment test. The Company has a policy for its annual review of goodwill to perform the qualitative assessment for all reporting units not subjected directly to the quantitative impairment test.

Under the qualitative assessment, various events and circumstances (or factors) that would affect the estimated fair value of a reporting unit are identified (similar to impairment indicators). These factors are then classified by the type of impact they would have on the estimated fair value using positive, neutral, and adverse categories based on current business conditions. Furthermore, the Company considers the results of the most recent quantitative impairment test completed for a reporting unit and compares, among other factors, the weighted average cost of capital ("WACC") between the current and prior years for each reporting unit.

Under the quantitative impairment test, the evaluation of impairment involves comparing the current fair value of each reporting unit to its carrying value, including goodwill. The Company uses weighted results from the income approach or the discounted cash flow model ("DCF model") and guideline public company method ("Market Approach model") to estimate the current fair value of its reporting units when testing for impairment, as management believes forecasted cash flows and EBITDA are the best indicators of such fair value. A number of significant assumptions and estimates are involved in the application of the DCF model to forecast operating cash flows, including sales volumes, gross margins, tax rates, capital spending, discount rates and working capital changes. Most of these assumptions vary significantly among the reporting units. Significant assumptions in the Market Approach model are projected EBITDA, selected market multiple, and the estimated control premium. If the carrying value of goodwill exceeds its fair value, an impairment loss equal to such excess would be recognized. The DCF Model and Market Approach Model utilize Level 3 inputs in the fair value hierarchy as they include unobservable inputs that require significant management assumptions.

Other Intangible Assets - In accordance with ASC 350, intangible assets with finite lives are amortized over their estimated useful lives. Unless otherwise noted, amortization is calculated using the straight-line method over the estimated useful lives of the assets as follows:

Non-compete agreements	2 - 5 years
Trademarks and trade names	2 - 20 years
Software	3 - 10 years
Customer relationships	6 - 20 years

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If such events or changes in circumstances are present, a loss is recognized if the carrying value of the asset is in excess of the sum of the undiscounted cash flows expected to result from the use of the asset and its eventual disposition. An impairment loss is measured as the amount by which the carrying amount of the asset exceeds the fair value of the asset.

See Note 9, Goodwill and Acquired Intangible Assets, Net, to the Consolidated Financial Statements for additional information regarding the impairment of goodwill and other intangible assets.

Other assets

Other assets include capitalized software development costs and capitalized payments for new or renewed contracts. Euronet capitalizes initial payments for new or renewed contracts to the extent recoverable through future operations, contractual minimums and/or penalties in the case of early termination. The Company's accounting policy is to limit the amount of capitalized costs for a given contract to the lesser of the estimated ongoing net future cash flows related to the contract or the termination fees the Company would receive in the event of early termination of the contract by the customer.

ASC Topic 340, *Other Assets and Deferred Costs* ("ASC 340") requires the deferral of incremental costs to fulfill customer contracts, known as contract assets, which are then amortized to expense as part of direct operating costs over the respective periods of expected benefit. Deferred contract costs are reported on our balance sheet within current or non-current other assets based on the expected life of the related contract. At December 31, 2022 and 2021, we had \$78.9 million and \$96.4 million, respectively, of deferred contract costs. For the years ended December 31, 2022, 2021 and 2020, we had \$22.1 million, \$33.3 million and \$17.2 million of amortization related to these costs, respectively. On a quarterly basis we evaluate the carrying amount of contract assets recognized to determine if there are contracts that may have a carrying amount in excess of the remaining future consideration to be received from the contract. During the fourth quarter of 2021, we identified certain contract assets that had carrying balances greater than the estimated remaining cash flows in the contracts and recorded a corresponding \$38.6 million non-cash impairment. The impairment charge is the result of lower-than-expected customer transaction volume related to these specific contracts, stemming primarily from COVID-19 related disruptions. This non-cash impairment charge is included in the Money Transfer Segment.

Convertible notes

In August 2020, the Financial Accounting Standards Board ("FASB") issued ASU 2020-06, *"Accounting for Convertible Instruments and Contracts in an Entity's Own Equity"* which simplifies the accounting for convertible instruments by eliminating certain accounting models when the conversion features are not required to be accounted for as derivatives under Topic 815, Derivatives and Hedging, or that do not result in substantial premiums accounted for as paid-in-capital. Under this ASU, certain debt instruments with embedded conversion features will be accounted for as a single liability measured at its amortized cost. Additionally, this ASU eliminates the treasury stock method to calculate diluted earnings per share for convertible instruments. We adopted this standard on January 1, 2022 using the modified retrospective approach, which resulted in our Convertible Senior Notes due 2049 being recognized as a single liability. As a result of the adoption of this standard we recorded a \$99.7 million decrease to additional paid-in capital, a \$56.8 million decrease in debt discounts and a \$42.9 million increase in retained earnings. The adoption of this standard also impacted our deferred tax liability by decreasing our deferred tax liability by \$15.0 million, decreasing retained earnings by \$10.6 million, and increasing additional paid-in capital by \$25.6 million. Additionally, the elimination of the treasury stock method will increase the number of dilutive shares used in the diluted earnings per share calculation, if dilutive, by 2.8 million shares.

Income taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

In accordance with ASC Topic 740, *Income Taxes* ("ASC 740"), the Company's policy is to record estimated interest and penalties related to the underpayment of income taxes as income tax expense in the Consolidated Statements of Operations. See Note 14, Income Taxes, to the Consolidated Financial Statements for further discussion regarding these provisions.

Presentation of taxes collected and remitted to governmental authorities

The Company presents taxes collected and remitted to governmental authorities on a net basis in the accompanying Consolidated Statements of Operations.

Fair value measurements

The Company applies the provisions of ASC Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820"), regarding fair value measurements for assets and liabilities. ASC 820 defines fair value, establishes a framework for measuring fair value and requires certain disclosures about fair value measurements. The provisions apply whenever other accounting pronouncements require or permit fair value measurements. See Note 18, Financial Instruments and Fair Value Measurements, to the Consolidated Financial Statements for the required fair value disclosures.

Accounting for derivative instruments and hedging activities

The Company accounts for derivative instruments and hedging activities in accordance with ASC Topic 815, *Derivatives and Hedging* ("ASC 815"), which requires that all derivative instruments be recognized as either assets or liabilities on the balance sheet at fair value. Primarily in the Money Transfer Segment, the Company enters into foreign currency derivative contracts, mainly forward contracts, to offset foreign currency exposure related to money transfer settlement assets and liabilities in currencies other than the U.S. dollar, derivative contracts written to its customers arising from its cross-currency money transfer services and certain assets and liability positions denominated in currencies other than the U.S. dollar. These contracts are considered derivative instruments under the provisions of ASC 815; however, the Company does not designate such instruments as hedges for accounting purposes. Accordingly, changes in the value of these contracts are recognized immediately as a component of foreign currency exchange gain (loss), net in the Consolidated Statements of Operations.

Cash flows resulting from derivative instruments are included in operating activities in the Company's Consolidated Statements of Cash Flows. The Company enters into derivative instruments with highly credit-worthy financial institutions and does not use derivative instruments for trading or speculative purposes. See Note 12, Derivative Instruments and Hedging Activities, to the Consolidated Financial Statements for further discussion of derivative instruments.

Share-based compensation

The Company follows the provisions of ASC Topic 718, *Compensation - Stock Compensation* ("ASC 718"), for equity classified awards, which requires the determination of the fair value of the share-based compensation at the grant date and subsequent recognition of the related expense over the period in which the share-based compensation is earned ("requisite service period").

The amount of future compensation expense related to awards of nonvested shares or nonvested share units ("restricted stock") is based on the market price for Euronet Common Stock at the grant date. The grant date is the date at which all key terms and conditions of the grant have been determined and the Company becomes contingently obligated to transfer equity to the employee who renders the requisite service, generally the date at which grants are approved by the Company's Board of Directors or Compensation Committee thereof. Share-based compensation expense for awards with only service conditions is generally recognized as expense on a "straight-line" basis over the requisite service period. For awards that vest based on achieving periodic performance conditions, expense is recognized on a "graded attribution method." The graded attribution method results in expense recognition on a straight-line basis over the requisite service period for each separately vesting portion of an award. The Company has elected to use the "with and without method" when calculating the income tax benefit associated with its share-based payment arrangements. See Note 16, Stock Plans, for further disclosure.

Revenue recognition

The Company recognizes revenue when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for those goods or services. Sales and usage-based taxes are excluded from revenues. A description of the major components of revenue by business segment is as follows:

EFT Processing - Revenues in the EFT Processing Segment are primarily derived from transaction and management fees and foreign currency exchange margin from owned and outsourced ATM, POS and card processing networks and from the sale of EFT software solutions for electronic payment and transaction delivery systems, and fees or margin earned from value added services, including dynamic currency conversion and domestic and international surcharge.

Transaction-based fees include charges for cash withdrawals, debit or credit card transactions, balance inquiries, transactions not completed because the relevant card issuer does not give authorization and prepaid mobile airtime recharges. Outsourcing services are generally billed on the basis of a fixed monthly fee per ATM, plus a transaction-based fee. Transaction-based fees are recognized at the time the transactions are processed and outsourcing management fees are recognized ratably over the contract period.

Certain of the Company's non-cancelable customer contracts provide for the receipt of up-front fees from the customer and/or decreasing or increasing fee schedules over the agreement term for substantially the same level of services to be provided by the Company. The Company recognizes revenue under these contracts based on proportional performance of services over the term of the contract. This generally results in "straight-line" (i.e., consistent value per period) revenue recognition of the contracts' total cash flows, including any up-front payment received from the customer, which is recorded as deferred revenue upon receipt.

epay- Revenue generated in the epay Segment is primarily derived from commissions or processing fees associated with distribution and/or processing of prepaid mobile airtime and digital media products. These fees and commissions are received from mobile operators, content vendors or distributors or from retailers. Commissions are recognized as revenue during the period in which the Company provides the service. The portion of the commission that is paid to retailers is generally recorded as a direct operating cost. In selling certain products, the Company is the principle obligor in the arrangements; accordingly, the gross sales value of the products is recorded as revenue and the purchase cost as direct operating cost. Transactions are processed through a network of POS terminals and direct connections to the electronic payment systems of retailers. Transaction processing fees are recognized at the time the transactions are processed.

Money Transfer- Revenues for money transfer and other services represent a transaction fee in addition to a margin earned from purchasing currency at wholesale exchange rates and selling the currency to customers at retail exchange rates. Revenues and the associated direct operating cost are recognized at the time the transaction is processed. The Company has origination and distribution agents in place, which each earn a fee for the respective service. These fees are reflected as direct operating costs.

Revenues

Deferred Revenues - The Company records deferred revenues when cash payments are received or due in advance of its performance. The decrease in the deferred revenue balance for the year ended December 31, 2022 was primarily driven by \$44.3 million of cash payments received in the current year for which the Company has not yet satisfied the performance obligations, partially offset by \$55.5 million of revenues recognized that were included in the deferred revenue balance as of December 31, 2021.

Disaggregation of Revenues - The following table presents the Company's revenues disaggregated by segment and region. The Company believes disaggregation by segment and region best depicts how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors. The disaggregation of revenues by segment and region is based on management's assessment of segment performance together with allocation of financial resources, both capital and operating support costs, on a segment and regional level. Both segments and regions benefit from synergies achieved through concentration of operations and are influenced by macro-economic, regulatory and political factors in the respective segment and region. The Company recognizes foreign exchange revenues from derivative instruments in its xe operations in accordance with ASC Topic 815 and not ASC Topic 606. These revenues are not significant to the Company's consolidated revenues and are included in the following tables.

	For the Year Ended December 31, 2022			
(in thousands)	EFT Processing	epay	Money Transfer	Total
Europe	\$ 716,348	\$ 658,292	\$ 581,851	\$ 1,956,491
North America	69,276	133,356	700,113	902,745
Asia Pacific	133,908	154,993	107,511	396,412
Other	4,676	51,368	54,829	110,873
Eliminations	—	—	—	(7,780)
Total	<u>\$ 924,208</u>	<u>\$ 998,009</u>	<u>\$ 1,444,304</u>	<u>\$ 3,358,741</u>

	For the Year Ended December 31, 2021			
(in thousands)	EFT Processing	epay	Money Transfer	Total
Europe	\$ 420,181	\$ 669,297	\$ 576,640	\$ 1,666,118
North America	63,368	139,759	667,738	870,865
Asia Pacific	107,020	158,122	105,086	370,228
Other	569	44,304	51,493	96,366
Eliminations	—	—	—	(8,134)
Total	<u>\$ 591,138</u>	<u>\$ 1,011,482</u>	<u>\$ 1,400,957</u>	<u>\$ 2,995,443</u>

	For the Year Ended December 31, 2020			
(in thousands)	EFT Processing	epay	Money Transfer	Total
Europe	\$ 313,953	\$ 561,514	\$ 449,299	\$ 1,324,766
North America	56,447	144,613	577,845	778,905
Asia Pacific	98,313	100,917	124,413	323,643
Other	13	28,473	32,292	60,778
Eliminations	—	—	—	(5,392)
Total	<u>\$ 468,726</u>	<u>\$ 835,517</u>	<u>\$ 1,183,849</u>	<u>\$ 2,482,700</u>

(4) Settlement Assets and Obligations

Settlement assets represent funds received or to be received from agents for unsettled money transfers and from merchants for unsettled prepaid transactions. The Company records corresponding settlement obligations relating to accounts payable. Settlement assets consist of cash and cash equivalents, restricted cash, accounts receivable and prepaid expenses and other current assets. The settlement cash held at the Company is primarily generated from the monies remitted by consumers through Company agents and financial institutions in payment of the face value of the payment service or foreign currency purchased and the related fees charged to purchase the currency. The Company uses its cash and cash equivalents to pay the face value of the payment service product upon presentation by the recipient. Cash received by Company agents and merchants generally becomes available to the Company within two weeks after initial receipt by the business partner. Receivables from business partners represent funds collected by such business partners that are in transit to the Company.

Settlement obligations consist of accrued expenses for money transfers, content providers, and EFT customer deposits and accounts payable to agents and content providers. Money transfer accrued expenses represent amounts to be paid to transferees when they request funds. Most agents typically settle with transferees first then obtain reimbursement from the Company. Money order accrued expenses represent amounts not yet presented for payment. Due to the agent funding and settlement process, accrued expenses to agents represent amounts due to agents for money transfers that have not been settled with transferees.

(in thousands)	As of December 31, 2022	As of December 31, 2021
Settlement assets:		
Settlement cash and cash equivalents	\$ 242,621	\$ 203,624
Settlement restricted cash	94,015	74,897
Account receivables, net of credit loss allowance of \$32,989 and \$27,341	887,616	619,738
Prepaid expenses and other current assets	218,440	204,130
Total settlement assets	\$ 1,442,692	\$ 1,102,389
Settlement obligations:		
Trade account payables	\$ 655,124	\$ 461,135
Accrued expenses and other current liabilities	787,568	641,254
Total settlement obligations	\$ 1,442,692	\$ 1,102,389

The table below reconciles cash and cash equivalents, restricted cash, ATM cash, settlement cash and cash equivalents, and settlement restricted cash as presented within "Cash and cash equivalents and restricted cash" in the Consolidated Statement of Cash Flows.

(in thousands)	As of		
	December 31, 2022	December 31, 2021	December 31, 2020
Cash and cash equivalents	\$ 1,131,207	\$ 1,260,466	\$ 1,420,255
Restricted cash	7,374	3,693	3,334
ATM cash	515,643	543,422	411,054
Settlement cash and cash equivalents	242,621	203,624	188,191
Settlement restricted cash	94,015	74,897	76,674
Cash and cash equivalents and restricted cash at end of period	<u>\$ 1,990,860</u>	<u>\$ 2,086,102</u>	<u>\$ 2,099,508</u>

(5) Stockholders' Equity

Earnings Per Share

Basic earnings per share has been computed by dividing earnings available to common stockholders by the weighted average number of common shares outstanding during the respective period. Diluted earnings per share has been computed by dividing diluted earnings by the weighted average shares outstanding during the respective period, after adjusting for the potential dilution of options to purchase the Company's Common Stock, assumed vesting of restricted stock and the assumed conversion of the Company's convertible debt.

The following table provides the computation of diluted weighted average number of common shares outstanding:

	Year Ended December 31,		
	2022	2021	2020
Computation of diluted earnings:			
Net income (loss)	\$ 230,994	\$ 70,727	\$ (3,399)
Add: Interest expense from assumed conversion of convertible notes, net of tax	4,704	—	—
Net income (loss) for diluted earnings per share calculation	<u>\$ 235,698</u>	<u>\$ 70,727</u>	<u>\$ (3,399)</u>
Computation of diluted weighted average shares outstanding:			
Basic weighted average shares outstanding	50,175,614	52,585,674	52,659,551
Incremental shares from assumed exercise of stock options and vesting of restricted stock	505,876	943,902	—
Incremental shares from assumed conversion of convertible debt	2,781,818	—	—
Diluted weighted average shares outstanding	<u>53,463,308</u>	<u>53,529,576</u>	<u>52,659,551</u>

The table includes all stock options and restricted stock that are dilutive to the Company's weighted average common shares outstanding during the period. The calculation of diluted earnings per share excludes stock options or shares of restricted stock that are anti-dilutive to the Company's weighted average common shares outstanding for the years ended December 31, 2022, 2021 and 2020 of approximately 1,975,000, 1,668,000 and 2,073,000, respectively.

We issued Convertible Senior Notes ("Convertible Notes") due March 2049 on March 18, 2019. Our Convertible Notes currently have a settlement feature requiring us upon conversion to settle the principal amount of the debt and any conversion value in excess of the principal value ("conversion premium"), for cash or shares of our common stock or a combination thereof, at our option. We have stated our intent to settle any conversion of these notes by paying cash for the principal value and issuing common stock for any conversion premium; however, after adopting ASU 2020-06, 2.8 million incremental shares assumed for conversion of convertible notes shall be included in the dilutive earnings per share calculation, if dilutive, regardless of whether the market price trigger has been met. Therefore, our Convertible Notes were included in the calculation of diluted earnings (loss) per share if their inclusion was dilutive. The dilutive effect increases the more the market price exceeds the conversion price of \$188.73 per share. See Note 9, Debt Obligations, to the consolidated financial statements for more information about the Convertible Notes.

Share repurchases

On December 8, 2021, the Company put a repurchase program in place to repurchase up to \$300 million in value, but not more than 5.0 million shares of common stock through December 8, 2023. For the year ended December 31, 2022, the Company repurchased 1.6 million shares under the repurchase program at a weighted average purchase price of \$106.71 for a total value of \$175.0 million. Repurchases under the program may take place in the open market or in privately negotiated transactions, including derivative transactions, and may be made under a Rule 10b5-1 plan.

On September 13, 2022, the Company put a repurchase program in place to repurchase up to \$350 million in value, but not more than 7.0 million shares of common stock through September 13, 2024. Repurchases under the program may take place in the open market or in privately negotiated transactions, including derivative transactions, and may be made under a Rule 10b5-1 plan.

Preferred Stock

The Company has the authority to issue up to 10 million shares of preferred stock, of which no shares are currently issued or outstanding.

Accumulated other comprehensive loss

As of December 31, 2022 and 2021, accumulated other comprehensive loss consists entirely of foreign currency translation adjustments. The Company recorded a foreign currency translation loss of \$78.4 million, a loss of \$78.5 million and a gain of \$70.8 million for the years ended December 31, 2022, 2021, and 2020, respectively. There were no reclassifications of foreign currency translation into the Consolidated Statements of Operations for the years ended December 31, 2022, 2021, and 2020.

Dividends

No dividends were paid on any class of the Company's stock during 2022, 2021, and 2020.

(6) Acquisitions

In accordance with ASC 805, the Company allocates the purchase price of its acquisitions to the tangible assets, liabilities and intangible assets acquired based on fair values. Any excess purchase price over those fair values is recorded as goodwill. The fair value assigned to intangible assets acquired is supported by valuations using estimates and assumptions provided by management. For certain large acquisitions, management engages an appraiser to assist in the valuation process.

On March 15, 2022 we completed the acquisition of the Merchant Acquiring Business of Piraeus Bank ("PBMA"). The acquisition includes 205,000 POS terminals at 170,000 merchants throughout Greece, as well as Piraeus Bank's online merchant acquiring business and expands our omnichannel payments strategy where we use our proprietary technology to provide cash, card-based acquiring solutions, alternative payment acquiring, online acquiring, tokenized payment services and other payment products. Additionally, the acquisition includes a long-term commercial framework agreement between Piraeus Bank and Euronet which includes collaborative product distribution, processing and customer referrals.

The purchase price was €317.8 million, or approximately \$350.6 million, which includes \$331 million cash paid at closing, \$4.4 million cash paid for surplus working capital and \$15.2 million of estimated contingent consideration for a ten-year earn out contingent on performance targets outlined in the commercial framework agreement. The contingent consideration is related to a percentage of the net fee income received during the ten-year period of the commercial framework agreement and there is no contractual maximum amount of consideration under this agreement.

The acquisition has been accounted for as a business combination in accordance with U.S. GAAP and the results of operations have been included from the date of acquisition in the EFT Processing Segment.

The following table presents the final fair value that was allocated to PBMA's Euronet Merchant Services' (EMS) assets and liabilities based upon fair values as determined by the Company. The valuation process to determine the fair values is complete. For the year ended December 31, 2022, the Company made measurement period adjustments to reflect facts and circumstances in existence as of the effective time of the acquisition. These adjustments primarily included an adjustment to the accrued expenses and other current liabilities related to the surplus working capital of \$4.4 million and some other immaterial adjustments.

(in thousands)	As of March 15, 2022
Other current assets	\$ 1,754
Settlement assets	77,643
Property and equipment	5,735
Intangible assets	122,455
Total assets acquired	<u>\$ 207,587</u>
Trade accounts payable	\$ (2,155)
Settlement liabilities	(65,851)
Accrued expenses and other current liabilities	(1,313)
Deferred revenue	(332)
Other long-term liabilities	(100)
Total liabilities assumed	<u>\$ (69,751)</u>
Goodwill	212,736
Net assets acquired	<u><u>\$ 350,572</u></u>

The fair value measurements of intangible assets were based on significant inputs not observable in the market and represent Level 3 measurements within the fair value hierarchy. Level 3 inputs include discount rates that would be used by a market participant in valuing these assets, projections of revenues and cash flows, and customer attrition rates, among others.

We acquired a customer relationship intangible asset with a fair value of \$112.2 million that is being amortized on a straight-line basis over 15 years and a contract related intangible asset of \$10.3 million that is being amortized on a straight-line basis over 10 years.

Goodwill, with a value of \$212.7 million, arising from the acquisition was included in the EFT Processing Segment. The factors that make up goodwill include synergies from combining PBMA operations and intangible assets that do not qualify for separate recognition. Goodwill and intangible assets associated with this acquisition are deductible for tax purposes.

The results of PBMA operations are included in our consolidated results of operation, as part of our EFT Processing business segment, beginning on March 16, 2022. For the period beginning on the acquisition date through December 31, 2022, PBMA had \$88.8 million in revenue. The PBMA business is impacted by higher transaction volumes during the tourism season in the second and third quarters.

Other

The Company completed one additional acquisition in 2022 for immaterial amounts.

(7) Restricted Cash

The restricted cash balances as of December 31, 2022 and 2021 were as follows:

(in thousands)	As of December 31,	
	2022	2021
Cash held in trust and/or cash held on behalf of others	\$ 7,374	\$ 3,693
Restricted cash	\$ 7,374	\$ 3,693
Cash held in trust and/or cash held on behalf of others	\$ 80,563	\$ 62,077
Collateral on bank credit arrangements and other	13,452	12,820
Restricted cash included within settlement assets	\$ 94,015	\$ 74,897
Total Restricted Cash	\$ 101,389	\$ 78,590

Cash held in trust and/or cash held on behalf of others is in connection with the administration of the customer collection and vendor remittance activities by certain subsidiaries within the Company's epay and EFT Processing Segments. Amounts collected on behalf of certain mobile phone operators and/or merchants are deposited into a restricted cash account. The bank credit arrangements primarily represent cash collateral on deposit with commercial banks to cover guarantees.

(8) Property and Equipment, Net

The components of property and equipment, net of accumulated depreciation and amortization as of December 31, 2022 and 2021 are as follows:

(in thousands)	As of December 31,	
	2022	2021
ATMs	\$ 578,130	\$ 560,310
POS terminals	41,486	31,321
Vehicles and office equipment	76,317	75,331
Computers and software	216,450	210,363
Land and buildings	651	687
	913,034	878,012
Less accumulated depreciation	(576,433)	(532,631)
Total	\$ 336,601	\$ 345,381

Depreciation expense related to property and equipment, including property and equipment recorded under finance leases, for the years ended December 31, 2022, 2021 and 2020 was \$101.5 million, \$104.7 million and \$96.1 million, respectively.

(9) Goodwill and Acquired Intangible Assets, Net

The following table summarizes intangible assets as of December 31, 2022 and 2021:

	As of December 31, 2022		As of December 31, 2021	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
(in thousands)				
Customer relationships	\$ 279,055	\$ (116,986)	\$ 176,024	\$ (103,713)
Trademarks and trade names	43,942	(33,733)	45,445	(32,596)
Software	54,584	(48,394)	60,118	(47,485)
Non-compete agreements	9,931	(124)	1,260	(1,260)
Total	<u>\$ 387,512</u>	<u>\$ (199,237)</u>	<u>\$ 282,847</u>	<u>\$ (185,054)</u>

The following table summarizes the goodwill and amortizable intangible assets activity for the years ended December 31, 2022 and 2021:

	Acquired Intangible Assets	Total Intangible Assets	
		Goodwill	Intangible Assets
(in thousands)			
Balance as of January 1, 2021	\$ 121,883	\$ 665,821	\$ 787,704
Increases (decreases):			
Amortization	(23,059)	—	(23,059)
Other (primarily changes in foreign currency exchange rates)	(1,031)	(24,216)	(25,247)
Balance as of December 31, 2021	97,793	641,605	739,398
Increases (decreases):			
Acquisitions (see footnote 6)	124,755	224,296	349,051
Amortization	(26,990)	—	(26,990)
Other (primarily changes in foreign currency exchange rates)	(7,283)	(37,557)	(44,840)
Balance as of December 31, 2022	<u>\$ 188,275</u>	<u>\$ 828,344</u>	<u>\$ 1,016,619</u>

Of the total goodwill balance of \$828.3 million as of December 31, 2022, \$383.7 million relates to the Money Transfer Segment, \$123.1 million relates to the epay Segment and the remaining \$321.5 million relates to the EFT Processing Segment. Amortization expense for intangible assets with finite lives was \$27.0 million, \$23.1 million and \$22.9 million for the years ended December 31, 2022, 2021 and 2020, respectively. Estimated annual amortization expense on intangible assets with finite lives as of December 31, 2022, is expected to total \$24.1 million for 2023, \$17.8 million for 2024, \$14.6 million for 2025, \$14.3 million for 2026, and \$13.0 million for 2027.

(10) Accrued Expenses and Other Current Liabilities

The balances as of December 31, 2022 and 2021 were as follows:

(in thousands)	As of December 31,	
	2022	2021
Accrued expenses	\$ 311,807	\$ 267,638
Other tax payables	80,580	17,460
Derivative liabilities	42,320	23,285
Accrued payroll expenses	67,982	55,162
Current portion of finance lease obligations	2,996	4,147
Total	\$ 505,685	\$ 367,692

(11) Debt Obligations

Debt obligations consist of the following as of December 31, 2022 and 2021:

(in thousands)	As of December 31,	
	2022	2021
Credit Facility:		
Revolving credit agreement	\$ 454,800	\$ 283,400
Convertible Debt:		
0.75% convertible notes, unsecured, due 2049	525,000	468,235
1.375% Senior Notes, due 2026	642,120	682,080
Other obligations	207	920
Total debt obligations	\$ 1,622,127	\$ 1,434,635
Unamortized debt issuance costs	(12,880)	(13,729)
Carrying value of debt	\$ 1,609,247	\$ 1,420,906
Short-term debt obligations and current maturities of long-term debt obligations	(149)	(821)
Long-term debt obligations	\$ 1,609,098	\$ 1,420,085

As of December 31, 2022, aggregate annual maturities of long-term debt are \$0.1 million in 2023, no maturities in 2024, \$525 million due in 2025, \$642.1 million due in 2026, and \$454.8 million thereafter. This maturity schedule reflects the revolving credit facility maturing in 2024 and the Convertible Notes maturing in 2025, coinciding with the terms of the initial put option by holders of the Convertible Notes. It also reflects the maturing of the 1.375% Senior Notes of €600 million (\$642.1million) due in 2026.

Credit Facility

On October 24, 2022, the Company amended its revolving credit agreement (the “Credit Facility”) to increase the facility from \$1.03 billion to \$1.25 billion and to extend the expiration to October 24, 2027.

The revolving credit facility contains a sublimit of up to \$250 million, with \$150 million committed, for the issuance of letters of credit, a \$75 million sublimit for U.S. dollar swingline loans and a \$75 million sublimit for swingline loans in euros or British pounds sterling. The Credit Facility allows for borrowings in British pounds sterling, euro and U.S. dollars. Subject to certain conditions, the Company has the option to increase the Credit Facility by up to an additional \$500 million by requesting additional commitments from existing or new lenders. Fees and interest on borrowings vary based upon the Company's corporate credit rating and will be based, in the case of letter of credit fees, on a margin, and in the case of interest, on a margin over a secured overnight financing rate, as defined in the agreement, with a margin, including the facility fee, ranging from 1.00% to 1.625% or the base rate, as selected by the Company. The applicable margin for borrowings under the credit facility, based on the Company's current credit rating is initially 1.25% including the facility fee.

The agreement contains customary affirmative and negative covenants, events of default and financial covenants, including (all as defined in the Credit Facility): (i) a Consolidated Total Leverage Ratio, depending on certain circumstances defined in the Credit Facility, not to exceed a range between 3.5 to 1.0 and 4.5 to 1.0; and (ii) a Consolidated Interest Coverage Ratio of not less than 3.0 to 1.0. Subject to meeting certain customary covenants (as defined in the Credit Facility), the Company is permitted to repurchase common stock and debt. The Company was in compliance with all debt covenants as of December 31, 2022.

The interest rate of the Company's borrowings under the Credit Facility was 5.5% as of December 31, 2022.

As of December 31, 2022 and 2021, the Company had stand-by letters of credit/bank guarantees outstanding under the Credit Facility of \$54.6 million and \$57.3 million, respectively. Stand-by letters of credit/bank guarantees reduce the Company's borrowing capacity under the Credit Facility and are generally used to secure trade credit and performance obligations. As of December 31, 2022 and 2021, the stand-by letters of credit interest charges were each 1.1% per annum. Borrowing capacity under the Credit Facility as of December 31, 2022 was \$740.6 million.

Uncommitted Line of Credit

On May 25, 2022, the Company entered into an Uncommitted Credit Agreement for \$300 million, for the sole purpose of providing vault cash for ATMs, that expired on November 30, 2022. The loan was fully repaid and there was no balance at December 31, 2022. The loan bears interest at the rate per annum equal to the secured overnight financing rate ("SOFR") plus 1.00%. The weighted-average interest rate from the loan inception date to December 31, 2022 was 3.14%.

On June 24, 2022, the Company entered into an Uncommitted Loan Agreement for \$150 million, for the sole purpose of providing vault cash for ATMs, that expires no later than June 23, 2023. The loan was fully repaid and there was no balance at December 31, 2022. The loan was either a Prime rate loan, a Bloomberg Short-term Bank Yield rate loan or bears interest at the rate agreed to by the bank and the Company at the time such loan is made. The weighted average interest rate from the loan inception date to December 31, 2022 was 2.76%.

Convertible Debt

On March 18, 2019, the Company completed the sale of \$525.0 million of Convertible Senior Notes ("Convertible Notes"). The Convertible Notes mature in March 2049 unless redeemed or converted prior to such date, and are convertible into shares of Euronet Common Stock at a conversion price of approximately \$188.73 per share if certain conditions are met (relating to the closing price of Euronet Common Stock exceeding certain thresholds for specified periods). Holders of the Convertible Notes have the option to require the Company to purchase their notes on each of March 15, 2025, March 15, 2029, March 15, 2034, March 15, 2039 and March 15, 2044 at a repurchase price equal to 100% of the principal amount of the Convertible Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the relevant repurchase date. In connection with the issuance of the Convertible Notes, the Company recorded \$12.8 million in debt issuance costs, which are being amortized through March 1, 2025.

The Company may redeem for cash all or any portion of the Convertible Notes, at its option, (i) if the closing sale price of the Company's Common Stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption and (ii) on or after March 20, 2025 and prior to the maturity date, regardless of the foregoing sale price condition, in each case at a redemption price equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the Convertible Notes. In addition, if a fundamental change, as defined in the Indenture, occurs prior to the maturity date, holders may require the Company to repurchase for cash all or part of their Convertible Notes at a repurchase price equal to 100% of the principal amount of the Convertible Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. As of December 31, 2022 the conversion threshold was not met. On January 1, 2022, the Company adopted ASU 2020-06, "*Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*" which simplifies the accounting for convertible instruments by eliminating certain accounting models when the conversion features are not required to be accounted for as derivatives under Topic 815, Derivatives and Hedging, or that do not result in substantial premiums accounted for as paid-in-capital. ASU 2020-06 amended the accounting for convertible instruments with ASC Topic 470 Debt (See Footnote 3 for the accounting impact of adopting ASU 220-06).

Contractual interest expense for the Convertible Notes was \$3.9 million, \$3.9 million, and \$3.9 million for the years ended December 31, 2022, 2021 and 2020. Accretion expense was \$16.0 million and \$15.3 million for the years ended December 31, 2021 and 2020. Accretion expense is no longer applicable for 2022 due to adoption of standard 2020-06. The effective interest rate was 4.4% for the year ended December 31, 2022.

1.375%Senior Notes due 2026

On May 22, 2019, the Company completed the sale of €600 million (\$669.9 million) aggregate principal amount of Senior Notes that mature on May 2026 (the "Senior Notes"). The Senior Notes accrue interest at a rate of 1.375% per year, payable annually in arrears commencing May 22, 2020, until maturity or earlier redemption. As of December 31, 2022, the Company has outstanding €600 million (\$642.1 million) principal amount of the Senior Notes. In addition, the Company may redeem some or all of these notes on or after February 22, 2026 at their principal amount plus any accrued and unpaid interest. As of December 31, 2022, the Company had \$4.1 million of unamortized debt issuance costs related to the Senior Notes.

Other obligations

Certain of the Company's subsidiaries have available lines of credit and overdraft credit facilities that generally provide for short-term borrowings that are used from time to time for working capital purposes. As of December 31, 2022 and 2021, borrowings under these arrangements were \$0.2 million and \$0.9 million, respectively. As of December 31, 2022, there was \$0.1 million due in 2023 under these other obligation arrangements.

(12) Derivative Instruments and Hedging Activities

The Company is exposed to foreign currency exchange risk resulting from (i) the collection of funds or the settlement of money transfer transactions in currencies other than the U.S. dollar, (ii) derivative contracts written to its customers in connection with providing cross-currency money transfer services and (iii) certain foreign currency denominated other asset and liability positions. The Company enters into foreign currency derivative contracts, primarily foreign currency forwards and cross-currency swaps, to minimize its exposure related to fluctuations in foreign currency exchange rates. As a matter of Company policy, the derivative instruments used in these activities are economic hedges and are not designated as hedges under ASC 815, primarily due to either the relatively short duration of the contract term or the effects of fluctuations in currency exchange rates being reflected concurrently in earnings for both the derivative instrument and the transaction and have an offsetting effect.

Foreign currency exchange contracts - Ria Operations and Corporate

In the United States, the Company uses short-duration foreign currency forward contracts, generally with maturities up to 14 days, to offset the fluctuation in foreign currency exchange rates on the collection of money transfer funds between initiation of a transaction and its settlement. Due to the short duration of these contracts and the Company's credit profile, the Company is generally not required to post collateral with respect to these foreign currency forward contracts. Most derivative contracts executed with counterparties in the U.S. are governed by an International Swaps and Derivatives Association agreement that includes standard netting arrangements; therefore, asset and liability positions from forward contracts and all other foreign exchange transactions with the same counterparty are net settled upon maturity. As of December 31, 2022 and 2021, the Company had foreign currency forward contracts outstanding in the U.S. with a notional value of \$398.6 million and \$222.1 million, respectively. The foreign currency forward contracts consist primarily in Australian dollars, Canadian dollars, British pounds, euros and Mexican pesos.

In addition, the Company uses forward contracts, typically with maturities from a few days to less than one year, to offset foreign exchange rate fluctuations on certain short-term borrowings that are payable in currencies other than the U.S dollar. As of December 31, 2022 and 2021, the Company had foreign currency forward contracts outstanding with a notional value of \$228.4 million and \$216.1 million, respectively, primarily in euros.

Foreign currency exchange contracts - xe Operations

xe, writes derivative instruments, primarily foreign currency forward contracts and cross-currency swaps, mostly with counterparties comprised of individuals and small-to-medium size businesses and derives a currency margin from this activity as part of its operations. xe aggregates its foreign currency exposures arising from customer contracts and hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties. Foreign exchange revenues from xe's total portfolio of positions were \$86.6 million, \$79.5 million and \$68.2 million for the years ended December 31, 2022, 2021 and 2020, respectively. All of the derivative contracts used in the Company's xe operations are economic hedges and are not designated as hedges under ASC 815. The duration of these derivative contracts is generally less than one year.

The fair value of xe's total portfolio of positions can change significantly from period to period based on, among other factors, market movements and changes in customer contract positions. xe manages counterparty credit risk (the risk that counterparties will default and not make payments according to the terms of the agreements) on an individual counterparty basis. It mitigates this risk by entering into contracts with collateral posting requirements and/or by performing financial assessments prior to contract execution, conducting periodic evaluations of counterparty performance and maintaining a diverse portfolio of qualified counterparties. xe does not expect any significant losses from counterparty defaults.

The aggregate equivalent U.S. dollar notional amounts of foreign currency derivative customer contracts held by the Company in its xe operations as of December 31, 2022 and 2021, was approximately \$1.0 billion. The significant majority of customer contracts are written in major currencies such as the euro, U.S. dollar, British pound, Australian dollar and New Zealand dollar.

The following table summarizes the fair value of the derivative instruments as recorded in the Consolidated Balance Sheets as of the dates below:

(in thousands)	Asset Derivatives			Liability Derivatives		
	Balance Sheet Location	Fair Value		Balance Sheet Location	Fair Value	
		December 31, 2022	December 31, 2021		December 31, 2022	December 31, 2021
Derivatives not designated as hedging instruments						
Foreign currency exchange contracts	Other current assets	\$ 50,248	\$ 27,582	Other current liabilities	\$ (42,320)	\$ (23,285)

Balance Sheet Presentation

The following tables summarize the gross and net fair value of derivative assets and liabilities as of December 31, 2022 and 2021 (in thousands):

Offsetting of Derivative Assets

		Gross Amounts Not Offset in the Consolidated Balance Sheet				
		Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheet	Net Amounts Presented in the Consolidated Balance Sheet	Financial Instruments	Cash Collateral Received
As of December 31, 2022						
Derivatives subject to a master netting arrangement or similar agreement		\$ 50,248	\$ —	\$ 50,248	\$ (27,851)	\$ (4,056)
As of December 31, 2021						
Derivatives subject to a master netting arrangement or similar agreement		\$ 27,582	\$ —	\$ 27,582	\$ (14,875)	\$ (2,284)
						\$ 10,423

Offsetting of Derivative Liabilities

		Gross Amounts Not Offset in the Consolidated Balance Sheet				
		Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheet	Net Amounts Presented in the Consolidated Balance Sheet	Financial Instruments	Cash Collateral Paid
As of December 31, 2022						
Derivatives subject to a master netting arrangement or similar agreement		\$ (42,320)	\$ —	\$ (42,320)	\$ 27,851	\$ 4,257
As of December 31, 2021						
Derivatives subject to a master netting arrangement or similar agreement		\$ (23,285)	\$ —	\$ (23,285)	\$ 14,875	\$ 640
						\$ (7,770)

Income Statement Presentation

The following tables summarize the location and amount of gains on derivatives in the Consolidated Statements of Operations for the years ended December 31, 2022, 2021 and 2020:

(in thousands)	Location of Gain (Loss) Recognized in Income on Derivative Contracts	Amount of Gain (Loss) Recognized in Income on Derivative Contracts (a)		
		Year Ended December 31,		
		2022	2021	2020
Foreign currency exchange contracts - Ria Operations	Foreign currency exchange gain (loss), net	\$ 2,083	\$ 1,618	\$ (1,499)

(a) The Company enters into derivative contracts such as foreign currency exchange forwards and cross-currency swaps as part of its operations. These derivative contracts are excluded from this table as they are part of the broader disclosure of foreign currency exchange revenues for this business discussed above.

See Note 18, Financial Instruments and Fair Value Measurements, for the determination of the fair values of derivatives.

(13) Leases

The Company enters into operating leases for ATM sites, office spaces, retail stores and equipment. The Company's finance leases are immaterial. Right of use assets and lease liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease terms.

The present value of lease payments is determined using the incremental borrowing rate based on information available at the lease commencement date. The Company recognizes lease expense for these leases on a straight-line basis over the lease term.

Most leases include an option to renew, with renewal terms that can extend the lease terms. The exercise of lease renewal options is at the Company's sole discretion. The depreciable life of assets and leasehold improvements are limited by the expected lease terms. The Company also has a unilateral termination right for most of the ATM site leases. The Company evaluated the likelihood of exercising the renewal and termination options beginning with the adoption of the new accounting lease standard on January 1, 2019, concluding: the options were not reasonably certain to be exercised and thus were not considered in determining the lease terms, and associated payment impacts were excluded from lease payments; and termination options were reasonably certain not to be exercised and therefore the stated lease payment schedule of the lease was used to determine the lease term.

During the second quarter of 2020, the impact of the COVID-19 pandemic was a significant event that caused a significant change in circumstances and business plans to manage our portfolio of ATM leases. Specifically, the Company downsized, through the exercise of termination clauses and the reduction of monthly costs by renegotiating payment terms of its ATM leases. The Company's execution of the business plan to renegotiate terms and downsize the portfolio of ATM leases constituted a reassessment event during the second quarter of 2020. The reassessment event required the Company to reevaluate the accounting for the portfolio of ATM leases, including lease terms. Due to the recent increased frequency of ATM site lease terminations, modifications, and greater unpredictability whether or not future lease terminations will be exercised, the Company was no longer able to conclude that termination options are reasonably certain not to be exercised. This reassessment conclusion impacted the lease term evaluation, instead of determining the lease term based on the stated lease payment schedule of the lease, the lease term was evaluated when the Company has the contractual ability to terminate the lease (most leases allow for a termination upon advance notice of between 30 and 90 days), which impacted the amounts recorded as right of use assets and lease liability balances. New, amended, and modified ATM site leases with termination options exercisable within 12 months will be excluded from the right of use lease asset and lease liability balances under the short-term lease exemption.

Payments for ATM site leases with termination options subject to the short-term lease exemption are expensed in the period incurred. The short-term lease expense for 2022 reasonably reflects the Company's short-term lease commitments. Certain of the Company's lease agreements include variable rental payments based on revenues generated from the use of the leased location and certain leases include rental payments adjusted periodically for inflation. Variable lease payments are recognized when the event, activity or circumstance in the lease agreement on which those payments are assessed occurs and are excluded from the right of use assets and lease liabilities balances. The lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Future minimum lease payments

Future minimum lease payments under the operating leases (with initial lease terms in excess of one year) as of December 31, 2022 are:

Maturity of Lease Liabilities (in thousands)	As of December 31, 2022
Operating Leases (1)	
2023	\$ 47,004
2024	36,508
2025	26,519
2026	18,331
2027	11,510
Thereafter	17,015
Total lease payments	156,887
Less: imputed interest	(4,055)
Present value of lease liabilities	<u>\$ 152,832</u>

(1) Operating lease payments reflect the Company's current fixed obligations under the operating lease agreements.

Lease expense recognized in the Consolidated Statements of Operations is summarized as follows:

Lease Expense (in thousands)	Income Statement Classification	Year ended December 31, 2022	Year ended December 31, 2021	Year ended December 31, 2020
Operating lease expense	Selling, general and administrative and Direct operating costs	\$ 51,031	\$ 55,613	\$ 83,102
Short-term and variable lease expense	Selling, general and administrative and Direct operating costs	142,613	115,963	69,711
Total lease expense		\$ 193,644	\$ 171,576	\$ 152,813

Other information about lease amounts recognized in the consolidated financial statements is summarized as follows:

Lease Term and Discount Rate of Operating Leases	As of December 31, 2022	As of December 31, 2021
Weighted- average remaining lease term (years)	4.6	4.9
Weighted- average discount rate	2.27	2.24

The following table presents supplemental cash flow and non-cash information related to leases:

Other Information (in thousands)	Year ended December 31, 2022	Year ended December 31, 2021	Year ended December 31, 2020
Cash paid for amounts included in the measurement of lease liabilities (a)	\$ 49,739	\$ 51,464	\$ 79,447
Supplemental non-cash information on lease liabilities arising from obtaining ROU assets:			
ROU assets obtained in exchange for new operating lease liabilities	\$ 50,032	\$ 69,073	\$ 77,728

(a) Included in Net cash provided by operating activities on the Company's Consolidated Statements of Cash Flows.

(14) Income Taxes

The sources of income before income taxes for the years ended December 31, 2022, 2021 and 2020 are presented as follows:

	Year Ended December 31,		
(in thousands)	2022	2021	2020
Income before taxes:			
United States	\$ (12,526)	\$ (4,775)	\$ 40,323
Foreign	335,121	140,450	(32,152)
Total income before income taxes	\$ 322,595	\$ 135,675	\$ 8,171

The Company's income tax expense for the years ended December 31, 2022, 2021 and 2020 consisted of the following:

(in thousands)	Year Ended December 31,		
	2022	2021	2020
Current tax expense (benefit):			
U.S.	\$ 3,878	\$ 2,810	\$ 2,605
Foreign	80,296	59,874	39,270
Total current	84,174	62,684	41,875
Deferred tax expense (benefit):			
U.S.	(7,270)	12,269	(16,100)
Foreign	14,949	(9,865)	(14,300)
Total deferred	7,679	2,404	(30,400)
Total tax expense	<u>\$ 91,853</u>	<u>\$ 65,088</u>	<u>\$ 11,475</u>

The following is a reconciliation of the federal statutory income tax rates of 21% to the effective income tax rate for the years ended December 31, 2022, 2021 and 2020:

(dollar amounts in thousands)	Year Ended December 31,		
	2022	2021	2020
U.S. federal income tax expense at applicable statutory rate	\$ 67,745	\$ 28,492	\$ 1,716
Tax effect of:			
State income tax expense at statutory rates, net of U.S. federal income tax	3,666	1,516	347
Non-deductible expenses	1,698	538	1,887
Share-based compensation	1,930	(3,524)	(6,446)
Other permanent differences	(219)	(2,047)	3,828
Difference between U.S. federal and foreign tax rates	13,859	7,438	7,002
Provision in excess of statutory rates	3,592	2,879	(6,491)
Change in federal and foreign valuation allowance	(7,704)	26,673	(4,238)
Impairment of goodwill and acquired intangibles assets	—	—	22,053
GILTI, net of tax credits	9,807	3,900	—
Tax credits	(697)	(1,122)	(3,518)
Other	(1,824)	345	(4,665)
Total income tax expense	<u>\$ 91,853</u>	<u>\$ 65,088</u>	<u>\$ 11,475</u>
Effective tax rate	28.47%	48.0%	140.4%

We calculate our provision for federal, state and foreign income taxes based on current tax law.

The tax effect of temporary differences and carryforwards that give rise to deferred tax assets and liabilities from continuing operations are as follows:

(in thousands)	As of December 31,	
	2022	2021
Deferred tax assets:		
Tax loss carryforwards	\$ 64,889	\$ 65,862
Share-based compensation	12,620	9,743
Accrued expenses	23,192	19,907
Property and equipment	10,787	11,949
Goodwill and intangible amortization	8,999	9,353
Contract costs	7,034	9,921
Intercompany notes	17,352	6,077
Accrued revenue	5,073	7,541
Tax credits	64,384	65,267
Lease accounting	40,194	42,381
Foreign exchange	2,704	8,283
Other	7,755	14,616
Total deferred tax assets	264,983	270,900
Valuation allowance	(90,369)	(100,489)
Total deferred tax assets, net of valuation allowance	174,614	170,411
Deferred tax liabilities:		
Intangible assets related to purchase accounting	(12,067)	(11,763)
Goodwill and intangible amortization	(31,716)	(30,339)
Accrued expenses	(22,661)	(21,495)
Intercompany notes	(14,544)	(10,388)
Accrued interest	(26,583)	(34,175)
Capitalized research and development	(1,229)	(6,376)
Property and equipment	(14,630)	(15,597)
Accrued revenue	(2,074)	(2,073)
Lease accounting	(40,194)	(42,381)
Foreign exchange	(9,773)	(1,211)
Other	(3,533)	(3,971)
Total deferred tax liabilities	(179,004)	(179,769)
Net deferred tax liabilities	\$ (4,390)	\$ (9,358)

Net deferred tax assets of \$24.0 million and \$36.8 million as of December 31, 2022 and 2021, respectively, are recorded within "Other assets" on the Consolidated Balance Sheet.

Subsequently recognized tax benefits relating to the valuation allowance for deferred tax assets as of December 31, 2022 are expected to be allocated to income taxes in the Consolidated Statements of Operations. As of December 31, 2022, and 2021, the Company's foreign tax loss carryforwards were \$260.6 million and \$267.3 million, respectively, and U.S. state tax loss carryforwards were \$97.7 million and \$73.7 million, respectively.

As of December 31, 2022, the Company had U.S. foreign tax credit carryforwards of \$59.8 million which are largely not expected to be utilized in future periods. As of December 31, 2021, the Company had 100 U.S. foreign tax credit carryforwards of \$61.6 million which are largely not expected to be utilized in future periods.

In assessing the Company's ability to realize deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not the Company will realize the benefits of these deductible differences, net of the existing valuation allowances, as of December 31, 2022.

As of December 31, 2022, the Company had foreign tax net operating loss carryforwards of \$260.6 million, which will expire as follows:

(in thousands)	Gross	Tax Effected
Year ending December 31,		
2023	\$ 2,244	\$ 516
2024	2,247	503
2025	16,533	3,872
2026	17,655	4,106
2027	4,781	1,151
Thereafter	18,904	4,941
Unlimited	198,253	46,293
Total	\$ 260,617	\$ 61,382

In addition, the Company's state tax net operating loss carryforwards of \$97.7 million will expire periodically from 2023 through 2042, U.S. foreign tax credit carryforwards of \$59.8 million will expire periodically from 2023 through 2032 and U.S. federal research and expenditure credit carryforwards of \$3.8 million will expire periodically from 2034 through 2041.

The Company has not provided additional deferred taxes with respect to items such as certain foreign exchange gains or losses, foreign withholding taxes or additional state taxes, if any, on undistributed earnings attributable to foreign subsidiaries and it is not practical to determine the income tax liability that would be payable if such earnings were not reinvested indefinitely. Gross undistributed earnings reinvested indefinitely in foreign subsidiaries aggregated approximately \$2,063.1 million as of December 31, 2022.

Accounting for uncertainty in income taxes

A reconciliation of the beginning and ending amount of unrecognized tax benefits for the years ended December 31, 2022 and 2021 is as follows:

(in thousands)	Year Ended December 31,	
	2022	2021
Beginning balance	\$ 40,990	\$ 39,785
Additions based on tax positions related to the current year	6,125	3,815
Additions for tax positions of prior years	258	—
Reductions for tax positions of prior years	(3,971)	(1,998)
Settlements	(586)	—
Statute of limitations expiration	—	(612)
Ending balance	<u>\$ 42,816</u>	<u>\$ 40,990</u>

As of December 31, 2022 and 2021, approximately \$30.8 million and \$29.1 million, respectively, of the unrecognized tax benefits would impact the Company's provision for income taxes and effective income tax rate, if recognized. Total estimated accrued interest and penalties related to the underpayment of income taxes was \$8.3 million and \$7.2 million as of December 31, 2022 and 2021, respectively. The following income tax years remain open in the Company's major jurisdictions as of December 31, 2022:

Jurisdictions	Periods
U.S. (Federal)	2014 through 2022
Germany	2016 through 2022
Greece	2013 through 2022
Spain	2015 through 2022
U.K.	2018 through 2022

It is reasonably possible that the balance of gross unrecognized tax benefits could significantly change within the next twelve months as a result of the resolution of audit examinations and expirations of certain statutes of limitations and, accordingly, materially affect the Company's operating results. At this time, it is not possible to estimate the range of change due to the uncertainty of potential outcomes.

(15) Valuation and Qualifying Accounts

Trade accounts receivable and accounts receivable balances included within the settlement assets are stated net of credit losses. Historically, the Company has not experienced significant write-offs. The Company records credit losses when it is probable that the accounts receivable balance will not be collected.

The following table provides a summary of the credit loss balances and activity for the years ended December 31, 2022, 2021 and 2020:

(in thousands)	Year Ended December 31,		
	2022	2021	2020
Beginning balance-credit losses	\$ 31,810	\$ 41,727	\$ 27,938
Additions-charged to expense	16,276	9,721	19,469
Amounts written off	(12,865)	(21,662)	(7,842)
Other (primarily changes in foreign currency exchange rates)	1,789	2,024	2,162
Ending balance-credit losses	<u>\$ 37,010</u>	<u>\$ 31,810</u>	<u>\$ 41,727</u>

(16) Stock Plans

The Company has share-based compensation plans ("SCP") that allow it to grant restricted shares, or options to purchase shares, of common stock to certain current and prospective key employees, directors and consultants of the Company. These awards generally vest over periods ranging from three to five years from the date of grant. Stock options are generally exercisable during the shorter of a ten-year term or the term of employment with the Company. With the exception of certain awards made to the Company's employees in Germany, Singapore and Malaysia, awards under the SCP are settled through the issuance of new shares under the provisions of the SCP. For Company employees in Germany, Singapore and Malaysia, certain awards are settled through the issuance of treasury shares, which also reduces the number of shares available for future issuance under the SCP. As of December 31, 2022, the Company has approximately 4.9 million in total shares remaining available for issuance under the SCP.

Share-based compensation expense was \$44.1 million, \$36.5 million and \$22.0 million for the years ended December 31, 2022, 2021 and 2020, respectively, and was recorded in salaries and benefits expense in the accompanying Consolidated Statements of Operations. The Company recorded a tax benefit of \$3.4 million, \$4.1 million and \$2.1 million during the years ended December 31, 2022, 2021 and 2020, respectively, for the portion of this expense that relates to foreign tax jurisdictions in which an income tax benefit is expected to be derived.

Stock options

Summary stock options activity is presented in the table below:

	Number of Shares	Weighted Average Exercise Price	Remaining Contractual Term (years)	Aggregate Intrinsic Value (thousands)
Balance at December 31, 2021 (1,466,983 shares exercisable)	4,309,201	\$ 102.19		
Granted	622,722	\$ 90.31		
Exercised	(197,184)	\$ 30.11		
Forfeited/Canceled	(30,316)	\$ 125.52		
Expired	(1,018)	\$ 23.63		
Balance at December 31, 2022	<u>4,703,405</u>	\$ 103.51	6.9	\$ 26,045
Exercisable at December 31, 2022	<u>1,514,504</u>	\$ 91.88	4.4	\$ 23,497
Vested and expected to vest at December 31, 2022	<u>4,207,661</u>	\$ 95.72	6.0	\$ 25,584

Options outstanding that are expected to vest are net of estimated future forfeitures. The Company received cash of \$5.9 million, \$7.8 million and \$15.8 million in connection with stock options exercised in the years ended December 31, 2022, 2021 and 2020, respectively. The intrinsic value of these options exercised was \$12.8 million, \$27.7 million and \$41.1 million in the years ended December 31, 2022, 2021 and 2020, respectively. As of December 31, 2022, unrecognized compensation expense related to nonvested stock options that are expected to vest totaled \$68.1 million and will be recognized over the next 4 years, with an overall weighted-average period of 3.2 years. The following table provides the fair value of options granted under the SCP during 2022, 2021 and 2020, together with a description of the assumptions used to calculate the fair value using the Black-Scholes-Merton option-pricing model:

	Year ended December 31,		
	2022	2021	2020
Volatility	42.4%	39.3%	35.6%
Risk-free interest rate - weighted average	3.97%	1.2%	0.6%
Risk-free interest rate - range	3.45% to 3.97%	0.50% to 1.21%	0.31% to 1.17%
Dividend yield	—%	—%	—%
Assumed forfeitures	8.0%	8.0%	8.0%
Expected lives	4.6 years	4.6 years	7.1 years
Weighted-average fair value (per option)	\$ 37.15	\$ 39.99	\$ 48.21

During 2022, the Company granted approximately 411,648 options, which vest evenly over a four year term upon the achievement of a 10% increase over the share price on the date of grant for 30 consecutive days. Options were valued using a Monte Carlo simulation (not included in the table above). The Monte Carlo simulation calculated a fair value per option of \$36.70 using the following assumptions: volatility of 42.5%, risk-free interest rate of 3.8%, and a term of 4.6 years.

During 2021, the Company granted approximately 331,000 options, which vest evenly over a four year term upon the achievement of a 10% increase over the share price on the date of grant for 30 consecutive days. Options were valued using a Monte Carlo simulation (not included in the table above). The Monte Carlo simulation calculated a fair value per option of \$40.30 using the following assumptions: volatility of 40.0%, risk-free interest rate of 1.19%, and a term of 4.5 years.

During 2020, the Company granted 1,350,000 options, which vests each year starting in February 2023 upon the achievement of a 15% increase in the share price on the date of the grant for 30 consecutive days and a 10% increase in adjusted earnings per share. Options were valued using a Monte Carlo simulation (not included in the table above). The Monte Carlo simulation calculated a fair value per option of \$26.90 using the following assumptions: volatility of 37.0%, risk-free interest rate of 0.33%, and a term of 5.0 years.

Restricted stock

Restricted stock awards vest based on the achievement of time-based service conditions and/or performance-based conditions. For certain awards, vesting is based on the achievement of more than one condition of an award with multiple time-based and/or performance-based conditions. The Company records related expense for these awards that have performance-based conditions over the vesting period when the achievement of the award is probable of occurrence.

Summary restricted stock activity is presented in the table below:

	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Nonvested at December 31, 2021	535,104	\$ 127.96
Granted	270,124	\$ 91.47
Vested	(90,986)	\$ 39.99
Forfeited	(37,807)	\$ 117.01
Nonvested at December 31, 2022	<u><u>676,435</u></u>	<u><u>\$ 115.36</u></u>

The fair value of shares vested in the years ended December 31, 2022, 2021 and 2020 was \$9.3 million, \$13.8 million and \$15.4 million, respectively. As of December 31, 2022, there was \$16.8 million of total unrecognized compensation cost related to unvested time-based restricted stock, which is expected to be recognized over a weighted-average period of 2.87 years. As of December 31, 2022, there was \$26.3 million of total unrecognized compensation costs related to unvested performance-based restricted stock, which is expected to be recognized based on Company performance over a weighted-average period of 2.0 years. The weighted average grant date fair value of restricted stock granted during the years ended December 31, 2022, 2021 and 2020 was \$91.47, 115.85 and \$117.97 per share, respectively.

(17) Business Segment Information

Euronet's reportable operating segments have been determined in accordance with ASC Topic 280, *Segment Reporting* ("ASC 280"). The Company currently operates in the following three reportable operating segments:

1) Through the EFT Processing Segment, the Company processes transactions for a network of ATMs and POS terminals across Europe, the Middle East, Africa, Asia Pacific and the United States. The Company provides comprehensive electronic payment solutions consisting of ATM cash withdrawal services, ATM network participation, outsourced ATM and POS management solutions, credit, debit and prepaid card outsourcing, dynamic currency conversion, domestic and international surcharges and other value added services. Through this segment, the Company also offers a suite of integrated electronic financial transaction software solutions for electronic payment and transaction delivery systems.

2) Through the epay Segment, the Company provides distribution, processing and collection services for prepaid mobile airtime and other electronic payment products in Europe, the Middle East, Asia Pacific, the U.S. and South America.

3) Through the Money Transfer Segment, the Company provides global money transfer services under the brand names Ria, AFEX, IME, and xe. Ria, AFEX, and IME provide global consumer-to-consumer money transfer services through a network of sending agents, Company-owned stores and Company-owned websites, disbursing money transfers through a worldwide correspondent network. xe offers account-to-account international payment services to high-income individuals and small-to-medium sized businesses. xe is also a provider of foreign currency exchange information. The Company also offers customers bill payment services, payment alternatives such as money orders and prepaid debit cards, comprehensive check cashing services, foreign currency exchange services and mobile top-up. Furthermore, xe provides cash management solutions and foreign currency risk management services to small-to-medium sized businesses.

In addition, the Company accounts for non-operating activity, share-based compensation expense, certain intersegment eliminations and the costs of providing corporate and other administrative services in its administrative division, "Corporate Services, Eliminations and Other." These services are not directly identifiable with the Company's reportable operating segments.

The following tables present the Company's results for the years ended December 31, 2022, 2021 and 2020:

(in thousands)	For the Year Ended December 31, 2022					
	EFT Processing	epay	Money Transfer	Corporate Services, Eliminations and Other	Consolidated	
Total revenues	\$ 924,208	\$ 998,009	\$ 1,444,304	\$ (7,780)	\$ 3,358,741	
Operating expenses:						
Direct operating costs	475,785	753,149	796,951	(7,758)	2,018,127	
Salaries and benefits	111,997	81,680	277,012	63,549	534,238	
Selling, general and administrative	57,049	36,006	182,360	9,758	285,173	
Depreciation and amortization	95,486	6,224	33,727	427	135,864	
Total operating expenses	740,317	877,059	1,290,050	65,976	2,973,402	
Operating income (expense)	\$ 183,891	\$ 120,950	\$ 154,254	\$ (73,756)	\$ 385,339	
Other income (expense)						
Interest income					2,066	
Interest expense					(37,585)	
Foreign currency exchange loss, net					(28,175)	
Other gains, net					950	
Total other expense, net					(62,744)	
Income before income taxes					\$ 322,595	
Segment assets as of December 31, 2022	\$ 2,150,685	\$ 1,173,330	\$ 1,795,799	\$ 283,819	\$ 5,403,633	

For the Year Ended December 31, 2021

(in thousands)	EFT Processing	epay	Money Transfer	Corporate Services, Eliminations and Other	Consolidated
Total revenues	\$ 591,138	\$ 1,011,482	\$ 1,400,957	\$ (8,134)	\$ 2,995,443
Operating expenses:					
Direct operating costs	354,254	760,891	793,218	(8,096)	1,900,267
Acquired contract cost impairment	—	—	38,634	—	38,634
Salaries and benefits	98,584	79,451	255,816	50,988	484,839
Selling, general and administrative	47,832	39,602	157,955	6,544	251,933
Depreciation and amortization	90,969	8,501	35,739	545	135,754
Total operating expenses	591,639	888,445	1,281,362	49,981	2,811,427
Operating income (expense)	\$ (501)	\$ 123,037	\$ 119,595	\$ (58,115)	\$ 184,016
Other income (expense)					
Interest income					664
Interest expense					(38,198)
Foreign currency exchange gain, net					(10,866)
Other gains, net					59
Total other expense, net					(48,341)
Income before income taxes					\$ 135,675
Segment assets as of December 31, 2021	\$ 1,682,680	\$ 1,234,074	\$ 1,621,726	\$ 205,796	\$ 4,744,276

For the Year Ended December 31, 2020

(in thousands)	EFT Processing	epay	Money Transfer	Corporate Services, Eliminations and Other	Consolidated
Total revenues	\$ 468,726	\$ 835,517	\$ 1,183,849	\$ (5,392)	\$ 2,482,700
Operating expenses:					
Direct operating costs	302,637	630,391	649,033	(5,362)	1,576,699
Salaries and benefits	91,526	64,769	213,511	34,336	404,142
Selling, general and administrative	35,388	35,789	142,161	8,276	221,614
Goodwill and acquired intangible assets impairment	21,861	—	84,741	—	106,602
Depreciation and amortization	84,025	7,890	34,694	412	127,021
Total operating expenses	<u>535,437</u>	<u>738,839</u>	<u>1,124,140</u>	<u>37,662</u>	<u>2,436,078</u>
Operating income (expense)	\$ (66,711)	\$ 96,678	\$ 59,709	\$ (43,054)	\$ 46,622
Other income (expense)					
Interest income					1,040
Interest expense					(36,604)
Foreign currency exchange loss, net					(3,756)
Other gains, net					869
Total other expense, net					<u>(38,451)</u>
Income before income taxes					\$ 8,171
Segment assets as of December 31, 2020	\$ 1,541,610	\$ 1,135,204	\$ 1,755,651	\$ 494,246	<u>\$ 4,926,711</u>

Total revenues for the years ended December 31, 2022, 2021 and 2020, and property and equipment and total assets as of December 31, 2022 and 2021, summarized by geographic location, were as follows:

(in thousands)	Revenues			Property and Equipment, net		Total Assets	
	For the year ended December 31,			as of December 31,		as of December 31,	
	2022	2021	2020	2022	2021	2022	2021
United States	\$ 830,846	\$ 805,028	\$ 725,135	\$ 59,925	\$ 59,469	\$ 1,051,433	\$ 1,040,190
Germany	644,488	631,550	533,999	30,222	32,126	772,575	901,724
Spain	211,658	157,766	118,934	46,392	50,321	322,652	317,199
United Kingdom	144,737	143,914	118,024	10,453	13,783	403,874	371,090
Italy	160,676	130,095	92,006	16,670	18,279	207,744	207,347
Poland	98,069	93,654	89,688	23,013	24,091	220,686	201,506
India	188,539	173,154	123,343	30,476	32,705	241,630	206,378
France	173,825	166,655	119,265	8,514	7,038	140,396	134,981
Greece	160,971	61,627	39,705	18,032	10,815	597,206	80,778
Malaysia	47,597	50,039	73,541	2,167	1,998	77,569	91,813
Australia	42,424	46,851	46,062	2,880	2,791	58,400	56,275
New Zealand	61,550	56,480	47,368	3,537	3,949	234,836	231,468
Netherlands	54,634	49,442	39,630	5,302	6,280	196,667	217,521
Canada	66,439	46,851	49,487	744	847	106,419	103,056
Brazil	51,367	44,304	28,473	258	268	46,695	34,115
Other	420,921	338,033	238,040	78,016	80,621	724,851	548,835
Total foreign	<u>2,527,895</u>	<u>2,190,415</u>	<u>1,757,565</u>	<u>276,676</u>	<u>285,912</u>	<u>4,352,200</u>	<u>3,704,086</u>
Total	<u>\$ 3,358,741</u>	<u>\$ 2,995,443</u>	<u>\$ 2,482,700</u>	<u>\$ 336,601</u>	<u>\$ 345,381</u>	<u>\$ 5,403,633</u>	<u>\$ 4,744,276</u>

Revenues are attributed to countries based on location of the customer, with the exception of software sales made by the Company's software subsidiary, which are attributed to the U.S.

(18) Financial Instruments and Fair Value Measurements

Concentrations of credit risk

The Company's credit risk primarily relates to trade accounts receivable and cash and cash equivalents. The EFT Processing Segment's customer base includes the most significant international card organizations and certain banks in its markets. The epay Segment's customer base is diverse and includes several major retailers and/or distributors in markets that they operate. The Money Transfer Segment trade accounts receivable are primarily due from independent agents that collect cash from customers on the Company's behalf and generally remit the cash within one week. The Company performs ongoing evaluations of its customers' financial condition and limits the amount of credit extended, or purchases credit enhancement protection, when deemed necessary, but generally requires no collateral. See Note 15, Valuation and Qualifying Accounts, for further disclosure.

The Company invests excess cash not required for use in operations primarily in high credit quality, short-term duration securities that the Company believes bear minimal risk.

Fair value measurements

Fair value measurements used in the consolidated financial statements are based upon the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – Valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs in which little or no market activity exists, therefore requiring an entity to develop its own assumptions about the inputs that market participants would use in pricing.

The following table details financial assets measured and recorded at fair value on a recurring basis:

(in thousands)	Balance Sheet Classification	As of December 31, 2022			
		Level 1	Level 2	Level 3	Total
Assets					
Foreign currency exchange contracts	Other current assets	\$ —	\$ 50,248	\$ —	\$ 50,248
Liabilities					
Foreign currency exchange contracts	Other current liabilities	\$ —	\$ (42,320)	\$ —	\$ (42,320)

(in thousands)	Balance Sheet Classification	As of December 31, 2021			
		Level 1	Level 2	Level 3	Total
Assets					
Foreign currency exchange contracts	Other current assets	\$ —	\$ 27,582	\$ —	\$ 27,582
Liabilities					
Foreign currency exchange contracts	Other current liabilities	\$ —	\$ (23,285)	\$ —	\$ (23,285)

The carrying amounts of cash and cash equivalents, trade accounts receivable, trade accounts payable and short-term debt obligations approximate fair values due to their short maturities. The carrying values of the Company's revolving credit agreements approximate fair values because interest is based on SOFR that resets at various intervals of less than one year. The Company estimates the fair value of the Convertible Notes and Senior Notes using quoted prices in inactive markets for identical liabilities (Level 2). As of December 31, 2022, the fair values of the Convertible Notes and Senior Notes were \$520.8 million and \$568.9 million, respectively, with carrying values of \$525.0 million and \$642.1 million, respectively.

(19) Litigation and Contingencies

From time to time, the Company is a party to legal and regulatory proceedings arising in the ordinary course of its business. Currently, there are no legal proceedings or regulatory findings that management believes, either individually or in the aggregate, would have a material adverse effect upon the Consolidated Financial Statements of the Company. In accordance with U.S. GAAP, the Company records a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case.

(20) Commitments

As of December 31, 2022, the Company had \$83.4 million of stand-by letters of credit/bank guarantees issued on its behalf, of which \$3.3 million are collateralized by cash deposits held by the respective issuing banks.

Under certain circumstances, the Company grants guarantees in support of obligations of subsidiaries. As of December 31, 2022, the Company granted off balance sheet guarantees for cash in various ATM networks amounting to \$11.1 million over the terms of the cash supply agreements and performance guarantees amounting to approximately \$51.9 million over the terms of the agreements with the customers.

From time to time, the Company enters into agreements with commercial counterparties that contain indemnification provisions, the terms of which may vary depending on the negotiated terms of each respective agreement. The amount of such potential obligations is generally not stated in the agreements. Euronet's liability under such indemnification provisions may be mitigated by relevant insurance coverage and may be subject to time and materiality limitations, monetary caps and other conditions and defenses. Such indemnification obligations include the following:

- In connection with contracts with financial institutions in the EFT Processing Segment, the Company is responsible for damage to ATMs and theft of ATM network cash that, generally, is not recorded on the Company's Consolidated Balance Sheets. As of December 31, 2022, the balance of such cash used in the Company's ATM networks for which the Company was responsible was approximately \$319.8 million. The Company maintains insurance policies to mitigate this exposure;
- In connection with contracts with financial institutions in the EFT Processing Segment, the Company is responsible for losses suffered by its customers and other parties as a result of the breach of its computer systems, including in particular, losses arising from fraudulent transactions made using information stolen through its processing systems. The Company maintains insurance policies to mitigate this exposure;
- In connection with the license of proprietary systems to customers, the Company provides certain warranties and infringement indemnities to the licensee, which generally warrant that such systems do not infringe on intellectual property owned by third parties and that the systems will perform in accordance with their specifications;
- Euronet has entered into purchase and service agreements with vendors and consulting agreements with providers of consulting services, pursuant to which the Company has agreed to indemnify certain of such vendors and consultants, respectively, against third-party claims arising from the Company's use of the vendor's product or the services of the vendor or consultant;
- In connection with acquisitions and dispositions of subsidiaries, operating units and business assets, the Company has entered into agreements containing indemnification provisions, which can be generally described as follows: (i) in connection with acquisitions of operating units or assets made by Euronet, the Company has agreed to indemnify the seller against third party claims made against the seller relating to the operating unit or asset and arising after the closing of the transaction, and (ii) in connection with dispositions made by Euronet, Euronet has agreed to indemnify the buyer against damages incurred by the buyer due to the buyer's reliance on representations and warranties relating to the subject subsidiary, operating unit or business assets in the disposition agreement if such representations or warranties were untrue when made; and
- Euronet has entered into agreements with certain third parties, including banks that provide fiduciary and other services to Euronet or to the Company's benefit plans. Under such agreements, the Company has agreed to indemnify such service providers for third-party claims relating to carrying out their respective duties under such agreements.

The Company is also required to meet minimum capitalization and cash requirements of various regulatory authorities in the jurisdictions in which the Company has money transfer operations. The Company has obtained surety bonds in compliance with money transfer licensing requirements of the applicable governmental authorities.

To date, the Company is not aware of any significant claims made by the indemnified parties or third parties to guarantee agreements with the Company and, accordingly, no liabilities were recorded as of December 31, 2022 or 2021.

(21) Related Party Transactions

The Company leases an airplane from a company owned by Mr. Michael J. Brown, Euronet's Chief Executive Officer, President and Chairman of the Board of Directors. The airplane is leased for business use on a per flight hour basis at competitive commercial rates with no minimum usage requirement. Euronet incurred expenses of \$0.2 million, \$0.1 million and \$0.1 million during the years ended December 31, 2022, 2021 and 2020, respectively, for the use of this airplane.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our executive management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(b) under the Exchange Act as of December 31, 2022. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the design and operation of these disclosure controls and procedures were effective as of such date to provide reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Controls Over Financial Reporting

There has been no change in our internal control over financial reporting during the fourth quarter of 2022 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

To the Stockholders of Euronet Worldwide, Inc.:

Management is responsible for establishing and maintaining an effective internal control over financial reporting as this term is defined under Rule 13a-15(f) of the Securities Exchange Act of 1934 and has made organizational arrangements providing appropriate divisions of responsibility and has established communication programs aimed at assuring that its policies, procedures and principles of business conduct are understood and practiced by its employees. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management of Euronet Worldwide, Inc. assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2022. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control-Integrated Framework* (2013). Management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2022 excluded Euronet Merchant Services Payment Institution S.M.S.A. (formerly the Merchant Acquiring Business of Piraeus Bank), acquired as of March 15, 2022 with aggregate total assets of \$520.8 million and total revenues of \$88.8 million included in the Company's consolidated financial statements as of and for the year ended December 31, 2022. Based on these criteria and our assessment, we have determined that, as of December 31, 2022, the Company's internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2022, has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their audit report, included herein.

/s/ Michael J. Brown

Michael J. Brown

Chief Executive Officer

/s/ Rick L. Weller

Rick L. Weller

Chief Financial Officer and Chief Accounting Officer

February 22, 2023

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

The information under “Election of Directors,” “Delinquent Section 16(a) Reports” (if applicable) and “Meetings and Committees of the Board of Directors” in the Proxy Statement for the 2023 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2022, is incorporated herein by reference. Information concerning our Code of Business Conduct and Ethics for our employees, including our Chief Executive Officer and Chief Financial Officer, is set forth under “Availability of Reports, Certain Committee Charters, and Other Information” in Part I of this Annual Report on Form 10-K and incorporated herein by reference. Information concerning executive officers is set forth under “Information about our Executive Officers” in Part I of this Annual Report on Form 10-K and incorporated herein by reference.

We intend to satisfy the requirement under Item 5.05 of Form 8-K to disclose any amendments to our Code of Business Conduct and Ethics and any waiver from a provision of our Code of Ethics by disclosing such information on a Form 8-K or on our Website at www.euronetworldwide.com under For Investors/Corporate Governance.

Item 11. Executive Compensation

The information under “Compensation Tables,” “Compensation Discussion and Analysis,” “Director Compensation,” “Compensation Committee Report” and “Compensation Committee Interlocks and Insider Participation” in the Proxy Statement for the 2023 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2022, is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information under “Beneficial Ownership of Common Stock”, “Election of Directors” and "Compensation Tables - Shares Issuable under Stockholder Approved Plans" in the Proxy Statement for the 2023 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2022, is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information under “Certain Relationships and Related Transactions and Director Independence” in the Proxy Statement for the 2023 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2022, is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information under “Audit Matters - Fees of the Company's Independent Auditors” and - "Audit Matters - Audit Committee Pre-Approval Policy" in the Proxy Statement for the 2023 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2022, is incorporated herein by reference.

Part IV

Item 15. Exhibits and Financial Statement Schedules

(a) List of Documents Filed as Part of this Report.

1. Financial Statements

The Consolidated Financial Statements and accompanying notes, together with the report of KPMG LLP, appear in Part II, Item 8 - Financial Statements and Supplementary Data, of this Form 10-K.

2. Schedules

None.

3. Exhibits

The exhibits that are required to be filed or incorporated by reference herein are listed in the Exhibit Index below.

Exhibits

Exhibit Index

Exhibit	Description
3.1	<u>Certificate of Incorporation of Euronet Worldwide, Inc., as amended (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed on May 22, 2009 and incorporated by reference herein)</u>
3.2	<u>Certificate of Amendment to Certificate of Incorporation of Euronet Worldwide, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 22, 2009 and incorporated by reference herein)</u>
3.3	<u>Amended and Restated Certificate of Designations, Preferences and Rights of Series A Junior Participating Preferred Stock (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 29, 2013, and incorporated by reference herein)</u>
3.4	<u>Amended and Restated Bylaws of Euronet Worldwide, Inc. (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed on February 28, 2017, and incorporated herein by reference)</u>
4.1	<u>Indenture, dated May 22, 2019, between Euronet Worldwide, Inc. and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 22, 2019 and incorporated by reference herein)</u>
4.2	<u>Supplemental Indenture, dated May 22, 2019, between Euronet Worldwide, Inc. and U.S. Bank National Association, as trustee (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on May 22, 2019 and incorporated by reference herein)</u>
4.3	<u>Form of 1.375% Senior Note due 2026 (included as Exhibit A to Exhibit 4.1 above).</u>
4.4	<u>Indenture, dated March 18, 2019, between the Company and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 18, 2019 and incorporated by reference herein)</u>

- 4.5 [Form of 0.75% Convertible Senior Note due 2049 \(included as Exhibit A to Exhibit 4.4 above\)](#)
- 4.6 [Description of Securities \(filed as Exhibit 4.6 to the Company's Annual Report on Form 10-K filed on March 3, 2020 and incorporated herein by reference.\)](#)
- 10.1 [Form of Employee Restricted Stock Grant Agreement pursuant to Euronet Worldwide, Inc. 2006 Stock Incentive Plan \(filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q filed on August 4, 2006, and incorporated by reference herein\)\(2\)](#)
- 10.2 [Form of Employee Restricted Stock Unit Agreement for Executives and Directors pursuant to Euronet Worldwide, Inc. 2006 Stock Incentive Plan \(filed as Exhibit 10.39 to the Company's Annual Report on Form 10- K filed February 28, 2007, and incorporated by reference herein\)\(2\)](#)
- 10.3 [Employment Agreement dated June 19, 2007 between Euronet Worldwide, Inc. and Kevin J. Caponecchi \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 25, 2007, and incorporated by reference herein\)\(2\)](#)
- 10.4 [Amended and Restated Employment Agreement dated April 10, 2008 between Euronet Worldwide, Inc. and Michael J. Brown, Chairman and Chief Executive Officer \(filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on May 9, 2008, and incorporated by reference herein\)\(2\)](#)
- 10.5 [Amended and Restated Employment Agreement dated April 10, 2008 between Euronet Worldwide, Inc. and Rick L. Weller, Executive Vice President and Chief Financial Officer \(filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on May 9, 2008, and incorporated by reference herein\)\(2\)](#)
- 10.6 [Amended and Restated Employment Agreement dated April 10, 2008 between Euronet Worldwide, Inc. and Juan C. Bianchi, Executive Vice President and Managing Director, Money Transfer Segment \(filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed on May 9, 2008, and incorporated by reference herein\)\(2\)](#)
- 10.7 [Form of Indemnification Agreement, \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 22, 2008, and incorporated by reference herein\)](#)
- 10.8 [Euronet Worldwide, Inc. 2006 Stock Incentive Plan, as amended and restated \(filed as Appendix B to the Company's Definitive Proxy Statement filed on April 4, 2021, and incorporated by reference herein\)\(2\)](#)
- 10.9 [Form of Employee Restricted Stock Unit Agreement, as amended, pursuant to Euronet Worldwide, Inc. 2006 Stock Incentive Plan \(filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on May 7, 2010 and incorporated by reference herein\)\(2\)](#)
- 10.10 [Form of Nonqualified Stock Option Agreement, as amended, pursuant to Euronet Worldwide, Inc. 2006 Stock Incentive Plan \(filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 7, 2010 and incorporated by reference herein\)\(2\)](#)
- 10.11.1 [Employment Agreement dated May 21, 2018 between Euronet Worldwide, Inc. and Nikos Fountas \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 23, 2018 and incorporated by reference herein\)\(2\)](#)
- 10.11.2 [Deed of Amendment to the Service Agreement dated May 21, 2018 between Euronet Worldwide, Inc. and Nikos Fountas \(filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on August 3, 2018 and incorporated by reference herein\)\(2\)](#)
- 10.12 [Bonus Compensation Agreement between Euronet Worldwide, Inc. and Nikos Fountas, Senior Vice President - Managing Director, Europe EFT Processing Segment \(filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K filed on February 25, 2011 and incorporated by reference herein\)\(2\)](#)

10.13	Euronet Worldwide, Inc. Employee Stock Purchase Plan, as amended (filed as Exhibit 10.18 to the Company's Annual Report on Form 10-K filed on February 26, 2016 and incorporated by reference herein) (2)
10.14	Euronet Worldwide, Inc. Executive Annual Incentive Plan, as amended and restated (filed as Appendix B to the Company's Definitive Proxy Statement on Form DEF 14A filed on April 8, 2016 and incorporated by reference herein) (2)
10.15	Form of Nonqualified Stock Option Agreement, as amended, pursuant to Euronet Worldwide, Inc. 2006 Stock Incentive Plan (filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K filed on March 1, 2018 and incorporated by reference herein) (2)
10.16	Form of Restricted Stock Unit Agreement, as amended, pursuant to Euronet Worldwide, Inc. 2006 Stock Incentive Plan (filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K filed on March 1, 2018 and incorporated by reference herein) (2)
10.17	Amended and Restated Credit Agreement dated as of October, 24, 2022 among Euronet Worldwide, Inc. and certain subsidiaries, as borrowers, certain subsidiaries, as guarantors, the lenders party thereto, Bank of America, N.A., as administrative agent, Wells Fargo Bank, National Association and U.S. Bank National Association, as co-syndication agents, et al. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 25, 2022 and incorporated by reference herein)
21.1	Subsidiaries of the Registrant (1)
23.1	Consent of Independent Registered Public Accounting Firm (1)
31.1	Section 302 — Certification of Chief Executive Officer (1)
31.2	Section 302 — Certification of Chief Financial Officer (1)
32.1	Section 906 Certification of Chief Executive Officer (3)
32.2	Section 906 Certification of Chief Financial Officer (3)
101	The following materials from Euronet Worldwide, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022, formatted inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets at December 31, 2022 and 2021, (ii) Consolidated Statements of Operations for the years ended December 31, 2022, 2021 and 2020, (iii) Consolidated Statements of Comprehensive (Loss) Income for the years ended December 31, 2022, 2021 and 2020, (iv) Consolidated Statements of Changes in Equity for the years ended December 31, 2022, 2021 and 2020, (v) Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021 and 2020, and (vi) Notes to the Consolidated Financial Statements.
104	Cover Page Interactive Data File (contained in Exhibit 101)

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- (1) Filed herewith.
- (2) Management contracts and compensatory plans and arrangements required to be filed as Exhibits pursuant to Item 15(a) of this report.
- (3) Pursuant to Item 601(b)(32) of Regulation S-K, this Exhibit is furnished rather than filed with this Form 10-K.

PLEASE NOTE: Pursuant to the rules and regulations of the SEC, we have filed or incorporated by reference the agreements referenced above as exhibits to this Annual Report on Form 10-K. The agreements have been filed to provide investors with information regarding their respective terms. The agreements are not intended to provide any other factual information about the Company or its business or operations. In particular, the assertions embodied in any representations, warranties and covenants contained in the agreements may be subject to qualifications with respect to knowledge and materiality different from those applicable to investors and may be qualified by information in confidential disclosure schedules not included with the exhibits. These disclosure schedules may contain information that modifies, qualifies and creates exceptions to the representations, warranties and covenants set forth in the agreements. Moreover, certain representations, warranties and covenants in the agreements may have been used for the purpose of allocating risk between the parties, rather than establishing matters as facts. In addition, information concerning the subject matter of the representations, warranties and covenants may have changed after the date of the respective agreement, which subsequent information may or may not be fully reflected in the Company's public disclosures. Accordingly, investors should not rely on the representations, warranties and covenants in the agreements as characterizations of the actual state of facts about the Company or its business or operations on the date hereof.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Euronet Worldwide, Inc.

Date: February 22, 2023

/s/ Michael J. Brown

Michael J. Brown

Chairman of the Board of Directors, Chief Executive Officer, President and Director (principal executive officer)

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

<u>Signature</u>	<u>Title</u>
<u>/s/ Michael J. Brown</u> Michael J. Brown February 22, 2023	Chairman of the Board of Directors, Chief Executive Officer, President and Director (principal executive officer)
<u>/s/ Rick L. Weller</u> Rick L. Weller February 22, 2023	Chief Financial Officer and Chief Accounting Officer (principal financial officer and principal accounting officer)
<u>/s/ Paul S. Althasen</u> Paul S. Althasen February 22, 2023	Director
<u>/s/ Andrzej Olechowski</u> Andrzej Olechowski February 22, 2023	Director
<u>/s/ Michael N. Frumkin</u> Michael N. Frumkin February 22, 2023	Director
<u>/s/ Thomas A. McDonnell</u> Thomas A. McDonnell February 22, 2023	Director
<u>/s/ Andrew B. Schmitt</u> Andrew B. Schmitt February 22, 2023	Director
<u>/s/ M. Jeannine Strandjord</u> M. Jeannine Strandjord February 22, 2023	Director
<u>/s/ Mark R. Callegari</u> Mark R. Callegari February 22, 2023	Director
<u>/s/ Ligia Torres Fentanes</u> Ligia Torres Fentanes February 22, 2023	Director